

**AVADH RAIL INFRA LIMITED**

(Formerly known as Madras Elastomers Limited)

Corporate Identity Number: U25199TN1980PLC008354;

Registered Office: P.A 5, Industrial Complex, Maraimalai Nagar, Kanchipuram,  
Chengalpattu, Chennai – 603 209, Tamil Nadu, India; Mob. No.: +91 93075 23001;

Email ID: [compliance@avadhrail.com](mailto:compliance@avadhrail.com); Website: [www.avadhrail.com](http://www.avadhrail.com)

**POSTAL BALLOT NOTICE**

**NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 READ WITH SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2021, AS AMENDED, AND SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED**

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Companies Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (“the Rules”), in relation issued by the Institute of Company Secretaries of India and all other applicable rules framed under the Companies Act, the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (“Delisting Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to the members of Avadh Rail Infra Limited (“Company”), to consider and if thought fit to pass the resolution set out herein below as a special resolution, by way of a postal ballot through remote e-voting process, in accordance with Regulation 11 of the Delisting Regulations.

The proposed resolution along with the explanatory statement pursuant to Section 102 of the Companies Act and other applicable legal provisions, pertaining to the said resolution setting out the material facts and the reasons thereof, is also appended. The proposed resolutions and explanatory statement are being sent to you for your consideration.

The Board of Directors of the Company has appointed CS Smita Sharma, Unique Code: S2009WB120600, Peer Review Certificate No.: 1497/2021, Membership Number: A17757 and CP Number: 6077, as the Scrutinizer for conducting the Postal Ballot through physical and remote e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Companies Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Listing Regulations, the Company is offering facility of e-voting to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the notes for casting of votes by e-voting.

The Scrutinizer will submit his report to the Chairman and/or to the Company Secretary duly authorized by him, after completion of the scrutiny of the votes received through e-voting in a fair and transparent manner. The results of the postal ballot shall be declared by the Chairman or the Company Secretary duly authorised on or before Tuesday, October 28, 2025 for submission with The Calcutta Stock Exchange Limited where the equity shares of the Company are listed. The results of the postal ballot will also be displayed on the Company’s website and Service Provider’s website: <https://www.evoting.nsdl.com/>.

The resolutions, if passed by requisite majority, will be deemed to be passed on the date of declaration of results by the chairman i.e., October 28, 2025.

**SPECIAL BUSINESS:****Item No. 1****Approval for Voluntary Delisting of the Equity Shares of the Company from The Calcutta Stock Exchange Limited ("CSE")**

To consider and if thought fit, to accord assent/ dissent to the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to (i) receipt of Initial Public Announcement dated Monday, September 01, 2025 from Abhishek Saraff ("**Acquirer**") expressing his intention to: (a) acquire all the fully paid-up equity shares held by the public shareholders of the Company, as defined under the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2021, as amended from time to time ("**Delisting Regulations**") ("**Public Shareholders**"); and consequently (b) voluntarily delist the equity shares of the Company ("**Equity Shares**") from the Calcutta Stock Exchange Limited ("**CSE**") (the "**Stock Exchange**") in accordance with the Regulation 35 of the Delisting Regulations, 2021 by making a delisting offer in accordance with the Delisting Regulations; and (ii) the approval of the Board of Directors of the Company ("**Board**") accorded in its meeting held on Friday, September 19, 2025 for the voluntary delisting of the Equity Shares from the Stock Exchange, and subject to the applicable provisions of the Companies Act, 2013 and rules made thereunder, the Delisting Regulations and other such applicable provisions of laws, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and receipt of the necessary approvals from the Stock Exchange and such other statutory approvals as may be required under applicable law and subject to the terms of such approvals, and subject to such conditions and modifications as may be prescribed or imposed by any authority or third party, the approval of the members of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares from the Stock Exchange through acquisition or the consent of the, Public Shareholders, in accordance with the provisions of the Delisting Regulations ("**Delisting Proposal**");

**RESOLVED FURTHER THAT** the Board do and hereby certify that:

- (i) the company is in compliance with the applicable provisions of securities laws;
- (ii) the acquirer and its related entities are in compliance with the applicable provisions of securities laws in terms of the report of the Company Secretary including compliance with sub-regulation (5) of regulation 4 of these regulations;
- (iii) the delisting is in the interest of the shareholders of the company.

**RESOLVED FURTHER THAT** the Board (which term is deemed to include, unless the context otherwise requires, any committee of the Board which the Board may have constituted or may hereinafter constitute, or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorized on behalf of the Company to do, either by itself or through delegation to any person, as it may in its absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose and to make all necessary filings to facilitate the Delisting Proposal in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to the Stock Exchange for seeking the in-principle and final approval for the Delisting Proposal, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit;

**RESOLVED FURTHER THAT** any of the directors, be and is(are) hereby severally authorised to file all such deeds, applications, documents and other related correspondence as may be required before any regulatory authority and to appear before, represent, negotiate, discuss and respond to all queries as may be requested for by any regulatory authority in connection with the aforesaid resolution, including in connection with any reporting that needs to be made to any statutory or governmental authority;

**RESOLVED FURTHER THAT** all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects;

By order of the Board

For Avadh Rail Infra Limited

**Sd/**

**Abhishek Saraff**

**Managing Director**

**DIN: 00355289**

**Date:** September 19, 2025

**Place:** Lucknow

## **NOTES:**

### **EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTION ACCOMPANYING THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the Item No. 1 of the accompanying Notice:

#### **Item No. 1**

1. The equity shares of the company, having a face value of Rs.10/- each ("**Equity Shares**"), are presently listed on The Calcutta Stock Exchange Limited ("**CSE**") (the "**Stock Exchange**").
2. The Board of Directors of the Company ("**Board**") has received Initial Public Announcement dated Monday, September 01, 2025 from Abhishek Saraff ("**Acquirer**") expressing its intention to: (a) acquire all the fully paid-up equity shares held by the public shareholders of the Company, as defined under the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2021, as amended from time to time ("**Delisting Regulations**") ("**Public Shareholders**"); and consequently (b) voluntarily delist the equity shares of the Company ("**Equity Shares**") from the Calcutta Stock Exchange Limited ("**CSE**") (the "**Stock Exchange**") in accordance with the Delisting Regulations, by making a delisting offer in accordance with the Delisting Regulations (the "**Delisting Proposal**").
3. The Acquirer has specified the following objectives and rationale for the Delisting Proposal:
  - a. To provide an exit opportunity to the public shareholders of the company as the equity shares are not traded in CSE;
  - b. Eliminate the on-going expenses of the Company in maintaining a listing on the Stock Exchange, including investor relations expenses associated with these continued listing which will cease once the delisting is effective; and
  - c. the need to dedicate management time to comply with the requirements associated with the continued listings and the needs of the Public Shareholders will be reduced and can be refocused on the Company's business.
4. Pursuant to the receipt of the Delisting Proposal, the Board, took on record the Delisting Proposal and appointed CS Smita Sharma, ("**Company Secretary**") Peer Reviewed Company Secretary under Regulation 10(2) of the Delisting Regulations, for the purposes of carrying out due diligence in terms of the Delisting Regulations. The Company Secretary issued its due diligence report on Monday, September 15, 2025.
5. Further, the Board, in its meeting held on Friday, September 19, 2025, after having discussed and considered various factors including the due diligence report dated September 15, 2025 submitted by the Company Secretary, certified that:
  - (i) the Company is in compliance with the applicable provisions of securities laws;
  - (ii) the acquirer and its related entities are in compliance with the applicable provisions of securities laws in terms of the report of the Company Secretary including compliance with sub-regulation (5) of regulation 4 of these regulations; and
  - (iii) the Delisting Proposal is in the interest of the shareholders of the company.

Thereafter, the Board approved the Delisting Proposal in terms of Regulation 10 of the Delisting Regulations subject to approval of the shareholders of the Company through a Postal Ballot in accordance with the Delisting Regulations and subject to any further approvals as required under applicable law including the Delisting Regulations and conditions as may be prescribed or imposed by any authority while granting any such approvals; and approved the draft of the postal ballot notice and the accompanying explanatory statement.

6. In terms of regulation 11 of the Delisting Regulations, the Delisting Proposal requires approval of the members of the Company by way of a special resolution passed through a Postal Ballot in accordance with the Companies Act, 2013 and the rules thereunder. In addition, as per Regulation 11(4) of the Delisting Regulations, the special resolution passed by the members of the Company shall be acted upon if the votes cast by the public shareholders in favor of the Delisting Proposal are at least two times the number of votes cast by public shareholders against it.
7. In the event that this special resolution is passed by the members as set out above, subject to receipt of in-principle approval of the Stock Exchange, and other applicable statutory approval as may be deemed necessary from time to time, followed by the dispatch of the letter of offer to all the Public Shareholders. Thereafter, the Delisting Proposal will be conducted in accordance with the Delisting Regulations.
8. The acquisition by the Acquirer of all Equity Shares held by the Public Shareholders shall be conditional upon the following: (i) approval of the shareholders of the Company by way of a special resolution through Postal Ballot in accordance with Regulation 11 of the Delisting Regulations and other applicable laws; (ii) the Acquirer/Company having obtained all the necessary regulatory and statutory approvals, including from the Stock Exchange, as may be required under applicable laws including the Delisting Regulations; and (iii) such other terms and conditions as may be set out in the letter of offer to be dispatched to Public Shareholders.
9. The board of directors of the Company recommends the special resolution and places it for consideration and the approval of the shareholders of the Company.

By order of the Board

For Avadh Rail Infra Limited

Sd/

**Abhishek Saraff**

**Managing Director**

**DIN: 00355289**

**Date:** September 19, 2025

**Place:** Lucknow

#### **NOTES AND INSTRUCTIONS**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act read with Section 110 of the Companies Act, 2013 and other applicable legal provisions in respect of the Special Business specified above is annexed hereto.
2. In terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Special Resolution contained in the Postal Ballot Notice is sought through Postal Ballot (e-voting).
3. The Board of Directors of the Company has appointed CS Smita Sharma, Unique Code: S2009WB120600, Peer Review Certificate No.: 1497/2021, Membership Number: A17757 and CP Number: 6077, as the Scrutinizer for conducting the Postal Ballot (e-voting) process in a fair and transparent manner.
4. The Notice is being sent to all the Members of the Company, whose name appear on the Register of Members/ List of Beneficial Owners, as on Friday, September 19, 2025 (hereinafter referred to as **“Cut-off Date”**) and those who have registered their email addresses with the Company and/ or with the Depositories shall receive the Notice in electronic mode. It is however, clarified that all the persons who are Members of the Company as on Friday, September 19, 2025 (including those Members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice.
5. The voting rights of shareholders shall be reckoned on the paid up value of shares registered in the names of the Members on cut-off date being Friday, September 19, 2025. Only those members whose names are recorded in the Register of Members of the Company as on Friday, September 19, 2025, will be entitled to cast their votes by e-voting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
6. The Notice of Postal Ballot is being uploaded on the website of the Company and on the website of NSDL at <https://www.evoting.nsdl.com/>. A copy of this Notice may also available on the website of Stock Exchange at [www.cse-india.com](http://www.cse-india.com).
7. In accordance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the circulars issued by the Ministry of Corporate Affairs, the Company has extended e-voting facility for its Members to enable them to cast their votes electronically on the resolution set forth in this Notice. Members are informed that the communication of their assent or dissent can take place through the e-voting facility. The company has engaged the services of National Securities Depository Limited as the agency to provide the remote e-voting facility.
8. The e-voting facility is available at the link <https://www.evoting.nsdl.com/>.. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again. The Compliance Officer of the Company shall be responsible for addressing the grievances of members connected with e-voting for postal ballot. Please refer to the instructions for e-voting given along with this Notice for the process and manner in which e-voting can be carried out.
9. The period for voting through physical Ballot or remote e-voting starts from Saturday, September 27, 2025 at 9.00 am IST and ends on Sunday, October 26, 2025 at 5.00 pm IST. During this period, Members of the Company holding the Equity Shares in physical or dematerialized form as on the Cut-Off date may cast their vote electronically.

10. The Scrutinizer will after conclusion of e-voting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and submit his report to the Chairman of the Company and/or the Company Secretary duly authorized by him, shall declare/ announce the result of the Postal Ballot on or before Tuesday, October 28, 2025. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final and binding. The results so declared along with the Scrutinizer's Report shall be placed on the Company's website as well as on the website of NSDL at <https://www.evoting.nsdl.com/> and shall also be communicated/forwarded to the Calcutta Stock Exchange Limited, the only Stock Exchange where the equity shares of the Company are listed.
11. The Resolution as set out in the Postal Ballot Notice, if passed by the requisite majority of the shareholders, shall be deemed to have been duly passed at a general meeting convened in that behalf and the same shall be considered having been passed on the date of declaration of results by the chairman i.e., Tuesday, October 28, 2025.
12. Members may kindly note that the Company is committed towards Green Initiative, it is earnestly requested again in view of the circulars issued by Ministry of Corporate Affairs and other statutory provisions, that the Members who have yet not registered/updated their e-mail ids with the Company are requested to register the same in accordance with the process specified herein below at point no. 14(b).
13. All the relevant documents referred to in the Notice and accompanying Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 will be available for inspection via electronic mode by the shareholders of the Company until the last date for receipt of votes by e-voting. Members can inspect the same by writing an e-mail to the company. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company.
14. **The instructions for shareholders for remote e-voting are as under:-**
  - i. **The e-voting period begins on Saturday, September 27, 2025 at 9.00 am IST and ends on Sunday, October 26, 2025 at 5.00 pm IST** (both days inclusive). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The said e-voting shall not be allowed beyond the said date and time. The e-voting module shall be disabled by NSDL for voting thereafter.
  - ii. **PROCEDURE TO LOGIN TO E-VOTING WEBSITE**

#### **How do I vote electronically using NSDL e-Voting system?**

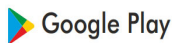
*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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 in their demat accounts in order to access e-Voting facility.

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

| Type of shareholders                                                | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|---------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e- Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 20px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div> </div> |

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|--------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest is <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode 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 a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30             |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43 |

## B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

### Howto Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:  
<https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:                                                                                                                                              |
|----------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID<br><br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****    |
| b) For Members who hold shares in demat account with CDSL.     | 16 Digit Beneficiary ID<br><br>For example if your Beneficiary ID is 12***** then your user ID is 12*****                                                     |
| c) For Members holding shares in Physical Form.                | EVEN Number followed by Folio Number registered with the company<br><br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## 15. Other Instructions

- i. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
- ii. The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against, if any. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him, after completion of scrutiny of votes received through E-voting.

The results shall be declared on or before **Tuesday, 28<sup>th</sup> October, 2025** by posting the same on the website of the Company ([www.avadhrail.com](http://www.avadhrail.com)), website of NSDL (<https://evoting.nsdl.com/>) and by filing with the Calcutta Stock Exchange Ltd. ([www.cse-india.com](http://www.cse-india.com)) where shares of the Company are listed.

### **Important update regarding measures taken by SEBI to increase the efficiency of the e-voting provided by the Company in respect of all shareholders' resolutions:**

SEBI vide its circular dated SEBI/HO/CFD/CMD/CIR/P/2020/242 December 09, 2020, in order to increase the efficiency of the e-voting process, had decided to enable e-voting to all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

The SEBI circular inter-alia intimating implementation schedule of process for e-voting is available on the following link:

[https://www.sebi.gov.in/legal/circulars/dec-2020/e-votingfacilityprovided-by-listed-entities\\_48390.html](https://www.sebi.gov.in/legal/circulars/dec-2020/e-votingfacilityprovided-by-listed-entities_48390.html)

Therefore, to support the above initiative undertaken by SEBI for the benefit of shareholders having demat accounts for increasing the efficiency of e-voting process on all the shareholders' resolution, Members are requested to intimate/ update changes, if any, pertaining to their email address & Mobile numbers with the respective Depositories/Depository Participants.

Shareholders holding shares in physical form and who want to avail the above initiatives of SEBI undertaken for enhancing ease and convenience of participating in e-voting facility provided by the Company on the shareholders' resolutions are requested to convert their physical holdings into Demat form. Holding of shares in Demat also eliminate all risks associated with physical shares and for ease of portfolio management.

Members can contact the Compliance Officer of the Company for any assistance in this regard.

### POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

Postal Ballot No.:

- 1 Name of the Sole/ First Named Shareholder :
- 2 Registered address of the sole/  
first named Shareholder :
- 3 Name of the Joint Holder(s) if any :
- 4 Registered Folio No. /  
DP ID & Client ID :
- 5 No. of shares held :

I/We hereby exercise my/our vote in respect of the **Special Resolution** to be passed by means of Postal Ballot for the business set out in the Notice dated September 19, 2025 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (v) mark at the appropriate box below:

| Item No. | Items                                                                                                                                                                                                                                                                                               | No. of Shares | I/We assent to the resolution<br>(FOR) | I/We dissent to the resolution<br>(AGAINST) |
|----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------------------|---------------------------------------------|
| 1.       | Special Resolution subject to all the applicable provisions of the Companies Act, 2013 and SEBI (Delisting) Regulations, 2021 to consider the Delisting of the equity shares of the Company from the CSE i.e., the only Stock Exchange where the equity shares of the Company are presently listed. |               |                                        |                                             |

Place:

Date:

Signature of the Shareholder

-----Tear Here-----

### ELECTRONIC VOTING PARTICULARS

| EVEN (e-Voting Event Number) | User ID | PAN/SEQUENCE NUMBER | Bank A/c |
|------------------------------|---------|---------------------|----------|
| 137310                       |         |                     |          |

**Please refer to e-voting instructions mentioned in annexure attached:**

The e-voting facility will be available during the following voting period:

Commencement of e-voting: From <Saturday, September 27, 2025 & 9.00 A.M.>

End of e-voting: Up to <Sunday, October 26, 2025 & 05.00 P.M.>

**Note:**

1. Please read carefully the instructions overleaf before exercising your vote.
2. Please note that the last date for receipt of Postal Ballot Forms by the Scrutinizer is October 26, 2025.

**INSTRUCTIONS:**

1. Members have option to vote either through Postal Ballot Form or through e-voting. If a member exercises his/ her voting by both Postal Ballot Form and through e-voting, then the vote cast through e-voting shall be considered as valid. Further, the decision of the Scrutinizer on validity of the vote shall be final.
2. Voting period commences on and from September 27, 2025 at 9.00 A.M. and ends on October 26, 2025 at 05.00 P.M.
3. The results of the Postal Ballot and e-voting will be announced on or before October 28, 2025 at 04:00 P.M. at the Registered Office of the Company and shall also be published in the newspapers.
4. The voting rights for the shares are one vote per equity share, registered in the name of shareholders/ beneficial owners of the Company as on September 19, 2025.
5. The Scrutinizer's decision on the validity of the Postal Ballot and e-voting will be final.