

**E2E NETWORKS LIMITED**

CIN: L72900DL2009PLC341980

Regd. Office :Awfis, First Floor, A-24/9, Mohan Cooperative Industrial Estate,
Mathura Road, Saidabad, New Delhi-110044, Phone +91-11-39235393,Email :investors@e2enetworks.com, Website:<https://www.e2enetworks.com/>**NOTICE**

Notice is hereby given that the 11th Annual General Meeting (“**AGM**”) of the Members of E2E Networks Limited will be held on Tuesday, the 15th day of September, 2020 at 4:00 P.M., Indian Standard Time (“**IST**”) through Video Conferencing (“**VC**”)/Other Audio- Visual Means (“**OAVM**”) facility to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with the Report of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To appoint Mrs. Srishti Baweja (DIN:08057000), Whole-Time Director, who retires by rotation and being eligible offers herself for re-appointment and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mrs. Srishti Baweja (DIN:08057000), who retires by rotation and being eligible has offered herself for re-appointment, as a Whole Time Director of the Company.”

SPECIAL BUSINESS:

3. To authorise the Board to create/modify charge on the movable and immovable assets including undertakings of the Company, both present and future, to secure the borrowings of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to mortgage, hypothecate, pledge and / or charge all or any of the movable and / or immovable properties of the Company (both present and future) and / or any other assets including tangible and intangible assets or properties of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of events of defaults, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company, by way of loans, debentures (comprising fully/partly Convertible Debentures and/or Secured/ Unsecured Non-Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time, up to the Borrowing limits approved or as may be approved by the shareholders, from time to time, under Section

180(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company in respect of such borrowings.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements/ undertakings as may be required and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/ charge/ pledge / hypothecation as mentioned aforesaid."

4. To take note of revision in Price for issue of share warrants approved by Members of the Company to proposed allottees on Preferential Basis and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the consent of the Members of the Company be and is hereby given to take note that in terms of Members' approval dated August 21, 2019 and pursuant to the applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**"), and any other rules / regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India ("**SEBI**"), stock exchanges and/or any other statutory/ regulatory authority, listing agreement executed with stock exchanges in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), issue price of 1,84,000 (One Lakh Eighty Four Thousand) warrants ("**Warrants**"), exercisable into equal number of Equity Shares of INR 10/- (RupeesTen) each of the Company which were proposed to be issued to below mentioned investors on a preferential basis has been revised from INR 43.02/- (Rupees Forty Three and Two Paise) to INR 39.75/- (Rupees Thirty Nine and Seventy Five Paise) per warrant ("**Warrants Issue Price**") being the price not less than the price arrived at as per the provisions of Chapter V of ICDR Regulations.

S. No.	Name(s) of Proposed Investors
1.	Mr. Shantanu Singh
2.	Mr. Kesava Reddy
3.	Mr. Kotapalli Ravoof Mohamed Imran

RESOLVED FURTHER THAT any Director and Company Secretary of the Company be and are hereby severally authorized to communicate about the noting of the Revised Warrant Issue Price by the Members to NSE or other applicable authorities, to sign and execute all the documents, applications and papers and further to do all such acts, deeds and things as may be required in this regard to give effect to this resolution."

Place: Delhi

Date: August 12, 2020

For & on behalf of the Board of Directors

E2E Networks Limited

Sd/-

Neha Baid

Company Secretary

Cum Compliance Officer

M.No.-33753

Notes:

- 1) In view of the outbreak of the COVID-19 pandemic, social distancing norm and continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("**SEBI Circular**") and in compliance with the provisions of the Companies Act, 2013 ("**the Act**") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the 11th Annual General Meeting (hereinafter referred as "**AGM**") of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the AGM shall be Registered Office of the Company.
- 2) The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts concerning the business under Item No. 3&4 of this Notice is annexed hereto as **Annexure - I**. The Board of Directors of the Company at its meeting held on Wednesday, August 12, 2020 considered that the special business under Item No. 3 and 4, being considered unavoidable, be transacted at the AGM of the Company.
- 3) Brief Details of Director seeking re-appointment, along with details of her other Directorship, shareholding in the Company, nature of her expertise in specific functional area pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by ICSI forms part of this Notice and is annexed hereto as **Annexure - II**.
- 4) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM Facility, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not part of and, therefore, not annexed to this Notice.
- 5) Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM Facility on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to scrutinizer.maks@gmail.com with copies marked to the Company at investors@e2enetworks.com and to its RTA at enotices@linkintime.co.in.
- 6) The Members may join the AGM through VC/ OAVM Facility by following the procedure mentioned herein below in the Notice which shall be kept open for the Members from 3:45 P.M. IST i.e. 15 (fifteen) minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM Facility after expiry of 15 (fifteen) minutes from the scheduled time to start the AGM.
- 7) The attendance of the Members participating in the AGM through VC/ OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 8) Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the **Cut-off date i.e. Tuesday, September 8, 2020**.
- 9) In view of the outbreak of the COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Annual Report and in line with the MCA Circulars issued by the MCA and SEBI Circular, the Annual Report for the financial year 2019-20 including Notice of the AGM of the Company, inter alia, indicating the process and manner of e-voting is being sent only by Email, to all the Members whose Email IDs are registered with the Company/ Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled.

Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the MCA Circulars issued by MCA and SEBI Circular, the Annual Report including Notice of the AGM of the Company will also be available on the website of the Company at <https://www.e2enetworks.com/>. The same can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited "Emerge Platform" and on the website of Company's Registrar and Share Transfer Agent M/s. Link Intime India Private Limited ("**RTA**" or "**Link Intime**") at <https://instavote.linkintime.co.in>.

- 10) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 9, 2020 to Tuesday, September 15, 2020 (both days inclusive) for the purposes of the AGM.
- 11) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- 12) Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file their nomination in the prescribed Form SH-13 with RTA. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.
- 13) Members must quote their Folio No. /Demat Account No. and contact details such as e-mail address, contact number etc. in all their correspondence with the Company/RTA.
- 14) The Securities and Exchange Board of India ("**SEBI**") has mandated the submission of Permanent Account Number ("**PAN**") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding share in physical form can submit their PAN details to the Company/RTA.
- 15) To support the '**Green Initiative**', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.

In case of Shares held in physical form, the updation of email can be done by doing log in into the website of our RTA, M/s. Link Intime India Private Ltd. at link www.linkintime.co.in. Under Investor Services, Choose Email/Bank detail Registration and then fill in the details and upload the required documents and submit.

- 16) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.
- 17) All documents referred to in this Notice and the Explanatory Statement are available on website of the Company at <https://www.e2enetworks.com/> for inspection by the Members up to the date of the AGM.
- 18) The Company has designated an exclusive email id investors@e2enetworks.com for redressal of Members complaints. For any investor related queries, you are requested to please write to us at the above email id.
- 19) The Members, seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 5, 2020 through email on investors@e2enetworks.com. The same will be replied by/ on behalf of the Company suitably.
- 20) In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- 21) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical

management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or RTA for assistance in this regard.

- 22) The Board of Directors has appointed Mr. Mohit Maheshwari (C.P. No. 19946), Whole Time in Practice, or failing him, Mr. Ankush Agarwal (C.P. No. 14486), Whole Time in Practice, Partners of M/s. MAKS & Co., Company Secretaries (FRN : P2018UP067700) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
- 23) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e. September 15, 2020.
- 24) The result declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.e2enetworks.com/> and on the website of M/s. Link Intime India Private Limited (<https://instavote.linkintime.co.in>) immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, where the shares of the Company are listed. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office.

25) Voting:

In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**") and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its Members the facility to cast their votes either for or against each resolutions set forth in the Notice of the AGM using electronic voting system ("**Remote e-voting**") and ("**e-voting**") during the AGM, provided by M/s Link Intime India Private Limited ("**Link Intime**") and the business may be transacted through such voting.

Only those Members who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through Remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

The remote e-voting period begins on Saturday, September 12, 2020 (9.00 AM IST) and ends on Monday, September 14, 2020 (5.00 PM IST). During this period, Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. Tuesday, September 8, 2020 may cast their votes electronically. The Remote e-voting module shall be forthwith blocked by Link Intime for voting thereafter. Once the vote on resolution is casted by the Member, he shall not be allowed to change it subsequently as well as a person who is not a member as on the Cut-off date should treat this Notice for information purpose only.

Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of the AGM and holds shares as of the Cut-off date i.e. Tuesday, September 8, 2020, may obtain the login ID and password by sending a request to Link Intime at enotices@linkintime.co.in. However, if a Member is already registered with Link Intime for e-voting, then he/she can use existing user id and password/PIN for casting the vote.

The log in details for e-voting are being sent to the Members on their email address registered with the Company/ RTA or with the respective Depository Participant(s).

Instructions for e-voting and joining the annual general meeting are as follows:

(A) THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS FOLLOWS:

- a) Visit the e-voting system of Link Intime India Private Limited (“**LI IPL**”). Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
- b) Click on “Login” tab, available under 'Shareholders' section.
- c) Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
- d) Your User ID details are given below:
 - i. Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - ii. Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - iii. Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company The Event Number of the Company is 200118.

- e) Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number mentioned in email body.
DOB/ DOI	<p>Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.</p>
Bank Account Number	<p>Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (d-iii).

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in> and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- f) After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View **"Event No"** of E2E Networks Limited.

- g) On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

- h) If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- i) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". 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.
- j) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently
- k) You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.
- l) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

- m) During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- n) Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- o) In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call at **Tel : 022 - 49186000**.

(B) INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO ATTEND THE 11TH AGM THROUGH INSTAMEET:

Instructions for Shareholders/Members to attend the Annual General Meeting through Insta Meet (VC/OAVM) are as under:

- a) Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting.
- b) Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time of AGM.
- c) Shareholders/ Members will be provided with Insta Meet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:
 - 1. Open the internet browser and launch the URL for InstaMeet <<[<<https://instameet.linkintime.co.in>>](https://instameet.linkintime.co.in)>> and register with your following details:
 - a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
 - b. PAN: Enter your 10 digit Permanent Account Number (PAN)
 - c. Mobile No.
 - d. Email ID
 - 2. Click "Go to Meeting"

Note:

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call InstaMeet Support Desk of Link Intime India Private Limited at **Tel : 022-49186175**

(C) INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO REGISTER THEMSELVES AS SPEAKERS DURING THE 11TH AGM:

Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at investors@e2enetworks.com from **September 7, 2020** to **September 12, 2020**.

The Company reserves the right to restrict the number of speakers depending on the availability of time for the 11th AGM.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investors@e2enetworks.com. The same will be replied by the company suitably.

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

(D) INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO VOTE DURING THE 11TH AGM THROUGH INSTAMEET:

Once the electronic voting is activated by the scrutiniser during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call InstaMeet Support Desk, Link Intime India Private Limited at **Tel : 022-49186175.**

Place: Delhi

Date: August 12, 2020

For & on behalf of the Board of Directors

E2E Networks Limited

Sd/-

Neha Baid

Company Secretary

Cum Compliance Officer

M.No.:-33753

Annexure - I

EXPLANATORY STATEMENT IN COMPLIANCE OF SECTION 102 (1) OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 and 4 of this Notice dated August 12, 2020.

ITEM NO. 3

The members of the Company in their extra ordinary general meeting held on February 16, 2018 has approved by way of a Special Resolution under Section 180(1)(c) of the Companies Act, 2013, borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of INR 100 Crores (Rupees One Hundred Crores).

The borrowings of the Company are in general required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board of Directors / any of it's authorised Committee of the Company from time to time, in consultation with the lender(s).

Under the provisions of Section 180(1)(a) of the Companies Act, 2013 the powers to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures, to secure the repayment of monies borrowed by the Company can be exercised by the Board beyond prescribed limits only with the consent of the shareholders obtained by way of a Special Resolution. Accordingly, the Board of Directors through resolution passed on August 12, 2020, has proposed to obtain approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company or subsidiary(ies) of Company, by way of loans, debentures (comprising fully/partly Convertible Debentures and/or Secured/ Unsecured Non-Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time up to the limits approved or as may be approved by the shareholders from time to time under Section 180(1)(c) of the Companies Act, 2013.

Accordingly, the Board of Directors recommends the Special Resolution at Item no. 3 of the accompanying notice for the approval of members. None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 4

The Members of the Company in their Annual General Meeting held on August 21, 2019 approved issue of share warrants to below mentioned proposed allottees and authorised the Board to create, issue, offer and allot, in one or more tranches up to 1,84,000 (One Lakh Eighty Four Thousand) warrants ("**Warrants**") at INR 43.02 (Rupees Forty Three and Two Paise) each or such other price as may be decided by the Board not being less than the price arrived at as per the provisions of Chapter V of SEBI ((Issue of Capital and Disclosure Requirements)) Regulations, 2018 ("**ICDR Regulations**"), exercisable into equal number of Equity Shares of face value of INR 10 (Rupees Ten) each of the Company.

S. No.	Name(s) of Proposed Investors	Maximum number of Warrants to be Allotted
1.	Mr. Shantanu Singh	92,000
2.	Mr. Kesava Reddy	46,000
3.	Mr. Kotapalli Ravoof Mohamed Imran	46,000
	Total	1,84,000

The Members are further being apprised that in accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of calculating the minimum price of the Equity Shares to be issued upon exercise of Warrants was July 22, 2019 and that ICDR Regulations provides that the issue of shares on a preferential basis can be made at a price not less than the higher of the following:

- (i) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- (ii) The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

The Members are further apprised that out of twenty six weeks preceding the relevant date, no trading took place in the Equity Shares of the Company during two weeks (i.e. May 27, 2019 to June 02, 2019 and July 08, 2019 to July 14, 2019) and that initially the minimum price was calculated by ignoring the two non-trading weeks completely and therefore a price of INR 43.02 (Rupees Forty Three and Two Paise) was arrived at. But, thereafter during its application for In Principal approval to NSE, the Company has received guidance from NSE that the price should be taken as zero for two non-trading weeks and therefore the minimum price at which warrants can be issued as per ICDR Regulations would be INR 39.71 (Rupees Thirty Nine and Seventy One Paise).

Accordingly, the Board Members through resolution passed on September 7, 2019 approved the revision in price of share warrants from INR 43.02 (Rupees Forty Three and Two Paise) to INR 39.75 (Rupees Thirty Nine and Seventy Five Paise). The said revision is in compliance with the provisions of ICDR Regulations.

Further, the Company has given an undertaking to the NSE that revised issue price of share warrants being INR 39.75 (Rupees Thirty Nine and Seventy Five Paise) shall be intimated to the shareholders in the next general meeting. Accordingly, the Board of Directors recommends the Ordinary Resolution at Item no. 4 of the accompanying Notice relating to the noting of revised price for issue of share warrants by the Company for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

ANNEXURE - II

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT FURNISHED PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF THE SECRETARIAL STANDARD-2**MRS. SRISHTI BAWEJA**

Mrs. Srishti Baweja has pursued B.Com(H) from prestigious S.R.C.C, Delhi University and has completed Chartered Accountancy in November 2004. She gained vast experience in global accountancy and audit practices while working for Price Waterhouse Coopers. Then she joined Forex and Risk Management department of Hindustan Petroleum Corporation Limited. Later at HPCL, she was deputed to work closely with the Ministry of Oil and Natural Gas at the Petroleum Planning & Analysis Cell. She has experience of more than 15 year in the field of Finance and Administration.

Additional Information for seeking re-appointment at the AGM:

1. Name of Director: Mrs. Srishti Baweja
2. Date of Birth/Age: 25/10/1982
3. Date of Appointment: 31/01/2018
4. Qualifications, Experience and expertise in specific functional area: As per Brief Profile mentioned above.
5. Remuneration last drawn, if any: INR 52,32,000/-p.a
6. Shareholding in the Company: Nil
7. No. of Board meeting attended during the year: 4
8. Terms and condition of appointment: Mrs. Srishti Baweja is appointed as Whole Time Director for a term of 5 consecutive years w.e.f January 31, 2018, liable to retire by rotation.
9. Directorship held in other companies as on date: She is not a director in any other companies
10. Membership/Chairmanship of Committee of other Companies as on date: N.A.
11. Relationship with other Directors- Mrs. Srishti Baweja is spouse of Mr. Tarun Dua, Managing Director of the Company. Also, Mrs. Srishti Baweja is daughter-in-law of Mr. Manjit Rai Dua, Non-Executive Director of the Company.

The Board recommends the resolution as mentioned at item No. 2 for approval of the Members by way of Ordinary Resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives other than Mr. Tarun Dua, Mr. Manjit Rai Dua and Mrs. Srishti Baweja are in anyway, concerned or interested, financially or otherwise, in the said resolution set out at Item No. 2.