



E2E NETWORKS LIMITED
CIN: L72900DL2009PLC341980

**Regd. Office : Awfis, First Floor, A-24/9, Mohan Cooperative Industrial Estate,
Mathura Road, Saidabad, New Delhi-110044, Phone +91-11-411-33905 ,
Email : cs@e2enetworks.com, Website: <https://www.e2enetworks.com/>**

NOTICE

Notice is hereby given that the 10th Annual General Meeting of the Members of E2E Networks Limited will be held on Wednesday, the 21st day of August, 2019 at 01:00 P.M. at Conference Hall, Ground Floor, Hotel SPB 87, 17A/2, W.E.A Karol Bagh, New Delhi – 110005 to transact the following business:

ORDINARY BUSINESS (ES) :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Report of the Board of Directors and Auditors thereon.
2. To appoint Mr. Tarun Dua (DIN:02696789), Managing Director, who retires by rotation and being eligible offers himself 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 Mr. Tarun Dua (DIN:02696789), who retires by rotation and being eligible has offered himself for re-appointment, as a Managing Director of the Company.

SPECIAL BUSINESS(ES) :

3. To waive recovery of excess remuneration paid to Mr. Tarun Dua, Managing Director of the Company, for the financial year ended March 31, 2019 and to approve his remuneration for a period of three years 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 Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members of the Company be and is hereby accorded to waive and ratify the excess remuneration paid during the financial year ended March 31, 2019 and approve the following payment of remuneration to Mr. Tarun Dua (DIN:02696789), Managing Director of the Company for the period of three years w.e.f. April 1, 2018 to March 31, 2021:-

- i) Total Remuneration by way of salary, dearness allowance, incentives, perquisites, rent free accommodation and any other allowances not exceeding INR 80 Lakhs per annum, in terms of provisions of Section II of Part II of Schedule V of the Companies Act, 2013 or such other amount within the limits prescribed by the Act from time to time.

Besides the above, he will be entitled to the following facilities which shall not be included in the computation of ceiling on total remuneration:

- a) Provision of car with driver, telephone and other communication facilities in connection to the business of the Company;
- b) Health and Accident Insurance as per the Policies of the Company; and
- c) All the travel, entertainment or other expenses incurred by him in furtherance of or in connection with the performance of duties, in accordance with the Company's policy.

The value of Allowances & Perquisites shall be taken as per Income Tax Rules, wherever applicable. In the absence of any applicable rules, allowances & perquisites shall be valued at actual cost.

In addition to the above, he will also be entitled to the following benefits as per the policy/rules of the Company in force from time to time a) Company's contribution to Provident Fund b) Payment of Gratuity and other retirement benefits; and these would not be included in the computation of ceiling on total remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

RESOLVED FURTHER THAT the Board (which includes Nomination and Remuneration Committee or any other Committee of the Board) be and is hereby authorized to do all such acts, matters, deeds, things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or any Director or officer as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution."

4. To waive recovery of excess remuneration paid to Mrs. Srishti Baweja, Whole Time Director of the Company, for the financial year ended March 31, 2019 and to approve her remuneration for a period of three years 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 Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members of the Company be and is hereby accorded to waive and ratify the excess remuneration paid during the financial year ended March 31, 2019 and approve the following payment of remuneration to Mrs. Srishti Baweja (DIN:08057000), Whole Time Director of the Company for the period of three years w.e.f. April 1, 2018 to March 31, 2021:-

- i) Total Remuneration by way of salary, dearness allowance, incentives, perquisites, rent free accommodation and any other allowances not exceeding INR 80 Lakhs per annum, in terms of provisions of Section II of Part II of Schedule V of the Companies Act, 2013 or such other amount within the limits prescribed by the Act from time to time.

Besides the above, she will be entitled to the following facilities which shall not be included in the computation of ceiling on total remuneration:

- a) Provision of car with driver, telephone and other communication facilities in connection to the business of the Company;
- b) Health and Accident Insurance as per the Policies of the Company; and
- c) All the travel, entertainment or other expenses incurred by her in furtherance of or in connection with the performance of duties, in accordance with the Company's policy.

The value of Allowances & Perquisites shall be taken as per Income Tax Rules, wherever applicable. In the absence of any applicable rules, allowances & perquisites shall be valued at actual cost.

In addition to the above, she will also be entitled to the following benefits as per the policy/rules of the Company in force from time to time a) Company's contribution to Provident Fund b) Payment of Gratuity and other retirement benefits; and these would not be included in the computation of ceiling on total remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

RESOLVED FURTHER THAT the Board (which includes Nomination and Remuneration Committee or any other Committee of the Board) be and is hereby authorized to do all such acts, matters, deeds, things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or any Director or officer as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution."

5. To appoint Mr. Naman Kailashprasad Sarawagi (DIN: 05295642) as Non-Executive Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolution with or without modification as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 149, 152 read with schedule IV and other applicable provisions, if any of the Companies Act, 2013, (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any modification or re-enactment thereof for the time being in force), and pursuant to applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, including any modification or amendment thereof, Mr. Naman Kailashprasad Sarawagi who was appointed as an Additional Director in capacity of Non-Executive and Independent Director with effect from 18th February, 2019 under section 161 of the Companies Act, 2013 and who holds office as such up to the date of this Annual General Meeting and in respect of whom the company has received notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years for a term up to 17th February, 2024.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms or returns with the relevant statutory bodies, and to comply with all other requirements in this regard.”

6. To appoint Mr. Anurag Bhatia (DIN: 08451081) as Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolution with or without modification as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 149, 152 read with schedule IV and other applicable provisions, if any of the Companies Act, 2013, (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any modification or re-enactment thereof for the time being in force), and pursuant to applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, including any modification or amendment thereof, Mr. Anurag Bhatia who was appointed as an Additional Director in the capacity of Non-Executive Independent Director with effect from May 16, 2019 under section 161 of the Companies Act, 2013 and who holds office as such up to the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years for a term up to May 15, 2024.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms or returns with the relevant statutory bodies, and to comply with all other requirements in this regard.”

7. To approve the amendment in E2E ESOS Scheme 2018 and if thought fit, to pass the following resolution with or without modification as a **Special Resolution**:

“RESOLVED THAT in accordance with the applicable provisions of the Companies Act, 2013 or Companies (Share Capital and Debentures) Rules, 2014 or any amendments thereto, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the applicable guidelines and clarifications issued by the Reserve Bank of India (RBI) and any statutory/regulatory authorities and the provisions of the Memorandum and Articles of Association of the Company, the variations in the terms and conditions of the E2E ESOS Scheme 2018 (‘ESOP Scheme, 2018’) and certain disclosures in respect of ESOP Scheme 2018 as detailed in the explanatory Statement thereto, be and is hereby approved.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include Nomination & Remuneration Committee of the Board (“NRC”) and/or any persons authorized by the Board or NRC in this regard) be and is hereby authorised to make modifications, changes, variations, alterations or amendment in ESOP Scheme 2018, settle all questions, queries, difficulties or doubts that may arise in relation to the implementation of the Scheme and incur expenses in relation thereto, as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Act and Rules made thereunder, the Memorandum and Articles of Association of the

Company, any other applicable laws and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for the purpose of giving effect to this resolution with power to settle any issues, questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and is/are hereby authorised severally to do all such acts, deeds, matters and things as may be necessary to implement this resolution.”

8. To approve issue of share warrants to Subscribers on a preferential basis and if thought fit, to pass the following resolution with or without modification as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 42, 62, and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (“Act”) (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”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) and any other rules / regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India, 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”) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required and subject to such conditions as may be prescribed by any of them, while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot, in one or more tranches up to 1,84,000 (One Lakh Eighty Four Thousand) warrants (“Warrants”) at Rs. 43.02 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 ICDR Regulations (“Warrants Issue Price”), exercisable into equal number of Equity Shares of face value of Rs. 10/- each of the Company on a preferential basis to entities/persons as mentioned in the Explanatory Statement, for cash and in such form and manner and upon such terms and conditions as the Board may in its absolute discretion deem appropriate, in accordance with the ICDR Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- (a) An amount equivalent to 25 percent of the Warrant Issue Price shall be payable at the time of subscription and allotment of each warrant and the balance 75 percent of the Warrant Issue Price shall be payable by the warrant holder(s) on or before the exercise of the entitlement attached to Warrant(s) to subscribe for Equity Share(s). The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.
- (b) In accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of calculating the price of the Equity Shares to be issued upon exercise of Warrants in terms hereof shall be July 22, 2019, being the date 30 days prior to this Annual General Meeting.
- (c) The Warrant holders shall, subject to ICDR Regulations, the Takeover Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of eighteen months from the date of the allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of Rs. 10/- each to the Warrant holders.
- (d) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.

- (e) In the event, the Warrant holders do not exercise the Warrants within a period of eighteen months from the date of allotment, the Warrants shall lapse and the amount paid by the Warrant holder(s) on such Warrants shall stand forfeited by the Company.
- (f) That the Warrants do not give any rights/entitlements to the Warrant holders as a shareholder of the Company.
- (g) The Company shall ensure that the listing and trading approvals for Equity Shares to be issued and allotted to the Warrant holder(s) upon exercise of Warrants are received from the relevant stock exchanges in accordance with the ICDR Regulations and SEBI LODR Regulations.
- (h) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.
- (i) The Warrants and the Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under Chapter V of the ICDR Regulations from time to time.
- (j) In the event that the Company completes any form of capital restructuring prior to the exercising of the Warrants, then, the number of Equity Shares that are issued against the exercise of each Warrant and the price payable for such Equity Shares, shall be appropriately adjusted.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the Warrants including reduction of the size of the issue(s), as it may deem expedient, in its discretion.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot Equity Shares upon exercise of the entitlement attached to Warrants, issuing certificates/ clarifications, effecting any modifications or changes to the foregoing (including modifications to the terms of the Issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and utilisation of proceeds of the Warrants, accept modifications and amendments if any as may be prescribed by the Authorities and, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects and further that all acts, deeds and things as would have been done or may be done pursuant to and in terms of Board authorization, including inviting advance subscription/ exercise money towards issue of Warrants.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors, any other Director(s) or officer(s) of the Company or any other person (s) as may be necessary to give effect to the aforesaid resolution.”

For & on behalf of the Board of Directors

E2E Networks Limited

Sd/-

Neha Baid

Company Secretary

Cum Compliance Officer

M. No.:- 33753

Place: Delhi

Date: July 22, 2019

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Businesses to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.**

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy and for any other purpose or shareholder. The holder of proxy shall prove his identity at the time of attending the meeting.

The Proxy Form in Form MGT-11 is annexed with the Notice.

3. Corporate Members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a Certified true copy of the relevant Board Resolution together with the Specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. Members/Proxy/Authorized representative should bring the duly filled Attendance slip enclosed herewith to attend the meeting.
5. Members who have not registered their E-mail address so far are requested to register their e-mail for receiving all communication including Annual Report, Notices and Circulars etc. from the company electronically. Members can do this by updating their email addresses with their depository participants.

Members may also note that the Notice of the Tenth Annual General Meeting and the Annual Report will also be available on the company's website www.e2enetworks.com for their download.

6. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 07, 2018 issued by the Ministry of Corporate affairs, New Delhi.
7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR Code and IFSC Code, mandates, nomination, power of attorney, change of address, change of name, e-mail address, contact numbers, etc to their depository participant (DP). Members holding shares in physical form are requested to intimate such changes to Company's RTA, i.e. Link Intime Private Limited along with relevant evidences or supporting.
8. 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 shares in physical form can submit their PAN details to Company's RTA i.e. Link Intime India Private Limited.

Further, SEBI vide its circular dated 20th April, 2018, has mandated to submit the PAN and Bank account details by all the shareholders to the Registrar and Transfer Agents of the Company. In this regard, the company has already sent notices on November 24, 2018 to the shareholders for submission of their PAN and Bank account details for registration/ updation.

SEBI has also made amendment to Regulation 40 of SEBI LODR Regulations with respect to mandatory dematerialization for transfer of securities. Pursuant to the aforesaid amendment to SEBI LODR Regulations, Listed Companies and their Registrars and Transfer Agents (RTAs) are advised to ensure that shares which are lodged for

transfer are mandatory in dematerialized form with effect from April 1, 2019. Therefore, shareholders are requested to get their physical shareholding dematerialized for any further transfers.

9. The Board of Directors has appointed Mr. Mohit Maheshwari, Partner (C.P. No. 19946) or failing him Mr. Ankush Agarwal, Partner (C.P. No. 14486) of M/s MAKS & Co., Practicing 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.
10. The Register of Members and the Share Transfer Books of the Company will remain closed from August 15, 2019 to August 21, 2019 (both days inclusive).
11. The Certificate from the statutory Auditors of the Company certifying that the E2E ESOS Scheme 2018 of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions of the general body will be available for inspections by the Members at the AGM.
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 the Company's Registrar and Share Transfer Agent. In respect of shares held in electric/demat form, the nomination form may be filed with the respective Depository Participant.
13. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
14. In terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, soft copy of Annual Report is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depository participant(s), unless any Member has requested for a physical copy of same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

The Notice of 10th AGM and instructions for e-voting, along with the Attendance slip and proxy Form, is being sent by electronic mode to all members whose e-mail addresses are registered with the Company/ Depository Participant(s) unless a Member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members may also note that Notice of the 10th AGM and the Annual Report 2019 is also available on the Company's Website, www.e2enetworks.com. The Physical copies of the aforesaid documents will also be available at the registered office of the Company for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at investors@e2enetworks.com for the attention of Mrs. Neha Baid, Company Secretary Cum Compliance Officer of the Company.

15. Brief Details of Directors seeking appointment/reappointment along with details of other Directorship, shareholding in the company, nature of their expertise in specific functional area pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 forms part of Notice.
16. The Route Map showing directions to reach the venue of the 10th AGM is annexed.
17. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
18. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
19. 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. August 14, 2019.

20. The Results along with the report of the Scrutinizer shall be forwarded to NSE Ltd within 48 hours of the conclusion of Annual General Meeting and shall also be uploaded on the website of the Company (www.e2enetworks.com).

21. Voting through electronic means

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and administration) Rules, 2014, as amended by the Companies (Management and administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements), 2015 ("Listing Regulations"), the Company is pleased to provide members, the facility to exercise their vote at the 10th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Link Intime India Private Limited.

The remote-e-voting period commences on Saturday, August 17, 2019 (9.00 a.m. IST) and ends on Tuesday, August 20, 2019 (5.00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form as on Wednesday, August 14, 2019 (hereinafter called as "Cut-off Date"), may cast their vote electronically. The 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.

E-Voting procedure/Instructions:

The procedure and instructions for e-voting are as follows:

- * Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)
- 1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
- 2. Click on "Login" tab, available under 'Shareholders' section.
- 3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
- 4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
- 5. 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 which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
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 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 (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <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, provided that the company opts for e-voting platform of LIPL.

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.

◆ **Cast your vote electronically**

- 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 the company, you choose to vote.
- 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’.

- If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.

9. 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.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

◆ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <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.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- 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 us :- Tel : 022 - 49186000.

For & on behalf of the Board of Directors

E2E Networks Limited

Sd/-

Neha Baid

Company Secretary

Cum Compliance Officer

M. No.:- 33753

Place: Delhi

Date: July 22, 2019

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. 2 to 8 of the accompanying Notice.

Item No. 2, 3 and 4

Brief Profile of Mr. Tarun Dua – Item 2 and 3

Mr. Tarun Dua holds a degree of Bachelor of Technology (Computer Engineering) from REC Kurukshetra University. He has experience of more than 17 year in the field of Open source, Linux, virtualization, Internet Scale Data centres, Networks Operations, Techno-commercial wizard and Cloud Computing Domain. He has been the director of our Company since Incorporation. He manages overall operation of the company. He plays a key role in formulation and implementation of Business strategy for growth & expansion of the business.

Additional Information for seeking appointment at the AGM:

1. Name of Director seeking appointment: Mr. Tarun Dua
2. Date of Birth/Age: 22/01/1980
3. Date of Appointment: Since Incorporation
4. Qualifications, Experience and expertise in specific functional area: As per Brief Profile mentioned above.
5. Remuneration last drawn, if any: Rs. 60,00,000/-p.a
6. Shareholding in the Company: 77,60,695 Equity Shares (54.30%)
7. No. of Board meeting attended during the year: 6
8. Terms and condition of appointment: Mr. Tarun Dua is appointed as Managing 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: He 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- Mr. Tarun Dua is Spouse of Mrs. Srishti Baweja, Whole Time Director of the Company. Also, Mr. Tarun Dua is son of Mr. Manjit Rai Dua, Non-Executive Director of the Company.

The Members may note that considering the strong leadership skills and vast experience of Mr. Tarun Dua, he has been re-appointed as Managing Director of the Company, liable to retire by rotation, for a period of five years on January 31, 2018 by the members of the Company at a remuneration as may be decided by the Board and approved by members within the limits as specified under section 197 read with Schedule V.

Subsequently, the Company became a public Company on March 14, 2018 and therefore in terms of section 197 read with Schedule V since the Company has inadequate profits, the managerial remuneration to Mr. Tarun Dua may be paid on the basis of effective capital in terms of Schedule V of the Act with approval of Members.

The Nomination and Remuneration Committee and the Board have at their respective meeting(s) held on July 22, 2019, subject to the approval of the members of the Company, accorded their approvals for waiver of the recovery of excess managerial remuneration paid by the Company to Mr. Tarun Dua and, in the interest of the Company have also recommended the aforesaid resolution as set out in this Notice for approval of the Members.

Accordingly, it is proposed that approval of the members of the Company by way of a special resolution be obtained for the waiver of recovery of excess remuneration paid to Mr. Tarun Dua, Managing Director of the Company, for the financial year ended March 31, 2019 and to approve his remuneration for a period of three years w.e.f. April 1, 2018 to March 31, 2021 as per resolution set out in Item No 3.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

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 resolutions set out at Item No. 2 and 3.

The Board recommends the resolution as mentioned at item No. 2 for approval of the Members by way of Ordinary Resolution and item No. 3 for approval of the Members by way of Special Resolution.

Brief Profile of Mrs. Srishti Baweja – Item No. 4

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 14 year in the field of Finance and Administration.

Additional Information for seeking remuneration approval 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: Rs. 48,00,000/-p.a
6. Shareholding in the Company: Nil
7. No. of Board meeting attended during the year: 7
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 Members may note that considering the vast experience of Mrs. Srishti Baweja, she has been appointed as Whole Time Director of the Company, liable to retire by rotation, for a period of five years on January 31, 2018 by the members of the Company at a remuneration as may be decided by the Board and approved by members within the limits as specified under section 197 read with Schedule V.

Subsequently, the Company became a public Company on March 14, 2018 and therefore in terms of section 197 read with Schedule V since the Company has inadequate profits, the managerial remuneration to Mrs. Srishti Baweja may be paid on the basis of effective capital in terms of Schedule V of the Act with approval of Members.

The Nomination and Remuneration Committee and the Board have at their respective meeting(s) held on July 22, 2019, subject to the approval of the members of the Company, accorded their approvals for waiver of the recovery of excess managerial remuneration paid by the Company to Mrs. Srishti Baweja and, in the interest of the Company have also recommended the aforesaid resolution as set out in this Notice for approval of the Members.

Accordingly, it is proposed that approval of the members of the Company by way of a Special Resolution be obtained for the waiver of recovery of excess remuneration paid to Mrs. Srishti Baweja, Whole Time Director of the Company, for the financial year ended March 31, 2019 and to approve her remuneration for a period of three years w.e.f. April 1, 2018 to March 31, 2021 as per resolution set out in Item No 4.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

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. 4.

The Board recommends the resolution as mentioned at item No. 4 for approval of the Members by way of Special Resolution.

Additional information as per Section II of Part II of Schedule V of Companies Act, 2013:- Item 3 and 4

1. **General Information:**
 - a) **Nature of Industry:** The Company is in the business of providing Cloud Computing Services.
 - b) **Date or expected date of commencement of commercial production:** Since the Company is engaged in providing services, the date of commencement of commercial production is not applicable
 - c) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
 - d) **Financial performance based on given indicators:**

(Amount in ₹ Lacs)

Particulars	Standalone	
	FY 18-19	FY 17-18
Revenue from operations	3375.40	3603.75
Total Expenditure other than finance cost and depreciation	2282.63	1818.37
Earnings before Interest, Tax and Depreciation (EBITDA)	1092.77	1785.38
Other Income	45.07	25.92
Depreciation	882.88	974.16
Finance Costs	12.78	29.91
Profit/(Loss) before tax (PBT)	242.18	807.23
Provision for Tax: Current	113.78	341.09
Earlier Year Tax	(0.71)	-
Deferred Tax	(44.20)	(109.81)
Net Profit for the Year(PAT)	173.31	575.95
Basic EPS (in ₹)	1.24	5.05
Diluted EPS (in ₹)	1.23	5.03

- e) **Foreign Investments or collaborations, if any:** – The Company has received Foreign direct investment from Mr. Freeman Murray who currently holds 2.27% equity Shares in the Company. Since the Company is listed, it also have Foreign Portfolio Investors and other Non-resident and NRI Investors who have acquired shares through secondary market. There is no foreign collaboration in the Company.

1. Information about the Appointee:

A. Mr. Tarun Dua

- a) Background Details: As per Brief Profile of Mr. Tarun Dua mentioned above
- b) Past Remuneration: A monthly salary of INR 5,00,000 per month has been paid to him during FY 18-19. The details of remuneration paid to him is also coming in MGT-9 forming part of Directors' Report.
- c) Recognition or Awards: None
- d) Job Profile and Suitability: Mr. Tarun Dua holds a degree of Bachelor of Technology (Computer Engineering) from REC Kurukshetra University and has experience of more than 16 year in the field of Open source, Linux, virtualization, Internet Scale Data centres, Networks Operations, Techno-commercial wizard and Cloud Computing Domain Accordingly, Mr. Tarun Dua, with his qualifications & experience is best suited to the said position.
- e) Remuneration Proposed: As per resolution set out in Item No. 3
- f) Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person: The proposed remuneration payable to Mr. Tarun Dua as Managing Director is justified compared to remuneration paid in the industry and the size of the Company.

- g) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Mr. Tarun Dua is promoter of the Company and is spouse of Mrs. Srishti Baweja, Promoter and Whole Time Director of the Company. Mr. Tarun Dua is also son of Mr. Manjit Rai Dua, Non-Executive Director of the Company. Except Mr. Tarun Dua, Mr. Manjit Rai Dua and Mrs. Srishti Baweja, none of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 of the Notice.

B. Mrs. Srishti Baweja

- a) Background Details: As per Brief Profile of Mrs. Srishti Baweja mentioned above
- b) Past Remuneration: A monthly salary of INR 4,00,000 per month has been paid to her during FY 18-19. The details of remuneration paid to her is also coming in MGT-9 forming part of Directors' Report.
- c) Recognition or Awards: None
- d) Job Profile and Suitability: Mrs. Srishti Baweja is a CA and has experience of more than 14 year in the field of Finance and Administration. Accordingly, with her qualification & experience, she is best suited to the said position.
- e) Remuneration Proposed: As per resolution set out in Item No. 4
- f) Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person: The proposed remuneration payable to Mrs. Srishti Baweja as Whole Time Director is justified compared to remuneration paid in the industry and the size of the Company.
- g) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Mrs. Srishti Baweja is spouse of Mr. Tarun Dua, Promoter and Managing Director of the Company. Also, Mrs. Srishti Baweja is daughter in law of Mr. Manjit Rai Dua, Non- Executive Director of the Company. Except Mr. Tarun Dua, Mr. Manjit Rai Dua and Mrs. Srishti Baweja, none of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice.

2. Other Information

- (i) **Reasons of loss or inadequate profits:** Our revenue declined marginally due to churn among the top few key customers. Given broadly fixed overheads and continued investments in building our capabilities has led to inadequate profits.

(ii) **Steps taken or proposed to be taken for improvement**

We have increased our focus on SME clients and self-service signups. This will help in reducing revenue concentration from top clients significantly.

We expect improvement in revenue over time given our focused sales strategy which includes; (a) increasing geographical sales presence, (b) active inside sales effort, (c) community development initiatives and (d) participation in various events & conferences.

We are making significant improvement in the public cloud product. Along with the launch of new products / solutions we are focusing on improving the customer experience. Your Company is well positioned to deliver in the major growth areas of the Public Cloud Infrastructure services in the coming years in India

(iii) **Expected increase in productivity and profits in measurable terms**

The Company has taken various initiatives to improve its market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance. The current trends in (a) digital transformation, (b) IoT and smart devices, (c) AI, (d) Machine Learning and Deep Learning, and (e) the movement of SMEs to the public cloud are very encouraging for the growth of cloud infrastructure in India. These trends along with effort on product and sales side will enable your company in growing its revenue and customer base in future.

3. Disclosures:

- (i) Remuneration package of the managerial person: Corporate Governance Report is not applicable on your Company being listed on NSE EMERGE platform. However, the details of remuneration of managerial persons forms part of MGT-9 attached as annexure to Directors' Report.

Item No. 5

On the recommendation of Nomination and Remuneration Committee, the Board of Directors through resolution by circulation passed on February 18, 2019 have appointed Mr. Naman Kailashprasad Sarawagi as an Additional Director in the capacity of Non- Executive & Independent Director of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to the approval of shareholders of the Company.

As an Additional Director, Mr. Naman Kailashprasad Sarawagi holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has also received a notice pursuant to section 160 of the Companies Act, 2013 from a Member signifying his intention to propose the appointment of Mr. Naman Kailashprasad Sarawagi as an Independent Director of the Company. The Company also received a declaration from Mr. Naman Kailashprasad Sarawagi confirming that he meets the criteria of independence as prescribed under the act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received consent in Form DIR-2 to act as Director and intimation in DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (2) of section 164 of Companies Act, 2013.

In the opinion of Board, Mr. Naman Kailashprasad Sarawagi fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), 2015 and he is independent of the Management.

Mr. Naman Kailashprasad Sarawagi holds professional experience of almost 10 years and has been part of early teams of Popular startups like Freecharge and Zipdal. He is also the founder of Refrens.com. He has invested in and advises multiple startups on product and marketing. He holds a B.Tech degree from Maharshi Dayanand University, Haryana.

The Board considers that his association would be of immense benefits to the company and it is desirable to avail his services as director. Accordingly, Board recommends the resolution No. 5 in relation to the appointment of Mr. Naman Kailashprasad Sarawagi as Independent Director of the Company for the approval by the Members of the Company by way of an Ordinary Resolution.

Additional Information for seeking appointment at the AGM:

1. Name of Director seeking appointment: Mr. Naman Kailashprasad Sarawagi
2. Date of Birth/Age: October 30, 1987
3. Date of Appointment: February 18, 2019
4. Qualifications, Experience and expertise in specific functional area: He has done B.Tech from Maharshi Dayanand University, Haryana and holds professional experience of almost 10 years and has been part of early teams of Popular startups like Freecharge and Zipdal. He is also the founder of Refrens.com. He has invested in and advises multiple startups on product and marketing.
4. Remuneration last drawn, if any: Not applicable
5. Shareholding in the Company: 10,000 Equity Shares
6. No. of Board meeting attended during the year: Nil
7. Terms and condition of appointment: Mr. Naman Kailashprasad Sarawagi shall be Non-Executive Independent Director of the Company for a term of 5 consecutive years w.e.f February 18, 2019
8. Directorship held in other companies as on date: He is not a director in any other companies

9. Membership/Chairmanship of Committee of other Companies as on date: N.A.
10. Relationship with other Directors- No inter-se relationship between Mr. Naman Kailashprasad Sarawagi and other Directors of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives other than Mr. Naman Kailashprasad Sarawagi are in anyway, concerned or interested, financially or otherwise, in the said resolutions set out at Item No. 5

Item No. 6

On the recommendation of Nomination and Remuneration Committee, the Board of Directors through resolution by circulation passed on May 16, 2019 have appointed Mr. Anurag Bhatia as an Additional Director in the capacity of Non-Executive & Independent Director of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to the approval of shareholders of the Company.

As an Additional Director, Mr. Anurag Bhatia holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has also received a notice pursuant to section 160 of the Companies Act, 2013 from a Member signifying his intention to propose the appointment of Mr. Anurag Bhatia as an Independent Director of the Company. The Company also received a declaration from Mr. Anurag Bhatia confirming that he meets the criteria of independence as prescribed under the act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received consent in Form DIR-2 to act as Director and intimation in DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (2) of section 164 of Companies Act, 2013.

In the opinion of Board, Mr. Anurag Bhatia fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), 2015 and he is independent of the Management.

Mr. Anurag Bhatia is a Systems and Network engineer with experience of over 8 years. He's presently working at global backbone provider Hurricane Electric. He spends a considerable time in researching & optimising interconnection and writing tools to make that happen. In past he has worked with ISPs and web hosting companies.

The Board considers that his association would be of immense benefits to the company and it is desirable to avail his services as director. Accordingly, Board recommends the resolution No. 6 in relation to the appointment of Mr. Anurag Bhatia as Independent Director of the Company for the approval by the Members of the Company by way of an Ordinary Resolution.

Additional Information for seeking appointment at the AGM:

1. Name of Director seeking appointment: Mr. Anurag Bhatia
2. Date of Birth/Age: July 21, 1990
3. Date of Appointment: May 16, 2019
4. Qualifications, Experience and expertise in specific functional area: Mr. Anurag Bhatia is a Systems and Network engineer with experience of over 8 years. He's presently working at global backbone provider Hurricane Electric. He spends a considerable time in researching & optimising interconnection and writing tools to make that happen. In past he has worked with ISPs and web hosting companies. He has completed his High School from Model School, Rohtak.
5. Remuneration last drawn, if any: Not applicable
6. Shareholding in the Company: Nil
7. No. of Board meeting attended during the year: Nil
8. Terms and condition of appointment: Mr. Anurag Bhatia shall be Non-Executive Independent Director of the Company for a term of 5 consecutive years w.e.f May 16, 2019

9. Directorship held in other companies as on date: He 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- No inter-se relationship between Mr. Anurag Bhatia and other Directors of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives other than Mr. Anurag Bhatia are in anyway, concerned or interested, financially or otherwise, in the said resolutions set out at Item No. 6.

Item No. 7

The members are apprised that the E2E ESOS SCHEME 2018 ('ESOP Scheme, 2018') of the Company, was approved by its shareholders by way of special resolution on March 1, 2018 and was made effective from March 1, 2018. The ESOP Scheme 2018 was further ratified by the shareholders in the 9th AGM of the Company held on September 28, 2018. As per ESOP Scheme 2018, the Company can grant stock options under ESOP Scheme 2018 to eligible employees of the Company/its subsidiaries, as may be decided by the Board(which term shall be deemed to include Nomination & Remuneration Committee of the Board ("NRC")) from time to time. In terms of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('SBEB Regulations') the Company has to specifically (a) mention about the provisions relating to vesting of options in case of death of an employee (b) provide certain disclosures in the explanatory statement of the notice sent to shareholders while obtaining the approval of any ESOP scheme.

The Company, inadvertently, missed to comply with above provisions while obtaining approval of shareholders for ESOP Scheme 2018. Hence, it is proposed to obtain approval/ratification of shareholders with respect to following:

(a) Amendments in ESOP Scheme 2018 w.r.t vesting of options in case of death of an employee

Proposed amendments in ESOP Scheme 2018 are as follows:

Clause No.	Existing Provision	New Provision
11.1	In the event of the death of an Option Holder while in employment, the unvested Options shall immediately vest in the name of legal heirs/ nominees of the option holder, subject to the regular exercise procedures as provided elsewhere in this scheme.	In the event of the death of an Option Holder while in employment, the unvested Options shall immediately vest in the name of legal heirs/ nominees of the option holder and the legal heirs/ nominees of the option holder will be entitled to exercise the option immediately after but not later than 90 days from the date of death.

As per SEBI (SBEB) Regulations, the necessary amendments and variations to the ESOP Scheme 2018 need to be approved by the shareholders of the Company by way of a special resolution and accordingly the same is being placed before the shareholders for their approval. Aforesaid amendments are not prejudicial to interests of the employees of the Company and will be beneficial to them. All employees of the Company who are granted Stock Options under ESOP Scheme 2018 will be the beneficiaries of these amendments. The amended ESOP Scheme 2018 shall be applicable from the date of passing of this resolution.

The NRC and Board on July 22, 2019 have approved the amendments proposed in the ESOP Scheme 2018.

(b) Disclosures w.r.t ESOP Scheme 2018 in terms of SEBI SESB Regulations

Following are the disclosures which the Company inadvertently missed in the explanatory statement of the notice dated August 21, 2018 sent to shareholders while obtaining approval of ESOP Scheme 2018:

(i) Whether ESOP Scheme 2018 is to be implemented and administered directly by the Company or through a trust

ESOP Scheme 2018 shall be implemented and administered directly by the Company through its Committee.

(ii) Whether ESOP Scheme 2018 involves new issue of shares by the Company or secondary acquisition by the trust or both

ESOP Scheme 2018 contemplates only fresh/new issue of equity shares by the Company.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 7 of this Notice except to the extent options granted/to be granted to them under ESOP Scheme 2018 and to the extent of their shareholding as Members.

The Board recommends passing of the resolution as set out under Item No. 7 of the Notice for approval of the members as a Special Resolution.

Item No. 8

In order to meet long-term and working capital funding requirements of the Company, the Board at its meeting held on July 22, 2019 has accorded its approval for raising funds through preferential issue by issuing up to 1,84,000 (One Lakh Eighty Four Thousand) warrants ("Warrants") at Rs. 43.02 each ("Warrants Issue Price"), exercisable into equal number of Equity Shares of face value of Rs. 10/- each of the Company on a preferential basis to persons mentioned in Point (v).

Pursuant to provisions of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 ("Act"), any preferential allotment of securities needs to be approved by the shareholders by way of Special Resolution. Salient features of preferential issue of warrants are given in the Resolution. Further, in terms of Regulation 163 of SEBI (ICDR) Regulations, 2018("ICDR Regulations"), the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting:

i. The Objects of the issue through preferential offer:

The proceeds of the preferential offer are proposed to be used to meet long-term funding and working capital requirements of the Company to *inter alia* fund Company's growth capital requirements, to meet the Company's capital expenditure and for other general corporate purposes and purposes permitted by applicable laws.

ii. The intention of the Promoters/Directors/ key Management Personnel to subscribe to the offer:

Promoters/Directors/Key Management Personnel do not intend to subscribe the offer .

iii. Relevant Date:

As per the ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of the Equity Shares to be issued upon exercise of Warrants in terms hereof shall be July 22, 2019, being the date 30 days prior to this Annual General Meeting.

iv. Pricing of Preferential Issue:

The 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 pricing of the Warrants to be allotted on preferential basis is Rs. 43.02 per Equity Share of face value of Rs. 10/- each, which is not lower than the price determined in accordance with the Chapter V of the ICDR Regulations.

The requirement of the basis on which the price has been arrived at along with report of the registered valuer as such is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the provisions of the Chapter V of the ICDR Regulations.

v. The Identity of the natural persons who are the ultimate beneficial owners of the shares/Warrants proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of pre and post preferential issue capital that may be held by them:

S. No	Identity of Proposed allottees	Category (Non-Promoter)	Natural Persons who are the ultimate beneficial owners	Pre-Issue shareholding	Maximum No of Warrants to be allotted	Post-issue shareholding on exercise of Warrants*
1.	Mr. Shantanu Singh	Non Promoter	NA	2,000 (0.01%)	92,000	94,000 (0.65%)
2.	Mr. Kesava Reddy	Non Promoter	NA	-	46,000	46,000 (0.32%)
3.	Mr. Kotapalli Ravooof Mohamed Imran	Non Promoter	NA	46,004 (0.32%)	46,000	92004 (0.64%)

*Assuming full conversion of warrants

vi. Shareholding Pattern pre and post preferential issue of Warrants:

The shareholding pattern before and after the preferential issue of Warrants would be as under:

Category of Shareholder		Pre Issue (As on March 31, 2019)		Post Issue (After allotment of Warrants*)	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A.	Promoters' Shareholding				
	Promoters	7760695	54.30	7760695	53.61
	Promoter Group	581836	4.08	581836	4.02
	Sub-total	8342531	58.38	8342531	57.63
B.	Public Shareholding				
I.	Institutional Investors				
	Mutual Funds				
	Venture Capital Funds	1196760	8.37	1196760	8.27
	Alternate Investment Funds	523652	3.66	523652	3.62
	Financial Institutions / Banks				
	Foreign Portfolio Investors	334000	2.34	334000	2.31
II.	Non-Institutional Investors				
	Individuals	2670156	18.69	2854156	19.72
	Bodies Corporate	322000	2.25	322000	2.22
	Foreign Corporate Bodies				
	Non-Resident Indians	38000	0.27	38000	0.26
	Non-Resident Indians (Non-Repatriable)	16000	0.11	16000	0.11
	Others	848015	5.93	848015	5.86
	Sub-total	5948583	41.62	6132583	42.37
	Total (A+B)	14291114	100	14475114	100

*Assuming full conversion of warrants

vii. Timeline within which the allotment shall be completed:-

As required under the ICDR Regulations, the preferential issue of Warrants shall be completed within a period of 15 days from the date of passing of the special resolution by the Shareholders. Provided that where the allotment is pending on account of any approval from any Regulatory Authority/ Body the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

viii. Change in control:

There shall be no change in management or control of the Company pursuant to the issue of equity shares.

ix. Auditors certificate:

The Statutory Auditors' certificate certifying that the above issue of Warrants is being made in accordance with the ICDR Regulations, shall be placed before the Shareholders of the Company at the Annual General Meeting of the Company and shall also be available for inspection by the members. The Auditor's Certificate will also be displayed on the website of the Company –www.e2enetworks.com.

x. Lock in period

The Warrants and Equity Shares to be allotted on exercise thereof shall be subject to lock-in as per the ICDR Regulations. The entire pre-preferential allotment shareholding of the above allottees shall also be locked-in as per the Regulation 167 of the ICDR Regulations.

xi. Undertakings

As required under the ICDR Regulations the Company hereby undertakes that,

- (a) It shall re-compute the price of the Warrants or Equity Shares to be issued on conversion of Warrants in terms of the ICDR Regulations, where it is required to do so.
- (b) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying Warrants/ Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottees.

Further, the Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended, (the "SCRR") and Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations")

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Section 81(1A) of the Act, applicable provisions of Companies Act, 2013 and Chapter V of the SEBI Regulations. Your Directors, therefore, recommend the resolution for your approval.

The Company has not made any preferential issue of securities in this financial year, other than the proposed issuances as stated in this notice. The proposed allottees have not sold any equity shares of the Company during the six months preceding the Relevant Date. The proposed allottees have not subscribed to any Warrants during the last one year. Further, it is hereby confirmed that neither the Company nor any of its Promoters or Directors are willful defaulter.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors/Key Managerial Personnel of the Company are, in anyway, concerned or interested, financially or otherwise, in the above resolution

The Board recommends the resolution for approval of the members as a Special Resolution.



E2E NETWORKS LIMITED
CIN: L72900DL2009PLC341980

**Regd. Office : Awfis, First Floor, A-24/9, Mohan Cooperative Industrial Estate,
Mathura Road, Saidabad, New Delhi-110044, Phone +91-11-411-33905 ,
Email : cs@e2enetworks.com, Website: <https://www.e2enetworks.com/>**

ATTENDANCE SLIP

Registered Folio No.....(or)

Client ID. D.P. ID. No.....

Name of shareholder(s).....

I/We certify that I am/we are Member(s)/Proxy of the Members(s) of the Company holding.....shares

I hereby record my presence at the 10th Annual General Meeting of the Company to be held on Wednesday, the 21st day of August, 2019 at 01:00 P.M. at Conference Hall, Ground Floor, Hotel SPB 87, 17A/2, W.E.A Karol Bagh, New Delhi – 110005

.....
Signature of Member/proxy

Notes:

1. A Member or his duly appointed proxy wishing to attend the meeting must complete this Attendance slip and hand it over at the entrance.
2. Name of the Proxy in Block Letters.....(if the Proxy attends the meeting)
3. Those who hold shares in Demat form to quote their Client ID and Depository Participant (D.P.) ID. No.

Electronic voting Particulars

EVENT NUMBER	User ID	Password
190126		

Note: Please read the instructions printed under the Note No. 21 to the Notice dated July 22, 2019 of the Tenth Annual General Meeting. The remote e-voting period starts from Saturday, August 17, 2019 (9.00 a.m. IST) and ends on Tuesday, August 20, 2019 (5.00 p.m. IST). The voting module shall be disabled by Link Intime India Private Limited for voting thereafter.



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PROXY FORM

(Form No. MGT-11)

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

Name of the member(s):

Registered Address:

E-mail Id:Folio No:DP ID.....

& Client ID:

I/We, being the member (s) of shares of the E2E Networks Limited, hereby appoint

1. Name :

Address :

E-mail Id :

Signature :or failing him/ her

2. Name :

Address :

E-mail Id :

Signature :or failing him/her

3. Name :

Address :

E-mail Id :

Signature :

as my/our proxy to attend and vote (on a poll) either for or against each resolution for me/us and on my/our behalf at the 10th Annual General Meeting of the company to be held on Wednesday, the 21st day of August, 2019 at 01:00 P.M. at Conference Hall, Ground Floor, Hotel SPB 87, 17A/2, W.E.A Karol Bagh, New Delhi – 110005 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional (Refer Note 3)	
		For	Against
ORDINARY BUSINESS(ES):			
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Report of the Board of Directors and Auditors thereon.		
2	To appoint Mr. Tarun Dua (DIN:02696789), Managing Director, who retires by rotation and being eligible offers himself for re-appointment		
SPECIAL BUSINESS(ES):			
3	To waive recovery of excess remuneration paid to Mr. Tarun Dua, Managing Director of the Company, for the financial year ended March 31, 2019 and to approve his remuneration for a period of three years.		
4	To waive recovery of excess remuneration paid to Mrs. Srishti Baweja, Whole Time Director of the Company, for the financial year ended March 31, 2019 and to approve her remuneration for a period of three years.		
5	To appoint Mr. Naman Kailashprasad Sarawagi (DIN: 05295642) as Non-Executive Independent Director of the Company		
6	To appoint Mr. Anurag Bhatia (DIN: 08451081) as Independent Director of the Company		
7	To approve the amendment in E2E ESOS Scheme 2018		
8	To approve issue of share warrants to subscribers on a preferential basis		

Signed this day of..... 2019.

Signature of shareholder:

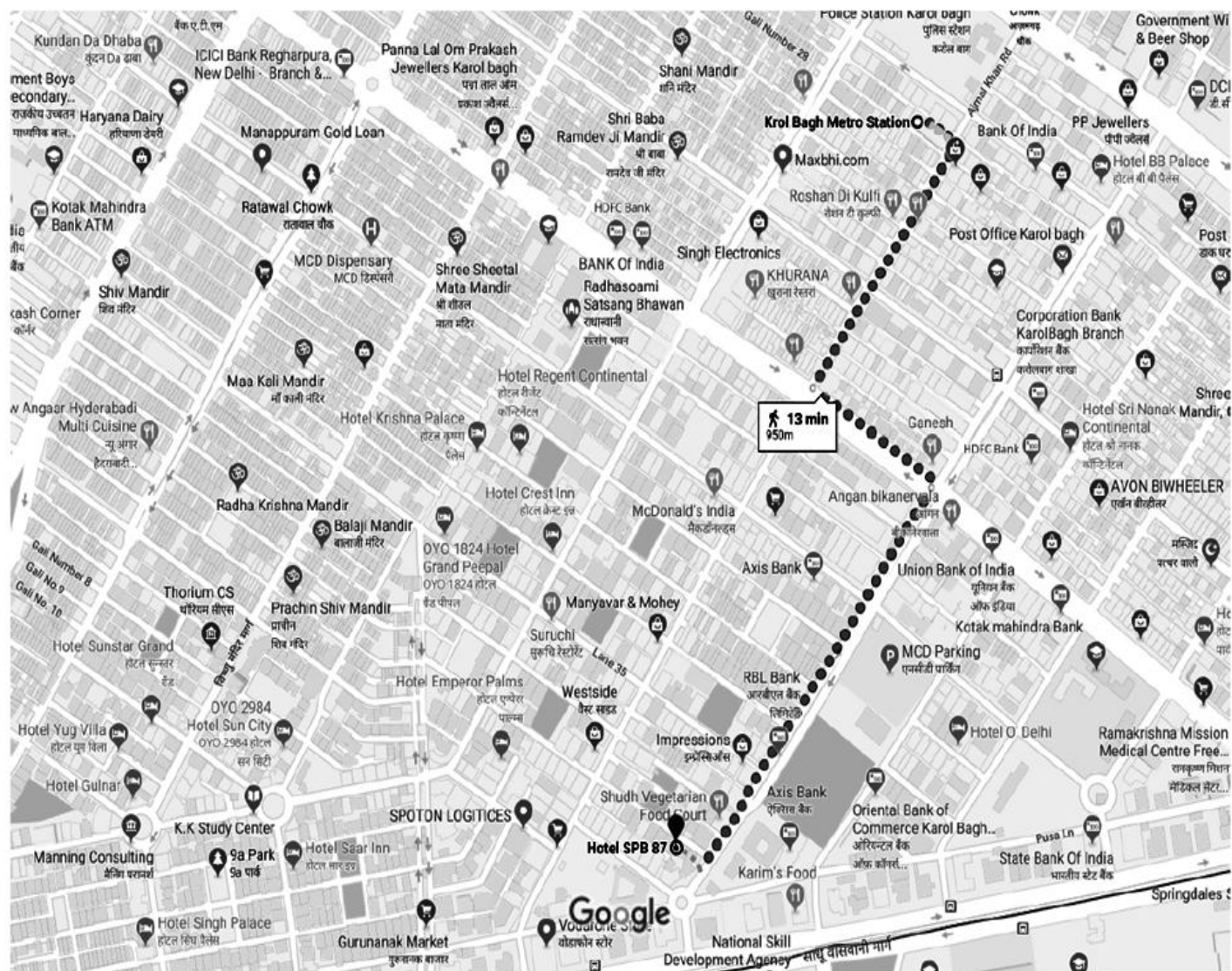
Signature of Proxy holder(s):

**Affix Re 1/-
Revenue Stamp**

Note:

- 1) This form, in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
- 2) A proxy need not be a member of the Company.
- 3) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Route map of the venue of 10th Annual General Meeting of E2E Networks Limited



AGM Venue: Hotel SPB 87

17A/ 2, W.E.A Karol Bagh, New Delhi – 110005