



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 12th Annual General Meeting ("**AGM**") of the Members of E2E Networks Limited will be held on Wednesday, the 22nd day of September, 2021 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, 2021 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 an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2021 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 Mr. Manjit Rai Dua (DIN: 03247358), Non- Executive 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 reappointment of Mr. Manjit Rai Dua (DIN: 03247358), who retires by rotation and being eligible has offered himself for re-appointment, as a Non- Executive Director of the Company."

SPECIAL BUSINESS:

3. To consider, approve and ratify appointment of Mr. Tarun Dua, Managing Director of the Company, and remuneration payable to him for the period from April 1, 2021 till January 31, 2023 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 approve and ratify the appointment of Mr. TarunDua (DIN:02696789), Managing Director of the Company and approve the following payment of remuneration to him for the period w.e.f. April 1, 2021 to January 31, 2023:-

- i) Total Remuneration by way of salary, dearness allowance, incentives, perquisites, rent free accommodation and any other allowances not exceeding INR 96 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 consider, approve and ratify appointment of Mrs. Srishti Baweja, Whole Time Director of the Company, and remuneration payable to her for the period from April 1, 2021 till January 31, 2023 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 approve and ratify the appointment of Mrs. Srishti Baweja (DIN:08057000), Whole Time Director of the Company and approve the following payment of remuneration to her for the period w.e.f. April 1, 2021 to January 31, 2023

- i) Total Remuneration by way of salary, dearness allowance, incentives, perquisites, rent free accommodation and any other allowances not exceeding INR 96 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 consider and approve remuneration payable to Mrs. Megha Raheja, holding office or place of profit as chief financial officer of the Company 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 pursuant to the provisions of sections 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time, the consent of Members be and is hereby accorded to approve the remuneration of Mrs. Megha Raheja holding office or place of profit as Chief Financial Officer of the Company, Sister of Mrs. Srishti Baweja, Whole Time Director of the Company, as per details mentioned below w.e.f. October 1, 2021:

- i) Total Remuneration by way of salary, dearness allowance, incentives, perquisites, rent free accommodation and any other allowances not exceeding INR 50 Lakhs per annum,

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 of INR 50 Lakhs to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

- ii) Besides the above remuneration stated in point (i), she will be entitled to the following facilities:-
- a) Provision of car with driver, telephone and other communication facilities in connection to the business of the Company as per Company policy;
- b) Health and Accident Insurance as per the Policies of the Company; and

- c) Reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by her from time to time, in connection with the Company's business.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of Mrs. Megha Raheja holding office or place of profit, within the maximum limit approved by the shareholders.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution the Board (which includes Nomination and Remuneration Committee or any other Committee of the Board) and Mrs. Neha Baid, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable in the said regard including filing of returns with any authority."

6. To approve and ratify the amendment in E2E Networks Limited Employee Stock Option Scheme – 2021 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 and the Rules made there under (including any amendment thereto or re-enactment thereof), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI (SBEB) Regulations**"), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR) Regulations**") and the provisions of the Memorandum and Articles of Association of the Company, the variations in the terms and conditions of the E2E Networks Limited Employee Stock Option Scheme -2021 ("**ESOP Scheme 2021**") and certain disclosures in respect of ESOP Scheme 2021 as detailed in the explanatory Statement, be and are hereby approved and ratified.

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 2021, 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."

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: August 20, 2021

Notes:

- 1) Considering the extra-ordinary circumstances caused by COVID-19 and in light of social distancing norms, in terms of the General Circulars No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 02/2021 dated January 13, 2021 (collectively referred to as ("**MCA Circulars**") issued by the Ministry of Corporate Affairs ("**MCA**") read with Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("**SEBI**") (hereinafter collectively referred to as "**the Circulars**"), companies are permitted to conduct the Annual General Meeting through Video Conferencing / Other Audio Visual Means ("**VC**" / "**OAVM**") till December 31, 2021, without the physical presence of members at a common venue. Hence, in accordance with the Circulars, provisions of the Companies Act, 2013 ("**the Act**"), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the 12th AGM of the Company is being held through VC/OAVM on Wednesday, September 22, 2021, at 4.00 p.m. 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 to 6 of this Notice is annexed hereto as **Annexure-I**. The Board of Directors of the Company at its meeting held on Friday, August 20, 2021 considered that the special business under Item No. 3 to 6, being considered unavoidable, be transacted at the AGM of the Company.
- 3) Brief Details of Director seeking re-appointment, along with details of his other Directorship, shareholding in the Company, nature of his 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. Wednesday, September 15, 2021**.
- 9) In view of the continuing 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 2020-21 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 Thursday, September 16, 2021 to Wednesday, September 22, 2021 (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 electric/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 no. 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 Company/RTA in case the shares are held by them in physical form.
- 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 Company/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 electronically without any fees up to the date of the AGM.
- 18) The copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which Directors are interested under Section 189 of the Act and Certificate from Secretarial Auditors of the Company certifying that Company's Employee Stock Options Schemes being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in accordance with the resolutions of the Members of the Company will be available electronically for inspection by the members during the AGM.
- 19) The Company has designated an exclusive Email ID investors@e2enetworks.com for redressal of Members complaints/ grievances. For any investor related queries, you are requested to please write to us at the above Email ID.
- 20) 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 13, 2021 through Email on investors@e2enetworks.com. The same will be replied by/ on behalf of the Company suitably.
- 21) 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.
- 22) 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 shares and for ease of portfolio 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.
- 23) 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.
- 24) 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 22, 2021.
- 25) 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.

26) 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 Sunday, September 19, 2021 (9.00 AM IST) and ends on Tuesday, September 21, 2021 (5.00 PM IST). During this period, Members holding shares either in physical or dematerialized form, as on **Cut-off Date, i.e. as on Wednesday, September 15, 2021** 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. Wednesday, September 15, 2021**, may obtain the login ID and password by sending a request to Link Intime at enotices@linkintime.co.in.

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:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> Existing user who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will also be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote.

Type of shareholders	Login Method
	<ul style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available https://web.cdslindia.com/myeasi./Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode & login through their depository participants)	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in Physical mode & voting service Provider is LINKINTIME.	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. The Event Number is 210217. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). Click “confirm” (Your password is now generated). Click on 'Login' under 'SHARE HOLDER' tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. E-voting page will appear. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'. 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.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at <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.

Individual Shareholders holding securities in Physical mode & voting service Provider is LINKINTIME, have forgotten the password:

- ▶ Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- ▶ Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- 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.

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

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
 - ▶ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - ▶ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - ▶ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL.	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

(B) INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO ATTEND THE 12TH AGM THROUGH INSTAMEET:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

▶ Select the "**Company**" and '**Event Date**' and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

► Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

(C) INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO REGISTER THEMSELVES AS SPEAKERS DURING THE 12TH AGM:

1. Shareholders/ Members who would like to express their views/ask questions during the meeting must 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 atleast 3 days in advance of the meeting date.
2. The Company reserves the right to restrict the number of speakers depending on the availability of time for the 12th AGM.
3. Registered shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting. 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.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

(D) INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO VOTE DURING THE 12TH AGM THROUGH INSTAMEET:

Once the electronic voting is activated by the scrutinizer/ moderator 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 your 16 digit 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.

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 shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

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: August 20, 2021

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 to 6 of this Notice dated August 20, 2021.

Item No. 3 and 4**Brief Profile of Mr. Tarun Dua – Item 3**

Mr. Tarun Dua holds a degree of Bachelor of Technology (Computer Engineering) from REC Kurukshetra University. He has experience of more than 19 year in the field of Open source, Linux, virtualization, Internet Scale Data centers, Networks Operations 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 remuneration approval at the AGM:

1. Name of Director : Mr. Tarun Dua
2. Date of Birth/Age: 27/01/1980
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: 78,60,695 Equity Shares (54.48%)
7. No. of Board meeting attended during the year: 4
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.

The Members are further apprised that subsequent to the appointment of the Managing Director for the period of 5 years, 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 was required to be paid on the basis of effective capital in terms of Schedule V of the Act with approval of Members. Accordingly, the Company has taken approval of Members in their Meeting held on August 21, 2019 to approve his remuneration for a period of three years w.e.f. April 1, 2018 to March 31, 2021.

Since last members approval was for a period of 3 years till March 31, 2021, therefore pursuant to provisions of Sections 197 and 198 read with Schedule V, the Company intends to take shareholders' approval for ratification of appointment and remuneration payable to Mr. Tarun Dua, Managing Director, of the Company for period from April 1, 2021 till January 31, 2023.

The Nomination and Remuneration Committee and the Board have at their respective meeting(s) held on May 10, 2021, subject to the approval of the members of the Company, accorded their approvals for ratification of appointment and remuneration payable to Mr. Tarun Dua, Managing Director, of the Company for period from April 1, 2021 till January 31, 2023 and, in the interest of the Company have also recommended the aforesaid resolution as set out in this Notice at item No. 3 for approval of the Members.

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. 3.

The Board recommends the resolution as mentioned at 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 16 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. 54,48,000/-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 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.

The Members are further apprised that subsequent to her appointment as Whole Time Director for the period of 5 years, 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. Sristi Baweja was required to be paid on the basis of effective capital in terms of Schedule V of the Act with approval of Members. Accordingly, the Company has taken approval of Members in their Meeting held on August 21, 2019 to approve her remuneration for a period of three years w.e.f. April 1, 2018 to March 31, 2021.

Since last members approval was for a period of 3 years till March 31, 2021, therefore pursuant to provisions of Sections 197 and 198 read with Schedule V, the Company intends to take shareholders' approval for ratification of appointment and remuneration payable to Mrs. Srishti Baweja, Whole Time Director, of the Company for period from April 1, 2021 till January 31, 2023.

The Nomination and Remuneration Committee and the Board have at their respective meeting(s) held on May10, 2021, subject to the approval of the members of the Company, accorded their approvals for ratification of appointment and remuneration payable to Mrs. Srishti Baweja, Whole Time Director, of the Company for period from April 1, 2021 till January 31, 2023 and, in the interest of the Company have also recommended the aforesaid resolution as set out in this Notice at item No. 4 for approval of the Members.

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 INR Lakhs)

Particulars	Standalone	
	FY 20-21	FY 19-20
Revenue from operations	3530.26	2509.61
Total Expenditure other than finance cost and depreciation	2442.26	2630.15
Earnings before Interest, Tax and Depreciation (EBITDA)	1088	(120.54)
Other Income	95.54	221.47
Depreciation	1240.61	1014.09
Finance Costs	56.01	18.24
Profit/(Loss) before tax (PBT)	(113.08)	(931.40)
Current Tax	-	-
Deferred Tax	-	-
Adjustment related to previous year	-	3.94
Net Profit for the Year (PAT)	(113.08)	(935.34)
Basic EPS (in INR)	(0.79)	(6.54)
Diluted EPS (in INR)	(0.79)	(6.54)

- e) **Foreign Investments or collaborations, if any:** – The Company has received Foreign direct investment from Mr. Freeman Murray who currently holds 2.25% 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.

2. 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 20-21
- 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 19 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 20-21. Further, she was provided with a rent-free accommodation valuing Rs. 54,000 per month.
- c) **Recognition or Awards:** None
- d) **Job Profile and Suitability:** Mrs. Srishti Baweja is a CA and has experience of more than 16 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 and sister of Mrs. Megha Raheja, Chief financial officer of the Company. Except Mr. TarunDua, Mr. Manjit Rai Dua, Mrs. Megha Raheja 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.

3. Other Information

- (i) **Reasons of loss or inadequate profits:** Our revenue has increased during FY 20-21 as compared to the last financial year, however, fixed overheads and continued investments in building our capabilities has led to inadequate profits.
- (ii) **Steps taken or proposed to be taken for improvement**

The Company is focusing on onboarding SME clients. 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 improvements in the self-service public cloud platform. Along with the launc of new products / solutions we are focusing on improving the user experience of our platform and quality of APIs. 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 revenue and financial performance. It has been aggressively pursuing and implementing its strategies to improve sales.. The current focus of the company is to focus on the SMB segment and a strong presence in the AI/ML and Deep Learning market for India to grow its customer base. Relative to the growth in revenue our operational expenses are NOT expected to grow in the same proportion.

4. Disclosures:

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-7 whose weblink forms part of Directors' Report.

Item No. 5

Mrs. Megha Raheja, holding office of Chief financial officer of the Company is sister of Mrs. Srishti Baweja, Whole Time Director of the Company. Accordingly, her appointment and remuneration is governed by section 188(1)(f) of the Companies Act, 2013 which provides for the related party's appointment to any office or place of profit.

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their Meeting held on July 19, 2021 had approved the appointment of Mrs. Megha Raheja as Chief financial officer of the Company w.e.f July 20, 2021 at a remuneration of Rs. 29,76,000 p.a in place of Mrs. Srishti Baweja, Whole Time Director of the Company, who was acting as Interim Chief Financial Officer of the Company.

As per the provisions of section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the shareholder was not triggered for appointment of Mrs. Megha Raheja as Chief Financial Officer of the Company as the monthly remuneration does not exceed INR 2,50,000/- (Rupees Two Lakh Fifty Thousand) per month.

However, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their Meeting held on August 20, 2021 had considered to increase remuneration payable to Mrs. Megha Raheja, Chief Financial Officer (related party holding office or place of profit) w.e.f October 1, 2021 and accordingly proposed to the shareholders for their approval, by each way of an Ordinary Resolution, to fix an overall limit for remuneration payable to her from time to time.

Given below is a statement of disclosures as required under the Companies (Meetings of Board and its Powers) Rules, 2014

- (a) **Name of the related party :** Mrs. Megha Raheja
- (b) **Name of the director or key managerial personnel who is related, if any:** Mrs. Srishti Baweja
- (c) **Nature of relationship:** Mrs. Megha Raheja, holding office of Chief financial officer of the Company is sister of Mrs. Srishti Baweja, Whole Time Director of the Company.

- (d) **Nature, material terms, monetary value and particulars of the contract or arrangements:** The details of the overall limits for remuneration payable to Mrs. Megha Raheja is set out in resolution for Item No. 5. Further, her employment terms and conditions will be governed by the policies of the Company.
- (e) **any other information relevant or important for the members to take a decision on the proposed resolution.** Mrs. Megha Raheja is a Chartered Accountant with over 20 years of experience in IT/ITES and telecom industry. She is a proactive and result oriented professional with diverse experience in Financial Accounting & Reporting, Taxation, Treasury & Banking, Budgeting, Mergers & Acquisitions. She is adept at supporting business objectives with a decisive leadership style and strategic approach to decision making. Megha Raheja has joined the Company from Genpact where she was working as Assistant Vice President since 2007.

None of the Directors/Key Managerial Personnel of the Company/their relatives except Mrs. Srishti Baweja are in anyway, concerned or interested, financially or otherwise, in the said resolution set out at Item No. 5.

The Board recommends the resolution as mentioned at item No. 5 for approval of the Members by way of Ordinary Resolution.

Item No. 6

The members are apprised that the E2E Networks Limited Employees Stock Option Scheme – 2021 (**"ESOP Scheme 2021 or Scheme"**) of the Company, was approved by its shareholders by way of Special Resolution on April 5, 2021 and was made effective from April 5, 2021.

The Members vide their approval empowered the Board of Directors(**"Board"**)/ Nomination and Remuneration Committee (**"NRC"**) to create, grant, offer, issue and allot under the Scheme, in one or more tranches, 15,00,000 (Fifteen Lakhs) Employee Stock Options (**"Options"**) exercisable into 15,00,000 (Fifteen Lakhs) Equity Shares of face value Rs. 10/- each.

Further, the approval specified that the Scheme can be implemented through Trust Route wherein the Trust shall acquire the Shares by direct allotment from the Company and/or from secondary acquisition from the market.

The Shares so acquired by the Trust will be transferred to the Grantees as and when the Options are exercised.

The Members are further apprised that according to the shareholder's resolution passed on April 5, 2021, the members of the Company have empowered the Board / NRC of the Board to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to compliance of the applicable laws and regulations, and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members.

The Members are further apprised that upon submission of application to the National Stock Exchange of India Limited, the Company was directed to specifically mention about the bifurcation of shares to be purchased by trust through direct allotment and secondary acquisition from the market which was earlier not mentioned in ESOP Scheme 2021. Further, in clause 11.1 of Scheme, inadvertently, it has been mentioned that Vesting period, in place of vesting, shall commence after minimum 1 (One) year from the grant date.

Hence, it was required to change the ESOP Scheme 2021 to remove the above-mentioned ambiguities that arised during submission of application to the National Stock Exchange of India Limited for In Principle approval. The NRC and Board on May 10, 2021 have approved these amendments in the ESOP Scheme 2021.

Changes made in ESOP Scheme 2021 are as follows:-

Clause No	Old Provision	New Provision
5.1	The Company proposes to implement the Scheme through Trust Route wherein the Trust shall acquire the Shares by: 5.1.1 Direct allotment from the Company and/or 5.1.2 From secondary acquisition from the market	The Company proposes to implement the Scheme through Trust Route wherein the Trust shall acquire the Shares by: 5.1.1 Direct allotment from the Company and/or 5.1.2 From secondary acquisition from the market Provided further that upto 11,00,000 shares may be acquired by trust through direct allotment and upto 4,00,000 shares may be acquired through secondary acquisition from the market.
11.1	Vesting period shall commence after minimum 1 (One) year from the grant date and it may extend upto maximum of 4 (Four) years from the grant date, at the discretion of and in the manner prescribed by the Committee. Further, the committee shall have power to reduce this maximum vesting period of 4 years on a case-to-case basis, if so desired by the Committee.	Vesting shall commence after minimum 1 (One) year from the grant date and it may extend upto maximum of 4 (Four) years from the grant date, at the discretion of and in the manner prescribed by the Committee. Further, the committee shall have power to reduce this maximum vesting period of 4 years on a case-to-case basis, if so desired by the Committee.

In accordance with provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, it is desired to take approval of shareholders of the Company by way of a Special Resolution for these necessary amendments and variations made to the ESOP Scheme 2021 and accordingly the same is being placed before the shareholders for their approval and

ratification. 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 2021 will be the beneficiaries of these amendments.

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. 6 of this Notice except to the extent options granted/to be granted to them under ESOP Scheme 2021 and to the extent of their shareholding as Members.

The Board recommends passing of the resolution as set out under Item No. 6 of the Notice for approval of the members as a Special Resolution.

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**MR. MANJIT RAI DUA**

Manjit Rai Dua, has been a strong support and has nurtured the Company with values. He has completed his Bachelor's degree in Industrial Engineering from the Indian Institution of Industrial Engineering in 1975. He has a vast experience of almost 4 decades in the Industry.

Additional Information for seeking re-appointment approval at the AGM:

1. Name of Director: Mr. Manjit Rai Dua
2. Date of Birth/Age: 17.01.1949
3. Date of Appointment: 11.10.2010
4. Qualifications, Experience and expertise in specific functional area: As per Brief Profile mentioned above.
5. Remuneration last drawn, if any: Not Applicable
6. Shareholding in the Company: Nil
7. No. of Board meeting attended during the year: 2
8. Terms and condition of appointment: He has been appointed as Non-executive director w.e.f. 31.01.2018, 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- He is father of Mr. Tarun Dua, Managing Director of the Company and father-in-law of Mrs. Srishti Baweja, Whole Time 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.