



E2E NETWORKS LIMITED

CIN: L72900DL2009PLC341980

Regd. Office: Awfis, First Floor, A-24/9, Mohan Cooperative Industrial Estate,
Mathura Road, Saidabad, New Delhi-110044, Phone +91-11-41133905,

Email :investors@e2enetworks.com, Website: <https://www.e2enetworks.com/>

NOTICE

Notice is hereby given that the 13th Annual General Meeting (“AGM”) of the Members of E2E Networks Limited will be held on Wednesday, the 24th day of August, 2022 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, 2022 including Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Tarun Dua (DIN: 02696789), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. GSA & Associates LLP (Firm Registration No. 000257N) as Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification (s), the following resolutions as **Ordinary Resolution(s)**:

a) To fill the casual vacancy

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 (**“the Act”**) read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Act, including any statutory modification (s) or re-enactment thereof for the time being in force, M/s. GSA & Associates LLP, Chartered Accountants (Firm Registration No. 000257N) be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. B. B. & Associates, Chartered Accountants (Firm Registration No 023670N).

RESOLVED FURTHER THAT M/s. GSA & Associates LLP, Chartered Accountants (Firm Registration No. 000257N) be and is hereby appointed as Statutory Auditors of the Company to hold office from May 27, 2022, until the conclusion of this Annual General Meeting of the Company at such remuneration plus taxes as applicable and reimbursement of out-of pocket, travelling and living expenses, etc. in connection with the audit as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

b) For a period of five years

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 (**“the Act”**) read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Act, including any statutory modification (s) or re-enactment thereof for the time being in force, M/s. GSA & Associates LLP, Chartered Accountants (Firm Registration No. 000257N) be and is hereby appointed as the Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of this 13th Annual General Meeting until the conclusion of the 18th Annual General Meeting of the Company to be held in the year 2027, at such remuneration plus taxes as applicable and reimbursement of out-of pocket, travelling and living expenses, etc. in connection with the audit as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:

4. To appoint Mr. Aditya Bhushan (DIN: 01148272) 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 a **Special 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. Aditya Bhushan who was appointed as an Additional Director in capacity of Non-Executive and Independent Director with effect from October 22, 2021 under section 161 of the Act 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 October 21, 2026.

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.”

5. To consider and approve re-appointment of Mr. Tarun Dua, Managing Director of the Company and remuneration payable to him for the period from January 31, 2023 till January 30, 2026 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 there under (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 the re-appointment of Mr. Tarun Dua (DIN:02696789) as Managing Director of the Company for a period of three years with effect from January 31, 2023 to January 30, 2026 and approve the following payment of remuneration to him for the period:-

- 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."

6. To consider and approve re-appointment of Mrs. Srishti Baweja, Whole Time Director of the Company, and remuneration payable to her for the period from January 31, 2023 till January 30, 2026 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 there under (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 the re-appointment of Mrs. Srishti Baweja (DIN:08057000) as Whole Time Director of the Company for a period of three years with effect from January 31, 2023 to January 30, 2026 and approve the following payment of remuneration to her for the period:-

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.”

**Regd. Office: Awfis, First Floor
A-24/9, Mohan Cooperative Industrial Estate
Mathura Road, Saidabad, New Delhi – 110044**

**By order of the Board of Directors
E2E Networks Limited
Sd/-
Neha Baid
Company Secretary
Cum Compliance Officer
M. No.:- 33753**

**Place : New Delhi
Date: July 25, 2022**

Notes:

- 1) In view of ongoing COVID-19 pandemic, social distancing is a norm to be followed and in accordance with the General Circular nos. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 5, 2020; 02/2021 dated January 13, 2021; 19/2021 dated December 8, 2021; 21/2021 dated December 14, 2021 and General Circular No. 2/2022 dated May 5, 2022 respectively issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter referred as "**MCA Circulars**") and Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD 2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India ("**SEBI Circulars**") and in compliance with the provisions of the Companies Act, 2013 ("**the Act**") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the 13th Annual General Meeting ("**AGM**") of the Company is being conducted through video conferencing ("**VC**") or other audio visual means ("**OAVM**") Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 13th 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 Monday, July 25, 2022 considered that the special business under Item No. 4 to 6, being considered unavoidable, be transacted at the AGM of the Company.
- 3) In terms of provisions of Section 152 of the Act, Mr. Tarun Dua, Managing Director of the Company retires by rotation at the AGM. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend his re-appointment.
- 4) 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**.
- 5) The Company has appointed M/s. Link Intime India Private Limited, Registrars and Share Transfer Agent (hereinafter called "**Link Intime**"), for conducting the AGM and for voting through remote e-voting or through e-voting at the AGM. The procedure for participating in the meeting through VC/ OAVM is explained in these notes.

- 6) 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.
- 7) Pursuant to the provisions of Section 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the AGM through e-voting facility during the AGM. 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 The institutional members are encouraged to attend and vote at the AGM.
- 8) 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.
- 9) 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.
- 10) 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, August 17, 2022.**
- 11) 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 No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ("**SEBI Circular**"), the Annual Report for the financial year 2021-22 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. Any member desirous of obtaining hard copy of Annual Report for FY 2021-22 and Notice of the Company may request the Company for the same.
- 12) 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 at <https://www.nseindia.com/> 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>.
- 13) Members may note that the Company has enabled a process for the limited purpose of receiving the Company's annual report and notice for the AGM (including instructions for attending the AGM/e-voting at AGM/remote e-voting) electronically, and Members may temporarily update their email address by emailing the Company at investors@e2enetworks.com for the purpose of receiving the same.

- 14) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, August 18, 2022 to Wednesday, August 24, 2022 (*both days inclusive*) for the purposes of the AGM.
- 15) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- 16) 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.
- 17) 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.
- 18) 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.
- 19) 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.
- 20) 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.
- 21) 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.
- 22) 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.
- 23) 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.
- 24) 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 August 17, 2022 through Email on investors@e2enetworks.com. The same will be replied by/ on behalf of the Company suitably.
- 25) 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.

- 26) SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
- 27) Members may please further note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further, it may be noted that any service request can be processed only after the folio is KYC Compliant.
- 28) 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.
- 29) 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. August 24, 2022.
- 30) 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 In time 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.
- 31) 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, August 21, 2022 (9.00 AM IST) and ends on Tuesday, August 23, 2022 (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, August 17, 2022** 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, August 17, 2022, may obtain the login ID and password by sending a request to Link In time 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:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

<u>Type of shareholders</u>	<u>Login Method</u>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IdeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on "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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-voting period. If you are 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://eservices.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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, 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 be able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to

	<p>“InstaVote” website for casting your vote during the remote e-voting period.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4. 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 i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “Instavote” website for casting your vote during the remote e-voting period.</p>
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name i.e. LINKINTIME and you will be redirected to “Insta vote” website for casting your vote during the remote e-voting period.</p>
Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode.	<p>1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in</p> <p>2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -</p> <p>A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</p> <p>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.</p> <p>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <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 ● <i>Shareholders holding shares in NSDL, shall provide ‘D’ above</i> <p>► 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).</p> <p>► Click “confirm” (Your password is now generated).</p>

	<p>3. Click on 'Login' under 'SHARE HOLDER' tab.</p> <p>4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.</p> <p>5. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.</p> <p>6. E-voting page will appear.</p> <p>7. 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).</p> <p>8. 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.</p>
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Guidelines for Institutional shareholders:

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

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):

Your User ID is Event No + Folio Number registered with the Company.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- 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 Forgot User ID and Forgot Password option available at above-mentioned 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

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 13TH 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).

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders are requested to download and install the Webex application in advance by clicking on the link <https://www.webex.com/downloads.html/>

(C) INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO REGISTER THEMSELVES AS SPEAKERS DURING THE 13TH 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 at least 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 13th 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 13TH 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 Insta MEET 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 Insta Meet 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 Insta Meet. 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.

**Regd. Office: Awfis, First Floor
A-24/9, Mohan Cooperative Industrial Estate
Mathura Road, Saidabad, New Delhi – 110044**

**Place : New Delhi
Date: July 25, 2022**

**By order of the Board of Directors
E2E Networks Limited
Sd/-
Neha Baid
Company Secretary
Cum Compliance Officer
M. No.:- 33753**

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 July 25, 2022.

ITEM NO. 3:

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

As per Section 139 of the Act, every company shall, at the first annual general meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting. Further, the listed company shall not appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Accordingly, M/s. B. B. & Associates, Chartered Accountants (Firm Registration No 023670N) was appointed as statutory auditors of the Company in the Annual General Meeting ("AGM") held on September 28, 2018 for a period of five consecutive years from the conclusion of 9th AGM until the conclusion of the 14th AGM of the Company to be held in the year 2023. Accordingly, their term was to expire at the 14th AGM of the Company to be held in the year 2023.

However, M/s. B. B. & Associates, Chartered Accountants (Firm Registration No 023670N), the auditors were not agreed with the fees proposed by the management for financial year 2022-23, therefore, they have decided to resign as the auditors of the Company and intimated the same to the Company vide their letter dated May 14, 2022. Further, in terms of the provisions of SEBI circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019 and as stated in the letter of the Statutory Auditors, the resignation of the Statutory Auditors was to be made effective from the date of submission of the audit report for the quarter and year ended March 31, 2022. Accordingly, after submission of audit report for the year quarter and year ended March 31, 2022, they have resigned effective May 27, 2022 which resulted into a casual vacancy in the office of the Statutory Auditors of the Company.

Further, M/s. B. B. & Associates have not raised any concern or issue and confirmed that there were no other reasons for resigning other than the one mentioned above.

In view of above, the Board of Directors of the Company on recommendation of Audit Committee at its meeting held on May 27, 2022 has approved the appointment of M/s. GSA & Associates LLP, Chartered Accountants, (Firm Registration No. 000257N) as Statutory Auditors of the Company w.e.f. May 27, 2022 to fill the casual vacancy caused by resignation of M/s. B. B. & Associates, Chartered Accountants (Firm Registration No 023670N), till the conclusion of the ensuing Annual General Meeting.

Further, the Audit Committee and the Board of the Company in their meeting held on July 25, 2022 has recommended for approval of the Members, the appointment of M/s. GSA & Associates LLP, Chartered Accountants (Firm Registration No. 000257N) as Statutory Auditors of the Company for a period of five years from the conclusion of this 13th AGM until the conclusion of the 18th AGM of the Company to be held in the year 2027 at such remuneration and out of pocket expenses and applicable taxes, as may be mutually agreed between the Board and the Auditors.

The first year of audit will be of the financial statements for the year ending March 31, 2023, which will include the audit / limited review of the quarterly financial results for the year.

The Board and Audit Committee considered various parameters like capability to serve IT industry in which the Company operate, audit experience, market standing of the firm, clientele served,

technical knowledge etc., and found M/s. GSA & Associates LLP to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

Considering the above, the Board and Audit Committee are of the view that continuance of M/s. GSA & Associates LLP, as Auditors of the Company will be beneficial to the Company, shareholders and other stakeholders as well, therefore recommends their appointment as the Auditors of the Company.

M/s. GSA & Associates LLP have conveyed their consent to be appointed as Statutory Auditors of the Company along with necessary eligibility certificate / confirmation in terms of the provisions of the Companies Act, 2013 confirming the fact that they are not disqualified to be appointed as Statutory Auditors.

Disclosure under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:

Proposed statutory audit fees payable to the auditors	Rs. 2.5 lakhs of statutory audit fees for the period ending March 31, 2023 which may be increased annually thereafter as per market prevailing practices as may be decided by the Board of Directors including any committee thereof. The above fees will be exclusive of the taxes as applicable and reimbursement of out-of pocket, travelling and living expenses, etc. in connection with the audit. Further, the fee for any statutory auditor certificate, if required, by the Company and the fees for the tax audit shall be separately paid in addition to above statutory audit fees.
Terms of appointment	M/s. GSA & Associates LLP., are recommended for appointment for a term of five years from the conclusion of 13 th AGM until the conclusion of the 18 th AGM of the Company to be held in the year 2027.
Material change in the fees payable to the new auditor along with the rationale for such change;	No material change in the fees for the proposed auditors. Outgoing auditors were paid a statutory audit fees of Rs. 3 Lakhs plus taxes and out of pocket expenses incurred, if any, in connection with the audit for the FY 2022.
Basis of recommendation and auditor credentials	The recommendations are based on the fulfillment of the eligibility criteria prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. M/s. GSA & Associates LLP is renowned CA Firm having 13 partners with offices in Delhi, Gurugram, Jammu and Surat and its Clientele includes several large Public Sector Companies, Telecommunication Companies, Public Sector Banks and Corporates.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in this Notice.

The Board recommends the resolution as mentioned at Item No. 3 above for approval of the Members by way of an Ordinary Resolution.

ITEM NO. 4

On the recommendation of Nomination and Remuneration Committee, the Board of Directors through resolution by circulation passed on October 22, 2022 have appointed Mr. Aditya Bhushan 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. Aditya Bhushan 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. Aditya Bhushan as an Independent Director of the Company. The Company also received a declaration from Mr. Aditya Bhushan 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. Aditya Bhushan 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.

Details of his profile, qualification, experience, expertise and the information pursuant to regulation 36(3) of Listing Regulations and Secretarial Standards on general meetings are disclosed herein as part of Annexure II.

None of the Directors/Key Managerial Personnel of the Company/their relatives other than Mr. Aditya Bhushan are in anyway, concerned or interested, financially or otherwise, in the said resolutions set out at Item No. 4.

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. 4 in relation to the appointment of Mr. Aditya Bhushan as Independent Director of the Company for the approval by the Members of the Company by way of a Special Resolution.

ITEM NO. 5

Mr. Tarun Dua is promoter of the Company and is associated with the Company since its incorporation. He holds a degree of Bachelor of Technology (Computer Engineering) from REC Kurukshetra University. He has experience of more than 20 years and manages overall operation of the company. He plays a key role in formulation and implementation of Business strategy for growth & expansion of the business.

The Members are further apprised that 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. Accordingly, his current period of appointment is upto January 30, 2023.

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. Further, the Company has taken remuneration approval

for the period from April 1, 2021 till January 30, 2023 in the members meeting held on September 22, 2021.

Now, it is proposed to take approval of members for his re-appointment as Managing director of the Company for the period from January 31, 2023 till January 30, 2026.

The Nomination and Remuneration Committee and the Board have at their respective meeting (s) held on July 25, 2022, subject to the approval of the members of the Company, accorded their approvals for re-appointment and remuneration payable to Mr. Tarun Dua, Managing Director, of the Company for period from January 31, 2023 till January 30, 2026 and, in the interest of the Company have also recommended the aforesaid resolution as set out in this Notice at item No. 5 for approval of the Members.

Details of his profile, qualification, experience, expertise and the information pursuant to regulation 36(3) of Listing Regulations and Secretarial Standards on general meetings are disclosed herein as part of **Annexure -II**.

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 and 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 Special Resolution.

ITEM NO. 6

Mrs. Srishti Baweja is whole time director and promoter of the Company. She 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 18 year in the field of Finance and Administration.

The Members are further apprised that 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. Accordingly, her current period of appointment is upto January 30, 2023.

The Members are further apprised that subsequent to the appointment of Mrs. Srishti Baweja 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. Srishti 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. Further, the Company has taken remuneration approval for the period from April 1, 2021 till January 30, 2023 in the members meeting held on September 22, 2021.

Now, it is proposed to take approval of members for her re-appointment as Whole Time Director of the Company for the period from January 31, 2023 till January 30, 2026.

The Nomination and Remuneration Committee and the Board have at their respective meeting(s) held on July 25, 2022, subject to the approval of the members of the Company, accorded their

approvals for re-appointment and remuneration payable to Mrs. Srishti Baweja, Whole Time Director, of the Company for period from January 31, 2023 till January 30, 2026 and, in the interest of the Company have also recommended the aforesaid resolution as set out in this Notice at Item No. 6 for approval of the Members. Details of her profile, qualification, experience, expertise and the information pursuant to regulation 36(3) of Listing Regulations and Secretarial Standards on general meetings are disclosed herein as part of **Annexure -II**.

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, Mrs. Megha Raheja and Mrs. Srishti Baweja are in anyway, concerned or interested, financially or otherwise, in the said resolution set out at Item No. 6.

The Board recommends the resolution as mentioned at item No. 6 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 5 and 6

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 21-22	FY 20-21
Revenue from operations	5187.34	3530.26
Total Expenditure other than finance cost and depreciation	2893.01	2496.22
Earnings before Interest, Tax and Depreciation (EBITDA)	2294.33	1034.04
Other Income	35.51	95.54
Depreciation	1782.64	1235.77
Finance Costs	18.60	17.92
Profit/(Loss) before tax (PBT)	528.60	(124.11)
Current Tax	-	-
Deferred Tax	(116.50)	-
Net Profit/(Loss) for the Year (PAT)	645.10	(124.11)
Other Comprehensive Income	487.89	126.34
Total comprehensive income for the period/year	1132.99	2.23
Basic EPS (in INR)	4.46	(0.86)
Diluted EPS (in INR)	4.44	(0.86)

- e) Foreign Investments or collaborations, if any:** – The Company has received Foreign direct investment from Mr. Freeman Murray who currently holds 2.24% 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:** Information about the Appointee i.e Mr. Tarun Dua and Mrs. Srishti Baweja forms part of **Annexure -II**.

3. Other Information

- (i) Reasons of loss or inadequate profits:** Our revenue has increased significantly during FY 21-22 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**

We are making significant improvements in the self-service public cloud platform. Along with the launch 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. The Company constantly deploys new inventory and has recently added features like DbaaS, Block Storage, BitNinja Integration, Kubernetes, etc. and is constantly looking to add new value added products and services.

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) social-media marketing and (d) community development initiatives.

- (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 for FY 21-22 as the Company was migrated to the main Board of NSE w.e.f April 12, 2022. However, the details of remuneration of managerial persons forms part of MGT-7 whose weblink forms part of Directors' Report.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT FURNISHED PURSUANT TO REGULATION 36 (3) 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

Name of Director seeking appointment	Mr. Tarun Dua	Mrs Srishti Baweja	Mr. Aditya Bhushan
DIN	02696789	08057000	01148272
Brief Profile/Background Details/Suitability	He holds a degree of Bachelor of Technology (Computer Engineering) from REC Kurukshetra University. He has experience of more than 20 years and manages overall operation of the company. He plays a key role in formulation and implementation of Business strategy for growth & expansion of the business. Accordingly, Mr. Tarun Dua, with his qualifications & experience is best suited to the said position.	She has pursued B. Com(H) from prestigious S.R.C.C, Delhi University and has completed Chartered Accountancy in November 2004. She has experience of more than 18 years in the field of Finance and Administration. Accordingly, Mrs. Srishti Baweja, with her qualifications & experience is best suited to the said position.	He has done MBA (FT) from the Faculty of Management Studies, Delhi University, and is a Bachelor in Business Studies, Delhi University. Aditya has been with ATS Services since 2001 and has been a part of setting and scaling up most business lines within the company. He is a seasoned professional with skills in: - Creating business value for customers by designing solutions - Transferring these into processes - Embedding technology into processes thereby making them into consistent delivery platforms. Accordingly, Mr. Aditya Bhushan, with his qualifications & experience is best suited to the said position and his performance as independent director on the Board has been found satisfactory by the Board.
Recognition or Awards	None	None	N.A
Date of Birth/ Age	27/01/1980	25/10/1982	01/01/1976
Date of first Appointment on Board	20/08/2009	31/01/2018	22/10/2021
Qualifications, Experience and expertise in specific functional area	As per Brief Profile mentioned above.	As per Brief Profile mentioned above.	As per Brief Profile mentioned above.
Remuneration last drawn, if any	INR 95 Lakhs	INR 86.15 Lakhs	N.A Independent Directors only receive sitting fees from the Company.
Remuneration Proposed	As per resolution set out in Item No. 5.	As per resolution set out in Item No. 6.	Independent Directors only receive sitting fees from the Company.

Name of Director	Mr. Tarun Dua	Mrs Srishti Baweja	Mr. Aditya Bhushan
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.	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.	N.A.
Shareholding in the Company (including shareholding as a beneficial owner)	80,60,695 Equity Shares (55.69%)	NIL	NIL
No. of Board Meetings attended during the year	Five (5)	Five (5)	One (1)
Terms and Conditions of appointment	Mr. Tarun Dua will be Managing Director, liable to retire by rotation.	Mrs. Srishti Baweja will be Whole Time Director, liable to retire by rotation.	Mr. Aditya Bhushan shall be Non-Executive Independent Director of the Company for a term of 5 consecutive years w.e.f. October 22, 2021.
Directorship held in other Companies (along with listed entities from which the person has resigned in the past three years)	Nil	Nil	1. ATS Services Private Limited 2. Jumpstart Insurance Consultants Private Limited
Membership/Chairmanship of Committees of Board of other listed entities	Nil	Nil	Nil
Membership / Chairmanship in Committees of E2E Networks Limited	Chairman of Borrowing Committee	1. Member of Borrowing Committee 2. Chairman of Corporate Social Responsibility Committee	Member of following Committees:- 1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholder's Relationship Committee 4. Borrowing Committee
Relationship with Promoters / other Directors/KMP's	Mr. Tarun Dua is promoter of the Company and is spouse of Mrs. Srishti Baweja, Promoter and Whole Time Director of the Company.	Mrs. Srishti Baweja is spouse of Mr. Tarun Dua, Promoter and Managing Director of the Company. Further, she is sister of Mrs. Megha Raheja, Chief financial officer of the Company.	No inter-se relationships.

Name of Director	Mr. Tarun Dua	Mrs. Srishti Baweja	Mr. Aditya Bhushan
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	N.A	N.A	The Company selects a person for the role of independent director based on experience in one or more of following areas namely information technology, Leadership, strategic planning, Corporate governance, risk management and knowledge of financial and other legal/regulatory aspects of business. As explained in his brief profile above, he meets the requirements.