



## E2E NETWORKS LIMITED

CIN: L72900DL2009PLC341980

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

### POSTAL BALLOT NOTICE

**[Pursuant to Section 110 of the Companies Act, 2013 read together with Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India]**

Dear Members,

**NOTICE** is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (**"the Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India, General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 05, 2022 and General Circular No. 11/2022 dated December 28, 2022 respectively issued by the Ministry of Corporate Affairs (**"MCA"**) (hereinafter collectively referred to as **"MCA Circulars"**), and SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/ 2021/11 dated January 15, 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India (hereinafter collectively referred to as **"SEBI Circulars"**) or any other applicable laws and regulations, to transact the following proposed special businesses by the Members of E2E Networks Limited (**"the Company"**) by passing resolutions by way of Postal Ballot only through remote e-voting. The proposed resolutions as set out below, along with the Explanatory Statement pursuant to Sections 102 and 110 of the Act, setting out material facts in relation to the proposed resolutions, is being sent to the members for their consideration and approval.

In due consideration of the occurrence of worldwide pandemic of COVID-19, the MCA has issued MCA Circulars in relation to "Clarification on passing of Ordinary and Special Resolutions by Companies under the Act and the Rules made thereunder on account of the threat posed by COVID - 19" outbreak. In terms of the MCA Circulars/SEBI Circulars, Companies are allowed to conduct postal ballot only through remote e- voting upto September 30, 2023. The MCA has clarified that for Companies that are required to provide remote e- voting facility under the Act, while they are transacting any business(es) only by postal ballot upto September 30, 2023, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Accordingly, the Company will send Postal Ballot Notice by e-mail to all its Members who have registered their email addresses with the Company or depository/ depository participants (**"DP"**) and the communication of assent/ dissent of the members will only take place through the remote e-voting system. This Postal Ballot Notice is accordingly, being initiated in compliance with the MCA Circulars/ SEBI Circulars.

In compliance with the requirements of the MCA Circulars/SEBI Circulars, hard copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The Company is providing remote e-voting facility for the Postal Ballot as an alternate, which would enable the Members to cast their votes electronically, instead of casting their votes and dispatching Postal Ballot forms physically.

**ITEM OF SPECIAL BUSINESSES REQUIRING CONSENT OF SHAREHOLDERS BY SPECIAL RESOLUTION THROUGH POSTAL BALLOT ARE AS UNDER:**

**ITEM-1:- RE-APPOINTMENT OF MR. VARUN PRATAP RAJDA (DIN: 07468016) AS AN INDEPENDENT DIRECTOR**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152 of the Companies Act, 2013 (**“the Act”**), and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Act and other applicable provisions, sections, rules of the Act (including any statutory modifications or re-enactment thereof for the time being in force) and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force Mr. Varun Pratap Rajda (DIN: 07468016), who was appointed as an Independent Director of the Company by the members for a term up to February 08, 2023 and has been appointed as an Additional Director (in capacity of Non-Executive Independent Director) with effect from February 09, 2023 under section 161 of the Companies Act, 2013, being eligible for re-appointment for a second term, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature to the office of Director of the Company, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office with effect from February 9, 2023 up to February 8, 2028 (both days inclusive).

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all acts and deeds as may be necessary, proper or expedient to give effect to this resolution including but not limited to filing of appropriate forms/ returns with concerned Registrar of Companies.”

**ITEM-2:- RE-APPOINTMENT OF MR. GAURAV MUNJAL (DIN: 02363421) AS AN INDEPENDENT DIRECTOR**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152 of the Companies Act, 2013 (**“the Act”**), and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Act and other applicable provisions, sections, rules of the Act (including any statutory modifications or re-enactment thereof for the time being in force) and such other provisions as may be applicable, Mr. Gaurav Munjal (DIN: 02363421), who was appointed as an Independent Director of the Company by the members for a term up to February 08, 2023 and has been appointed as an Additional Director (in capacity of Non-Executive Independent Director) with effect from February 09, 2023 under section 161 of the Companies Act, 2013, being eligible for re-appointment for a second term, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature to the office of Director of the Company, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office with effect from February 09, 2023 up to February 08, 2028 (both days inclusive).

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all acts and deeds as may be necessary, proper or expedient to give effect to this resolution including but not limited to filing of appropriate forms/ returns with concerned Registrar of Companies.”

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

**Place: Delhi  
Date: February 7, 2023**

**By Order of the Board of Directors  
For E2E Networks Limited**

**Sd/-  
Richa Gupta**

**Company Secretary  
Cum Compliance officer  
Membership No.: A-56523**

## NOTES:

1. The explanatory statement for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto and forms part of this Notice.
2. In view of the ongoing COVID-19 pandemic and the provisions of General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 05, 2022 and General Circular No. 11/2022 dated December 28, 2022 respectively issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), and SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/ 2021/11 dated January 15, 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India (hereinafter collectively referred to as “**SEBI Circulars**”), the Company has sent this Postal Ballot Notice only through e-mail to all the Members of the Company whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (“**NSDL**”) / Central Depository Services (India) Limited (“**CDSL**”), (collectively referred as “**Depositories**”), as on Friday, February 10, 2023 (the “**Cut-off Date**”) and who have registered their e-mail address in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, M/s Link Intime India Private Limited (“**RTA**” or “**Link Intime**”) or the Company.
3. In terms of the MCA Circulars/SEBI Circulars, since the matters as proposed in the Postal Ballot Notice shall be passed by the Members of the Company through remote e-voting only, therefore, the vote in this Postal Ballot cannot be exercised through proxy.
4. In terms of the MCA Circulars/SEBI Circulars, the Company will send this Postal Ballot Notice in electronic form only and the hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for the postal ballot. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
5. Members holding shares in physical form and who have not yet registered their e-mail address are requested to register the same with the Company by sending email to [investors@e2enetworks.com](mailto:investors@e2enetworks.com) for receiving all communications including Notices and Circulars etc. from the Company electronically. Members holding shares in electronic form are requested to get their e-mail address registered with their respective DP.
6. The Postal Ballot Notice is also 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 RTA at <https://instavote.linkintime.co.in>.
7. Person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off Date, i.e. Friday, February 10, 2023, only shall be entitled to avail the facility of e-voting. A person who is not member on Cut-off date should treat this notice for information purpose only.
8. It is however, clarified that all Members of the Company as on the Cut-off Date, including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company/RTA/ Depositories, shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter, in this Notice.
9. The voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the Cut-off Date i.e. Friday, February 10, 2023.

10. All the material documents, if any, referred to in the Explanatory Statements, shall be available for inspection through electronic mode from Wednesday, February 15, 2023 to Thursday, March 16, 2023, basis the request being sent on [investors@e2enetworks.com](mailto:investors@e2enetworks.com) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
11. The Board of Directors of the Company in its meeting held on February 7, 2023, has appointed Mr. Ankush Agarwal (Membership No. F9719 & Certificate of Practice No. 14486), Partner, M/s. MAKS & Co., Company Secretaries (FRN: P2018UP067700) as Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.
12. The Scrutinizer will after the conclusion of Remote e-Voting, unblock the votes cast through Remote e-Voting in the presence of at least two witnesses not in the employment of the Company and submit his report to the Chairperson or any person authorized by the Chairperson of the Company who shall countersign the same.
13. The result, along with the Scrutinizer's Report, of the Postal Ballot will be announced within 48 hours from the conclusion of remote e-voting process at the Registered Office of the Company. The result of the Postal Ballot and Report of Scrutinizer will also be displayed at Company's website i.e <https://www.e2enetworks.com/> and on the website of Link Intime i.e <https://instavote.linkintime.co.in> and shall also be communicated to the stock exchange, where the shares of the Company are listed.
14. Some of the important details regarding the e-voting facility are provided below:

Cut-off date for determining the Members entitled to vote through e-voting	Friday, February 10, 2023
Commencement of e-voting period	Wednesday, February 15, 2023 at 9:00 A.M. IST
End of e-voting period	Thursday, March 16, 2023 at 5:00 P.M. IST

The e-voting module will be disabled by Link Intime after 5:00 P.M. IST on Thursday, March 16, 2023

15. Institutional/Corporate Shareholders (i.e. other than HUF, NRI etc.) intending to vote on the postal ballot through their authorized representatives are requested to send a scanned copy of certified true copy of the Board Resolution authorizing their representative to vote on their behalf at the Meeting electronically to the Scrutinizer at email [scrutinizer.maks@gmail.com](mailto:scrutinizer.maks@gmail.com) with copies marked to the Company at [investors@e2enetworks.com](mailto:investors@e2enetworks.com) and to its RTA at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).
16. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. March 16, 2023 in terms of Secretarial Standard – 2 on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India.
17. **E-voting Procedure/Instructions:**

In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), applicable MCA Circulars and the Secretarial Standard on General Meetings, the Company is providing a facility to all its members to enable them to cast their vote on the matters listed in this Notice by electronic means (e-voting). The e-voting facility is provided by M/s Link Intime India Private Limited ("**Link Intime**").

The voting period begins on 9.00 A.M. IST on Wednesday, February 15, 2023 and ends on 5.00 P.M. IST on Thursday, March 16, 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date (record date) of Friday, February 10, 2023 may cast their vote electronically. The e-voting module shall be disabled by Link Intime for voting thereafter.



## 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:

<b>Type of shareholders</b>	<b>Login Method</b>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"><li>1. Existing IDeAS user can visit the e-Services website of NSDL viz... <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. On the e-Services home page click on the “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.</li><li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon «Login» which is available under «Shareholder/Member» section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or 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.</li></ol>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"><li>1. 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li><li>2. 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 “InstaVote” website for casting your vote during the remote e-Voting period.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li><li>4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</li></ol>

<b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b>	<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 “InstaVote” website for casting your vote during the remote e-Voting period.</p>
<b>Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode.</b>	<p>Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:</p> <ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> <li>2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ul style="list-style-type: none"> <li>A. User ID: Shareholders/ members holding shares in physical form shall provide EventNo + 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.</li> <li>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.</li> <li>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> <li>● Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</li> <li>● Shareholders holding shares in NSDL, shall provide ‘D’ above</li> </ul> </li> </ul> </li> </ol> <ul style="list-style-type: none"> <li>► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>► Click “confirm” (Your password is now generated).</li> </ul> <ol style="list-style-type: none"> <li>3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.</li> <li>4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</li> <li>5. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.</li> <li>6. E-voting page will appear.</li> <li>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).</li> <li>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.</li> </ol>

### **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 LIIPLat <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 LinkIntime: <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 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:

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 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](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 –4918 6000.

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

**Place: Delhi**

**Date: February 7, 2023**

**By Order of the Board of Directors  
For E2E Networks Limited**

**Sd/-**

**Richa Gupta**

**Company Secretary**

**Cum Compliance officer**

**Membership No.: A-56523**



**EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTION ACCOMPANYING THE NOTICE DATED FEBRUARY 07, 2023 PURSUANT TO SECTION 102 OF THE ACT READ WITH SECTION 110 OF THE ACT**

**Item No. 1**

Mr. Varun Pratap Rajda is an Independent Director on the Board of E2E Networks Limited. He joined the Board of Directors (the "Board") of the Company on February 9, 2018. On September 29, 2018, the members of the Company, through a resolution passed at the 9<sup>th</sup> Annual General Meeting of the Company, approved the appointment of Mr. Varun Pratap Rajda as an Independent Director under the Companies 2013 ("the Act") for a term from February 9, 2018 to February 8, 2023. Further, the Board of Directors in its meeting held on February 07, 2023 have appointed Mr. Varun Pratap Rajda as an Additional Director (Non-Executive and Independent) of the Company w.e.f February 09, 2023. As an Additional Director, Mr. Varun Pratap Rajda holds office till the date of the ensuing AGM.

In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution.

Varun Pratap Rajda is a Chartered Accountant working as a founding partner of Constellation Blu, with more than 12 years of experience. Varun leads team on restructuring and cross-border set-up (US and Singapore), Transaction Services, Financial retainers, MIS, and Financial Planning and Analysis. He also works with founders on bringing finance prudence and controls.

With E2E Networks Limited, he has been associated as a Non-Executive Independent Director since February, 2018 till date. Apart from being on the Board he is the Member of the Audit Committee, Stakeholder's Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee.

Brief details of Mr. Varun Pratap Rajda, the nature of his expertise and experience, with other details relating to his directorship, are mentioned in Annexure-1 attached to this notice.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing candidature of Mr. Varun Pratap Rajda for the office of Independent Director for a second term. The Company has also received from Mr. Varun Pratap Rajda his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.

The Board at its meeting held on February 7, 2023, based on the recommendation of the NRC, and considering the skills, vast experience and expertise possessed by Mr. Varun Pratap Rajda, has approved his re-appointment. In the opinion of the Board, Mr. Varun Pratap Rajda possesses appropriate skills, experience and knowledge and fulfils the conditions for re-appointment as an Independent Director of the Company as specified in the Act and Rules thereunder and the SEBI Listing Regulations.

Further, in terms of Regulation 25(8) of the SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

The Board, therefore, recommends the re-appointment of Mr. Varun Pratap Rajda as an Independent Director for the second term from February 9, 2023 upto February 8, 2028.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and the SEBI Listing Regulations, reappointment of Independent Directors for their second term requires approval of Members by way of a Special Resolution. Accordingly, your Directors recommend the resolution as set forth in Item No. 1 of this Notice for the approval of the Members by way of a Special Resolution.

None of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives, except Mr. Varun Pratap Rajda or his relatives, and except to the extent of their shareholding, if any in the Company, are in any way concerned or interested, financially or otherwise, in the resolution.

This explanatory statement along with the additional information as per Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India, as annexed herewith as Annexure-1 may also be regarded as disclosure under the provisions of the Act and the SEBI Listing Regulations.

## **Item No. 2**

Mr. Gaurav Munjal is an Independent Director on the Board of E2E Networks Limited. He joined the Board of Directors (the "Board") of the Company on February 9, 2018. On September 29, 2018, the members of the Company, through a resolution passed at the 9<sup>th</sup> Annual General Meeting of the Company, approved the appointment of Mr. Gaurav Munjal as an Independent Director under the Companies 2013 ("the Act") for a term from February 9, 2018 to February 8, 2023. Further, the Board of Directors in its meeting held on February 07, 2023 have appointed Mr. Gaurav Munjal as an Additional Director (Non-Executive and Independent) of the Company w.e.f February 9, 2023. As an Additional Director, Mr. Gaurav Munjal holds office till the date of the ensuing AGM.

In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution.

Gaurav Munjal completed his graduation in Mechanical Engineering from IIT Bombay and has professional experience of almost 15 years. He is the Managing Director of Infollion Research which is one of the largest and most comprehensive networks of subject matter experts in the world. He has been working at the junction of technology and HR in the on-demand employment space for almost a decade.

With E2E Networks Limited, he has been associated as a Non-Executive Independent Director since February, 2018 till date. Apart from being on the Board he is the Chairman of the Audit Committee, Stakeholder's Relationship Committee, Nomination and Remuneration Committee and a member of Corporate Social Responsibility Committee.

Brief details of Mr. Gaurav Munjal, the nature of his expertise and experience, with other details relating to his directorship, are mentioned in Annexure -1 attached to this notice.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing candidature of Mr. Gaurav Munjal for the office of Independent Director for a second term. The Company has received from Mr. Gaurav Munjal his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.

The Board at its meeting held on February 7, 2023, based on the recommendation of the NRC, and considering the skills, vast experience and expertise possessed by Mr. Gaurav Munjal, has approved his re-appointment. In the opinion of the Board, Mr. Gaurav Munjal possesses appropriate skills, experience and knowledge and fulfils the conditions for re-appointment as an Independent Director of the Company as specified in the Act and Rules thereunder and the SEBI Listing Regulations.

Further, in terms of Regulation 25(8) of the SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

The Board, therefore, recommends the re-appointment of Mr. Gaurav Munjal as an Independent Director for the second term from February 9, 2023 upto February 8, 2028.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and the SEBI Listing Regulations, reappointment of Independent Directors for their second term requires approval of Members by way of a Special Resolution. Accordingly, your Directors recommend the resolution as set forth in Item No. 1 of this Notice for the approval of the Members by way of a Special Resolution.

None of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives, except Mr. Gaurav Munjal or his relatives, and except to the extent of their shareholding, if any in the Company, are in any way concerned or interested, financially or otherwise, in the resolution.

This explanatory statement along with the additional information as per Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India, as annexed herewith as Annexure-1 may also be regarded as disclosure under the provisions of the Act and the SEBI Listing Regulations.

**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**

1	Name of Director seeking appointment	Mr. Varun Pratap Rajda	Mr. Gaurav Munjal
2	DIN	07468016	02363421
3	Brief Profile/Background Details/Suitability	Varun Pratap Rajda is a Chartered Accountant working as a founding partner of Constellation Blu, with more than 12 years of experience. Varun leads team on restructuring and cross-border set-up (US and Singapore), Transaction Services, Financial retainers, MIS, and Financial Planning and Analysis. He also works with founders on bringing finance prudence and controls.	Gaurav Munjal completed his graduation in Mechanical Engineering from IIT Bombay and has professional experience of almost 15 years. He is the Managing Director of Infollion Research which is one of the largest and most comprehensive networks of subject matter experts in the world. He has been working at the junction of technology and HR in the on-demand employment space for almost a decade.
4	Recognition or Awards	None	None
5	Date of Birth/ Age	27/05/1987	05/01/1981
6	Date of first Appointment on Board	09/02/2018	09/02/2018
7	Qualifications, Experience and expertise in specific functional area	As per Brief Profile mentioned above.	As per Brief Profile mentioned above.
8	The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Varun Pratap Rajda possesses appropriate skills, expertise and competencies in the context of the Company's businesses, particularly in the areas of Finance, Legal/Regulatory requirements, Corporate Governance, Leadership, Strategic Planning and Decision Making and Risk Management.	Mr. Gaurav Munjal possesses appropriate skills, expertise and competencies in the context of the Company's business, particularly in the areas of Information Technology, Corporate Governance, Leadership, Strategic Planning and Decision Making and Risk management.
9	Remuneration last drawn, if any	N.A Independent Directors only receive sitting fees from the Company.	N.A Independent Directors only receive sitting fees from the Company
10	Remuneration Proposed	Independent Directors only receive sitting fees from the Company.	Independent Directors only receive sitting fees from the Company.
11	Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person	N.A.	N.A.

12	Shareholding in the Company (including shareholding as a beneficial owner)	Nil	NIL
13	No. of Board Meetings attended during FY 21-22	He has attended 4 out of 5 meetings held during the FY 21-22	He has attended 5 out of 5 meetings held during the FY 21-22
14	Terms and Conditions of appointment	Mr. Varun Pratap Rajda shall be Non-Executive Independent Director of the Company for a term of 5 consecutive years w.e.f. February 9, 2023.	Mr. Gaurav Munjal shall be Non-Executive Independent Director of the Company for a term of 5 consecutive years w.e.f. February 9, 2023.
15	Directorship held in other Companies including listed entities (along with listed entities from which the person has resigned in the past three years)	Constellation Blu Finance Private Limited	Infollion Research Services Limited
16	Membership/Chairmanship of Committees of Board of other listed entities	Nil	Nil
17	Membership / Chairmanship in Committees of E2E Networks Limited	1. Member of Audit Committee 2. Member of Stakeholder's Relationship Committee 3. Member of Nomination and Remuneration Committee 2. Member of Corporate Social Responsibility Committee	1. Chairman of Audit Committee 2. Chairman of Stakeholder's Relationship Committee 3. Chairman of Nomination and Remuneration Committee 2. Member of Corporate Social Responsibility Committee
18	Relationship with Promoters / other Directors/KMP's	None.	None.

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

**Place: Delhi**

**Date: February 7, 2023**

**By Order of the Board of Directors  
For E2E Networks Limited**

**Sd/-**

**Richa Gupta**

**Company Secretary**

**Cum Compliance officer**

**Membership No.: A-56523**