



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 OF ANNUAL GENERAL MEETING

Notice is hereby given that the 14th Annual General Meeting (“AGM”) of the Members of E2E Networks Limited will be held on **Friday, the 29th day of September, 2023 at 4:00 P.M., Indian Standard Time (“IST”) through Video Conferencing (“VC”) / Other Audio- Visual Means (“OAVM”)** to transact the following businesses:

ORDINARY BUSINESS:

1. To adopt Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2023 together with the reports of Board of Directors and Auditor’s thereon, be and are hereby received, considered and adopted.”

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

“RESOLVED THAT in accordance with section 152 and all other applicable provisions of the Companies Act, 2013, Mrs. Srishti Baweja (DIN: 08057000), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. To re-appoint Mr. Naman Kailashprasad Sarawagi (DIN: 05295642) as a 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 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, the Articles of Association of the Company, applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), including any statutory modification(s)/re-enactment(s) thereof for the time being in force, and such other provisions as may be applicable, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Naman Kailashprasad Sarawagi (DIN: 05295642), who was appointed as a Non-Executive Independent Director of the Company for a term of Five (5) years effective from February 18, 2019 to February 17, 2024 by the members of the Company and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of the Director, and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act and the rules made thereunder and SEBI Listing Regulations and being eligible for appointment as an Independent Director, be and is hereby re-appointed as a Non-Executive

Independent Director of the Company, for a second and final term of Five (5) consecutive years effective from February 18, 2024 to February 17, 2029 and whose office shall not be liable to retire by rotation.

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.”

4. To approve revision in remuneration of Mr. Tarun Dua (DIN: 02696789), Managing Director of the Company, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** in modification to the earlier resolution passed by the members on 24th August 2022 in this regard and pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to approve the following revised terms and conditions of payment of remuneration to Mr. Tarun Dua with effect from October 1, 2023 for the remaining period of his current tenure (i.e upto 30th January, 2026):-

i) Total Remuneration by way of salary, dearness allowance, incentives, perquisites, rent free accommodation and any other allowances not exceeding INR 1,25,00,000/- (Indian Rupees One Crore Twenty Five Lakh Only) 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.

ii) 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 which will not form part of his remuneration

- 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 other existing terms and conditions of appointment / roles and responsibilities of Mr. Tarun Dua as Managing Director of the Company shall remain unchanged unless otherwise modified by the Board of Directors of the Company or/and Nomination and Remuneration Committee of the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to vary the terms and conditions of appointment and remuneration within the existing limits approved by the shareholders of the Company in accordance with the applicable laws and in the best interest of the Company as and when needed.

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, deeds, matters and things as may be deemed necessary and to execute all such deeds, documents, agreements and writings and to file such returns as may be prescribed by relevant authorities and as may be necessary for the purpose of giving effect to this Resolution or to take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company.”

5. To approve revision in the remuneration of Mrs. Srishti Baweja (DIN : 08057000), Whole-time Director of the Company, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** in modification to the earlier resolution passed by the members on 24th August, 2022 in this regard and pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to approve the following revised terms and conditions of payment of remuneration to Mr. Srishti Baweja with effect from October 1, 2023 for the remaining period of her current tenure (i.e upto 30th January, 2026):-

i) Total Remuneration by way of salary, dearness allowance, incentives, perquisites, rent free accommodation and any other allowances not exceeding INR 1,25,00,000/- (Indian Rupees One Crore Twenty Five Lakh Only) 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.

ii) 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 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, she will also be entitled to the following benefits as per the policy/rules of the Company in force from time to time which will not form part of his remuneration.

- 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 other existing terms and conditions of appointment / roles and responsibilities of Mr. Srishti Baweja as Wholetime Director of the Company shall remain unchanged unless otherwise modified by the Board of Directors of the Company or/and Nomination and Remuneration Committee of the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to vary the terms and conditions of appointment and remuneration within the existing limits approved by the shareholders of the Company in accordance with the applicable laws and in the best interest of the Company as and when needed.

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, deeds, matters and things as may be deemed necessary and to execute all such deeds, documents, agreements and writings and to file such returns as may be prescribed by relevant authorities and as may be necessary for the purpose of giving effect to this Resolution or to take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company.”

6. To approve revision in the maximum remuneration payable to Mrs. Megha Raheja, holding office or place of profit as Chief Financial Officer of the Company, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in modification to the earlier resolution passed by the members on 22nd day of September, 2021 in this regard and pursuant to the provisions of sections 188(1)(f) of the Companies Act, 2013 read with the Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time, Regulation 23 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 (“SEBI Listing Regulations”), applicable clauses of the Articles of Association of the Company and pursuant to the recommendations of the Nomination and Remuneration Committee, Audit Committee and Board of Directors, the consent of the Shareholders of the Company be and is hereby accorded for the payment of maximum remuneration of INR 70,00,000/- (Indian Rupees Seventy Lakh Only) per annum to Mrs. Megha Raheja, holding office or place of profit as Chief Financial Officer of the Company, a related party as defined under section 2(76) of the Companies Act, 2013 and the SEBI Listing Regulations with effect from October 1, 2023:

- i) Total Remuneration by way of salary, dearness allowance, incentives, perquisites, rent free accommodation and any other allowances not exceeding INR 70,00,000/- (Indian Rupees Seventy Lakh Only) per annum.

In addition to the above, she will also be entitled to the following benefits as per the policy/rules of the Company in force from time to time,

- a) Company’s contribution to Provident Fund;
- b) Payment of Gratuity and other retirement benefits; and these would not be included in the computation of ceiling on total remuneration of INR 70,00,000/- (Indian Rupees Seventy Lakhs Only) to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

- ii) Besides the above remuneration stated in point (i), she will be entitled to the following facilities:-

- a) Provision of car with driver, telephone and other communication facilities in connection to the business of the Company as per Company policy;
- b) Health and Accident Insurance as per the Policies of the Company; and
- c) Reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by her from time to time, in connection with the Company’s business.

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

RESOLVED FURTHER THAT 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, deeds, matters and things as may be deemed necessary and to execute all such deeds, documents, agreements and writings and to file such returns as may be prescribed by relevant authorities and as may be necessary for the purpose of giving effect to this Resolution or to take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company.”

7. To approve increase of Borrowing Powers by the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the earlier resolution passed by the members on 16th February, 2018 in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions of Companies Act, 2013, as amended from time to time and pursuant to the recommendations of the Board of Directors, the consent of the Shareholders of the Company be and is hereby accorded for borrowing from time to time, any sum of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the Ordinary course of business) which may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose provided that the total outstanding amount so borrowed shall not at any time exceed the limit of INR 10,00,00,00,000/- (Indian Rupees One Thousand Crore Only) over and above the aggregate of the paid-up capital of the Company and its free reserves and securities premium."

RESOLVED FURTHER THAT the Board (which includes any Committee of the Board) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and to execute all such deeds, documents, agreements and writings and to file such returns as may be prescribed by relevant authorities and as may be necessary for the purpose of giving effect to this Resolution or to take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company."

8. To Creation of securities on the properties of the Company under Section 180(1)(a) of Companies Act, 2013 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 in supersession of the earlier resolution passed by the members on 15th September, 2020 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to create such mortgages, charges and hypothecation in addition to the existing mortgages, charges and hypothecation created by the Company, on all or any of the immovable and movable properties of the Company whose so ever situated, both present and future, and the whole or any part of the undertaking of the Company together with powers to take over the management of the business and concern of the Company in certain events, in such manner as the Bank may deem fit, to or in favour of all or any of the financial institutions/ banks/ lenders/ any other investing agencies or any other person(s)/ bodies corporate by private placement or otherwise, to secure rupee/ foreign currency loans and/ or the issues of debentures, bonds or other financial instruments (hereinafter collectively referred to as 'Loans'), provided that the total amount of Loans together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidate damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under the agreements entered into/ to be entered into by the Company in respect of the said Loans, shall not, at time exceed the limit of INR 10,00,00,00,000/- (Indian Rupees One Thousand Crore Only).

RESOLVED FURTHER THAT the Board (which Committee of the Board) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and to execute all such deeds, documents, agreements and writings and to file such returns as may be prescribed by relevant authorities and as may be necessary for the purpose of giving effect to this Resolution or to take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company."

9. To approve authorization for providing Loan, guarantee / security and Investments by the Company to any Other Body Corporate 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 Section 186 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and subject to such approvals as may be required in this regard, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to:

- (a) grant/give permissible loans, from time to time, on such terms and conditions as it may deem expedient, to any person or other bodies corporate;

(b) provide guarantee / security to secure any loan / obligations of any other person or bodies corporate; and

(c) acquire by way of subscription, purchase or otherwise the securities of any other bodies corporate,

in excess of limits prescribed under Section 186 of the Companies Act, 2013 up to an aggregate sum of INR 5,00,00,00,000/- (Indian Rupees Five Hundred Crores Only), notwithstanding that the aggregate of loans and investments so far made and/or guarantees so far along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board (which includes any Committee of the Board) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and to execute all such deeds, documents, agreements and writings and to file such returns as may be prescribed by relevant authorities and as may be necessary for the purpose of giving effect to this Resolution or to take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company.”

10. Increase in the Authorised Share Capital of the Company and Alteration of Capital Clause of the Memorandum of Association of the Company, and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, (including any amendment thereto or re-enactment thereof), the consent of the Shareholders of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing INR 16,50,00,000 (Rupees Sixteen Crores Fifty Lakhs Only) divided into 1,65,00,000 (One Crore Sixty Five Lakhs Only) Equity Shares of INR.10/- (Rupees Ten Only) each to INR 25,00,00,000 (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs Only) Equity Shares of INR. 10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, (including any statutory modification or re-enactment(s) thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause V:

“V. The Authorized Share Capital of the Company is INR 25,00,00,000/- (Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of INR. 10/- (Rupees Ten) each”.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment of the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution and the Members hereby ratify and adopt all such decision, action, etc., as had been taken or undertaken by the Board of Directors in this regard.”

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

**Sd/-
Richa Gupta
Company Secretary Cum Compliance Officer
Membership No.:- A56523**

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

**Place: New Delhi
Date: August 28, 2023**

NOTES:

1. The Ministry of Corporate Affairs (“MCA”), vide its General Circulars No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 and General Circular No.10/2022 dated 28th December 2022 (“MCA Circulars”) issued by the Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”) vide its Circulars numbers SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/PoD-2/P/CIR/2023 /4 dated January 05, 2023 (“SEBI Circulars”) (hereinafter collectively referred to as “the Circulars”), have permitted the companies to conduct the Annual General Meeting through Video Conferencing / Other Audio Visual Means (“VC” / “OAVM”) till September 30, 2023, without the physical presence of members at a common venue. Hence, in accordance with the Circulars, provisions of the Companies Act, 2013 (“the Act”), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 14th Annual General Meeting (‘AGM’) of the Company is being conducted through Video Conferencing (VC) or Other Audio Visual Means (OAVM), which does not require physical presence of Members at a common venue. The deemed venue for the 14th AGM shall be the 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 Nos. 3 to 10 of this Notice is annexed hereto as **Annexure I**. The Board of Directors of the Company at its meeting held on Monday, August 28, 2023 considered that the Special Businesses under Item Nos. 3 to 9, being considered unavoidable, be transacted at the AGM of the Company.
3. The attendance of the Members (members logins) attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, the Body Corporate/Institutional/Corporate members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. Since the AGM will be held through VC/OAVM, the Attendance Slip, Proxy Form and Route Map are not annexed to this Notice.
6. In terms of provisions of Section 152 of the Act, Mrs. Srishti Baweja, Whole-time 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.
7. Brief Details of Directors seeking re-appointment, along with details of their other Directorships, Shareholding in the Company, Nature of their expertise in specific functional area pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by ICSI forms part of this Notice and is annexed hereto as **Annexure -III**.
8. 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.
9. 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 AGM through VC/OAVM 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.
10. The Members may join the AGM through VC/ OAVM 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. The meeting may be joined by following the procedure mentioned in the Notice.

11. 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. Friday, September 22, 2023**.
12. 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 2022-23 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 a hard copy of Annual Report for FY 2022-23 and Notice of the Company may request the Company for the same.
13. 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>.
14. Members may note that the VC/OAVM facility, provided by Link Intime, allows participation of 1,000 Members on a First-Come-First-Served basis (“FIFO”). The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors, etc. can attend the AGM without any restriction on account of FIFO Principle.
15. In accordance to the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
16. 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.
17. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 23, 2023 to Friday, September 29, 2023 (*both days inclusive*) for the purposes of the AGM.
18. 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.
19. 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.
20. The Securities and Exchange Board of India (“**SEBI**”) has mandated the submission of Permanent Account Number (“**PAN**”) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.

SEBI further vide its circular dated March 16, 2023 has also provided for mandatory furnishing of PAN, KYC details, nomination, contact details, Bank A/c details and specimen signature for their corresponding folio numbers by the holders of physical securities. The folios wherein any one of the above cited documents/details are not available on or after October 01, 2023 shall be frozen by the RTA. The security holders whose folio(s)

have been frozen shall be eligible to lodge grievances or avail any service request from the RTA only after furnishing the aforesaid complete documents /details. The payment including dividend, interest or redemption payment in respect of such frozen folios shall be made only through electronic mode with effect from April 01, 2024. The payment shall be made electronically only upon complying with the aforesaid requirements of submission of PAN and other KYC details. Frozen folios shall be referred by the RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

Accordingly, such shareholders are requested to submit the aforesaid requisite information/documents at the earliest with the RTA of the Company. The relevant documents for same may be accessed from the Company's website at: <https://www.e2enetworks.com/investors/forms-for-download>

21. 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.
22. 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.
23. 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.
24. 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.
25. 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.
26. The Members, seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 18, 2023 through Email on investors@e2enetworks.com. The same will be replied by/ on behalf of the Company suitably.
27. 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.
28. 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.
29. 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.

30. The Board of Directors has appointed Mr. Ankush Agarwal (C.P. No. 14486), Partner of M/s. MAKES & CO., Company Secretaries (FRN : P2018UP067700) as the Scrutinizer to scrutinize the Voting at the Meeting and during Remote e-voting process in a fair and transparent manner.
31. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e. September 29, 2023.
32. The result declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.e2enetworks.com/> and on the website of M/s Link Intime India Private Limited (<https://instavote.linkintime.co.in>) immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, where the shares of the Company are listed. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office.
33. 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 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 Tuesday, September 26, 2023 at 9.00 A.M. (IST) and ends on Thursday, September 28, 2023 at 5.00 P.M. (IST). During this period, Members holding shares either in physical or dematerialized form, as on **Cut-off Date, i.e. as on Friday, September 22, 2023** 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. Friday, September 22, 2023, may obtain the login ID and password by sending a request to Link Intime at enotices@linkintime.co.in.

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

34. **Procedure for obtaining the Annual Report, AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories or with RTA on physical folios:**

In terms of the MCA and SEBI Circulars, the Company has sent the Annual Report, Notice of AGM and e-voting instructions only in electronic form to the registered email addresses of the shareholders whose email addresses are registered with the Company / Depositories. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

- i. Members, who have not registered /updated their email addresses are requested to register / update the same in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Member may send physical request with Name, Folio Number, Certificate number, PAN , mobile number and e mail id with self attested copies of PAN, Aadhar Card, share certificate & Form ISR-1 at the following Address : Noble Heights, 1st Floor, Plot No. NH-2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058.

ii. Members holding shares in dematerialized mode who have not registered /updated their email addresses with their Depository Participants are requested to register / update their email addresses with the Depository Participants with whom they maintain their demat accounts.

iii. Shareholders may also visit the website of the company <https://www.e2enetworks.com/investors/annual-reports> or the website of the Registrar and Transfer Agent <https://instavote.linkintime.co.in/> for downloading the Annual Report and Notice of the AGM. Same can also be accessed from the websites of National Stock Exchange of India Limited at www.nseindia.com respectively.

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 the 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 a 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 the 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the 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"> 1. 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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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, the user will be able to see the e-Voting option where the e-voting is in progress and also be able to directly access the system of all e-Voting Service Providers.
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 the 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>
Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode.	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in 2. Click on "Sign Up" under 'SHAREHOLDER' tab and register with your following details: - <ol style="list-style-type: none"> 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. 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. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <p><i>*Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</i></p>

	<p><i>*Shareholders holding shares in NSDL, shall provide 'D' above</i></p> <p>► Set the password of your choice (The password should contain a 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 the ‘SHAREHOLDER’ tab.</p> <p>4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</p>
Cast your vote electronically:	<ol style="list-style-type: none"> 1. After successful login, you will be able to see the notification for e-voting. Select the ‘View’ icon. 2. E-voting page will appear. 3. Refer to 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). 4. 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.

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 the ‘**SHAREHOLDER**’ 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 have a 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 a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

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 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 times 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.: 022-48867000 and 022-24997000
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 toll free no. 1800 22 55 33

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

(B) INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO ATTEND THE 14TH AGM THROUGH INSTAMEET:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & click on “Login”.

► Select the “Company” and ‘Event Date’ and register with your following details: -

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**
 - A. Folio Number registered with the Company
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. **Mobile No.:** Enter your mobile number.
 - D. **Email ID:** Enter your email id, as recorded with your DP/Company.

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

(C) INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO REGISTER THEMSELVES AS SPEAKERS DURING THE 14TH 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 14th AGM.
3. Registered shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholders 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 the panellist by switching on video mode and audio of your device.

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

(D) INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO VOTE DURING THE 14TH AGM THROUGH INSTAMEET:

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

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

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

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

Shareholders/ Members are required to use the 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.

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

**Sd/-
Richa Gupta
Company Secretary Cum Compliance Officer
Membership No.:- A56523**

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

**Place: New Delhi
Date: August 28, 2023**

ANNEXURE -I

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

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 9 of this Notice dated August 28, 2023.

ITEM NO. 3**Re-appointment of Mr. Naman Kailashprasad Sarawagi (DIN: 05295642) as a Non-Executive Independent Director of the Company:**

Mr. Naman Kailashprasad Sarawagi (DIN: 05295642) was appointed as Non Executive Independent Director of the Company for a period of five (5) consecutive years w.e.f. February 18, 2019 to February 17, 2024 in terms of the provisions of Section 149 of the Companies Act, 2013 ("Act") and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Accordingly, the first term of five consecutive years of Mr. Naman Kailashprasad Sarawagi (DIN: 05295642), as a Non-Executive Independent Director of the Company, is due to expire on February 17, 2024.

Considering the valuable guidance and support provided by him to the Board and the Management since joining the Board in 2019, based on the demonstrated skills, competence and expertise in understanding of business and his performance evaluation, the Board, on the recommendation of the Nomination and Remuneration Committee, has determined that the re-appointment of Mr. Naman Kailashprasad Sarawagi (DIN: 05295642) as Non-Executive Independent Director for another term of 5 years would be beneficial to the Company.

Accordingly, the Board of Directors, at their meeting held on August 28, 2023 approved and recommended his re-appointment as a Non-Executive Independent Director for a second and final term of 5 (Five) consecutive years effective from February 18, 2024 up to February 17, 2029, not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

The Company has also received a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation(s) 16, 25 and other applicable Regulations of the SEBI Listing Regulations.

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 with an objective independent judgment and 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 Directors' data bank maintained by Indian Institute of Corporate Affairs.

The Company has also received a Notice from a member, in writing, under Section 160 of the Act proposing his candidature for the office of Director. Further, in the opinion of the Board, Mr. Naman Kailashprasad Sarawagi fulfils the conditions specified in the Act, the Rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is Independent of the Management of the Company. He possesses the requisite skills, expertise and competencies identified by the Board for effective functioning of the Company. Further, having regard to his qualifications, knowledge and rich experience, his continued contribution on the Board of the Company will be in the best interest of the Company.

Accordingly, it is now proposed to re-appoint Mr. Naman Kailashprasad Sarawagi as Non Executive Independent Director under Section 149 of the Act and Regulation 16, 17, 25 and other applicable Regulations of the SEBI Listing Regulations for a second and final term of 5 (five) years w.e.f. February 18, 2024.

A brief profile of Mr. Naman Kailashprasad Sarawagi, qualification, experience, expertise and the information as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings are disclosed herein in **ANNEXURE - III** to this Explanatory Statement.

Copy of the draft letter of appointment of Mr. Naman Kailashprasad Sarawagi as Independent Director of the Company, setting out the terms and conditions of his appointment, would be available for inspection without any fee by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, during normal business hours.

No Director (other than Mr. Naman Kailashprasad Sarawagi himself), and key managerial personnel and their relatives, is in any way concerned or interested, financially or otherwise, in this resolution set out in Item No. 3 of AGM Notice.

The Board recommends passing of the Resolution as set out at Item No. 3 for the approval of the members of the Company by way of a Special Resolution.

Item No. 4

Revision in remuneration of Mr. Tarun Dua (DIN: 02696789), Managing Director of the Company:

The Members are apprised that the shareholders of the Company at their 13th Annual General Meeting ('AGM') held on August 24, 2022, by means of special resolution, re-appointed Mr. Tarun Dua as Managing Director of the Company, liable to retire by rotation, for a further term of three years from 31st January, 2023 to 30th January, 2026 with a remuneration payable to him not exceeding to INR 96 Lakhs per annum in terms of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 ("Act") or such other amount within the limits prescribed by the Act from time to time.

Considering the current prevalent market practice of executive compensation and remuneration details of comparable positions in the industry and basis performance evaluation of Mr. Tarun Dua, it is proposed to revise his remuneration from existing maximum limit of INR 96 Lakhs per annum to a maximum limit of not exceeding INR 1.25 Crores per annum w.e.f. 1st October, 2023 for the remaining period of his current tenure (i.e up to 30th January, 2026) as detailed in Resolution No. 4.

The Nomination and Remuneration Committee and the Board at their respective meeting(s) held on August 28, 2023, subject to the approval of the members of the Company, have also accorded their approvals for the remuneration payable to Mr. Tarun Dua, Managing Director of the Company, for a period up to 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. 4 for approval of the Members.

Pursuant to provisions of Sections 197 and 198 read with Schedule V, a Company having Nil / Inadequate Profits, may subject to certain conditions including the passing of a 'Special Resolution' to pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.

Since, the Company has Inadequate Profits; the managerial remuneration may be paid on the basis of provisions of Schedule V of the Act. Accordingly, the Shareholders of the Company are requested to approve the proposal to revised his remuneration up to a maximum limit of INR 1.25 Crores per annum w.e.f. 1st October, 2023 for the remaining period of his current tenure (i.e upto 30th January, 2026) through Special Resolution.

The additional information as required under Section II of Part II of Schedule V of the Act with respect to the Company and the managerial personnel for whose remuneration / appointment the matter relates are provided in **ANNEXURE – II**:

Further, information pursuant to Clause 1.2.5 of Secretarial Standards on General Meetings are disclosed herein in **ANNEXURE – III** to this Explanatory Statement.

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 any way, concerned or interested, financially or otherwise, in the said resolution set out at Item No. 4.

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

Item No. 5

Revision in the remuneration of Mrs. Srishti Baweja, Wholetime Director of the Company:

The Members are apprised that the shareholders of the Company at their 13th Annual General Meeting ('AGM') held on August 24, 2022, by means of special resolution, re-appointed Mrs. Srishti Baweja as Whole-time Director of the Company, liable to retire by rotation, for a further term of three years from 31st January, 2023 to 30th January, 2026 with a remuneration payable to her not exceeding to INR 96 Lakhs per annum in terms of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013("Act") or such other amount within the limits prescribed by the Act from time to time.

Considering the current prevalent market practice of executive compensation and remuneration details of comparable positions in the industry and basis performance evaluation of Mrs. Srishti Baweja, it is proposed to revise her remuneration from existing maximum limit of INR 96 Lakhs per annum to a maximum limit of not exceeding INR 1.25 Crores per annum w.e.f. 1st October, 2023 for the remaining period of her current tenure (i.e up to 30th January, 2026) as detailed in Resolution No. 5.

The Nomination and Remuneration Committee and the Board at their respective meeting(s) held on August 28, 2023, subject to the approval of the members of the Company, have also accorded their approvals for the remuneration payable to Mrs. Srishti Baweja, Whole-time Director of the Company, for a period up to 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 the approval of the Members.

Pursuant to provisions of Sections 197 and 198 read with Schedule V of the Act, a Company having Nil / Inadequate Profits, may subject to certain conditions including the passing of a 'Special Resolution' to pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.

Since, the Company has Inadequate Profits, the managerial remuneration may be paid on the basis of provisions of Schedule V of the Act. Accordingly, the Shareholders of the Company are requested to approve the proposal to revise her remuneration up to a maximum limit of INR 1.25 Crores per annum w.e.f. 1st October, 2023 for the remaining period of her current tenure (i.e up to 30th January, 2026) through Special Resolution.

The additional information as required under Section II of Part II of Schedule V of the Act with respect to the Company and the managerial personnel for whose remuneration / appointment the matter relates are provided in **ANNEXURE – II**:

Further, information pursuant to Clause 1.2.5 of Secretarial Standards on General Meetings are disclosed herein in **ANNEXURE – III** to this Explanatory Statement.

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 any way, 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 a Special Resolution.

Item No. 6**Revision in the maximum remuneration payable to Mrs. Megha Raheja, holding office or place of profit as Chief Financial Officer of the Company:**

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

The Members are informed that the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee ("NRC") and Audit Committee of the Company, appointed Mrs. Megha Raheja as Chief Financial Officer ("CFO") of the Company w.e.f. July 20, 2021.

The Members are further informed that on the Recommendations of the NRC and the Board of Directors, the shareholders of the Company at 12th Annual General Meeting held on September 22, 2021 fixed an overall limit of INR 50,00,000/- per annum as remuneration payable to her from time to time w.e.f. October 1, 2021 and accordingly, her current remuneration is INR 49,80,000/- per annum, which is within the limit fixed by the shareholders.

The Shareholders are further informed that considering the current prevalent market practice of compensation and remuneration details of comparable positions in the industry and basis performance evaluation of Mrs. Megha Raheja, the Audit Committee, the Nomination and Remuneration Committee and the Board of Directors of the Company on August 28, 2023, subject to the approval of the members of the Company, have accorded their approvals to increase remuneration (Overall limit) payable to Mrs. Megha Raheja, Chief Financial Officer (related party holding office or place of profit) w.e.f. October 1, 2023 from existing INR 50,00,000/- to INR 70,00,000/- and, in the interest of the Company, has recommended the aforesaid resolution as set out in this Notice at item No. 6 for approval of the Members.

Information as required under the Companies (Meetings of Board and its Powers) Rules, 2014 are given herein below:

1. **Name of the related party:** Mrs. Megha Raheja
2. **Name of the director or key managerial personnel who is related, if any:** Mrs. Srishti Baweja
3. **Nature of relationship:** Mrs. Megha Raheja, holding office of Chief financial officer of the Company is sister of Mrs. Srishti Baweja, Whole Time Director of the Company.
4. **Nature, material terms, monetary value and particulars of the contract or arrangements:** The details of the overall limits for remuneration payable to Mrs. Megha Raheja is set out in resolution for Item No. 6. Further, her employment terms and conditions will be governed by the policies of the Company.
5. **Other Information:** Mrs. Megha Raheja is a Chartered Accountant with over 20 years of experience in IT/ITES and telecom industry. She is a proactive and result oriented professional with diverse experience in Financial Accounting & Reporting, Taxation, Treasury & Banking, Budgeting, Mergers & Acquisitions. She is adept at supporting business objectives with a decisive leadership style and strategic approach to decision making. Megha Raheja has joined the Company from Genpact where she was working as Assistant Vice President since 2007.

None of the Directors/Key Managerial Personnel of the Company/their relatives except Mrs. Srishti Baweja and Mr. Tarun Dua are in any way, 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 an Ordinary Resolution.

Item No 7 & 8**Increase of Borrowing Powers by the Company and mortgaging the assets of the Company:**

Members are informed that at the Extra Ordinary General Meeting of the Company held on February 16, 2018, the members in terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, had granted their approval by way of a Special Resolution to the Board of Directors, to borrow from time to time, such amounts as they may deem necessary for the purpose of business of the Company, not exceeding INR 100,00,00,000/- (Indian Rupees One Hundred Crores) over and above the then paid-up share capital and free reserves of the Company (reserves not set apart for any specific purpose) and in the AGM held on September 15, 2020 the members had granted approval by way of special resolution in terms of provisions of Section 180(1)(a) of the Companies Act, 2013 to mortgage and/or create a charge on any of the moveable and/or immovable properties and/or the whole or any part of undertaking(s) of the Company to secure its borrowings up to the limits of Section 180(1)(c).

In terms of provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Members in a general meeting, by means of a Special Resolution, borrow money(ies) where the money to be borrowed, together with the money already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), in excess of the aggregate of the paid-up share capital, free reserves and securities premium.

In contemplation of business expansion and in order to fulfil the loan disbursements in the future, the Board may have to resort to multiple financing alternatives, the amount of which is expected to exceed the approved existing borrowing limit of INR 100,00,00,000/- (Indian Rupees One Hundred Crores Only).

Taking into account the increased fund requirements, as well as the enabling provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors at their Meeting held on August 28, 2023 approved and recommended the proposal to increase borrowing limit of the Board for an amount up to INR 1000,00,00,000/- (Indian Rupees One Thousand Crores Only) for the approval of the Members.

Further, the Company may be required to secure some of the borrowings by creating mortgage/charge on all or any of the movable or immovable properties of the Company in favour of the lender(s) in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s). In terms of section 180(1)(a) of the Act any proposal to sell, lease or otherwise dispose of the whole, or substantially the whole, of any such undertaking requires the approval of the Members by way of a Special Resolution.

Accordingly, the consent of the Members is being sought for the enhancement of the borrowing limits and to secure such borrowings by mortgage/charge on any of the movable and/or immovable properties and / or the whole or any part of the undertaking(s) of the Company as set out in the Special Resolution at Item No. 7 & 8 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are in any way, concerned or interested, financially or otherwise, in the resolutions as set out at Item No. 7 & 8 of accompanying Notice.

The Board recommends the resolutions as mentioned at Item No. 7 & 8 for the approval of the Members by way of Special Resolution(s).

ITEM NO. 9**Authorization for providing Loan, Guarantee / Security and Investments by the Company to any Other Body Corporate:**

The Members are informed that Section 186 of the Companies Act, 2013 ("The Act") permits the Company to invest the surplus funds of the Company for different purposes within the limit envisaged under section 186 read with Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013. Further, approval of the shareholders of the Company is required for investment of surplus funds of the

Company in excess of the 60% of the aggregate of the paid-up share capital and free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account of the Company, whichever is more.

The Board of Directors at their Meeting held on August 28, 2023 approved and recommended to the shareholders to approve authorization with respect to providing Loan, Guarantee / Security and Investments by the Company to any Other Body Corporate in terms of Section 186 of the Act for investment of surplus funds up to INR 5,00,00,00,000/- (Rupees Five Hundred Crore Only) from time to time.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the Resolution as set out at Item No. 9 of accompanying Notice.

The Board recommends the resolution as mentioned at Item No. 9 for approval of the Members by way of a Special Resolution.

ITEM NO. 10

Increase in the Authorised Share Capital of the Company and Alteration of Capital Clause of the Memorandum of Association of the Company:

An increase in the authorized share capital of the Company requires an alteration to the Capital Clause i.e. Clause V of the Memorandum of Association of the Company.

Pursuant to the provisions of Section 13 and 61 of the Companies Act, 2013, any alteration in the Memorandum of Association of the Company consequently to the alteration in Clause V of the Memorandum of Association would require approval from the Shareholders of the Company.

The Board of Directors of the Company at their meeting held on 28th August, 2023 approved and recommended to the shareholders for increase in the Authorised Share Capital and consequently alteration in the Capital Clause i.e. Clause V of the Memorandum of Association of the Company.

The present Authorised Share Capital of the Company is INR. 16,50,00,000/- (Rupees Sixteen Crores and Fifty Lakhs Only) comprising of 1,65,00,000 (One Crore Sixty-Five Lakhs) Equity Shares of INR.10/- each and the Board has proposed to increase the Authorised share Capital to INR. 25,00,00,000/- (Rupees Twenty Five Crores Only) comprising of 2,50,00,000 (Two Crores and Fifty Lakhs) Equity Shares of INR.10/- each.

None of the Directors or Key Managerial Personnel or their relatives may be deemed to be concerned or interested in the said resolution as set out at Item No. 10 of accompanying Notice except to the extent of their shareholding in the Company, if any.

The Board recommends the Resolution as mentioned at Item No. 10 for approval of the Members by way of an Ordinary Resolution.

ANNEXURE - II

ADDITIONAL INFORMATION AS PER SECTION II OF PART II OF SCHEDULE V OF COMPANIES ACT, 2013:- ITEM 4 AND 5**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:**

Particulars	(Amount in INR Lakhs)	
	Standalone	
	FY 22-23	FY 21-22
Revenue from operations	6620.18	5187.34
Total Expenditure other than finance cost and depreciation	3313.96	2893.01
Earnings before Interest, Tax and Depreciation (EBITDA)	3306.22	2294.33
Other Income	76.01	35.51
Depreciation	2011.15	1782.64
Finance Costs	47.46	18.60
Profit/(Loss) before tax (PBT)	1323.62	528.60
Current Tax	314.80	-
Deferred Tax	17.83	(116.50)
Net Profit for the Year (PAT)	990.99	645.10
Other Comprehensive Income	25.54	487.89
Total comprehensive income for the period/year	1016.53	1132.99
Basic EPS (in INR)	6.85	4.46
Diluted EPS (in INR)	6.77	4.44

- 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 has Foreign Portfolio Investors and other Non-resident and NRI Investors who have acquired shares through the secondary market. There is no foreign collaboration in the Company.

2. Information about the Appointee: Information about the Appointee

S. No.	Particulars	Mr. Tarun Dua	Mrs. Srishti Baweja
1)	Background details	Mr. Dua holds a degree of Bachelor of Technology (Computer Engineering) from REC Kurukshetra University. He has experience of more than 20 years in the field of Open source, Linux, virtualization, WebScale, Networks Operations, and Cloud Computing Domain. He has been the director of our Company since Incorporation. He manages the overall operation of the company.	Mrs. Srishti Baweja has pursued B. Com(H) from prestigious S.R.C.C, Delhi University and 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.

S. No.	Particulars	Mr. Tarun Dua	Mrs. Srishti Baweja
2)	Past remuneration	INR 95,03,227 for FY 22-23	INR 92,49,949 for FY 22-23
3)	Recognition or awards	None	None
4)	Job profile and his suitability	Mr. Tarun Dua holds a degree of Bachelor of Technology (Computer Engineering) from REC Kurukshetra University and has experience of more than 20 year in the field of Open source, Linux, virtualization, Internet Scale Data centres, Networks Operations, Techno-commercial wizard and Cloud Computing Domain. Accordingly, Mr. Tarun Dua, with his qualifications & experience is best suited to the said position.	Mrs. Srishti Baweja is a CA and has experience of more than 18 years in the field of Finance and Administration. Accordingly, with her qualification & experience, she is best suited to the said position.
5)	Remuneration proposed	1,25,00,000	1,25,00,000
6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).	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.
7)	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Tarun Dua is promoter of the Company and is spouse of Mrs. Srishti Baweja, Promoter and Whole Time Director of the Company. Except Mr. Tarun Dua, and Mrs. Srishti Baweja, none of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice.	Mrs. Srishti Baweja is the spouse of Mr. Tarun Dua, Promoter and Managing Director of the Company. Also, Mrs. Srishti Baweja is the sister of Mrs. Megha Raheja, Chief financial officer of the Company. Except Mr. Tarun Dua, Mrs. Megha Raheja and Mrs. Srishti Baweja, none of the Directors/Key Managerial Person-nel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwi-se, in the Special Resolution set out at Item No. 5 of the Notice.

2. Other Information

- (i) **Reasons for loss or inadequate profits** Our revenue has increased during FY 22-23 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 continue to make 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 TIR -Advanced Jupyter Notebook Framework, Security Groups Feature, Snapshot lifecycle management (SLM), Advanced Load Balancer(ALB), E2E Container Registry (ECR), E2E Queue Service (EQS), Bucket Replication.

The Company is focusing on Cloud GPU Workloads. 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 Cloud GPU Workloads 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.

Disclosures:

Remuneration package of the managerial person: The details of remuneration of managerial persons forms part of MGT-7 whose weblink forms part of Directors' Report.

ANNEXURE - III

DETAILS OF DIRECTORS SEEKING APPOINTMENT OR RE-APPOINTMENT AND/OR FIXATION OF REMUNERATION MANAGING DIRECTOR OR WHOLE - TIME DIRECTOR FURNISHED PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND/OR CLAUSE 1.2.5 OF THE SECRETARIAL STANDARD-2

S.no	Particulars	Mrs Srishti Baweja	Mr. Tarun Dua	Mr. Naman K. Sarawagi
1	DIN	08057000	02696789	05295642
2	Brief Profile/ Background Details/Suitability	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 year in the field of Finance, Compliance and Accounting. Accordingly, Mrs. Srishti Baweja, with her qualifications & experience is best suited to the said position.	Mr. Tarun Dua holds a degree of Bachelor of Technology (Computer Engineering) from REC Kurukshetra University and has experience of more than 20 year in the field of Open source, Linux, virtualization, Internet Scale Data Centres, Networks Operations, Techno-commercial wizard and Cloud Computing Domain. Accordingly, Mr. Tarun Dua, with his qualifications & experience is best suited to the said position.	Naman K Sarawagi. holds professional experience of over 12 years and has been part of early teams of Popular startups like Freecharge and Zipdal. He is also the founder of Refrens.com. He has invested in and advises multiple startups on product and marketing. He holds a B.Tech degree from Maharshi Dayanand University, Haryana.
3	Nature of Expertise in specific functional areas	As per Brief Profile mentioned above.	As per Brief Profile mentioned above	As per Brief Profile mentioned above.
4	Recognition or Awards	None	None	None
5	Date of Birth	25/10/1982	27/01/1980	30/10/1987
6	Age	40	43	36
7	Date of first Appointment on Board	31/01/2018	20/08/2009	18/02/2019
8	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.
9	Remuneration last drawn, if any	INR 92.50 Lakhs	INR 95.03 Lakhs	N.A Independent Directors only receive sitting fees from the Company.
10	Remuneration Proposed	As per Resolution set out in Item No. 5.	As per Resolution set out in Item No. 4	He will not be entitled to any remuneration except Sitting Fee for attending Board and Committee Meetings

S.no	Particulars	Mrs Srishti Baweja	Mr. Tarun Dua	Mr. Naman K. Sarawagi
11	Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person	The proposed remuneration payable to Mrs. Srishti Baweja as Whole Time Director is justified compared to remuneration paid in the industry and the size of the Company.	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	N.A.
12	Shareholding in the Company (including shareholding as a beneficial owner)	Nil	80,60,695 Equity Shares	10,500 Equity Shares
13	Percentage of shareholding	Nil	55.69%	0.07%
14	No. of Board Meetings attended during the year	Five (5)	Four (4)	Four (4)
15	Terms and Conditions of appointment	Mrs. Srishti Baweja will continue to be Whole Time Director, liable to retire by rotation.	Revision in Remuneration for Same Tenure.	Mr. Naman K. Sarawagi shall be re-appointed as Non-Executive Independent Director of the Company for a term of 5 consecutive years w.e.f. February 17, 2024.
16	Directorship held in other Companies (along with listed entities from which the person has resigned in the past three years)	Nil	Nil	Refrens Internet Private Limited
17	Membership/Chairmanship of Committees of Board of other listed entities	Nil	Nil	Nil
18	Name of listed entities from which he/she has resigned in the past three years	Nil	Nil	Nil

S.no	Particulars	Mrs Srishti Baweja	Mr. Tarun Dua	Mr. Naman K. Sarawagi
19	Membership / Chairmanship in Committees of E2E Networks Limited	1.Member of Borrowing Committee 2.Chairman of Corporate Social Responsibility Committee	1. Chairman in Borrowing Committee	Member of following Committees:- 1.Audit Committee; 2.Nomination and Remuneration Committee; 3.Stakeholders Relationship Committee; and 4.Corporate Social Responsibility Committee
20	Relationship with Promoters / other Directors/KMP's	Mrs. Srishti Baweja is the 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.	Mr. Tarun Dua is the spouse of Mrs. Srishti Baweja, Whole time Director of the Company. Further, he is brother-in-law of Mrs. Megha Raheja, Chief financial officer of the Company.	No inter-se relationships.
21	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	NA	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.