E2E Networks Limited

Low Latency Hosting in India
CIN NUMBER - L72900HR2009PLC039406

Regd. Office : 282, Sector-19, Faridabad, Haryana, Phone +91-11-3001-8093
Email : accounts@e2enetworks.com, http://e2enetworks.com

September 04, 2018

Corporate Communications Department
The National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai, Maharashtra-400051

Scrip Symbol: E2E

Sub: AGM Notice-Intimation of Book Closure & Cut-off Date for E-voting of E2E Networks Limited ("the Company")

Dear Sir,

We would like to inform you that the 9th Annual General Meeting ("AGM") of the Company is scheduled to be held on Friday, September 28, 2018 at 01.00 P.M. at Eighth floor, SRS Tower, Near Metro station Mewala Maharajpur, Sector-31, Faridabad, Haryana-121003. Notice of AGM is enclosed herewith for your reference.

Further as per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by Institute of Companies Secretaries of India, the company is pleased to provide e-voting facility to all its members, to enable them to cast their vote electronically for all the resolutions set out in the Notice of Annual General Meeting. The Company has engaged the services of M/s Link Intime India Private Limited for the purpose of providing e-voting facility to all its Members.

The remote e-voting period shall commence at 09.00 a.m. on Tuesday, September 25, 2018 and will end at 05.00 p.m. on Thursday, September 27, 2018. The remote e-voting module shall be disabled by Link Intime India Private Limited thereafter.

The cut-off date for determining the eligibility of shareholders to exercise remote e-voting rights and attendance at Annual General Meeting (AGM) is Friday, September 21, 2018. A person whose name is recorded in Register of Members or in the Registrar of Beneficial owners maintained by the Depositories as on Cut-off date, shall be entitled to avail the facility of E-voting or voting at the meeting through ballot paper.

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Thanking You,

Yours Truly,

For E2E Networks Limited

TARUN DUA Digitally signed by TARUN DUA
Date: 2018.09.04 15:57:44 +05'30'

Tarun Dua
Managing director
DIN: 02696789

E2E NETWORKS LIMITED
Registered Office: 282, Sector-19, Faridabad, Haryana, 121002
Phone: +91 –11-3001-8093
Website: www.e2enetworks.com, e-mail: investors@e2enetworks.com
CIN NUMBER - L72900HR2009PLC039406

NOTICE

Notice is hereby given that the 9th Annual General meeting of the Members of E2E Networks Limited will be held on Friday, the 28th day of September, 2018 at 01:00 P.M. at Eighth Floor, SRS Tower, Near Metro station Mewala Maharajpur, Sector-31, Faridabad, Haryana-121003 to transact the following business:

ORDINARY BUSINESS (ES) :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the Report of the Board of Directors and Auditors thereon.

2. To appoint Mr. Manjit Rai Dua (DIN: 03247358), who retires by rotation and being eligible offers himself for re-appointment.

3. To appoint Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s B.B & Associates, Chartered Accountants (Firm Registration No.023670N), be and is hereby appointed as the Statutory Auditors of the Company for filing the casual vacancy caused by the resignation of M/s SHA & Associates, Chartered Accountants (Firm Registration no.017649C), who has resigned as Statutory Auditors on 14th August 2018, to hold office for a period of five consecutive years commencing from the financial year 2018-19 i.e. from the conclusion of this Annual General Meeting until the conclusion of 14th Annual General Meeting of the Company to be held in the year 2023 at such remuneration plus taxes as applicable and reimbursement of out of pocket, travelling and living expenses, etc incurred in connection with the audit as may be decided by the Board of Directors/Audit Committee of the Company.

SPECIAL BUSINESS (ES) :

4. To appoint **Mr. Varun Pratap Rajda (DIN: 07468016)** as Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolution with or without modification as an ordinary resolution:

   "RESOLVED THAT pursuant to Section 149, 152 read with schedule IV and other applicable provisions, if any of the Companies Act, 2013, ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any modification or re-enactment thereof for the time being in force), and pursuant to applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, including any modification or amendment thereof, Mr. Varun Pratap Rajda who was appointed as an Additional Non-Executive Independent Director with effect from 09th February, 2018 under section 161 of the Companies Act, 2013 and who holds office as such up to the date of this Annual General Meeting and in respect of whom the company has received notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of the Director of the Company be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a period of five consecutive years for a term up to 08th February, 2023.

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

5. To appoint **Mr. Gaurav Munjal (DIN: 02363421)** as Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolution with or without modification as an ordinary resolution:

   "RESOLVED THAT pursuant to Section 149, 152 read with schedule IV and other applicable provisions, if any of the Companies Act, 2013, ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any modification or re-enactment thereof for the time being in force), and pursuant to applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, including any modification or amendment thereof, Mr. Gaurav Munjal who was appointed as an Additional Non-Executive Independent Director with effect from 09th February, 2018 under section 161 of the Companies Act, 2013 and who holds office as such up to the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a period of five consecutive years for a term up to 08th February, 2023.

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

6. To ratify the E2E Networks Limited ESOS 2018 and if thought fit, to pass the following resolution with or without modification as Special Resolution:

   "RSEOLVED THAT pursuant to provisions of Section 62(1)(b) and all other applicable provisions, if any of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Memorandum of Association and Articles of Association of the Company and subject to other approvals, permissions and sanctions, approval of as may be necessary and subject to such conditions or modifications as may be prescribed while granting such approvals, permissions and sanctions 'E2E Networks Limited-Employee Stock Option Scheme 2018' (ESOS 2018 Scheme), which was approved by the Members prior to initial public offering of the Company at the Extraordinary General Meeting of the Company held on March 01, 2018, be and is hereby ratified.

   "RESOLVED FURTHER THAT for the purpose of giving effect to this resolution including any creation, offer, issue and allotment or listing of the shares on behalf of the Company, the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee including Nomination and Remuneration Committee or compensation committee, which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things including to make any modifications, changes, variations, alterations or revision in the ESOS 2018 from time to time, as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company.

   "RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any committee of Directors with a power to further delegate to any executives/officers of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings etc as may be necessary in this regard."

7. To ratify grant of Employee stock Option to the identified employees during any one year equal to or exceeding one percent of the issued capital of the Company and if thought fit to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 62(1) of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) for the time being in force), the Memorandum of Association and Articles of Association of the Company and subject to such conditions and modifications as may be prescribed while granting such approvals , permissions, sanctions, grant of stock options which may exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company under 'E2E Networks Limited-Employee Stock Option Scheme 2018' (ESOS 2018 Scheme), which was approved by Members at Extraordinary General Meeting of the Company held on March 01, 2018 to the following employees be and is hereby ratified.

Name and Designation of Eligible Employee	Number of options to be granted
Mr. Kotapalli Ravoof Mohamed Imran, Chief Operating Officer of the Company	230020 options (2.00 % of the issued share capital of the Company as on 31.03.2018)

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any committee of Directors with a power to further delegate to any executives/officers of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings etc as may be necessary in this regard."

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

"RESOLVED THAT pursuant to provisions of Section 94 of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for keeping the Register of members together with the Index of debentureholders, the copies of Annual returns, the copies of certificates and documents required to be annexed with the annual return under the Companies Act, 2013 and/or any of the document as required to be kept at the registered office of the company, at the office of Registrar and Transfer Agent, Link Intime India Private Limited situated at 44, community center, 2nd Floor, Naraina Industrial Area, Phase-I, New Delhi-110028 at such places, within Delhi where the Registrar and Transfer Agent may shift its office from time to time instead of the Registered office of the Company."

For & on behalf of the Board of Directors
E2E NETWORKS LIMITED

Sd/-
Sumit Bansal
Company Secretary
Membership No. 42433

Place: New Delhi
Date: August 21, 2018

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.

2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.**

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

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

3. Corporate Members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a Certified true copy of the relevant Board Resolution together with the Specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.

4. Members/Proxy/Authorized representative should bring the dully filled Attendance slip enclosed herewith to attend the meeting.

5. Members who have not registered their E-mail address so far are requested to register their e-mail for receiving all communication including Annual Report, Notices and Circulars etc. from company electronically. The form for updating email address is annexed with Notice.

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

6. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 07, 2018 issued by the Ministry of Corporate affairs, New Delhi.

7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR Code and IFSC Code, mandates, nomination, power of attorney, change of address, change of name, e-mail address, contact numbers, etc to their depository participant (DP). Members holding shares in physical form are requested to intimate such changes to Company's RTA, i.e. Link Intime India Private Limited along with relevant evidences or supportings.

8. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are therefore requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Company's RTA i.e. Link Intime India Private Limited.

   Further, SEBI vide its circular dated 20th April, 2018, has mandated to submit the PAN and Bank account details by all the shareholders to the Registrar and Transfer Agents of the Company. In this regard, the company has already sent notices on August 11, 2018 to the shareholders for submission of their PAN and Bank account details for registration/ updation.

   SEBI has also made amendment to Regulation 40 of SEBI LODR Regulations with respect to mandatory dematerialization for transfer of securities. Pursuant to the aforesaid amendment to SEBI LODR Regulations, Listed

Companies and their Registrars and Transfer Agents (RTAs) are advised to ensure that shares which are lodged for transfer are mandatory in dematerialized form with effect from December 05, 2018. Therefore, shareholders are requested to get their physical shareholding dematerialized for any further transfers.

9. The Board of Directors has appointed Mr. Mohit Maheshwari, Partner (C.P. No. 19946) or failing him Mr. Ankush Agarwal, Partner (C.P. No. 14486) of M/s MAKS & Co., Practicing Company Secretaries as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

10. The Register of Members and the Share Transfer Books of the Company will remain closed from September 21, 2018 to September 28, 2018 (both days inclusive).

11. The Certificate from the statutory Auditors of the Company certifying that the Employees Stock Option Scheme 2018 of the Company are being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions of the general body will be available for inspections by the Members at the AGM.

12. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file their nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in electric/demat form, the nomination form may be field with the respective Depository Participant.

13. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (I.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also be available for inspection by members at the Meeting.

14. In terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, soft copy of Annual Report is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depository participant(s), unless any Member has requested for a physical copy of same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

    The Notice of 9th AGM and instructions for e-voting, along with the Attendance slip and proxy Form, is being sent by electronic mode to all members whose e-mail addresses are registered with the Company/ Depository Participant(s) unless a Member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members may also note that Notice of the 9th AGM and the Annual Report 2018 is also available on the Company's Website, www.e2enetworks.com. The Physical copies of the aforesaid documents will also be available at the registered office of the Company for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at investors@e2enetworks.com for the attention of Mr. Sumit Bansal, Company Secretary of the Company.

15. Brief Details of Directors seeking appointment/reappointment along with details of other Directorship, shareholding in company, nature of their expertise in specific functional area pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 forms part of Notice.

16. The Route Map showing directions to reach the venue of the Ninth AGM is annexed as **Annexure-1.**

17. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

18. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

19. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. September 21, 2018.

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

21. **Voting through electronic means**

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and administration) Rules, 2014, as amended by the Companies (Management and administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements), 2015 ("Listing Regulations"), the Company is pleased to provide members, the facility to exercise their vote at the 9th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Link Intime India Private Limited.

The remote-e-voting period commences on Tuesday September 25, 2018 (9.00 a.m. IST) and ends on Thursday, September 27, 2018 (5.00 p.m. IST). During this period, Members of the Company holding shares either in physical from or in dematerialized form as on Friday, September 21, 2018 (hereinafter called as "Cut-off Date"), may cast their vote electronically. The E-voting module shall be forthwith blocked by Link Intime for voting thereafter. Once the vote on resolution is casted by the Member, he shall not be allowed to change it subsequently as well as a person who is not a member as on the Cut-off date should treat this Notice for information purpose only.

E-Voting procedure/Instructions:

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

❖ Log-in to e-Voting website of Link Intime India Private Limited (LIIPL)

1. Visit the e-voting system of LIIPL. Open web browser by typing the following URL: https://instavote.linkintime.co.in.

2. Click on "Login" tab, available under 'Shareholders' section.

3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

4. Your User ID details are given below:

   a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID

   b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID

   c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

5. Your Password details are given below:

   If you are using e-Voting system of LIIPL: https://instavote.linkintime.co.in for the first time or if you are holding shares in physical form, you need to follow the steps given below:

   Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. • Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIIPL: https://instavote.linkintime.co.in, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.

7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

   Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

   Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.

10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIIPL: https://instavote.linkintime.co.in and register themselves as **'Custodian / Mutual Fund / Corporate Body'**.

  They are also required to upload a scanned certified true copy of the board resolution /authority letter/ power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body' login** for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".

- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at https://instavote.linkintime.co.in, under Help section or write an email to enotices@linkintime.co.in or Call us **:-** Tel : 022 - 49186000.

By Order of the Board of Directors
For E2E Networks Limited

Sd/-
Sumit Bansal
Company Secretary
Membership No.: ACS 42433

Place: New Delhi
Date: August 21, 2018

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 8 of the accompanying Notice.

ITEM No.3

Your Company's Auditors, M/s SHA & Associates, Chartered Accountants (Firm Registration No. 017649C) were appointed at the 7th AGM to hold the office until the conclusion of the 12th AGM. However, vide their letter dated August 14, 2018 they have expressed inability to continue as statutory auditors of your company up to the conclusion of forthcoming AGM. The Board thus appointed M/s B.B & Associates, Chartered Accountants (Firm Registration No. 023670N) as statutory Auditors of your company due to casual vacancy caused by the said resignation effective August 14, 2018 till the conclusion of the forthcoming AGM.

As per the provisions of Section 139(8)(i) of the Companies Act, 2013 any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days from the date of resignation of an auditor. The Board on August 21, 2018 has recommended the appointment of M/s B.B & Associates, Chartered Accountants as Statutory Auditors of the Company and to hold the office for a period of five consecutive years from the conclusion of the 9th AGM till the conclusion of 14th AGM.

Your Company has obtained consent of M/s B.B & Associates and a certificate in accordance with Section 139, 141 and other applicable provisions of the Act to the effect that their appointment if made, will be in accordance with conditions prescribed and that they are eligible to hold office as Statutory Auditors of the Company.

The Board recommended the Ordinary Resolution as set out at Item No.03 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of your Company and their relatives are in any way concerned or interested, financially or otherwise in the said appointment.

ITEM NO. 4

The Board of Directors in its meeting held on February 09, 2018 have appointed Mr. Varun Pratap Rajda as an Additional Director (Independent) of the Company to hold officer for a period of five consecutive years, not liable to retire by rotation, subject to the consent by the Members of the Company at ensuing Annual General Meeting of the Company.

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

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

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

Mr. Varun Pratap Rajda is a qualified Chartered Accountant. He is having rich experience in Finance, accounts, Corporate laws and Operations Management.

The Board considers that his association would be of immense benefits to the company and it is desirable to avail his services as director. Accordingly, Board recommends the resolution No.4 in relation to the appointment of Mr. Varun Pratap Rajda for the approval by the shareholders of the Company.

Additional Information for seeking appointment at the AGM:

1. Name of Director seeking appointment: Mr. Varun Pratap Rajda
2. Date of Birth/Age: 27.05.1987
3. Date of Appointment: 09.02.2018
4. Qualifications, Experience and expertise in specific functional area: He is a Chartered Accountant and working as co-founder of Constellation Blu Advisory, looking after transaction Advisory practice. Previously, he was working with Akbar Travels, Mumbai as a part of the Internal Audit Team. Over the last five years, he has been working in diverse areas across various faculties of Finance, Accounting, Corporate laws and Operations Management.
5. Remuneration last drawn, if any: Not applicable
6. No. of Board meeting attended during the year: One
7. Terms and condition of appointment: Mr. Varun Pratap Rajda shall be Non-Executive Director of the Company for a term of 5 consecutive years w.e.f February 09, 2018.
8. Directorship held in other companies as on date: He is not a director in any other companies.
9. Membership/Chairmanship of Committee of other Companies as on date: Nil
10. Relationship with other Directors- No inter-se relationship between Mr. Varun Pratap Rajda and other Directors of the Company.

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

Item No. 5

The Board of Directors in its meeting held on February 09, 2018 have appointed Mr. Gaurav Munjal as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at ensuing Annual General Meeting of the Company.

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

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

In the opinion of Board, Mr. Gaurav Munjal fulfils the condition for appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the Management.

Mr. Gaurav Munjal has done graduation in Mechanical Engineering from IIT Bombay and has professional experience of almost 15 years. He is the Managing Director of Infollion Research which is one of the largest and most comprehensive network of subject matters in the world.

Additional Information for seeking appointment at the AGM:

1. Name of Director seeking appointment: Mr. Gaurav Munjal
2. Date of Birth/Age: 05.01.1981
3. Date of Appointment: 09.02.2018
4. Qualifications, Experience and expertise in specific functional area: He has done his graduation in Mechanical Engineering from IIT Bombay and has professional experience of almost fifteen years. He is the Managing Director of Infollion Research. He has been working at the junction of technology and HR in the on-demand employment space for almost a decade.
5. Remuneration last drawn, if any: Not applicable
6. Shareholding in the Company: Nil
7. No. of Board meeting attended during the year: One
8. Terms and condition of appointment: Mr. Gaurav Munjal shall be Non-Executive Director of the Company for a term of 5 consecutive years w.e.f February 09, 2018.
9. Directorship held in other companies as on date:

S.No	Name of Company	Designation
1.	Infollion Research Services Private Limited	Director

10. Membership/Chairmanship of Committee of other Companies as on date: Nil
11. Relationship with other Directors- No inter-se relationship between Mr. Gaurav Munjal and other Directors of the Company.

The Board consider that his association would be of immense benefit to the Company and it is desirable to avail his services as Director. Accordingly, the Board recommends that resolution No.5 in relation to the appointment of Mr. Gaurav Munjal, for the approval by the shareholders of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives other than Mr. Gaurav Munjal are in anyway concerned or interested financially otherwise in the resolution set out at Item No.5 of the Notice.

Item No. 6 & 7

The Shareholders of the Company at the extraordinary general meeting of the Company held on March 01, 2018 has accorded its consent to adopt and implement the E2E Networks Limited-Employee Stock Option Scheme 2018 ("ESOS 2018") for the benefit of the permanent employees and directors (except promoter directors and independent directors) of the Company comprising 4,00,000 options which are exercisable into equivalent number of equity shares of Rs. 10 each. As per ESOS 2018, options granted under E2E ESOS Scheme 2017(which was terminated, once ESOS 2018 became effective) shall continue to be governed by ESOS 2018.

As per the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("Regulations"), no company can make fresh grant of options subsequent to an IPO under a Pre-IPO Scheme employee stock option scheme unless the pre-IPO employee stock option scheme is in conformity with the Regulations and the pre-IPO employee stock option scheme is ratified by the members subsequent to the IPO.

The ESOS 2018 is in conformity with the Regulations. Therefore, in order to make fresh grant of options to eligible employees subsequent to the Company's IPO under the ESOS 2018, approval of the Members is required to ratify the ESOS 2018 by way of a special Resolution.

Disclosures relating to ESOP 2018 as required under the SEBI Regulations are as under:

Particulars	**Description**
Brief Description of the scheme	This proposed scheme called the **E2E ESOS Scheme 2018** is intended to reward the eligible employees of the Company in India and abroad, for their performance and to motivate them to contribute to the growth and profitability of the Company. Your company also intends to use this scheme to retain the talent in the organization as it views options as instruments that would enable the employees to share the value they create for the Company and align individual objectives of employees with objectives of the Company in the years to come.
Total number of options to be granted	Such number of options would be available for grant to the eligible employees of the Company under ESOS 2018, in one or more tranches exercisable into not exceeding 4,00,000 (Four Lacs) equity shares in the Company of face value of ₹10/-each fully paid up. Under the ESOS 2017 scheme the maximum options which can be granted to the eligible employees of our company and eligible employees of our subsidiaries and associates was 10,290 options and later on in this ESOS 2018 scheme the maximum limit of option is increased to 4,00,000 options.
Identification of classes of employees entitled to participate in ESOS 2018	Following classes of employees are eligible to participate in ESOS 2018: a) Permanent employees of the Company working in India or out of India; b) Directors of the Company, whether a whole time director or not; and c) Permanent employees and Directors of the subsidiary company(ies) whether a whole time director or not. Following persons are not eligible: (a) an employee who is a Promoter or belongs to the Promoter group; (b) a Director who either by himself or through his relatives or through any Body Corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company and (c) An Independent Director within the meaning of the Companies Act, 2013.
Appraisal process for determining the eligibility of employees under ESOS 2018	The appraisal process for determining the eligibility of the employees will be decided by the Compensation Committee formed for this purpose with due compliances of the SEBI (SBEB) Regulations from time to time.

Requirements of vesting and period of vesting	The options shall vest over a period of five years of continuous completed service or such other period as may be determined by the Committee on case to case basis from the date of Grant of Options. It is being clarified that each annual vesting shall be subject to continuous and uninterrupted employment of the option holder with the company for a period of 12 months. There shall be a minimum period of one year (known as "cliff period") between the grant of options and vesting of options. Vesting of Options would be subject to continued employment with the company. The Eligible employee must neither be (i) subject to any disciplinary proceedings pending against him; or (ii) on an unaccounted leave of absence. In the event that an eligible employee who has granted options is transferred or deputed to an associate company prior to Vesting or exercise, the Vesting and Exercise as per the terms of grant shall continue in case of such transferred or deputed eligible employee after the transfer of deputation.
Maximum period within which the options shall be vested	Options granted under ESOS 2018 would vest subject to period of 5(five) years from the date of grant of such options. There shall be a minimum period of one year (known as cliff period) between the grant of option and vesting of option.
Exercise Price or pricing formula	"Exercise Price" means the price at which the Company's shares are first offered to the general public for issuance less a discount of 10% (Ten percent) or such price as may be determined by committee on case to case basis.
Exercise Period and the process of Exercise	The Company shall issue a letter to the Option Holder, upon the expiry of the vesting period ("due date") for issue of vested shares. The Option holder shall be issued one share against every one option on exercise. The exercise price of the options shall be determined by the committee and shall be set out in the Letter of Grant to the option holders. Payment in respect of the shares exercised will have to be made along with exercise of the option within the said exercise period as decided by the Committee provided these shares will be issued against exercise of the option after the encashment of the payment instrument as sent by the option holder along with his request for exercising the option. In the event the option is not exercised within the exercised period, then the option shall be forfeited by the company. In case he exercises and pays for only a part of the options during the exercise period, the balance of the vested options shall lapse. The option holder will be entitled to exercise part of the shares vested and also pay for the exercised part, and in such a case the unexercised part of the Vested Options shall lapse upon the expiry of the exercise period and the same should be surrendered to the company and at the discretion of the committee, these shares can be granted to other eligible employees.

	Subject to the discretion of the Committee and applicable laws, the option holder on the exercise of the options, shall pay tax on the perquisite value, if any applicable. An option cannot be exercised for a fraction of shares. In the event of exercise of options resulting in fractional equity shares, the Board shall be entitled to round off the number of equity shares to be given to nearest whole number and the exercise price will be adjusted accordingly. Upon allotment of the equity shares, the eligible employees shall become members of the Company. The Equity shares allotted to the eligible employees pursuant to ESOS shall rank pari passu with all the existing Shares of the Company (save as regards any right attached to such shares by reference to a record date prior to the date of allotment). At the time of allotment of equity shares pursuant to a valid exercise, the eligible employees will be required to sign such document(s) as may be considered necessary by the committee/company to lawfully execute/enforce various provisions of the ESOS.
The Lock-in period, if any;	Lock-in period as decided by the Committee from time to time.
Maximum number of options to be issued per employees and in aggregate	The number of options that may be granted to any specific employee of the company or of its subsidiary company under ESOS 2018 in any financial year and in aggregate under the ESOS 2018 shall be equal to or not more than 400000 options at the time of grant of options shall be made to a single eligible employee.
Method which the company shall use to value its options	The method used by the company to value its options may be such as decided by the committee of the company.
The conditions under which options vested in employees may lapse e.g. in case of termination of employment for misconduct	In the event that the Option holder's employment is terminated for cause, all unvested options of such employee shall immediately terminate, notwithstanding any other provision of the scheme. Additionally, the options that have vested in the employee on such date may be forfeited at the discretion of the Board. For the purpose of above matter, "Cause" shall mean that employee shall have committed any of the following acts: (a) An act of crime, fraud, embezzlement, theft or any other material violation of law in connection with the employee's duties; (b) Wrongful damage to material assets of the Company; (c) Wrongful disclosure of material confidential information or proprietary information of the company; (d) Wrongful engagement in any competitive activity that would constitute a material breach of the duty of loyalty; (e) Breach of any stated material employment policy of the company;

	(f) Directly joining a competitor/customer/existing vendor of the Company up to 2 years after leaving the organisation; (g) An act of dishonesty or other misconduct by the employee during the performance of her/his duties that is detrimental to the pecuniary interests, reputation or goodwill of the Company or results in pecuniary gain to the employee; (h) Breach of confidentiality provisions of the employment agreement; (i) Any other cause that board may deem fit.
The specified time period within which the employee shall exercise the vested options in the event of proposed termination of employment or resignation of the employee	If an employee's services are discontinued either by his/her own will during exercise period or the company decides to discontinue his/her services during the exercise period, he she is entitled to exercise options vested in his/her account within the time period an on such terms and conditions as may be decided by the Committee.
Accounting and Disclosure Policies	The Company shall follow the 'Guidance Note on Accounting for employee share-based benefit payments' and/or any relevant Accounting standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

Further as per Regulation 6(3) of SEBI Regulations, a separate resolution is required to be passed if the benefits of the Scheme are to be extended to identified employees during any one year equal to exceeding one percent of the issued capital of the Company at the time of grant of option. The Company has granted stock options equivalent to or exceeding 1% of the current issued share capital of the Company to Mr. Kotapalli Ravoof Mohamed Imran, the details of which are mentioned in the proposed resolution as set out in Item No. 7 of this Notice.

A copy of ESOS 2018 will be available for inspection at the Corporate office of the Company to any member during the working day between 10.00 A.M. to 5.00 P.M. up to the date of AGM.

Th draft copies of the scheme are made available at the Registered office of the Company for inspection.

None of the Directors or Key Managerial Personnel of the Company including their relatives are in any way concerned or interested, financially or otherwise in the proposed resolution, except to the extent of grant of stock options already granted to them or which may be granted to them under ESOS 2018.

Accordingly, your Directors recommend the Special Resolutions as set out in Item No.6 & 7 of this notice for your approval in the best interests of the company.

Item No.8

Section 94 of the Companies Act, 2013 provides that for keeping the register of members together with Index of members, register of debentureholders together with Index of debentureholders, the copies of annual returns, the copies of certificates and documents required to be annexed with annual return under the Companies Act, 2013 at a place other than the registered office of the Company, approval of members by way of special resolution is required. Since the register of members together with Index of members, copies of certificates, and documents are required to be annexed with Annual Return u/s 160/161 of the Companies Act, 1956 will be kept with Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company, approval of the members is sought.

The Board recommends the Resolution as set out at Item No.8 of the Notice for your approval. None of the Directors/Key Managerial Personnel of the Company/their relatives are in anyway, concerned or interested, financially or otherwise, in the said resolutions set out at Item No.8.

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT

Name of the Director	Mr. Manjit Rai Dua
DIN	03247358
Date of Birth/Age	17.01.1949
Date of Appointment	11.10.2010
Educational Qualification	He has completed Bachelor's Degree in Industrial Engineering from the Indian Institution of Industrial Engineering in 1975.
Remuneration last drawn if any	N.A.
Experience & expertise in specific functional area	He has a vast experience of almost 4 decades in the Industrial Industry.
No. of Board meeting attended during the year	27
Directorship held in other companies	Nil
Terms and Conditions of Appointment	He has been appointed as Non-executive director w.e.f. 31.01.2018.
Shareholding in Company (Number & %)	Nil
Membership/Chairmanship of Committee of other Companies as on date	Nil
Relationship with other Directors	He is the father of Managing Director i.e. Mr. Tarun Dua.

E2E NETWORKS LIMITED

Corporate Identification Number-L72900HR2009PLC039406
Registered Office: 282, Sector-19, Faridabad, Haryana-121002
Corporate Office-Awfis, A-24/9, Mohan Co-operative Industrial Estate, Mathura Road,
Saidabad, New Delhi-110044, Tel: 011-39235393
Website: e2enetworks.com, Email: investors@e2enetworks.com

9th Annual General Meeting to be held on Friday, September 28, 2018 at 01:00 P.M. at Eight floor, SRS Tower, Near Metro Station Mewala Maharajpur, Sector-31, Faridabad-121003

PROXY FORM
(Form No. MGT-11)
[(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)……

Registered Address……

E-mail Id……Folio No……DP ID……Client ID……

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

1. Name : ……
   Address : ……
   E-mail Id : ……
   Signature : ……or failing him

2. Name : ……
   Address : ……
   E-mail Id : ……
   Signature : ……, or failing him

3. Name : ……
   Address : ……
   E-mail Id : ……
   Signature : ……or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of the company to be held on Friday, **the 28th Day of September, 2018** at **01:00 P.M.** at **Eight Floor, SRS Tower, Near Metro Station Mewala Maharajpur, Faridabad,Haryana-121003** and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business(es):

1. Adoption of Financial Statements.
2. Re-appointment of Mr. Manjit Rai Dua (DIN: 03247358) who retires by rotation.
3. Appointment of M/s B.B & Associates as a Statutory Auditors for a period of five years.

Special Business(es):

4. To appoint Mr. Varun Pratap Rajda (DIN: 07468016) as Independent Director of the Company.
5. To appoint Mr. Gaurav Munjal (DIN: 02363421) as Independent Director of the Company.
6. To ratify the pre-IPO ESOS Scheme 2018.
7. To approve the grant of Employee Stock Option to the identified employees during any one year equal to or exceeding one percent of the issued capital of the Company.
8. To keep Register of members together with Index of debentureholders at a place other than registered office of the company.

Signed this …… day of…… 2018

Signature of shareholder……

Signature of Proxy holder(s)……

Affix Re 1/- Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

E2E NETWORKS LIMITED

Corporate Identification Number-L72900HR2009PLC039406
Registered Office: 282, Sector-19, Faridabad, Haryana-121002
Corporate Office-Awfis, A-24/9, Mohan Co-operative Industrial Estate,
Mathura Road, Saidabad, New Delhi-110044, Tel: 011-39235393
Website: e2enetworks.com, Email: investors@e2enetworks.com

9th Annual General Meeting to be held on Friday, September 28, 2018 at 01:00 P.M. at Eight floor, SRS Tower, Near Metro Station Mewala Maharajpur, Sector-31, Faridabad-121003.

ATTENDANCE SLIP

Registered Folio No……(or)

Demat Account No…… D.P. ID. No……

Name of shareholder(s)……

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

I hereby record my presence at the Ninth Annual General Meeting of the Company to be held on Friday, September 28, 2018 at 01:00 P.M. at Eighth Floor, SRS Tower, Near Metro station Mewala Maharajpur, Faridabad, Haryana-121003.

……
Signature of Member/proxy

Notes:

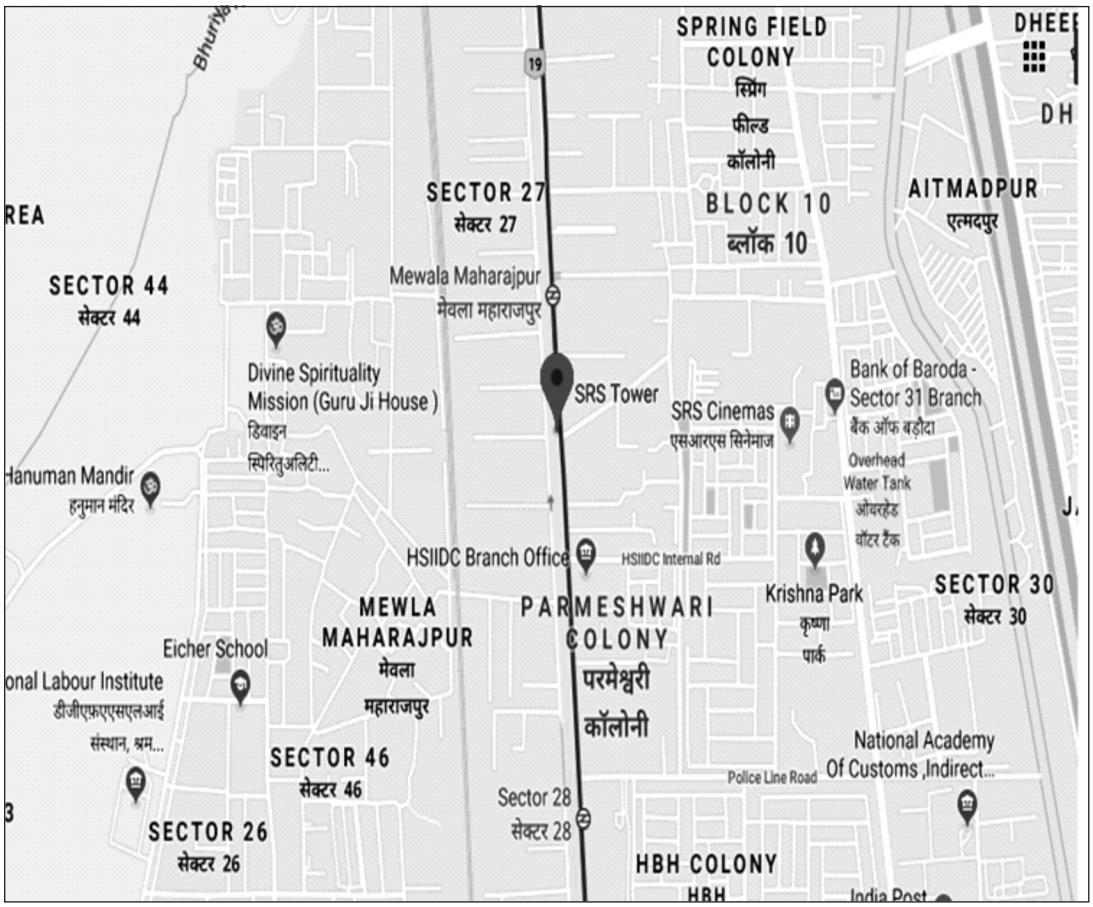
1. A Member or his duly appointed proxy wishing to attend the meeting must complete this Attendance slip and hand it over at the entrance.
2. Name of the Proxy in Block Letters……(in the Proxy attends the meeting).
3. Those who hold shares in Demat form to quote their Demat Account No. and Depository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

……✂……✂……✂…

Electronic voting Particulars

EVENT Number	User ID	Sequence Number
180130		

Note: Please read the instructions printed under the Note No. 21 to the Notice dated August 21, 2018 of the Ninth Annual General Meeting. The remote e-voting period starts from 09.00 a.m. (IST) on Tuesday, September 25, 2018 and ends on 05:00 p.m. (IST) on Thursday September 27, 2018. The voting module shall be disabled by Link Intime India Private Limited for voting thereafter.

Annexure-1

Route map of the venue of 9th Annual General Meeting of E2E Networks Limited