



E2E Networks Limited

CIN- L72900DL2009PLC341980

Awfis, 1st Floor, A-24/9, Mohan Cooperative Industrial Estate

Mathura Road, New Delhi-110044, Phone No. +91-11-4084-4964

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

Date: November 05, 2024

To,

National Stock Exchange of India Limited

Listing Department

Exchange Plaza, C-1, Block-G, BKC, Bandra (E),

Mumbai-400051

Symbol : E2E

Subject	:	Notice calling the Extra-Ordinary General Meeting scheduled to be held on Wednesday, November 27, 2024.
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Dear Sir/ Madam,

Pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") we are enclosing the Notice of Extra- Ordinary General Meeting ("EGM") along with the Explanatory Statement of the Company scheduled to be held on **Wednesday, November 27, 2024**, at 12:30 PM, through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM').

Further, in terms of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, and in terms of Circulars issued by SEBI, the Company has fixed Wednesday, November 20, 2024 as the cut-off date to determine the eligibility of the members to cast their vote by remote e-Voting. The remote e-voting period shall commence from Sunday, November 24, 2024, at 9.00 A.M. (IST) and will end on Tuesday, November 26, 2024, at 5.00 P.M. (IST).

The attached Notice of EGM along with the Explanatory Statement is available on the Company's website www.e2enetworks.com.

Kindly take the same on your records.

Yours faithfully

For E2E Networks Limited

Ronit Gaba

Company Secretary and Compliance Officer

ICSI M. No. A59215

Place: November 05, 2024

Date: New Delhi

**E2E NETWORKS LIMITED**

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NOTICE OF EXTRA- ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting ('EGM') of the Members of **E2E Networks Limited** ("Company") will be held on **Wednesday, November 27, 2024, at 12:30 PM (IST)** through Video Conference (VC)/ Other Audio-Visual Means (OAVM) facility, to transact the businesses as mentioned below.

The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company at Awfis, 1st Floor, A-24/9, Mohan Cooperative Industrial Estate Mathura Road, New Delhi-110044, which shall be the deemed venue of the EGM.

SPECIAL BUSINESS:**1. Issuance of Equity shares to the persons/entities belonging to the 'Non-Promoter Category' on a Preferential Basis.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "**Companies Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under including any statutory modification(s) thereto or re-enactment thereof for the time being in force, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with National Stock Exchange of India Limited, the stock exchange where the shares of the Company are listed ("**Stock Exchange**"), subject to the completion / waiver of the conditions precedent contemplated under the Investment Agreement dated November 05, 2024 (as may be amended from time to time) ("**Investment Agreement**") and as detailed in the Explanatory Statement to this resolution, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("**SEBI**"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI, and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder) the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis **up to 29,79,579 (Twenty Nine Lakh Seventy Nine Thousand Five Hundred and Seventy Nine)** equity shares of face value of INR 10/- (Rupees Ten only) each ("**Equity Shares**") for cash, at an issue price of **INR 3,622.25/- (Rupees Three Thousand Six Hundred Twenty Two and Twenty Five Paise Only)** per Equity Share (including a premium of INR 3612.25/- per Equity Share), determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of **up to INR 10,79,27,80,032.75 (Rupees One Thousand Seventy Nine Crore Twenty Seven Lakh, Eighty Thousand Thirty Two and Seventy Five Paise Only)**, on such terms and conditions and in such manner as may be finalized by the Board, to the below mentioned entity belonging to the "**Non-Promoter Category**" ("**Proposed Allottee**") in the manner as follows ("**Preferential Issue**"):

S. No.	Name of the Proposed Allottee	Category	No. of Equity Shares to be allotted
1.	Larsen and Toubro Limited	Non-Promoter	29,79,579
Total			29,79,579

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the Relevant Date for determining the minimum issue price shall be **Monday, October 28, 2024**, being the date which is 30 days prior to the date of extra- ordinary general meeting of the shareholders of the Company scheduled to be held on **Wednesday, November 27, 2024**.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- (a) The Equity shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- (b) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of the last of such approvals.
- (c) The price determined above shall be subject to appropriate adjustments as required under the rules, regulations, and laws, as applicable from time to time.
- (d) The entire pre-preferential equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
- (e) The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.
- (f) The Equity Shares to be issued and allotted to the Proposed Allottee pursuant to the Preferential Issue shall be listed and traded on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- (g) The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.
- (h) The Proposed Allottee shall, on or before the date of allotment of equity shares, pay an amount equivalent to 100% of the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI ICDR Regulations.
- (i) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee.
- (j) The conditions precedent prescribed under the Investment Agreement (including as detailed in Paragraph XVIII of Item 1 of the Explanatory Statement) having been completed or waived.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members be and is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Companies Act and the SEBI ICDR Regulations containing the terms and conditions ("Offer Document") after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT monies received by the Company from Larsen and Toubro Limited pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company with a scheduled commercial bank and shall be utilized by the Company in compliance with Section 42 of the Companies Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of the issue of Equity Shares, subject to the provisions of the Companies Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion

shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, appointment of a monitoring agency pursuant to Regulation 162A of the SEBI ICDR Regulations, file necessary forms with the appropriate authority and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or its committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects.”

2. Approval of Special Rights proposed to be granted to Larsen and Toubro Limited (“L&T”)

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 31B of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time (in each case, including any statutory modification(s) or reenactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, subject to the completion of the closing formalities contemplated under the investment agreement dated November 05 2024 (as may be amended from time to time) (“**Investment Agreement**”), the approval of the Members of the Company be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder) to give effect to minority protection rights (being director nomination and information rights), proposed to be granted to Larsen and Toubro Limited (“**L&T**”) under the Investment Agreement in accordance with the terms thereof and as detailed in the Explanatory Statement to this resolution, which may qualify as special rights under Regulation 31B of the SEBI Listing Regulations, and would be effective from the date of completion of investment by L&T in the Company in accordance with the Investment Agreement.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and are hereby severally authorized on behalf of the Company to take all necessary steps in this regard in order to facilitate the legal and / or procedural formalities including filing of necessary forms/returns with the Registrar of Companies/ Ministry of Corporate Affairs and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with powers on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

3. Amendment of the Articles of Association of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) (including any statutory modifications or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, in any, for the time being in force), the investment agreement dated 5 November 2024 (as may be amended from time to time) (“**Investment Agreement**”), the approval of the Members of the Company be and is hereby accorded to amend and replace the existing Articles of Association of the Company with the restated Articles of Association of the Company effective from the date of completion of investment by Larsen and Toubro Limited in the Company in accordance with the Investment Agreement.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and are hereby severally authorized on behalf of the Company to take all necessary steps in this regard in order to facilitate the legal and / or procedural formalities including filing of necessary forms/returns with the Registrar of Companies/ Ministry of Corporate Affairs and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with powers on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

4. Approval for Material Related Party Transactions with Larsen and Toubro Limited (“L&T”)

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

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder, Regulation 23 of the SEBI (**Listing Obligations and Disclosure Requirements**) Regulations, 2015 (“**SEBI Listing Regulations**”), other applicable laws, including any amendments, modifications, variations or re-enactments thereof and the Company’s Policy on Related Party Transactions, and pursuant to the recommendation of the Audit Committee and Board, the consent of Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder) to enter into and/or carry out the Related Party Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) (more specifically described in the Explanatory Statement annexed to this resolution), with Larsen And Toubro Limited (“**L&T**”), who will become a related party of the Company (on account of holding more than 20% (twenty percent) equity share capital of the Company) subsequent to completion of the transactions provided under the investment agreement dated 5 November 2024 (as may be amended from time to time) (“**Investment Agreement**”) within the meaning of Regulation 2(1) (zb) of the SEBI Listing Regulations at the time of entering into transaction(s), for such value, tenure and material terms and conditions as set out in the Explanatory Statement to this resolution, subject to the completion of investment by L&T in the Company in accordance with the Investment Agreement.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, to vary the terms and conditions of such documents from time to time, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable to give effect to this resolution 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 to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution but the foregoing authorization shall not include authority to carry out any material modification(s) as defined under the Company’s Policy on Related Party Transactions.”

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

**Place: New Delhi
Date: November 05, 2024**

**Sd/-
Ronit Gaba
Company Secretary and Compliance Officer
ICSI M. No. A59215**

**Notes:**

- 1) In continuation framework prescribed by the Ministry of Corporate Affairs (“MCA”) vide General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read with other related circulars including General Circular No. 09/2024 dated September 19, 2024, the Securities Exchange Board of India (“SEBI”) vide circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, (hereinafter collectively referred to as “Circulars”), have permitted the holding of EGM through Video Conferencing/ Other Audio Visual Means (“VC/ OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the MCA Circulars read with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), EGM of the Company is being held through VC/ OAVM.

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 EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

- 2) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), which sets out details relating to Special Business at the meeting, is attached with this Notice of EGM.
- 3) In terms of the MCA Circulars, the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 (“SEBI Circulars”), the EGM is being held through VC/ OAVM facility, therefore physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the EGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
- 4) The Notice calling the EGM have been uploaded on the website of the Company at www.e2enetworks.com. The same can also be accessed from the websites of the Stock Exchange i.e., National Stock Exchange of India Limited (www.nseindia.com), and the EGM Notice is also available on the website of Link Intime (agency for providing the e-Voting facility) i.e. <https://www.linkintime.co.in/>.
- 5) Members attending the EGM through VC/ OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 6) All documents referred in this Notice and the Explanatory Statement are available for inspection by the Members at the Registered Office of the Company on all working days and are also made available for inspection through secured mode by writing to the Company at its e-mail ID cs@e2enetworks.com till the date of the EGM in accordance with applicable laws.
- 7) The Notice of EGM will be sent to those Members/ Beneficial Owners whose name appears in the Register of Members/ list of beneficiaries received from the Depositories as on **Friday, November 01, 2024**.
- 8) To comply with the provisions of Section 108 of the Act and rules made thereunder, Regulation 44 of the SEBI Listing Regulations, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and the MCA Circulars, the Company has availed the services of M/s. Linkin Time India Private Limited for providing the Members with the facility to cast their vote electronically through remote e-voting (prior to EGM) and e-voting (during the EGM) on all resolutions set forth in this Notice.

Only those Members who will be present in the EGM through VC/ OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.

The instructions for joining the EGM through VC/ OAVM, remote e-voting and e-voting during the EGM are provided in the Notice of EGM under Note No. 28.

- 9) SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023, SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/135 dated August 4, 2023 and SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/ 191 dated December 20, 2023, had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution (“ODR”) through a common ODR portal. Pursuant to above-mentioned circulars, post exhausting the options to resolve their grievance with the listed company/ its Registrar and Share Transfer Agent and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through our website at <https://www.e2enetworks.com/investors>. Members can access the SEBI Circulars

on the website of SEBI at <https://www.sebi.gov.in/> and the same are also available on the website of the Company at <https://www.e2enetworks.com/investors>.

- 10) Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the Members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/ OAVM and participate thereat and cast their votes through e-Voting.
- 11) 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 EGM through e-voting facility during the EGM. 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 EGM 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 RTA at enotices@linkintime.co.in. The Institutional Members are encouraged to attend and vote at the EGM.
- 12) The Members can join the EGM through VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/ OAVM will be made available for 1,000 Members on first come first served basis. However, this number does not include the large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- 13) Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the **Cut-off date i.e. Wednesday, November 20, 2024**.
- 14) 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**"), Notice of the EGM 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.
- 15) Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the MCA Circulars issued by MCA and SEBI Circular, Notice of the EGM 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 website 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>.
- 16) The 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.
- 17) Members may note that the Company has enabled a process for the limited purpose of receiving the Notice for the EGM (including instructions for attending the EGM/e-voting at EGM/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.
- 18) Nomination Facility: As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, the nomination form may be filed with the respective Depository Participant.

As per the provisions of section 72 of the Act, the facility for registration of nomination is available for the members in respect of the shares held by them. All existing members are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in securities market. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member holding shares in physical form desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. Further, members holding shares in demat form are requested to submit choice of nomination, PAN and other details to their DPs.



- 19) Members must quote their DP ID/ Folio ID 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.
- 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.
- 22) All documents referred to in the Notice are available for inspection through secured mode by writing to the Company at its e-mail ID cs@e2enetworks.com till the date of the EGM.
- 23) The Company has designated an exclusive Email ID investors@e2enetworks.com for redressal of Members complaints/ grievances. For any investor related queries, you are requested to please write to us at the above Email ID.
- 24) The Board of Directors has appointed Mr. Ankush Agarwal (Membership No. F9719 & COP No. 14486), Partner of M/s. MAKS & CO., Company Secretaries (FRN: P2018UP067700) as the Scrutinizer to scrutinize the Voting at the Meeting and during Remote e-voting and e-voting to scrutinize the e-Voting process in a fair and transparent manner.
- 25) In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- 26) The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and e-Voting system at the EGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 2 working days of conclusion of the EGM, 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.
- 27) The Results shall be declared by the Chairman or the person authorised by him in writing not later than 2 working days of conclusion of the EGM of the Company. 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.
- 28) 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 EGM using electronic voting system (“Remote e-voting”) and e-voting (during the EGM), 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 EGM through VC / OAVM facility and have not cast their vote on the resolutions through Remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.

The remote e-voting period begins on Sunday, November 24, 2024 at 9.00 A.M. (IST) and ends on Tuesday, November 26, 2024 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. Wednesday, November 20, 2024** 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 EGM and holds shares as of the **Cut-off Date, i.e. Wednesday, November 20, 2024** may obtain the login ID and password by sending a request to Link Intime at enotices@linkintime.co.in.

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

Instructions for e-voting at extra-ordinary general meeting 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 Individual shareholders holding securities in demat mode is given below:

- **Individual Shareholders holding securities in demat mode with NSDL:**

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a. To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> “
- b. Proceed with updating the required fields.
- c. Post registration, user will be provided with Login ID and password.
- d. After successful login, click on “Access to e-voting”.
- e. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a. Visit URL: <https://www.evoting.nsdl.com/>
- b. Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c. Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d. Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

- **Individual Shareholders holding securities in demat mode with CDSL:**

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a. Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b. Click on New System Myeasi
- c. Login with user id and password
- d. After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a. To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b. Proceed with updating the required fields.
- c. Post registration, user will be provided Login ID and password.
- d. After successful login, user able to see e-voting menu.
- e. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a. Visit URL: <https://www.cdslindia.com/>
- b. Go to e-voting tab.
- c. Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d. System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e. After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

• **Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a. Login to DP website
- b. After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c. Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d. After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

❖ **Login method for Individual shareholders holding securities in physical form/ Non Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. **User ID:** Shareholders 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) (Shareholders 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.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide 'D' above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%*), at least one numeral, at least one alphabet and at least one capital letter). Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.

4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

- I. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
- II. E-voting page will appear.
- III. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- IV. 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 ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a. Visit URL: <https://instavote.linkintime.co.in>
- b. Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c. Fill up your entity details and submit the form.
- d. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e. Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f. While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a. Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b. Click on "Investor Mapping" tab under the Menu Section
- c. Map the Investor with the following details:
 - i. Investor ID' -
 - *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - ii. Investor's Name - Enter full name of the entity.
 - iii. Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - iv. Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/ Power of Attorney shall be \$ DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.

- d. Click on Submit button and investor will be mapped now.
- e. The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a. Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b. Click on ‘Votes Entry’ tab under the Menu section.
- c. Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d. Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f. After selecting the desired option i.e., Favour / Against, click on ‘Submit’.
- g. 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select ‘View’ icon for ‘Company’s Name / Event number ‘. E-voting page will appear.
- d) Download sample vote file from ‘Download Sample Vote File’ option.
- e) Cast your vote by selecting your desired option ‘Favour / Against’ in excel and upload the same under ‘Upload Vote File’ option.
- f) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

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.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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 - 4886 7000 and 022 - 2499 7000
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

Forgot Password:**Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholder holding securities in physical form 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>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID / Login ID / 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 ‘**Corporate Body/ Custodian/Mutual Fund**’ tab and further Click ‘**forgot password?**’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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.*

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

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

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. Those Members who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the EGM.



2. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
3. Registered shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting. Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@e2enetworks.com. The same will be replied by the company suitably.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

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

(D) INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO VOTE DURING THE EGM 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 Extra-Ordinary 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 Extra-Ordinary General Meeting will be eligible to attend/ participate in the Extra-Ordinary 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 will be required to allow camera and use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

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

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the “**Companies Act**”), the following explanatory statement sets out all material facts relating to the Special Business mentioned in Item Nos. 1 to 4 of the accompanying Notice:

Item No. 1: Issuance of Equity Shares on Preferential Basis.

The Special Resolution contained in Item No. 1 of this Notice, has been proposed pursuant to the provisions of Sections 23(1) (b), 42, and 62 of the Companies Act, read with the applicable rules made thereunder to issue and allot, on a preferential basis **up to 29,79,579 (Twenty Nine Lakh Seventy Nine Thousand Five Hundred and Seventy Nine) Equity shares** of face value of INR 10/- (Rupees Ten only) each (“**Equity Shares**”) for cash, at an issue price of **INR 3,622.25/- (Rupees Three Thousand Six Hundred Twenty Two and Twenty Five Paise Only)** per equity share (including a premium of INR 3612.25/- per equity share), determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”), *for an aggregate amount of up to INR 10,79,27,80,032.75 (Rupees One Thousand Seventy Nine Crore Twenty Seven Lakh, Eighty Thousand, Thirty Two and Seventy Five Paise Only)*, on such terms and conditions and in such manner as may be finalized by the Board of Directors of the Company (“**Board**”), to Larsen and Toubro Limited (“**Proposed Allottee**”) an entity belonging to the “**Non-Promoter Category**” (“**Preferential Issue**”).

Larsen and Toubro Limited, vide an Investment Agreement dated November 05, 2024 (“**Investment Agreement**”), proposed to acquire an aggregate of 21% of the Post Preferential Issue capital of the Company. This aggregate of 21% is proposed to be acquired as under:

1. Investment via **Preferential Issue** for 15% stake in the Company, comprising of 29,79,579 Equity Shares of the Company, for INR 1,079.28 Crore; and
2. Investment via **Secondary Acquisition** of 6% stake in the Company, comprising of 11,91,831 Equity Shares in the Company from Mr. Tarun Dua, promoter of the Company, for INR 327.75 Crore.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI ICDR Regulations and applicable provisions of the Companies Act and shall be subject to the completion or waiver of the conditions precedent contemplated under the Investment Agreement. The said proposal has been considered and approved by the Board in their meeting held on Tuesday, November 5, 2024.

The approval of the members of the Company is accordingly being sought by way of a ‘Special Resolution’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations are set forth below:

I. Objects of the Preferential Issue

For the purpose of Item No. 1, the Company intends to utilize the proceeds raised through the issue of Equity Shares (“**Issue Proceeds**”) towards the following objects:

1. Capital Expenditures towards IT Equipment.
2. Repayment of Outstanding Loan including interest accrued thereon
3. General Corporate Purposes
4. Working Capital.

Utilization of Net Proceeds

S. No.	Particulars	Total estimated amount to be utilized (INR In Crore)	Tentative timelines for utilization of net proceeds from the date of receipt of funds
1	Capital Expenditures towards IT Equipment.	729.28	4 Years
2	Repayment of outstanding loan including interest accrued thereon	100.00	4 Years
3	General Corporate Purposes	150.00	4 Years
4	Working Capital	100.00	4 Years
	Total	1079.28	

Note :

While the amounts proposed to be utilised against each of the objects have been specified above, there may be a deviation of 10% depending upon future circumstances, in terms of NSE notice No. NSE/ CML/2022/56 dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company.

Schedule of Implementation and Deployment of Funds

This preferential issue is for Equity Shares and the Issue Proceeds for Equity Shares shall be received by the Company within a period of 15 days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of the last of such approvals, and as estimated by our management, the entire proceeds received from the issue would be utilized for all the above-mentioned objects, in phases, as per the Company's business requirements, as provided in detail in above table.

Interim Use of Proceeds

Our Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, will have the flexibility to deploy the proceeds. Pending utilization of the proceeds from the Preferential Issue, the Company may invest such proceeds in deposits in scheduled commercial banks, government securities, money/debt market instruments as permitted under applicable laws.

II. Monitoring of Utilization of Funds

Given that the issue size exceeds INR 100 Crore (Rupees One Hundred Crore Only), in term of Regulation 162A of the SEBI ICDR Regulations, the Company shall appoint a SEBI registered credit rating agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue.

III. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board at their meeting held on **Tuesday, November 5, 2024**, had, subject to approval of the members of the Company ("**Members**") and such other approvals as may be required, approved the issue of **up to 29,79,579 Equity Shares** having face value of INR 10/- each of the Company to certain persons/entities belonging to "Non-Promoter Category", at an issue price of **INR 3,622.25/-** each, determined in terms of Chapter V of SEBI ICDR Regulations.

In respect of the Equity shares proposed to be allotted, an amount equivalent to 100% of the consideration for the Equity shares shall be payable at the time of allotment of Equity shares.

IV. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer.

None of the promoters, directors, key management personnel, or senior management of the issuer intend to subscribe to the offer under Item No. 1.

V. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue to the 'Non-Promoter Category' is likely to be as follows:

Category	Pre-issue Shareholding Structure (1)		Equity Shares to be allotted	Post Issue Shareholding Structure (2)		Secondary Acquisition from Promoter	Post Issue Shareholding Structure and acquisition from Promoter (2) and (3)	
	No. of Shares	%		No. of Shares	%		No. of Shares	%
(1) Indian								
(a) Individuals & HUF	83,87,021	49.67	-	83,87,021	42.22	(11,91,831)	71,95,190	36.22
(b) Bodies Corporate	-	-	-	-	-	-	-	-
Sub Total (A)(1)	83,87,021	49.67	-	83,87,021	42.22	(11,91,831)	71,95,190	36.22
(2) Foreign promoters	3,18,622	1.89	-	3,18,622	1.60	-	3,18,622	1.60
Total Promoter shareholding A=A1 +A2	87,05,643	51.56	-	87,05,643	43.83	(11,91,831)	75,13,812	37.83
B1) Institutional Investors	13,17,770	7.80	-	13,17,770	6.63	-	13,17,770	6.63
B2) Central Govt./Stat Govt./POI	-	-	-	-	-	-	-	-
B3) Non-Institutional Investors								
Individuals	55,27,184	32.74	-	55,27,184	27.83	-	55,27,184	27.83
Body Corporate	5,17,444	3.06	29,79,579	34,97,023	17.60	11,91,831	46,88,854	23.60
Others (Including HUF, LLP & NRI)	7,99,988	4.74	-	7,99,988	4.03	-	7,99,988	4.03
Total Public Shareholding B=B1+B2+B3	81,62,386	48.34	29,79,579	1,11,41,965	56.09	11,91,831	1,23,33,796	62.09
C) Non-Promoter & Non-Public	16,250	0.10	-	16,250	0.08	-	16,250	0.08
Grand Total (A+B+C)	1,68,84,279	100.00	29,79,579	1,98,63,858	100.00	-	1,98,63,858	100.00

Notes:

- The pre-issue shareholding pattern is as on November 01, 2024.
- The post shareholding may change in tandem with any other corporate action in the interim.
- Acquisition of Equity Shares via Preferential Issue and Secondary Market Acquisition by the Proposed Allottee pursuant to the Investment Agreement dated November 05, 2024.

VI. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations, preferential allotment of said Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of special resolutions at Item No. 1. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, or in-principle approval from NSE the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of the last of such approvals or permissions.

VII. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:

Except as mentioned below the Company has not made preferential issue of any security during the year:

S. No.	Date of Allotment	Type of Securities	Number of Securities	No. of Allottees	Issue Price
1	September 21, 2024	Equity Shares	23,93,959	107	INR 1694.50/-

VIII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the Proposed Allottee(s):

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

Sr. No	Name of the Proposed Allottee	Category	Name of the Ultimate Beneficial Owner
1	Larsen and Toubro Limited	Non - Promoter	As the Proposed Allottee is a Listed Company, disclosure of ultimate beneficial owners is not applicable pursuant to proviso to Regulation 163 (f) of SEBI ICDR Regulation

IX. The percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue.

S. No.	Name of the Proposed Allottee	Pre-Shareholding Structure		Equity Shares to be allotted (2)	Post Issue Shareholding Structure (1)		Secondary Acquisition from Promoter (2)	Post Issue Shareholding Structure and acquisition from Promoter (1)	
		No. of Shares	%		No. of Shares	%		No. of Shares	%
1	Larsen and Toubro Limited	-	-	29,79,579	29,79,579	15	11,91,831	41,71,410	21

1. *The post shareholding may change in tandem with any other corporate action in the interim.*
2. *Acquisition of Equity Shares via. Preferential Issue and Secondary Acquisition by the Proposed Allottee pursuant to the Investment Agreement.*

X. Consequential changes in the Voting Rights and change in control, if any, in the issuer consequent to the preferential issue:

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control of the Company. However, voting rights will change in tandem with the shareholding pattern.

XI. Lock-in Period:

- (a) Equity Shares to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- (b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottee, shall be locked in as per Chapter V of the SEBI ICDR Regulations.

XII. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the Equity Shares has been reckoned as Monday, October 28, 2024.

The Equity Shares of the Company are listed on National Stock Exchange of India Limited (“NSE”) only. The existing Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI ICDR Regulations and trading data of NSE has been considered for pricing in compliance with Regulation 164 of Chapter V of SEBI ICDR Regulations.

In compliance with Regulation 166A of the ICDR Regulations as the preferential issue to Larsen and Toubro Limited (“L&T”), is more than five per cent of the post issue fully diluted share capital of the Company, therefore, the minimum issue price per Equity Shares shall be the higher of the price determined through following methods:

- a) In terms of the provisions of Regulation 164 of SEBI ICDR Regulations, the price at which Equity Shares shall be allotted, shall not be less than higher of the following:
 - i. the 90 (Ninety) trading days’ volume weighted average price of the equity shares of the Company quoted on the NSE, preceding the Relevant Date, i.e., INR 2,294.44/- each; or

- ii. the 10 (Ten) trading days' volume weighted average price of the equity shares of the Company quoted on the NSE, preceding the Relevant Date, i.e., INR 3,622.25/- each.

Accordingly, the minimum issue price in terms of Regulation 164 of the SEBI ICDR Regulation, is INR 3,622.25/- each, being higher of the above two prices.

- b) The price determined through Valuation Report of M/s. Corporate Professionals Valuation Services Private Limited, having address at D-38, South Extension, Part-I, new Delhi-110049 (Registration No.: IBBI/RV/05/2019/11727). i.e., INR 3225.68/- per Equity Share. The said report is available on the website of the Company at www.e2enetworks.com.
- c) Method of determination of price as per the Articles of Association of the Company - *Not applicable as the Articles of Association of the Company do not contain any provisions on the determination of a floor price/ minimum price of the shares issued on preferential basis.*

Accordingly, the minimum issue price of Equity Shares to be allotted on Preferential basis shall be at a price of INR 3,622.25/- each, which is the higher of the prices computed above.

XIII. Undertakings:

- None of the Company, its directors or promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- The Proposed Allottee has not sold or transferred any equity shares during the 90 trading days preceding the relevant date.

XIV. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:

Not Applicable

XV. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No	Name of the Proposed Allottee	Current Status	Post Status
1	Larsen and Toubro Limited	Non-Promoter	Non-Promoter

XVI. Practicing Company Secretary's Certificate:

The certificate from M/s. MAKS & Co., Company Secretaries, Practicing Company Secretaries, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said Preferential Issue. A copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: www.e2enetworks.com.

XVII. Details of the Directors, Key Managerial Persons, or their relatives, in any way, concerned or interested in the said resolution:

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Tarun Dua and Ms. Srishti Baweja and their relatives are, in any way, concerned or interested in the proposed resolution. Mr. Tarun Dua and Ms. Srishti Baweja are also party to the Investment Agreement dated November 5, 2024 for the limited purposes of the secondary acquisition of equity shares by L&T from Mr. Tarun Dua and matters arising therefrom, and to this extent are interested in the said resolution.

The Board recommends the resolutions as set out in Item No 1 of this notice for the issue of Equity Shares, on a preferential basis, to the proposed allottees by way of Special Resolution.

XVIII. Other material terms of the Preferential Issue, if any:

The Company, the Proposed Allottee, Mr. Tarun Dua and Ms. Srishti Baweja have entered into the Investment Agreement in relation to the proposed Preferential Issue and the secondary acquisition by Proposed Allottee from Mr. Tarun Dua, as explained above. The Preferential Issue is subject to the fulfilment / waiver of certain conditions precedent more particularly detailed in the Investment Agreement including, among others, obtaining approval of the shareholders of the Company for:

- (a) the Preferential Issuance to the Proposed Allottee;
- (b) the special minority protection rights being granted to the Proposed Allottee (as described under Item No. 2 of this Notice);
- (c) amendment of the articles of association of the Company to record the minority protection rights granted by the Company to the Proposed Allottee and inter-se transfer restrictions agreed between the Proposed Allottee and the promoters of the Company (as described under Item No. 3 of this Notice); and
- (d) the material related party transactions proposed to be entered into between the Company and the Proposed Allottee (as described under Item No. 4 of this Notice).

Item No. 2: Approval of Special Rights granted to Larsen and Toubro Limited

Regulation 31B of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), inter alia states that any special right granted to shareholders of the listed company shall be subject to the approval of the shareholders in a general meeting by way of a special resolution once in every 5 (five) years starting from the grant of such special rights.

The Board, at its meeting dated 5 November 2024, inter alia approved the execution of Investment Agreement dated November 5, 2024 ("**Investment Agreement**"). The Investment Agreement provides for the Company granting certain special minority protection rights to L&T which are special rights under Regulation 31B of the SEBI Listing Regulations, details of which are set out below:

- (i) the right to appoint up to two directors to the Board (out of total of 8 (eight) directors with 3 (three) directors being independent directors), out of which one director will not be liable to retire by rotation, for so long as L&T holds at least 10% (ten percent) of the paid-up share capital of the Company on a fully diluted basis; and
- (ii) subject to applicable law, the right to obtain from the Company all information reasonably required by L&T for it to prepare its financial statements within: (a) 23 (twenty-three) days from the end of each calendar quarter, except for the quarter ended March 31 every year, and (b) 28 (twenty-eight) days from the end of the quarter ended March 31 every year.

The aforesaid rights under the Investment Agreement are being granted by the Company to L&T as a minority non-controlling shareholder and shall become effective on and from the date on which L&T completes investment in the Company under the Investment Agreement, and will continue in force in accordance with the terms of the Investment Agreement.

L&T brings out significant alignment with the Company's core values and vision. L&T is one of the largest and most respected companies in India's private sector. With over 80 years of experience, L&T has unmatched capabilities across the technological sector.

The Board has accordingly approved the above-mentioned minority protection rights.

The Board believes that the grant of the aforesaid rights is in the interest of the Company and hence, recommends the resolution set out at item no. 2 of the Notice for the approval of the Members by way of special resolution.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Tarun Dua and Ms. Srishti Baweja and their relatives are, in any way, concerned or interested in the proposed resolution. Mr. Tarun Dua and Ms. Srishti Baweja are also party to the Investment Agreement dated November 5, 2024 for the limited purposes of the secondary acquisition of equity shares by L&T from Mr. Tarun Dua and matters arising therefrom, and to this extent are interested in the said resolution.

Item No. 3: Alteration of the Articles of Association of the Company

Pursuant to Investment Agreement dated November 5, 2024, Larsen and Toubro Limited ("**L&T**") will be acquiring a minority stake in the Company by way of preferential allotment and acquisition of equity shares from Mr. Tarun Dua. The Investment Agreement contains certain minority protection rights agreed to be granted by the Company, and it also contains terms inter alia in relation

to the rights and obligations of the L&T, Mr. Tarun Dua and Ms. Srishti Baweja as shareholders of the Company. Pursuant to the terms and conditions set out under the aforementioned Investment Agreement, the Company is required to amend and adopt its restated Articles of Association to reflect the relevant provisions of the Investment Agreement. Therefore, it is proposed to incorporate the relevant provisions of the Investment Agreement into the Articles of Association of the Company as Part B and adopt the same in substitution to the existing Articles of Association of the Company, which amended Articles of Association shall become effective on and from the closing date under the Investment Agreement.

The Board by way of resolution passed in its meeting held on November 5, 2024 has approved the adoption of amended and restated Articles of Association of the Company, subject to the approval of the Members of the Company.

Members are requested to note that in terms of Section 14 of the Companies Act, 2013, any alteration in the Articles of Association of the Company shall require approval of the Members of the Company by way of Special Resolution. Accordingly, approval of the Members of the Company is sought for alteration in the Articles of Association as mentioned above.

The draft of the amended Articles of Association is available on the website of the Company www.e2enetworks.com. Further, the draft of the amended Articles of Association will also be available for inspection at the registered office and corporate office of the Company during normal business hours on all working days of the Company (except Saturdays and Sundays) and shall also be made available for inspection through secured mode by writing to the Company at its e-mail ID investors@e2enetworks.com up to the date of the Extra- Ordinary General Meeting in accordance with applicable laws.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Tarun Dua and Ms. Srishti Baweja and their relatives are, in any way, concerned or interested in the proposed resolution. Mr. Tarun Dua and Ms. Srishti Baweja are also party to the Investment Agreement dated November 5, 2024 for the limited purposes of the secondary acquisition of equity shares by L&T from Mr. Tarun Dua and matters arising therefrom, and to this extent are interested in the said resolution.

The Board recommend the resolution as set out at item no. 3 of this notice to the Members for their consideration and approval, by way of a Special Resolution.

Item No. 4: Approval for Material Related Party Transactions with Larsen and Toubro Limited (“L&T”)

The Company is engaged in the business of providing IaaS and CPU and GPU-based cloud services under various business models including but not limited to software licensing, managed services, colocation, professional services, consulting or any other related ancillary services including sale/resale of any IT hardware or software.

The provisions of the SEBI Listing Regulations mandate prior approval of Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of the business of the concerned company and on an arm's length basis. The SEBI Listing Regulations prescribe that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) ₹1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

Larsen and Toubro Limited (“L&T”) will become a ‘Related Party’ of the Company within the meaning of the SEBI Listing Regulations once it acquires more than 20% of the equity shares of the Company pursuant to the Investment Agreement. In order to expand the Company’s business and in the best interest of the Company, the Company intends to enter into various business transactions with L&T, at arms’ length basis, after acquisition of the equity shares of the Company pursuant to the Investment Agreement. Considering various factors, including growth in business and future outlook, the transaction value of the various arrangements or transactions, proposed to be entered into between the Company and L&T, in aggregate, are expected to exceed 10% of the annual consolidated turnover as per the last audited financial statements, during the financial year. Thus, these transaction(s) would qualify as material related party transaction requiring the approval of the Members by way of ordinary resolution at the General Meeting and therefore approval of the Members is sought to enable the Board for entering into new/further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto) with L&T.

I. Software License Agreement

Name of the related party	L&T
Name of the director or key managerial personnel who is related, if any	Not applicable

Nature of relationship	Prior to the proposed effectiveness of the agreement for this transaction, L&T will become a related party of the Company by way of holding more than 20% of the equity shares of the Company.
Nature, material terms, monetary value and particulars of the contract or arrangements	<p>The Company and L&T seek to enter into an agreement, whereby the Company will license its software for its cloud platform on a non-exclusive basis to L&T, with effect from 1 January 2025, for its use and further development. L&T will be liable to pay the Company a fixed minimum annual license fee along with a variable fee linked to usage of the software by L&T. The pricing mechanism followed for the aforesaid Related Party Transaction is and shall continue to be based on arm's length principles.</p> <p>The revenue generated by the Company as a result of this transaction is likely to be up to INR 30 crore in one or more tranches in each financial year during the tenure of agreement, though the actual revenue will depend upon the actual usage of the software by L&T.</p>
Tenure of the transaction	Five years
Percentage of the Annual consolidated turnover of the Company considering FY 2023-24 as the immediately preceding financial year, that is represented by the Value of Transaction	31.76%
Percentage of the Annual consolidated turnover of the counter-party considering FY 2023-24 as the immediately preceding financial year, that is represented by the value of Transaction	0.01% per annum
Transaction related to providing loans, inter corporate deposits, advances or investments made or given by the Company	Not applicable
Rationale/benefit of the transaction and why this transaction is in the interest of the Company	The aforesaid transaction will lead to revenue generation for the Company. The transaction is on a non-exclusive basis allowing the Company to enter into similar such transactions with third parties.
Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant / important information forms part of this Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	N/A

II. Reseller Agreement

Name of the related party	L&T
Name of the director or key managerial personnel who is related, if any	Not applicable
Nature of relationship	Prior to the proposed effectiveness of the agreement for this transaction, L&T will become a related party of the Company by way of holding more than 20% of the equity shares of the Company.

Nature, material terms, monetary value and particulars of the contract or arrangements	<p>The Company and L&T seek to enter into an agreement for provision of cloud services by the Company to end customers of L&T.</p> <p>L&T may bill their customers based on the price agreed upon with their end clients, including any additional services they choose to bundle.</p> <p>The pricing mechanism followed for the aforesaid transaction is and shall continue to be based on arm's length principles.</p> <p>The revenue generated by the Company as a result of this transaction is likely to be up to INR 35 crore in one or more tranches in each financial year during the tenure of agreement, though the actual revenue will depend upon the services actually provided.</p>
Tenure of the transaction	Three years
Percentage of the Annual consolidated turnover considering FY 2023-24 as the immediately preceding financial year, that is represented by the Value of Transaction	37.05%
Percentage of the Annual consolidated turnover of the counter-party considering FY 2023-24 as the immediately preceding financial year, that is represented by the value of Transaction	0.02% per annum
Transaction related to providing loans, inter corporate deposits, advances or investments made or given by the Company	Not applicable
Rationale/benefit of the transaction and why this transaction is in the interest of the Company	The aforesaid transaction will lead to revenue generation for the Company and expand its customer base and reach.
Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	N/A

III. Co-location Agreement

Name of the related party	L&T
Name of the director or key managerial personnel who is related, if any	Not applicable
Nature of relationship	Prior to the proposed effectiveness of the agreement for this transaction, L&T will become a related party of the Company by way of holding more than 20% of the equity shares of the Company.
Nature, material terms, monetary value and particulars of the contract or arrangements	<p>The Company and L&T seek to enter into an agreement for provision of colocation services and bandwidth from L&T and/or its subsidiaries to the Company in its data centers, along with related support services such as project management, house-keeping and operations etc. These services will be provided for an estimated amount up to INR 30 crore in one or more tranches in each financial year during the tenure of agreement, payable by the Company.</p> <p>The pricing mechanism followed for the aforesaid Related Party Transactions is and shall continue to be based on arm's length principles</p>

Tenure of the transaction	Ten years
Percentage of the Annual consolidated turnover considering FY 2023-24 as the immediately preceding financial year, that is represented by the Value of Transaction	31.76%
Percentage of the Annual consolidated turnover of the counter-party considering FY 2023-24 as the immediately preceding financial year, that is represented by the value of Transaction	0.01% per annum
Transaction related to providing loans, inter corporate deposits, advances or investments made or given by the Company	Not applicable
Rationale/benefit of the transaction and why this transaction is in the interest of the Company	The aforesaid transaction will play a significant role in the Company's capacity building and help achieve the Company's business objectives.
Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	N/A

The Audit Committee of the Company has approved the proposed transactions with L&T, being in the interest of the Company and on arms' length basis, in their meeting held on 5 November 2024. The Audit Committee of the Company currently comprises only independent directors which helps in providing an objective judgement to all transactions proposed for approval.

The Board considers that the proposed related party transactions with L&T are at arm's length basis and play a significant role in expanding the Company's business operations and accordingly recommends the Ordinary Resolution as set out in Item No. 5 of this notice for approval of the Members. The Members may note that in terms of the provisions of the SEBI Listing Regulations, all related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not) shall not vote to approve resolutions under this Item No. 4.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Tarun Dua and Ms. Srishti Baweja and their relatives are, in any way, concerned or interested in the proposed resolution. Mr. Tarun Dua and Ms. Srishti Baweja are also party to the Investment Agreement dated November 5, 2024 for the limited purposes of the secondary acquisition of equity shares by L&T from Mr. Tarun Dua and matters arising therefrom, and to this extent are interested in the said resolution.

By order of the Board of Directors
For E2E Networks Limited

Sd/-
Ronit Gaba
Company Secretary and Compliance Officer

Place: New Delhi
Date: November 05, 2024