



E2E Networks Limited

Low Latency Hosting in India
CIN NUMBER - L72900DL2009PLC341980

Regd. Office : Awfis, First Floor, A-24/9, Mohan Cooperative Industrial Estate,
Mathura Road, Saidabad, New Delhi-110044, Phone +91-11-411-33905

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

Date: April 21, 2021

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: Minutes of the Resolution passed by way of Postal Ballot by remote e-voting process

Dear Sir/Madam,

We are enclosing copy of the minutes of resolutions passed by way of postal ballot by remote e-voting process on April 5, 2021. The results of postal ballot were announced vide our letter dated April 6, 2021.

This is for your information and records.

Thanking You.

Yours faithfully,

For E2E Networks Limited

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Digitally signed
by NEHA BAID
Date:
2021.04.21
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Neha Baid
Company Secretary
Membership No.: A-33753

MINUTES OF RESOLUTIONS PASSED BY THE POSTAL BALLOT ON APRIL 5, 2021 HELD VIA REMOTE E-VOTING PROCESS BY THE MEMBERS OF EZE NETWORKS LIMITED FOR THE RESOLUTIONS AS SET OUT IN THE POSTAL BALLOT NOTICE DATED FEBRUARY 25, 2021 RESULTS WHEREOF WERE DECLARED ON APRIL 6, 2021

EZE Networks Limited (the 'Company'), pursuant to the Resolution passed at the Meeting of the Board of Directors of the Company held on February 25, 2021, had sent/ published/ displayed Postal Ballot Notice dated February 25, 2021 along with the explanatory statements ('Notice') and e-voting details to all the Members, whose names appeared in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL') / Central Depository Services (India) Limited ('CDSL') as on February 26, 2021 ('Cut-off date'). The notice of the postal ballot was also sent to the stock exchange and placed on the website of the Company.

The Notice was sent by e-mail to all members who had registered their email IDs with the Company/RTA/Depositories in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020, issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as "MCA Circulars"). The requirement of sending physical copy of the Postal Ballot Notice and Postal Ballot Form has been dispensed with under the aforesaid MCA Circulars. To facilitate the members who were not having email ID registered with their Depository Participants or Registrar & Share Transfer Agent or the Company to receive the Notice electronically and cast their vote electronically, the Company had made special arrangement for temporary registration of email addresses in terms of the Circulars issued by Ministry of Corporate Affairs.

As provided in Rule 22 as well as sub-rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in "Financial Express" English Newspaper (All Edition), and in "Jansatta" Hindi Newspaper (Delhi Edition), both on March 3, 2021, informing that the Notices were emailed to all those members who have registered their email IDs.

In terms of Sections 110, 108 and other applicable provisions of the Companies Act, 2013, as amended from time to time, read with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had offered remote e-voting facility to all the Members of the Company. The Company had appointed M/s Link Intime India Private Limited (hereinafter referred to as "Link Intime" or "Service Provider") for facilitating e-voting to enable the Members to cast their votes electronically (hereinafter referred to as the "Remote e-voting").

Further, the Board of Directors of the Company on February 25, 2021 has appointed Mr. Mohit Maheshwari (Membership No. F9565 & Certificate of Practice No. 19946), Partner, M/s. MAK & Co., Company Secretaries (FRN: P2018UP067700) as Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

The e-voting commenced on Sunday, March 07, 2021 at 9:00 A.M. and ended on Monday, April 5, 2021 at 5:00 P.M.

Accordingly, on closure of the e-voting period, Mr. Mohit Maheshwari, Scrutinizer, on the basis of data on remote electronic voting and related documents furnished by Link Intime relating to postal ballot, submitted his report dated April 6, 2021 to the Chairman of the Company.

Mr. Tarun Dua, Chairman of the Company received the Scrutinizers Report on April 6, 2021 and authorized the Company Secretary to take next steps as for submission of results to the Stock Exchanges and other Regulatory Compliances.



The e-voting results along with the Scrutinizers Report were displayed on the website of the Company and Link Intime. The results were also communicated to the stock exchange i.e. National Stock Exchange of India Limited where the shares of the Company are listed under the SEBI Listing Regulations.

The last date of receipt of approvals by means of remote e-voting i.e. Monday, April 5, 2021 has been taken as the date of passing of the resolutions.

Based on the Scrutinizers Report, the Resolutions given in the Notice dated February 25, 2021, as sent to the Members and as reproduced hereunder, was passed by requisite majority:

ITEM NO. 1:

APPROVAL OF E2E NETWORKS LIMITED EMPLOYEE STOCK OPTION SCHEME - 2021 - SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("**SEBI (SBEB) Regulations**"), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR) Regulations**"), relevant provisions of Memorandum of Association and Articles of Association of the Company and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the Members of the Company be and is hereby accorded for approval of E2E Networks Limited Employees Stock Option Scheme - 2021 ("**Scheme**") and the Board of Directors of the Company (hereinafter referred to as the "**Board of Directors**") which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised create, grant, offer, issue and allot under the Scheme, in one or more tranches, 15,00,000 (*Fifteen Lakhs*) Employee Stock Options ("**Options**") (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to such Employee(s) who are in permanent employment whether working in India or out of India, and to the Directors whether a Whole time Director or not but excluding Independent Director and Non-Executive Directors of the Company but excluding an Employee who is a Promoter or a person belonging to the Promoter Group; or a Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Equity Shares of the Company and to such other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time ("**Eligible Employees**"), exercisable into 15,00,000 (*Fifteen Lakhs*) Equity Shares of face value Rs. 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) on such terms and conditions as may be fixed or determined by the Board of Directors in accordance with the Scheme.

RESOLVED FURTHER THAT the Scheme shall be administered by the Nomination and Remuneration Committee of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB) Regulations for the purpose of administration and superintendence of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be implemented through trust route wherein an irrevocable Trust by the name E2E Networks Limited Employees Welfare Trust, set-up by the Company in compliance with SEBI (SBEB) Regulations, shall acquire the Equity Shares either from direct allotment by the Company or from secondary acquisition from the market and the Equity Shares so acquired by the Trust will be transferred to the Employees as and when the Options are exercised in accordance with the terms and conditions of the Scheme.



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RESOLVED FURTHER THAT the new Equity Shares, if any, to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board of Directors, subject to compliance of the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution."

ITEM NO. 2:

APPROVAL OF ACQUISITION OF EQUITY SHARES BY WAY OF SECONDARY ACQUISITION UNDER E2E NETWORKS LIMITED EMPLOYEES STOCK OPTION SCHEME - 2021 - SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Regulation 6(3)(a) and other applicable provisions, if any, of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("**SEBI (SBEB) Regulations**"), applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR) Regulations**"), relevant provisions of Memorandum of Association and Articles of Association of the Company and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board of Directors**" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) for secondary acquisition of upto 15,00,000 (Fifteen Lakhs) Equity Shares ("**Shares**") of the Company by E2E Networks Limited Employees Welfare Trust ("**Trust**"), in one or more tranches, and at such price or prices and on such terms and conditions, as may be determined by the Board of Directors subject however that the total number of Shares under secondary acquisition held by the Trust does not exceed, at any time, 5 (five) percent of the Paid-up Equity Capital of the Company, for the purpose of implementation of the E2E Networks Limited Employees Stock Option Scheme - 2021 ("**Scheme**") and in due compliance with the provisions of the SEBI (SBEB) Regulations.



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FURTHER RESOLVED THAT the secondary acquisition by the Trust in any financial year shall not exceed 2 (two) percent of the paid-up Equity capital as at the end of the respective previous financial year in due compliance with the provisions of the SEBI (SBEB) Regulations.

FURTHER RESOLVED THAT in case of any corporate action(s) such as bonus issue, rights issue, stock splits or consolidations or other re-organisation, if any, where additional Equity Shares are required to be issued by the Company to the shareholders, then the maximum number of Equity Shares to be acquired by the Trust from the secondary market in any financial year as well as the maximum number of Equity Shares acquired from the secondary market and held by the Trust at any point of time, as aforesaid, shall be increased in the same proportion as the number of such additional Equity Shares issued bears to the number of Equity Shares outstanding immediately prior to such issue.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary and incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution."

ITEM NO. 3:

PROVISION OF MONEY BY THE COMPANY FOR PURCHASE OF ITS OWN SHARES BY THE TRUST / TRUSTEES FOR THE BENEFIT OF EMPLOYEES UNDER E2E NETWORKS LIMITED EMPLOYEES STOCK OPTION SCHEME - 2021 - SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 67, 62(1)(b), Rule 16 of the Companies (Share Capital and Debentures) Rules, 2015 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof) ("**Companies Act, 2013**"), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("**SEBI (SBEB) Regulations**"), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR) Regulations**"), relevant provisions of Memorandum of Association and Articles of Association of the Company and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board of Directors**") which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to E2E Networks Limited Employees Welfare Trust ("**Trust**") as set-up by the Company in one or more tranches not exceeding 5% (Five percent) of the aggregate of the Paid-Up share capital and Free Reserves for the purpose of subscription and/or purchase of Equity Shares of the Company by the Trust/ Trustees, in one or more tranches, subject to the ceiling of Equity Shares ("**Shares**") as may be prescribed under E2E Networks Limited Employees Stock Option Scheme - 2021 ("**Scheme**") or any other share based employee benefit plan which may be introduced by the Company from time to time ("**Employee Benefit Scheme(s)**") from time to time, with a view to deal in such Shares in line with contemplated objectives of the Scheme or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI (SBEB) Regulations, Companies Act, 2013 and any other applicable laws and regulations.

RESOLVED FURTHER THAT any loan provided by the Company shall be repayable to and recoverable by the Company from time to time by utilising the proceeds realised from exercise of Employee Stock Options during the term of the Scheme and/or Employee Benefit Scheme(s), as the case may be, and the accruals of the Trust at the time of termination of the Scheme.



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RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake transactions as permitted by SEBI (SBEB) Regulations.

RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the Shares held by such Trust.

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange, the shareholding of the Trust shall be shown as non-promoter and non-public shareholding.

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of the provisions of the SEBI (SBEB) Regulations, Companies Act, 2013 and all other applicable laws at all times in connection with dealing with the Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to comply with the legal provisions and do all ancillary and consequential matters and to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution."

The summary of voting results is as follows:

RESOLUTION NO. 1:

APPROVAL OF E2E NETWORKS LIMITED EMPLOYEES STOCK OPTION SCHEME-2021

Special Resolution				
Particulars	Number of Valid Votes			Percentage of total net valid votes casted
	Postal-Ballot	e-Votes	Total	
Assent	NA	97,31,119	97,31,119	100
Dissent	NA	0	0	NA
Total	NA	97,31,119	97,31,119	100

A detailed summary of the Postal Ballot in respect of above Resolution is given herein as under:

VOTING THROUGH E-VOTING:				
Particulars	No of shareholders	No. of the Shares	Paid-up value of the Shares (In Rs.)	% of Total Paid-up Capital (Approx.)
Total votes received	6	97,31,119	9,73,11,190	67.44
Less: Abstained	0	0	0	0
Net Valid Votes	6	97,31,119	9,73,11,190	67.44
Votes with Assent	6	97,31,119	9,73,11,190	67.44
Votes with dissent	0	0	0	0



Signature

RESOLUTION NO. 2:**APPROVAL OF ACQUISITION OF EQUITY SHARES BY WAY OF SECONDARY ACQUISITION UNDER E2E NETWORKS LIMITED EMPLOYEES STOCK OPTION SCHEME - 2021**

Special Resolution				
Particulars	Number of Valid Votes			Percentage of total net valid votes casted
	Postal-Ballot	e-Votes	Total	
Assent	NA	97,31,119	97,31,119	100
Dissent	NA	0	0	NA
Total	NA	97,31,119	97,31,119	100

A detailed summary of the Postal Ballot in respect of above Resolution is given herein as under:

VOTING THROUGH E-VOTING:				
Particulars	No of shareholders	No. of the Shares	Paid-up value of the Shares (In Rs.)	% of Total Paid-up Capital (Approx.)
Total votes received	6	97,31,119	9,73,11,190	67.44
Less: Abstained	0	0	0	0
Net Valid Votes	6	97,31,119	9,73,11,190	67.44
Votes with Assent	6	97,31,119	9,73,11,190	67.44
Votes with dissent	0	0	0	0

RESOLUTION NO. 3:**PROVISION OF MONEY BY THE COMPANY FOR PURCHASE OF ITS OWN SHARES BY THE TRUST / TRUSTEES FOR THE BENEFIT OF EMPLOYEES UNDER E2E NETWORKS LIMITED EMPLOYEES STOCK OPTION SCHEME - 2021**

Special Resolution				
Particulars	Number of Valid Votes			Percentage of total net valid votes casted
	Postal-Ballot	e-Votes	Total	
Assent	NA	97,31,119	97,31,119	100
Dissent	NA	0	0	NA
Total	NA	97,31,119	97,31,119	100

A detailed summary of the Postal Ballot in respect of above resolution is given herein as under:

VOTING THROUGH E-VOTING:				
Particulars	No of shareholders	No. of the Shares	Paid-up value of the Shares (In Rs.)	% of Total Paid-up Capital (Approx.)
Total votes received	6	97,31,119	9,73,11,190	67.44
Less: Abstained	0	0	0	0
Net Valid Votes	6	97,31,119	9,73,11,190	67.44



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Votes with Assent	6	97,31,119	9,73,11,190	67.44
Votes with dissent	0	0	0	0

Based on aforesaid results, it was declared and recorded that the special resolution as set out in the Notice of Postal Ballot dated February 25, 2021, was duly passed by the Members on April 5, 2021 with requisite majority.

Place: Noida
Date of Signing: 20/04/2021
Date of Entry: 19/04/2021



T. Dua
Chairperson