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/

August 25, 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: AGM Notice, Annual Report and Intimation of Cut-off Date for E-voting of E2E Networks Limited ("the Company")

Dear Sir,

We would like to inform you that the 12th Annual General Meeting **("AGM")** of the Company will be held on **Wednesday, September 22, 2021 at 4.00 P.M.** (IST) through Video Conferencing (**"VC"**) / Other Audio-Visual Means (**"OAVM"**) Facility.

Further, pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the AGM of the Company along with Annual report for the financial year 2020-21.

The AGM Notice and Annual Report are also being uploaded on the website of the Company https://www.e2enetworks.com/.

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

The remote e-voting period shall commence on Sunday, September 19, 2021 (9.00 AM IST) and ends on Tuesday, September 21, 2021 (5.00 PM IST). The remote e-voting module shall be disabled by Link Intime India Private Limited thereafter.

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The Cut-off Date for determining the eligibility of shareholders to exercise remote e-voting rights and attendance at AGM is Wednesday, September 15, 2021. A person whose name is recorded in Register of Members or in the Registrar of Beneficial owners maintained by the Depositories as on Cut-off Date, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM.

Thanking You,

Yours Truly,

For E2E Networks Limited

Neha Baid
Company Secretary Cum Compliance Officer
Membership No.: A33753

E2E NETWORKS LIMITED

CIN: L72900DL2009PLC341980
Regd. Office :Awfis, First Floor, A-24/9, Mohan Cooperative Industrial Estate, Mathura Road, Saidabad, New Delhi-110044, Phone +91-11-39235393,
Email :investors@e2enetworks.com, Website:https://www.e2enetworks.com/

NOTICE

Notice is hereby given that the 12th Annual General Meeting (**"AGM"**) of the Members of E2E Networks Limited will be held on Wednesday, the 22nd day of September, 2021 at 4:00 P.M., Indian Standard Time (**"IST"**) through Video Conferencing (**"VC"**) / Other Audio- Visual Means (**"OAVM"**) facility to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with the Report of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To appoint Mr. Manjit Rai Dua (DIN: 03247358), Non- Executive Director, who retires by rotation and being eligible offers himself for re-appointment and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to the reappointment of Mr. Manjit Rai Dua (DIN: 03247358), who retires by rotation and being eligible has offered himself for re-appointment, as a Non- Executive Director of the Company."

SPECIAL BUSINESS:

3. To consider, approve and ratify appointment of Mr. Tarun Dua, Managing Director of the Company, and remuneration payable to him for the period from April 1, 2021 till January 31, 2023 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members of the Company be and is hereby accorded to approve and ratify the appointment of Mr. TarunDua (DIN:02696789), Managing Director of the Company and approve the following payment of remuneration to him for the period w.e.f. April 1, 2021 to January 31, 2023:-

   i) Total Remuneration by way of salary, dearness allowance, incentives, perquisites, rent free accommodation and any other allowances not exceeding INR 96 Lakhs per annum, in terms of provisions of Section II of Part II of Schedule V of the Companies Act, 2013 or such other amount within the limits prescribed by the Act from time to time.

   Besides the above, he will be entitled to the following facilities which shall not be included in the computation of ceiling on total remuneration:

   a) Provision of car with driver, telephone and other communication facilities in connection to the business of the Company;

   b) Health and Accident Insurance as per the Policies of the Company; and

   c) All the travel, entertainment or other expenses incurred by him in furtherance of or in connection with the performance of duties, in accordance with the Company's policy.

   The value of Allowances & Perquisites shall be taken as per Income Tax Rules, wherever applicable. In the absence of any applicable rules, allowances & perquisites shall be valued at actual cost.

   In addition to the above, he will also be entitled to the following benefits as per the policy/rules of the Company in force from time to time a) Company's contribution to Provident Fund b) Payment of Gratuity and other retirement benefits; and these would not be included in the computation of ceiling on total remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

RESOLVED FURTHER THAT the Board (which includes Nomination and Remuneration Committee or any other Committee of the Board) be and is hereby authorized to do all such acts, matters, deeds, things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or any Director or officer as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution."

4. To consider, approve and ratify appointment of Mrs. Srishti Baweja, Whole Time Director of the Company, and remuneration payable to her for the period from April 1, 2021 till January 31, 2023 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members of the Company be and is hereby accorded to approve and ratify the appointment of Mrs. Srishti Baweja (DIN:08057000), Whole Time Director of the Company and approve the following payment of remuneration to her for the period w.e.f. April 1, 2021 to January 31, 2023

i) Total Remuneration by way of salary, dearness allowance, incentives, perquisites, rent free accommodation and any other allowances not exceeding INR 96 Lakhs per annum, in terms of provisions of Section II of Part II of Schedule V of the Companies Act, 2013 or such other amount within the limits prescribed by the Act from time to time.

Besides the above, she will be entitled to the following facilities which shall not be included in the computation of ceiling on total remuneration:

a) Provision of car with driver, telephone and other communication facilities in connection to the business of the Company;

b) Health and Accident Insurance as per the Policies of the Company; and

c) All the travel, entertainment or other expenses incurred by her in furtherance of or in connection with the performance of duties, in accordance with the Company's policy.

The value of Allowances & Perquisites shall be taken as per Income Tax Rules, wherever applicable. In the absence of any applicable rules, allowances & perquisites shall be valued at actual cost.

In addition to the above, she will also be entitled to the following benefits as per the policy/rules of the Company in force from time to time a) Company's contribution to Provident Fund b) Payment of Gratuity and other retirement benefits; and these would not be included in the computation of ceiling on total remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

RESOLVED FURTHER THAT the Board (which includes Nomination and Remuneration Committee or any other Committee of the Board) be and is hereby authorized to do all such acts, matters, deeds, things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or any Director or officer as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of sections 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, the consent of Members be and is hereby accorded to approve the remuneration of Mrs. Megha Raheja holding office or place of profit as Chief Financial Officer of the Company, Sister of Mrs. Srishti Baweja, Whole Time Director of the Company, as per details mentioned below w.e.f October 1, 2021:

i) Total Remuneration by way of salary, dearness allowance, incentives, perquisites, rent free accommodation and any other allowances not exceeding INR 50 Lakhs per annum,

In addition to the above, she will also be entitled to the following benefits as per the policy/rules of the Company in force from time to time, a) Company's contribution to Provident Fund; b) Payment of Gratuity and other retirement benefits; and these would not be included in the computation of ceiling on total remuneration of INR 50 Lakhs to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

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

a) Provision of car with driver, telephone and other communication facilities in connection to the business of the Company as per Company policy;

b) Health and Accident Insurance as per the Policies of the Company; and

c) Reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by her from time to time, in connection with the Company's business.

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

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution the Board (which includes Nomination and Remuneration Committee or any other Committee of the Board) and Mrs. Neha Baid, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable in the said regard including filing of returns with any authority."

6. To approve and ratify the amendment in E2E Networks Limited Employee Stock Option Scheme – 2021 and if thought fit, to pass the following resolution with or without modification as a **Special Resolution:**

"RESOLVED THAT in accordance with the applicable provisions 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 and Sweat Equity) Regulations, 2021 (**"SEBI (SBEB) Regulations"),** the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI (LODR) Regulations"**) and the provisions of the Memorandum and Articles of Association of the Company, the variations in the terms and conditions of the E2E Networks Limited Employee Stock Option Scheme -2021 (**"ESOP Scheme 2021"**) and certain disclosures in respect of ESOP Scheme 2021 as detailed in the explanatory Statement, be and are hereby approved and ratified.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include Nomination & Remuneration Committee of the Board (**"NRC"**) and/or any persons authorized by the Board or NRC in this regard) be and is hereby authorised to make modifications, changes, variations, alterations or amendment in ESOP Scheme 2021, settle all questions, queries, difficulties or doubts that may arise in relation to the implementation of the Scheme and incur expenses in relation thereto, as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Act and Rules made thereunder, the Memorandum and Articles of Association of the Company, any other applicable laws and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for the purpose of giving effect to this resolution with power to settle any issues, questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and is/are hereby authorised severally to do all such acts, deeds, matters and things as may be necessary to implement this resolution."

For & on behalf of the Board of Directors
E2E Networks Limited

Sd/-

Neha Baid
Company Secretary
Cum Compliance Officer
M. No.:- 33753

Place: Delhi
Date: August 20, 2021

Notes:

1) Considering the extra-ordinary circumstances caused by COVID-19 and in light of social distancing norms, in terms of the General Circulars No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 02/2021 dated January 13, 2021 (collectively referred to as **("MCA Circulars")** issued by the Ministry of Corporate Affairs **("MCA")** read with Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India **("SEBI")** (hereinafter collectively referred to as **"the Circulars")**, companies are permitted to conduct the Annual General Meeting through Video Conferencing / Other Audio Visual Means **("VC" / "OAVM")** till December 31, 2021, without the physical presence of members at a common venue. Hence, in accordance with the Circulars, provisions of the Companies Act, 2013 **("the Act")**, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")**, the 12th AGM of the Company is being held through VC/OAVM on Wednesday, September 22, 2021, at 4.00 p.m. The deemed venue for the AGM shall be Registered Office of the Company.

2) The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts concerning the business under Item No. 3 to 6 of this Notice is annexed hereto as **Annexure-I**. The Board of Directors of the Company at its meeting held on Friday, August 20, 2021 considered that the special business under Item No. 3 to 6, being considered unavoidable, be transacted at the AGM of the Company.

3) Brief Details of Director seeking re-appointment, along with details of his other Directorship, shareholding in the Company, nature of his expertise in specific functional area pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by ICSI forms part of this Notice and is annexed hereto as **Annexure -II.**

4) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM Facility, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not part of and, therefore, not annexed to this Notice.

5) 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 Annual General Meeting through VC/OAVM Facility on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to scrutinizer.maks@gmail.com with copies marked to the Company at investors@e2enetworks.com and to its RTA at enotices@linkintime.co.in.

6) The Members may join the AGM through VC/ OAVM Facility by following the procedure mentioned herein below in the Notice which shall be kept open for the Members from 3:45 P.M. IST i.e. 15 (fifteen) minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM Facility after expiry of 15 (fifteen) minutes from the scheduled time to start the AGM.

7) The attendance of the Members participating in the AGM through VC/ OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8) 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, September 15, 2021.**

9) In view of the continuing COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Annual Report and in line with the MCA Circulars issued by the MCA and SEBI Circular, the Annual Report for the financial year 2020-21 including Notice of the AGM of the Company, inter alia, indicating the process and manner of e-voting is being sent only by Email, to all the Members whose Email IDs are registered with the Company/ Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled.

   Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the MCA Circulars issued by MCA and SEBI Circular, the Annual Report including Notice of the AGM of the Company will also be available on the website of the Company at https://www.e2enetworks.com/. The same can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited "Emerge Platform" 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.

10) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 16, 2021 to Wednesday, September 22, 2021 (both days inclusive) for the purposes of the AGM.

11) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

12) Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file their nomination in the prescribed Form SH-13 with RTA. In respect of shares held in electric/demat form, the nomination form may be filed with the respective Depository Participant.

13) Members must quote their Folio No. /Demat Account No. and contact details such as e-mail address, contact no. etc. in all their correspondence with the Company/RTA.

14) The Securities and Exchange Board of India (**"SEBI"**) has mandated the submission of Permanent Account Number (**"PAN"**) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding share in physical form can submit their PAN details to the Company/RTA.

15) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Company/RTA in case the shares are held by them in physical form.

16) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Company/RTA in case the shares are held by them in physical form.

17) All documents referred to in this Notice and the Explanatory Statement are available on website of the Company at https://www.e2enetworks.com/ for inspection by the Members electronically without any fees up to the date of the AGM.

18) The copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which Directors are interested under Section 189 of the Act and Certificate from Secretarial Auditors of the Company certifying that Company's Employee Stock Options Schemes being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in accordance with the resolutions of the Members of the Company will be available electronically for inspection by the members during the AGM.

19) 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.

20) The Members, seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 13, 2021 through Email on investors@e2enetworks.com. The same will be replied by/ on behalf of the Company suitably.

21) In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

22) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or RTA for assistance in this regard.

23) The Board of Directors has appointed Mr. Mohit Maheshwari (C.P. No. 19946), Whole Time in Practice, or failing him, Mr. Ankush Agarwal (C.P. No. 14486), Whole Time in Practice, Partners of M/s. MAKS & Co., Company Secretaries (FRN : P2018UP067700) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

24) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e. September 22, 2021.

25) 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.

26) Voting:

In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its Members the facility to cast their votes either for or against each resolutions set forth in the Notice of the AGM using electronic voting system ("Remote e-voting") and e-voting (during the AGM), provided by M/s Link Intime India Private Limited ("Link Intime") and the business may be transacted through such voting.

Only those Members who will be present in the AGM through VC / OAVM 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 AGM.

The remote e-voting period begins on Sunday, September 19, 2021 (9.00 AM IST) and ends on Tuesday, September 21, 2021 (5.00 PM IST). During this period, Members holding shares either in physical or dematerialized form, as on **Cut-off Date, i.e. as on Wednesday, September 15, 2021** may cast their votes electronically. The Remote e-voting module shall be forthwith blocked by Link Intime for voting thereafter. Once the vote on resolution is casted by the Member, he shall not be allowed to change it subsequently as well as a person who is not a member as on the Cut-off Date should treat this Notice for information purpose only.

Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of the AGM and holds shares as of the **Cut-off Date i.e. Wednesday, September 15, 2021,** 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 and joining the annual general meeting are as follows:

(A) THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS FOLLOWS:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	• Existing user who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will also be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote.

Type of shareholders	Login Method
	• If the user is not registered for Easi/Easiest, option to register is available https://web.cdslindia.com/myeasi./Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode & login through their depository participants	• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in Physical mode &evoting service Provider is LINKINTIME.	1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in ▶ Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: - **A. User ID:** Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company. The Event Number is 210217. **B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. **C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) **D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company. • Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in '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). 2. Click on 'Login' under **'SHARE HOLDER'** tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'.** 4. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon. 5. E-voting page will appear. 6. 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). 7. 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.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as **'Custodian / Mutual Fund / Corporate Body'.** They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode &evoting service Provider is LINKINTIME, have forgotten the password:

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- Enter **User ID,** select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **'Submit'**.

- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

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

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

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

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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 toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders &evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at https://instavote.linkintime.co.in, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

(B) INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO ATTEND THE 12TH AGM THROUGH INSTAMEET:

1. Open the internet browser and launch the URL: https://instameet.linkintime.co.in

- Select the **"Company"** and **'Event Date'** and register with your following details: -

  A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

  - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**

  - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**

  - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

  B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/
  Company shall use the sequence number provided to you, if applicable.

  C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

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

(C) INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO REGISTER THEMSELVES AS SPEAKERS DURING THE 12TH AGM:

1. Shareholders/ Members who would like to express their views/ask questions during the meeting must register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at investors@e2enetworks.com atleast 3 days in advance of the meeting date.
2. The Company reserves the right to restrict the number of speakers depending on the availability of time for the 12th AGM.
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 12TH AGM THROUGH INSTAMEET:

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

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

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

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

Shareholders/ Members are required to use 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.

For & on behalf of the Board of Directors
E2E Networks Limited

Sd/-

Neha Baid
Company Secretary
Cum Compliance Officer
M. No.:- 33753

Place: Delhi
Date: August 20, 2021

Annexure -I

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

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 6 of this Notice dated August 20, 2021.

Item No. 3 and 4

Brief Profile of Mr. Tarun Dua – Item 3

Mr. Tarun Dua holds a degree of Bachelor of Technology (Computer Engineering) from REC Kurukshetra University. He has experience of more than 19 year in the field of Open source, Linux, virtualization, Internet Scale Data centers, Networks Operations and Cloud Computing Domain. He has been the director of our Company since Incorporation. He manages overall operation of the company. He plays a key role in formulation and implementation of Business strategy for growth & expansion of the business.

Additional Information for seeking remuneration approval at the AGM:

1. Name of Director : Mr. Tarun Dua
2. Date of Birth/Age: 27/01/1980
3. Date of Appointment: Since Incorporation
4. Qualifications, Experience and expertise in specific functional area: As per Brief Profile mentioned above.
5. Remuneration last drawn, if any: Rs. 60,00,000/-p.a
6. Shareholding in the Company: 78,60,695 Equity Shares (54.48%)
7. No. of Board meeting attended during the year: 4
8. Terms and condition of appointment: Mr. Tarun Dua is appointed as Managing Director for a term of 5 consecutive years w.e.f January 31, 2018, liable to retire by rotation.
9. Directorship held in other companies as on date: He is not a director in any other companies
10. Membership/Chairmanship of Committee of other Companies as on date: N.A.
11. Relationship with other Directors- Mr. Tarun Dua is Spouse of Mrs. Srishti Baweja, Whole Time Director of the Company. Also, Mr. Tarun Dua is son of Mr. Manjit Rai Dua, Non-Executive Director of the Company.

The Members may note that considering the strong leadership skills and vast experience of Mr. Tarun Dua, he has been re-appointed as Managing Director of the Company, liable to retire by rotation, for a period of five years on January 31, 2018 by the members of the Company at a remuneration as may be decided by the Board and approved by members within the limits as specified under section 197 read with Schedule V.

The Members are further apprised that subsequent to the appointment of the Managing Director for the period of 5 years, the Company became a public Company on March 14, 2018 and therefore in terms of section 197 read with Schedule V since the Company has inadequate profits, the managerial remuneration to Mr. Tarun Dua was required to be paid on the basis of effective capital in terms of Schedule V of the Act with approval of Members. Accordingly, the Company has taken approval of Members in their Meeting held on August 21, 2019 to approve his remuneration for a period of three years w.e.f. April 1, 2018 to March 31, 2021.

Since last members approval was for a period of 3 years till March 31, 2021, therefore pursuant to provisions of Sections 197 and 198 read with Schedule V, the Company intends to take shareholders' approval for ratification of appointment and remuneration payable to Mr. Tarun Dua, Managing Director, of the Company for period from April 1, 2021 till January 31, 2023.

The Nomination and Remuneration Committee and the Board have at their respective meeting(s) held on May 10, 2021, subject to the approval of the members of the Company, accorded their approvals for ratification of appointment and remuneration payable to Mr. Tarun Dua, Managing Director, of the Company for period from April 1, 2021 till January 31, 2023 and, in the interest of the Company have also recommended the aforesaid resolution as set out in this Notice at item No. 3 for approval of the Members.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

None of the Directors/Key Managerial Personnel of the Company/their relatives other than Mr. Tarun Dua, Mr. Manjit Rai Dua and Mrs. Srishti Baweja are in anyway, concerned or interested, financially or otherwise, in the said resolution set out at Item No. 3.

The Board recommends the resolution as mentioned at item No. 3 for approval of the Members by way of Special Resolution.

Brief Profile of Mrs. Srishti Baweja – Item No. 4

Mrs. Srishti Baweja has pursued B. Com(H) from prestigious S.R.C.C, Delhi University and has completed Chartered Accountancy in November 2004. She gained vast experience in global accountancy and audit practices while working for Price Waterhouse Coopers. Then she joined Forex and Risk Management department of Hindustan Petroleum Corporation Limited. Later at HPCL, she was deputed to work closely with the Ministry of Oil and Natural Gas at the Petroleum Planning & Analysis Cell. She has experience of more than 16 year in the field of Finance and Administration.

Additional Information for seeking remuneration approval at the AGM:

1. Name of Director: Mrs. Srishti Baweja
2. Date of Birth/Age: 25/10/1982
3. Date of Appointment: 31/01/2018
4. Qualifications, Experience and expertise in specific functional area: As per Brief Profile mentioned above.
5. Remuneration last drawn, if any: Rs. 54,48,000/-p.a
6. Shareholding in the Company: Nil
7. No. of Board meeting attended during the year: 4
8. Terms and condition of appointment: Mrs. Srishti Baweja is appointed as Whole Time Director for a term of 5 consecutive years w.e.f January 31, 2018, liable to retire by rotation.
9. Directorship held in other companies as on date: She is not a director in any other companies
10. Membership/Chairmanship of Committee of other Companies as on date: N.A.
11. Relationship with other Directors- Mrs. Srishti Baweja is spouse of Mr. Tarun Dua, Managing Director of the Company. Also, Mrs. Srishti Baweja is daughter-in-law of Mr. Manjit Rai Dua, Non-Executive Director of the Company.

The Members may note that considering the vast experience of Mrs. Srishti Baweja, she has been appointed as Whole Time Director of the Company, liable to retire by rotation, for a period of five years on January 31, 2018 by the members of the Company at a remuneration as may be decided by the Board and approved by members within the limits as specified under section 197 read with Schedule V.

The Members are further apprised that subsequent to her appointment as Whole Time Director for the period of 5 years, the Company became a public Company on March 14, 2018 and therefore in terms of section 197 read with Schedule V since the Company has inadequate profits, the managerial remuneration to Mrs. Sristi Baweja was required to be paid on the basis of effective capital in terms of Schedule V of the Act with approval of Members. Accordingly, the Company has taken approval of Members in their Meeting held on August 21, 2019 to approve her remuneration for a period of three years w.e.f. April 1, 2018 to March 31, 2021.

Since last members approval was for a period of 3 years till March 31, 2021, therefore pursuant to provisions of Sections 197 and 198 read with Schedule V, the Company intends to take shareholders' approval for ratification of appointment and remuneration payable to Mrs. Srishti Baweja, Whole Time Director, of the Company for period from April 1, 2021 till January 31, 2023.

The Nomination and Remuneration Committee and the Board have at their respective meeting(s) held on May10, 2021, subject to the approval of the members of the Company, accorded their approvals for ratification of appointment and remuneration payable to Mrs. Srishti Baweja, Whole Time Director, of the Company for period from April 1, 2021 till January 31, 2023 and, in the interest of the Company have also recommended the aforesaid resolution as set out in this Notice at item No. 4 for approval of the Members.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

None of the Directors/Key Managerial Personnel of the Company/their relatives other than Mr. Tarun Dua, Mr. Manjit Rai Dua and Mrs. Srishti Baweja are in anyway, concerned or interested, financially or otherwise, in the said resolution set out at Item No. 4.

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

Additional information as per Section II of Part II of Schedule V of Companies Act, 2013:- Item 3 and 4

1. General Information:

a) **Nature of Industry:** The Company is in the business of providing Cloud Computing Services.

b) **Date or expected date of commencement of commercial production:** Since the Company is engaged in providing services, the date of commencement of commercial production is not applicable

c) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

d) **Financial performance based on given indicators:**

(Amount in INR Lakhs)

Particulars	Standalone	
	FY 20-21	FY 19-20
Revenue from operations	3530.26	2509.61
Total Expenditure other than finance cost and depreciation	2442.26	2630.15
Earnings before Interest, Tax and Depreciation (EBITDA)	**1088**	**(120.54)**
Other Income	95.54	221.47
Depreciation	1240.61	1014.09
Finance Costs	56.01	18.24
Profit/(Loss) before tax (PBT)	**(113.08)**	**(931.40)**
Current Tax	-	-
Deferred Tax	-	-
Adjustment related to previous year	-	3.94
Net Profit for the Year (PAT)	**(113.08)**	**(935.34)**
Basic EPS (in INR)	**(0.79)**	**(6.54)**
Diluted EPS (in INR)	**(0.79)**	**(6.54)**

e) **Foreign Investments or collaborations, if any:** – The Company has received Foreign direct investment from Mr. Freeman Murray who currently holds 2.25% equity Shares in the Company. Since the Company is listed, it also have Foreign Portfolio Investors and other Non-resident and NRI Investors who have acquired shares through secondary market. There is no foreign collaboration in the Company.

2. **Information about the Appointee:**

A. **Mr. Tarun Dua**

a) **Background Details:** As per "Brief Profile of Mr. Tarun Dua" mentioned above

b) **Past Remuneration:** A monthly salary of INR 5,00,000 per month has been paid to him during FY 20-21

c) **Recognition or Awards:** None

d) **Job Profile and Suitability:** Mr. Tarun Dua holds a degree of Bachelor of Technology (Computer Engineering) from REC Kurukshetra University and has experience of more than 19 year in the field of Open source, Linux, virtualization, Internet Scale Data centres, Networks Operations, Techno-commercial wizard and Cloud Computing Domain. Accordingly, Mr. Tarun Dua, with his qualifications & experience is best suited to the said position.

e) **Remuneration Proposed:** As per resolution set out in Item No. 3

f) **Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person:** The proposed remuneration payable to Mr. Tarun Dua as Managing Director is justified compared to remuneration paid in the industry and the size of the Company.

g) **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Mr. Tarun Dua is promoter of the Company and is spouse of Mrs. Srishti Baweja, Promoter and Whole Time Director of the Company. Mr. Tarun Dua is also son of Mr. Manjit Rai Dua, Non-Executive Director of the Company. Except Mr. Tarun Dua, Mr. Manjit Rai Dua and Mrs. Srishti Baweja, none of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 of the Notice.

B. **Mrs. Srishti Baweja**

a) **Background Details:** As per "Brief Profile of Mrs. Srishti Baweja" mentioned above

b) **Past Remuneration:** A monthly salary of INR 4,00,000 per month has been paid to her during FY 20-21. Further, she was provided with a rent-free accommodation valuing Rs. 54,000 per month.

c) **Recognition or Awards:** None

d) **Job Profile and Suitability:** Mrs. Srishti Baweja is a CA and has experience of more than 16 year in the field of Finance and Administration. Accordingly, with her qualification & experience, she is best suited to the said position.

e) **Remuneration Proposed:** As per resolution set out in Item No. 4

f) **Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person:** The proposed remuneration payable to Mrs. Srishti Baweja as Whole Time Director is justified compared to remuneration paid in the industry and the size of the Company.

g) **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Mrs. Srishti Baweja is spouse of Mr. Tarun Dua, Promoter and Managing Director of the Company. Also, Mrs. Srishti Baweja is daughter in law of Mr. Manjit Rai Dua, Non- Executive Director of the Company and sister of Mrs. Megha Raheja, Chief financial officer of the Company. Except Mr. TarunDua, Mr. Manjit Rai Dua, Mrs. Megha Raheja and Mrs. Srishti Baweja, none of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice.

3. Other Information

(i) **Reasons of loss or inadequate profits:** Our revenue has increased during FY 20-21 as compared to the last financial year, however, fixed overheads and continued investments in building our capabilities has led to inadequate profits.

(ii) **Steps taken or proposed to be taken for improvement**

The Company is focusing on onboarding SME clients. We expect improvement in revenue over time given our focused sales strategy which includes; (a) increasing geographical sales presence, (b) active inside sales effort, (c) community development initiatives and (d) participation in various events & conferences.

We are making significant improvements in the self-service public cloud platform. Along with the launc of new products / solutions we are focusing on improving the user experience of our platform and quality of APIs. Your Company is well positioned to deliver in the major growth areas of the Public Cloud Infrastructure services in the coming years in India.

(iii) **Expected increase in productivity and profits in measurable terms**

The Company has taken various initiatives to improve its revenue and financial performance. It has been aggressively pursuing and implementing its strategies to improve sales.. The current focus of the company is to focus on the SMB segment and a strong presence in the AI/ML and Deep Learning market for India to grow its customer base. Relative to the growth in revenue our operational expenses are NOT expected to grow in the same proportion.

4. Disclosures:

Remuneration package of the managerial person: Corporate Governance Report is not applicable on your Company being listed on NSE EMERGE platform. However, the details of remuneration of managerial persons forms part of MGT-7 whose weblink forms part of Directors' Report.

Item No. 5

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

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their Meeting held on July 19, 2021 had approved the appointment of Mrs. Megha Raheja as Chief financial officer of the Company w.e.f July 20, 2021 at a remuneration of Rs. 29,76,000 p.a in place of Mrs. Srishti Baweja, Whole Time Director of the Company, who was acting as Interim Chief Financial Officer of the Company.

As per the provisions of section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the shareholder was not triggered for appointment of Mrs. Megha Raheja as Chief Financial Officer of the Company as the monthly remuneration does not exceed INR 2,50,000/- (Rupees Two Lakh Fifty Thousand) per month.

However, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their Meeting held on August 20,2021 had considered to increase remuneration payable to Mrs. Megha Raheja, Chief Financial Officer (related party holding office or place of profit) w.e.f October 1, 2021 and accordingly proposed to the shareholders for their approval, by each way of an Ordinary Resolution, to fix an overall limit for remuneration payable to her from time to time.

Given below is a statement of disclosures as required under the Companies (Meetings of Board and its Powers) Rules, 2014

(a) **Name of the related party :** Mrs. Megha Raheja

(b) **Name of the director or key managerial personnel who is related, if any:** Mrs. Srishti Baweja

(c) **Nature of relationship:** Mrs. Megha Raheja, holding office of Chief financial officer of the Company is sister of Mrs. Srishti Baweja, Whole Time Director of the Company.

(d) **Nature, material terms, monetary value and particulars of the contract or arrangements:** The details of the overall limits for remuneration payable to Mrs. Megha Raheja is set out in resolution for Item No. 5. Further, her employment terms and conditions will be governed by the policies of the Company.

(e) **any other information relevant or important for the members to take a decision on the proposed resolution.** Mrs. Megha Raheja is a Chartered Accountant with over 20 years of experience in IT/ITES and telecom industry. She is a proactive and result oriented professional with diverse experience in Financial Accounting & Reporting, Taxation, Treasury & Banking, Budgeting, Mergers & Acquisitions. She is adept at supporting business objectives with a decisive leadership style and strategic approach to decision making. Megha Raheja has joined the Company from Genpact where she was working as Assistant Vice President since 2007.

None of the Directors/Key Managerial Personnel of the Company/their relatives except Mrs. Srishti Baweja are in anyway, concerned or interested, financially or otherwise, in the said resolution set out at Item No. 5.

The Board recommends the resolution as mentioned at item No. 5 for approval of the Members by way of Ordinary Resolution.

Item No. 6

The members are apprised that the E2E Networks Limited Employees Stock Option Scheme – 2021 (**"ESOP Scheme 2021 or Scheme"**) of the Company, was approved by its shareholders by way of Special Resolution on April 5, 2021 and was made effective from April 5, 2021.

The Members vide their approval empowered the Board of Directors(**"Board"**)/ Nomination and Remuneration Committee (**"NRC"**) to create, grant, offer, issue and allot under the Scheme, in one or more tranches, 15,00,000 (Fifteen Lakhs) Employee Stock Options (**"Options"**) exercisable into15,00,000 (Fifteen Lakhs) Equity Shares of face value Rs. 10/- each.

Further, the approval specified that the Scheme can be implemented through Trust Route wherein the Trust shall acquire the Shares by direct allotment from the Company and/or from secondary acquisition from the market.

The Shares so acquired by the Trust will be transferred to the Grantees as and when the Options are exercised.

The Members are further apprised that according to the shareholder's resolution passed on April 5, 2021, the members of the Company have empowered the Board / NRC of the Board to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to compliance of the applicable laws and regulations, and to do all such acts, deeds, matters and things as it may in its absolute discretion deems 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.

The Members are further apprised that upon submission of application to the National Stock Exchange of India Limited, the Company was directed to specifically mention about the bifurcation of shares to be purchased by trust through direct allotment and secondary acquisition from the market which was earlier not mentioned in ESOP Scheme 2021. Further, in clause 11.1 of Scheme, inadvertently, it has been mentioned that Vesting period, in place of vesting, shall commence after minimum 1 (One) year from the grant date.

Hence, it was required to change the ESOP Scheme 2021 to remove the above-mentioned ambiguities that arised during submission of application to the National Stock Exchange of India Limited for In Principle approval. The NRC and Board on May 10, 2021 have approved these amendments in the ESOP Scheme 2021.

Changes made in ESOP Scheme 2021 are as follows:-

Clause No	Old Provision	New Provision
5.1	The Company proposes to implement the Scheme through Trust Route wherein the Trust shall acquire the Shares by: 5.1.1 Direct allotment from the Company and/or 5.1.2 From secondary acquisition from the market	The Company proposes to implement the Scheme through Trust Route wherein the Trust shall acquire the Shares by: 5.1.1 Direct allotment from the Company and/or 5.1.2 From secondary acquisition from the market Provided further that upto 11,00,000 shares may be acquired by trust through direct allotment and upto 4,00,000 shares may be acquired through secondary acquisition from the market.
11.1	Vesting period shall commence after minimum 1 (One) year from the grant date and it may extend upto maximum of 4 (Four) years from the grant date, at the discretion of and in the manner prescribed by the Committee. Further, the committee shall have power to reduce this maximum vesting period of 4 years on a case-to-case basis, if so desired by the Committee.	Vesting shall commence after minimum 1 (One) year from the grant date and it may extend upto maximum of 4 (Four) years from the grant date, at the discretion of and in the manner prescribed by the Committee. Further, the committee shall have power to reduce this maximum vesting period of 4 years on a case-to-case basis, if so desired by the Committee.

In accordance with provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, it is desired to take approval of shareholders of the Company by way of a Special Resolution for these necessary amendments and variations made to the ESOP Scheme 2021 and accordingly the same is being placed before the shareholders for their approval and

ratification. Aforesaid amendments are not prejudicial to interests of the employees of the Company and will be beneficial to them. All employees of the Company who are granted Stock Options under ESOP Scheme 2021 will be the beneficiaries of these amendments.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 6 of this Notice except to the extent options granted/to be granted to them under ESOP Scheme 2021 and to the extent of their shareholding as Members.

The Board recommends passing of the resolution as set out under Item No. 6 of the Notice for approval of the members as a Special Resolution.

ANNEXURE - II

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT FURNISHED PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF THE SECRETARIAL STANDARD-2

MR. MANJIT RAI DUA

Manjit Rai Dua, has been a strong support and has nurtured the Company with values. He has completed his Bachelor's degree in Industrial Engineering from the Indian Institution of Industrial Engineering in 1975. He has a vast experience of almost 4 decades in the Industry.

Additional Information for seeking re-appointment approval at the AGM:

1. Name of Director: Mr. Manjit Rai Dua
2. Date of Birth/Age: 17.01.1949
3. Date of Appointment: 11.10.2010
4. Qualifications, Experience and expertise in specific functional area: As per Brief Profile mentioned above.
5. Remuneration last drawn, if any: Not Applicable
6. Shareholding in the Company: Nil
7. No. of Board meeting attended during the year: 2
8. Terms and condition of appointment: He has been appointed as Non-executive director w.e.f. 31.01.2018, liable to retire by rotation.
9. Directorship held in other companies as on date: He is not a director in any other companies
10. Membership/Chairmanship of Committee of other Companies as on date: N.A.
11. Relationship with other Directors- He is father of Mr. Tarun Dua, Managing Director of the Company and father-in-law of Mrs. Srishti Baweja, Whole Time Director of the Company.

The Board recommends the resolution as mentioned at item No. 2 for approval of the Members by way of Ordinary Resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives other than Mr. Tarun Dua, Mr. Manjit Rai Dua and Mrs. Srishti Baweja are in anyway, concerned or interested, financially or otherwise, in the said resolution set out at Item No. 2.

E2E Networks Limited

ANNUAL REPORT 2020-21

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Corporate Information

Board of Directors

Mr. Tarun Dua	:	Managing Director
Mrs. Srishti Baweja	:	Whole-Time Director
Mr. Manjit Rai Dua	:	Non -Executive Director
Mr. Gaurav Munjal	:	Independent Director
Mr. Naman K. Sarawagi	:	Independent Director
Mr. Varun Pratap Rajda	:	Independent Director

Committees

A) Audit Committee
Mr. Gaurav Munjal (Chairman)
Mr. Manjit Rai Dua
Mr. Naman K. Sarawagi
Mr. Varun Pratap Rajda

B) Stakeholders' Relationship Committee
Mr. Gaurav Munjal (Chairman)
Mr. Manjit Rai Dua
Mr. Naman K. Sarawagi
Mr. Varun Pratap Rajda

C) Nomination and Remuneration Committee
Mr. Varun Pratap Rajda (Chairman)
Mr. Gaurav Munjal
Mr. Manjit Rai Dua
Mr. Naman K. Sarawagi

D) Corporate Social Responsibility Committee
Mrs. Srishti Baweja (Chairman)
Mr. Gaurav Munjal
Mr. Naman K. Sarawagi
Mr. Varun Pratap Rajda

E) Borrowing Committee
Mr. Tarun Dua (Chairman)
Mr. Manjit Rai Dua
Mrs. Srishti Baweja

Chief Financial Officer
Mrs. Megha Raheja

Company Secretary
Mrs. Neha Baid

Statutory Auditors
M/s. B. B. & Associates
1st Floor, House No. 2557,
Block-B, DSIIDC, Narela City
New Delhi - 110040

Secretarial Auditors
M/s. Maks and Co.
409, Ocean Plaza, P-5, Sector-18,
Noida - 201301

Internal Auditors
M/s. R. S. Gupta & Co.
5A/19, Ansari Road, Darya Ganj,
New Delhi – 110002

Bankers
Axis Bank | OBC Bank | HDFC Bank

Registrar and Share Transfer Agent
M/s. Link Intime India Pvt. Ltd.
C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai 400083

Registered & Corporate Office
Awfis, First Floor, A-24/9,
Mohan Cooperative Industrial Estate,
Mathura Road, Saidabad,
New Delhi-110044
Phone: +91-11-39235393
Email: investors@e2enetworks.com
website: www.e2enetworks.com
CIN: L72900DL2009PLC341980

Listed
National Stock Exchange
of India Ltd (NSE) Emerge

Chairman's Message

Dear Shareholder(s),

I hope you all are safe in these times. Over this past year, we have remained focused on the safety and well being of our team members. We have prioritized better work-life balance and encouraged personal risk mitigation for our team members and their families. Majority of our team members continue to work remotely even today. Our team and cloud platform has helped our customers continue on their digital transformation journey to the cloud through peak disruptions caused by the pandemic. E2Eians have shown agility and dedication that has won the appreciation and incremental business from our customers.

We are extremely grateful to our team including the leadership, our customers, our Board members, and all our well-wishers & partners in the ecosystem, who have been supportive and maintained their continued trust in us.

IAAS and GPU Cloud Platform

E2E Networks helps SMBs build and scale their mission critical Compute workloads on the Cloud Platform by combining the power of Open Source with simplicity of our self-service cloud platform that allows setting up large scale infrastructure within hours and minutes.

Your Company intends to double down on its investments in the areas of cloud infrastructure for AI/ML and deep learning using GPUs. The E2E Cloud continues with a rapid transformation into a high end provider of cloud native infrastructures supporting common features of IAAS cloud platforms like auto-scale, container orchestration, VM image snapshots and re-use, DBaaS amongst many other features now considered essential for cloud native computing.

FINANCIAL PERFORMANCE

E2E's performance for fiscal 2021 has included nearly 40% growth in revenue terms. We have seen a month on month increase in the number of customers using our self-service platform.

LOOKING AHEAD

We are starting FY 21-22 with strong growth momentum and with much better visibility for future growth than we did last year, powered by the increase in the revenue and customer base during FY 20-21.

We are very excited about the increasing reliance on compute workloads on the cloud with an ever-growing total addressable market. As per IDC (PUBLIC CLOUD SERVICES SPENDING GUIDE JUNE 2020) the global IAAS market is set to increase to 84 Billion USD in 2024.

I am thankful for the trust you have placed in the company as we look forward to the next stage of our success.

Warm Regards,
Sd/-
Tarun Dua
Chairman & Managing Director

Directors' Report

Dear Members,

Your Directors have immense pleasure in presenting the 12th Annual Report on the business and operations of your Company, along with the Audited Financial Statements, for the Financial year ended on March 31, 2021.

FINANCIAL SUMMARY OF OPERATIONS

The financial performance during the Financial Year 2020-21 is summarized below:

(Amount in INR Lakhs)

Particulars	Standalone	
	FY 20-21	**FY 19-20**
Revenue from operations	3530.26	2509.61
Total Expenditure other than finance cost and depreciation	2442.26	2630.15
Earnings before Interest, Tax and Depreciation (EBITDA)	**1088**	**(120.54)**
Other Income	95.54	221.47
Depreciation	1240.61	1014.09
Finance Costs	56.01	18.24
Profit/(Loss) before tax (PBT)	**(113.08)**	**(931.40)**
Current Tax	-	-
Deferred Tax	-	-
Adjustment related to previous year	-	3.94
Net Profit for the Year (PAT)	**(113.08)**	**(935.34)**
Basic EPS (in INR)	**(0.79)**	**(6.54)**
Diluted EPS (in INR)	**(0.79)**	**(6.54)**

The Revenue from operations of the Company for the year ended March 31, 2021 was INR 3530.26 lakhs as compared to INR 2509.61 lakhs during the previous year ended March 31, 2020 indicating an increase in revenue by INR 1020.65 lakhs.

The loss for the year under review was INR 113.08 lakhs as compared to loss of INR 935.34 lakhs for the previous year.

During FY 20-21, your Company's strategy of enhancing the capabilities of its public cloud, building new features and solutions and delivering them at a very competitive pricing along with the efforts of marketing and content team to focus on Customer requirements and satisfaction has helped to witness the increase in revenue.

A Detailed analysis of the financial results is given in the Management Discussion and Analysis Report, which forms a part of this report.

FUTURE PROSPECTS:-

The cloud infrastructure market in India is one of the few sectors that has emerged strong amid the pandemic. With the outbreak of the pandemic and the nation's migration to virtual operations, the demand for secure, reliable, scalable, and cost technology services proliferated, leading to higher cloud adoption and cloud infrastructure spending.

The demand for e-learning, telemedicine, and remote working picked up on account of the growing application of cloud computing during the lockdown. Other sectors that have become highly dependent on cloud computing services are banking, financial services, and insurance (BFSI), and manufacturing.

BRIEF DESCRIPTION OF THE STATE OF THE COMPANY'S AFFAIRS

The Company offers a superior public cloud platform with great value to its customers. We provide Cloud infrastructure services through our cloud platform which can be accessed via our self-service portal available at link https://myaccount.e2enetworks.com. Our self-service public cloud platform enables rapid deployment of compute workloads. It enables Customers to provision/manage and monitor Linux/Windows/GPU Cloud Machines with high performance CPU, large memory (RAM) or Smart Dedicated Compute featuring dedicated CPU cores. Our instances are available from Indian datacenters located at Noida and Mumbai ensuring data locality for the critical India centered data.

IMPACT OF COVID-19 PANDEMIC ON OPERATIONS OF THE COMPANY

As of now, the Board believes that there is no material significant negative impact on its operations and financial position due to the Covid-19 pandemic and consequent lockdown in various parts of the world. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration, the impact may be different from that estimated as at the date of approval of this report. The Company will continue to monitor any material changes to future economic conditions and would keep the investors updated on material impacts due to this pandemic.

As per the current impact assessment done by the Company, following can be considered as the impact of this pandemic situation:

i) Hardware Supply chain may get impacted due to general shut down in logistics due to lockdowns and price volatility may impact procurement.

ii) Most Teams including sales are working from home currently and using online meetings to interact with each other and customers.

iii) New products/features launches are impacted as priority is to service existing needs fully.

Your Company has a sound internal financial reporting and control mechanism and wherever applicable additional controls are being added to address the current situation.

LISTING INFORMATION

The Equity Shares in the Company are continued to be listed with NSE EMERGE Platform. The Listing Fee for the financial year 2021-22 has been paid to the Stock Exchange. The ISIN No. of the Company is INE255Z01019.

CORPORATE GOVERNANCE

Your Company's Corporate Governance philosophy is governed by its commitment to run its businesses in a legal, ethical and transparent manner – a dedication that comes from the top management and is imbibed throughout the organisation. The Company believes that sound corporate governance is critical in enhancing and retaining investor trust. Transparency, accountability, fairness and intensive communication with stakeholders are integral to our functioning.

The Board has framed Code of Conduct for all Board members and Senior Management of the Company and they have affirmed the compliance for the financial year ended March 31, 2021.

Since Your Company is listed on NSE EMERGE Platform, by virtue of Regulation 15 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 the compliance with the corporate governance provisions as specified in regulations 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 and Para C, D and E of Schedule V are not applicable to the Company. Hence, Corporate Governance Report does not form part of this Annual Report.

CHANGE IN THE NATURE OF BUSINESS

There is no Change in the nature of the business of the Company during the year under review.

SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

The Company does not have any subsidiary, joint-venture or associate companies.

SHARE CAPITAL

During the year under review, there is no change in Authorized Share Capital of the Company and it stood at INR 16,50,00,000/- (Rupees Sixteen Crores and Fifty Lakhs only) divided into 1,65,00,000 (One Crore and Sixty Five Lakhs) Equity Shares of INR 10/- each as on March 31, 2021.

The issued and paid-up capital of the Company has increased from INR 14,29,11,140 (Rupees Fourteen Crores Twenty Nine Lakhs Eleven Thousand One Hundred and Forty only) to INR 14,42,91,220 (Rupees Fourteen Crores Fourty Two Lakhs Ninety One Thousand Two Hundred and Twenty only) divided into 1,44,29,122 (One Crore Forty Four Lakhs Twenty Nine Thousand One Hundred and Twenty Two) equity shares of face value of INR 10/- each as on March 31, 2021. The share capital of the Company increased due to allotment of 92,008 equity shares on account of exercise of stock options issued to Employees under E2E ESOS Scheme 2018 and allotment of 46,000 equity shares issued on account of conversion of share warrants into equity shares of the Company.

Subsequent to the end of the year under review, the share capital of the Company further increased due to allotment of 46,004 equity shares on account of exercise of stock options issued to Employees under E2E ESOS Scheme 2018. The current issued and paid up capital of the Company therefore stands increased to INR 14,47,51,260 (Rupees Fourteen Crores Fourty Seven Lakhs Fifty One Thousand Two Hundred and Sixty only) divided into 1,44,75,126 (One Crore Forty Four Lakhs Seventy Five Thousand One Hundred and Twenty Six) equity shares of face value of INR 10/- each.

DETAILS OF UTILISATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT

During the year under review, the Company had converted 46,000 share warrants issued at a price of INR 39.75/- each on a preferential basis into equity shares of face value of INR 10/- each and the Company has received payment of INR 13,71,000/- equivalent to 75% of total consideration on account of said conversion. During the year under review, the Company has completely utilised the funds raised through preferential issue in accordance with objects stated in the Notice of the Annual General Meeting held on August 21, 2019. Details of utilization of funds are provided in the Financial Statements.

EMPLOYEE STOCK OPTION PLANS/SCHEMES

The Employee Stock Option Scheme of the Company aims to give benefit to eligible employees with a view to attract and retain the best talent, encourage employees to align individual performance with company objectives, and promote their increased participation in the growth of the Company.

The Nomination and Remuneration Committee of the Board of Directors of the Company, inter alia administers and monitors the Employee Stock Option Schemes of the Company i.e E2E ESOS Scheme 2018 and E2E Networks Limited Employees Stock Option Scheme – 2021 in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**"SBEB Regulations").**

The members are apprised that the E2E Networks Limited Employees Stock Option Scheme – 2021 ("ESOP Scheme 2021") of the Company, was approved by its shareholders by way of special resolution on April 5, 2021 and was made effective from April 5, 2021. The Members are further apprised that as per ESOP Scheme 2021, it was mentioned that the Company can grant a total of 15,00,000 stock options convertible into 15,00,000 Equity Shares, under ESOP Scheme 2021 to eligible employees of the Company from time to time and that the Company proposes to implement the Scheme through Trust Route wherein the Trust shall acquire the shares by direct

allotment from the Company and/or from secondary acquisition from the market. The Members are further apprised that upon submission of application to the National Stock Exchange of India Limited, the Company was directed to specifically mention about the bifurcation of shares to be purchased by trust through direct allotment and secondary acquisition from the market. Further, inadvertently, it has been mentioned that Vesting period, in place of vesting, shall commence after minimum 1 (One) year from the grant date. Therefore, the Company has amended the ESOP Scheme 2021 to remove the above-mentioned ambiguities that arise during submission of application to the National Stock Exchange of India Limited for In Principle approval. The Company intends to take shareholders approval in the ensuing annual general meeting in this regard.

The disclosures as required under Regulation 14 of SBEB Regulations read with SEBI Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015, is available on website of the Company at link https://e2enetworkschz3fw2mgr.cdn.e2enetworks.net/wp-content/uploads/2021/08/ESOP-DISCLOSURE-FY-20-21-1.pdf

The certificate from the Secretarial Auditors of the Company, that the Scheme has been implemented in accordance with the SBEB Regulations and the resolutions passed by the members of the company, shall be uploaded on the website of the Company i.e. https://www.e2enetworks.com/ and shall be available for inspection by members in electronic mode during the Annual General Meeting of the Company.

PUBLIC DEPOSITS

During the year under review, your Company has neither invited nor accepted any fixed deposits from the public within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

DIVIDEND AND TRANSFER TO RESERVES

Keeping in view the losses for the year under review, the Board of Directors of the Company has not recommended any dividend for the financial year ended March 31, 2021. Accordingly, there has been no transfer to general reserves.

BOARD MEETINGS

During the year under review, the Board of the Company met 4 times viz May 18, 2020, August 12, 2020, October 31, 2020 and February 25, 2021. The gap between two meetings did not exceed one hundred and twenty days. The Composition of the Board and the attendance of each Director in the Board Meetings and Last AGM held on September 15, 2020 are set out in following table:

S. No	Name of Director	DIN	Designation	No. of Board Meeting(s) which Director was entitled to attend	No. of Board Meeting(s) Attended	Whether attended Last AGM held on Sep. 15, 2020
1	Mr. Tarun Dua	02696789	Managing Director	4	4	Yes
2	Mrs. Srishti Baweja	08057000	Whole Time Director	4	4	Yes
3	Mr. Manjit Rai Dua	03247358	Non-Executive Director	4	2	Yes
4	Mr. Varun Pratap Rajda	07468016	Independent and Non- Executive Director	4	2	Yes
5	Mr. Gaurav Munjal	02363421	Independent and Non- Executiver Director	4	3	Yes

S. No	Name of Director	DIN	Designation	No. of Board Meeting(s) which Director was entitled to attend	No. of Board Meeting(s) Attended	Whether attended Last AGM held on Sep. 15, 2020
6	Mr. Naman K. Sarawagi	05295642	Independent and Non- Executive Director	4	4	Yes
7	Mr. Anurag Bhatia*	08451081	Independent and Non- Executive Director	4	4	Yes

BOARD COMMITTEES

The Board Committees play a vital role in strengthening the Corporate Governance practices of the Company and focus effectively on the issues and ensure expedient resolution of the diverse matters. The Committees also make specific recommendations to the Board on various matters as and when required. All observations, recommendations and decisions of the Committees are placed before the Board for information, noting or approval.

As on March 31, 2021, the following Committees have been constituted in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013:-

A. AUDIT COMMITTEE

During the year under review, the Audit Committee of the Company met 3 times viz May 18, 2020, August 12, 2020 and October 31, 2020. The Board has accepted all recommendations of the Audit Committee made during the financial year 2020-21.

The Composition of the Audit Committee and the details of attendance of Members in the Committee Meetings are set out in following table:

S. No.	Name of Member	Designation	No. of Meeting(s) which Member was Entitled to attend	No. of Meeting(s) attended
1	Mr. Gaurav Munjal	Chairman	3	2
2	Mr. Varun Pratap Rajda	Member	3	2
3	Mr. Manjit Rai Dua	Member	3	1
4	Mr. Naman K. Sarawagi	Member	3	3

B. NOMINATION AND REMUNERATION COMMITTEE

During the year under review, the Nomination and Remuneration Committee of the Company met 3 times viz May 18, 2020, August 12,2020 and February 25, 2021.

The Composition of the Nomination and Remuneration Committee and the details of attendance of Members in the Committee Meetings are set out in following table:

S. No.	Name of Member	Designation	No. of Meeting(s) which Member was Entitled to attend	No. of Meeting(s) attended
1	Mr. Varun Pratap Rajda	Chairman	3	1
2	Mr. Gaurav Munjal	Member	3	3
3	Mr. Manjit Rai Dua	Member	3	2
4	Mr. Naman K. Sarawagi	Member	3	3

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

During the year under review, the Stakeholders Relationship Committee of the Company met once viz October 31, 2020.

The Composition of the Stakeholders Relationship Committee and the details of attendance of Members in the Committee Meeting is set out in following table:

S. No.	Name of Member	Designation	No. of Meeting(s) which Member was Entitled to attend	No. of Meeting(s) attended
1	Mr. Gaurav Munjal	Chairman	1	0
2	Mr. Varun Pratap Rajda	Member	1	1
3	Mr. Manjit Rai Dua	Member	1	0
4	Mr. Naman K. Sarawagi	Member	1	1

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

During the year under review, the Corporate Social Responsibility Committee of the Company met once viz August 12, 2020.

The Composition of the Corporate Social Responsibility Committee and the details of attendance of Members in the Committee Meeting is set out in following table:

S. No.	Name of Member	Designation	No. of Meeting(s) which Member was Entitled to attend	No. of Meeting(s) attended
1	Mr. Gaurav Munjal	Chairman	1	0
2	Mr. Varun Pratap Rajda	Member	1	1
3	Mr. Manjit Rai Dua	Member	1	0
4	Mr. Naman K. Sarawagi	Member	1	1

E. BORROWING COMMITTEE

No meeting of the Committee was held during the year under review.

The Composition of the Borrowing Committee is as follows:-

S. No.	Name of Member	Designation
1	Mr. Tarun Dua	Chairman
2	Mrs. Srishti Baweja	Member
3	Mr. Manjit Rai Dua	Member

FINANCIAL STATEMENTS

The Financial Statements for the year ended March 31, 2021 has been prepared in accordance with accounting standards as issued by the Institute of Chartered Accountants of India and as specified in Section 133 of the Companies Act, 2013 and the relevant rules thereof and in accordance with Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. IND AS is not applicable to the Company because Companies listed on SME exchanges are not required to comply with IND AS. The estimates and judgments relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs as at March 31, 2021, and its loss and its cash flows for the year ended on March 31, 2021.

STATUTORY AUDITORS

M/s B. B. & Associates, Chartered Accountants (FRN 023670N) were appointed as Statutory Auditors of the Company for a term of five consecutive years from the conclusion of the 9th Annual General Meeting of the Company until the conclusion of the 14th Annual General Meeting of the Company to be held in the year 2023.

There are no qualifications, reservations, adverse remarks or disclaimers made by the Statutory Auditors, in their Audit Report for the Financial Year 2020-21. The observations of the Statutory Auditors in the Auditors' Report together with the relevant notes to Accounts in Schedules are self - explanatory and therefore do not call for any further explanation.

SECRETARIAL AUDITORS

The Board had appointed M/s MAKS & Co., Company Secretaries [FRN P2018UP067700] for conducting the Secretarial Audit of the Company for the Financial Year 2020-21. The Secretarial Audit Report for the Financial Year ended March 31, 2021 is annexed herewith as **Annexure A** to this report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimers for the period under review.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the financial year ended 31st March, 2021, no loan, guarantee and investment was made by the Company in terms of Section 186 of the Companies Act, 2013 and rules made there under.

REPORT ON FRAUDS U/S 143 (12) OF THE COMPANIES ACT, 2013

During the year under review, the Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company under sub section (12) of section 143 of the Companies Act, 2013.

MATERIAL CHANGES AND COMMITMENTS AFTER THE END OF FINANCIAL YEAR

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year 2020-21 and date of this Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE

Even though operations of the Company are not energy intensive, the management has been highly conscious of the importance of conservation of energy and technology absorption at all operational levels and efforts are made in this direction on a continuous basis. In view of the nature of activities which are being carried on by the Company, the particulars as prescribed under Section 134(3)(m) of the Act, read with rule 8 of the Companies (Accounts) Rules, 2014 regarding Conservation of Energy and Technology Absorption are not applicable to the Company and hence have not been provided.

The Company has continued to maintain focus and avail of export opportunities based on economic considerations. The Company has incurred expenditure of INR 236.93 lakhs (previous year INR 33.79 lakhs) in foreign exchange and earned INR 158.23 lakhs (previous year INR 110.81 lakhs) in foreign exchange during the year under review.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

During the year under review, the provision of section 125(2) of Companies Act, 2013 does not apply as the company was not required to transfer any amount to the Investor Education and Protection Fund (IEPF) established by the Central Government of India.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS

No significant and material orders were passed by regulators or courts or tribunals which could impact the going concern status and company's operation in future.

EXTRACT OF ANNUAL RETURN

In accordance with the Companies Act, 2013, the annual return in the prescribed format is available at link https://e2enetworkschz3fw2mgr.cdn.e2enetworks.net/wp-content/uploads/2021/08/Annual-Return-FY-20-21.pdf

RISK MANAGEMENT

The Company has developed and implemented a Risk Management policy for identifying the risk associated with business of the Company and measures to be taken to control them. The company has established a well-defined process of risk management, wherein the identification analysis and assessment of the various risks, measuring of the probable impact of such risks, formulation of risk mitigation strategy and implementation of the same takes place in a structured manner. Though, the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the Company.

The Company is not required to form a Risk Management Committee. The Board of Directors of the Company and the Audit Committee shall periodically review and evaluate the risk management system of the Company.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has an adequate Internal Control System, commensurate with size, scale and complexity of its operations. They have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance of corporate policies.

CORPORATE SOCIAL RESPONSIBILITY

The Corporate Social Responsibility Policy (CSR Policy) adopted by Board is available on the website of the Company and is accessible through the link https://www.e2enetworks.com/wp-content/uploads/2019/06/CSR-Policy.pdf

During the year under review, the Company has partnered with Srijan Foundation Trust ("implementing agency") to carry out its CSR Programmes and accordingly contributed a sum of Rs. 6 lacs during FY 20-21 towards promotion of educational activities under School of Happiness Project.

The Annual Report on CSR activities of the Company has been attached as **Annexure B** and forms part of this Board Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 is presented in a separate section forming part of this Annual Report and shall be considered as an integral part of this report.

PERFORMANCE EVALUATION OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

In terms of the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, a formal annual performance evaluation has been done by the Board of its own performance, the Directors individually as well as the evaluation of its Committees.

The Chairperson of Nomination and Remuneration Committee has facilitated the performance evaluation process and the performance evaluation forms were circulated to all Directors of the Company.

Based on the criteria mentioned in the Evaluation Form, the exercise of evaluation was carried out through a structured process covering various aspects of the Board functioning such as composition of the Board and committees, experience & expertise, performance of specific duties & obligations, attendance, contribution at meetings etc. The performance evaluation of the Chairman was also carried out. The performance Evaluation of the Directors was carried out by the entire Board (excluding the Director being evaluated). The Directors expressed their satisfaction with the evaluation process.

The performance of the committees was evaluated by the Board after seeking feedback from members on the basis of parameters/criteria such as degree of fulfilment of key responsibilities, adequacy of committee composition, effectiveness of meetings, etc

Independent Directors of the Company in their separate meeting held on March 10, 2021 reviewed the performance of the non-independent directors and the Board as a whole. They also reviewed the performance of the Chairperson of the Company.

PARTICULARS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

DIRECTORS

The Board of Directors of the Company has optimum combination of executive and non-executive directors including independent directors and woman directors in compliance with the applicable provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review, there was no change amongst the directors of the Company.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Manjit Rai Dua (DIN:03247358), Non- Executive Director of the Company, will be retiring by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment. A brief resume, details of expertise and other directorships/committee memberships held by Mr. Manjit Rai Dua forms part of Notice convening the 12th Annual General Meeting. The Board recommends his re-appointment to the members of the Company at the ensuing Annual General Meeting.

All the Independent Directors have given declarations that they meet the Criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, in the opinion of the Board, the independent directors fulfill the conditions specified in Listing Regulations and they are independent of the management.

KEY MANAGERIAL PERSONNEL

During the year under review, there was no change amongst the Key Managerial Personnel of the Company. The following persons were Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Companies Act 2013, read with the Rules framed thereunder as on March 31, 2021: -

S. No.	Name of Member	Designation
1	Mr. Tarun Dua	Chairman & Managing Director
2	Mrs. Srishti Baweja	Whole Time Director
3	Mr. Varun Taneja*	Chief Financial Officer
4	Mrs. Neha Baid	Company Secretary

*Resigned w.e.f April 15, 2021

Subsequent to the year under review, Mr. Varun Taneja has resigned from the post of Chief Financial Officer ("CFO") of the Company w.e.f April 15, 2021 and Mrs. Srishti Baweja, Whole Time Director of the Company was appointed as interim CFO w.e.f May 10, 2021. Thereafter, Mrs. Megha Raheja, has been appointed as permanent CFO of the Company w.e.f July 20, 2021 and Mrs. Srishti Baweja has ceased to be interim CFO w.e.f closing hours of July 19, 2021.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURE

The Company has no employee, who is in receipt of remuneration of INR 8,50,000 per month/-or INR 1,02,00,000 per annum and hence, the company is not required to give their information under Sub Rule 2 and 3 of Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Further the details pursuant to Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are attached herewith as **Annexure C** and the names and other particulars of top 10 (ten) employees in terms of remuneration drawn by them Pursuant to Rule 5 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are attached herewith as **Annexure D.**

NOMINATION AND REMUNERATION POLICY

The Board has adopted Nomination and Remuneration Policy for selection and appointment of Directors and Key managerial personnel and to decide their remuneration. The Nomination and Remuneration Policy of the Company acts as a guideline for determining, inter alia, qualification, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of the performance of the Director and Key Managerial Personnel. The said policy of the Company has been uploaded on the website of the Company and can be assessed through the link https://www.e2enetworks.com/wp-content/uploads/2019/05/Policy Nomination-Remuneration-of-directors.pdf

VIGIL MECHANISM/WHISTLE BLOWER POLICY

Your Company believes in ethical and lawful business conduct and strives to carry on its business activities in a fair, transparent and professional manner. Pursuant to the provisions of section 177 of the Companies Act, 2013 and other applicable provisions, the Company has adopted a Vigil Mechanism/Whistle Blower Policy for securing/ reporting/ deterring/ punishing/ rectifying any unethical, unlawful acts, behaviour, leak/suspected leak of Unpublished Price Sensitive information etc. and to enable to voice/ address bona fide concern of malpractice, deviation from the policies of the Company internally in an effective and systematic manner after its discovery. The policy also provides for adequate safeguards against victimization of persons who use such mechanisms and also make provisions for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. The said policy is available on the Company's website and can be assessed through the link https://www.e2enetworks.com/wp-content/uploads/2019/05/Whistle-Blower-Policy-1.pdf

During the year under review, no complaint pertaining to the company was received under the Whistle Blower Policy/Vigil mechanism.

PREVENTION OF INSIDER TRADING

In accordance with the provisions of SEBI (Prohibition of Insider Trading) Regulation, 2015 the Company has adopted a Code of Conduct for Prevention of Insider Trading ("Insider Code") with a view to regulate trading in securities by the Directors and Designated persons of the Company. The said policy is available on the Company's website and can be assessed through the link https://e2enetworkschz3fw2mgr.cdn.e2enetworks.net/wp-content/uploads/2019/11/Code-of-Conduct-for-Prevention-of-Insider-Trading.pdf

The Insider Code of the Company stipulates the provisions regarding Trading Plan, pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the Designated persons while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties during the financial year under review were in the ordinary course of business and on an arm's length basis. The details of the transactions with related parties are provided in the notes to accompanying standalone financial statements. Details of transactions pursuant to compliance of section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 are annexed herewith as per **Annexure-E** in the **FORM AOC-2.**

All Related Party transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature. A statement giving details of all related party transactions entered into pursuant to the omnibus approval so granted is placed before the Audit Committee for their review on a periodic basis. The policy on Related Party Transactions, as approved by the Board, has been uploaded on the Company's website and can be accessed through the link https://www.e2enetworks.com/wp-content/uploads/2019/05/Policy-on-Related-Party-Transactions.pdf

During the financial year 2020-21, there were no transactions with related parties which qualify as material transactions under the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, the Directors state that:

a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b) Appropriate accounting policies have been selected and applied consistently and judgements and estimates that are reasonable and prudent have been made, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2021 and of the loss of the Company for the year ended March 31, 2021;

c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) The annual accounts have been prepared on a going concern basis;

e) Proper internal financial controls were followed by the Company and such internal financial controls are adequate and were operating effectively;

f) Proper systems are devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

POLICY AGAISNT SEXUAL HARASSMENT

The Company has in place a Policy for prevention, prohibition and redressal of Sexual Harassment of Women at workplace in line with the requirements of The Sexual Harassment of Women at the Work Place (Prevention, Prohibition and Redressal) Act, 2013 and rules made there under. An Internal Compliant Committee is in place as per the requirements of the said Act to redress complaints received regarding sexual harassment. However, there was no case reported with the Committee during the period under review.

Further, your company ensures that there is a healthy and safe environment for every women employee at the workplace and makes the necessary policies for a safe and secure environment for women employees.

MAINTENANCE OF COST RECORDS

The maintenance of Cost Records as specified by the Central Government under Section 148(1) of the Companies Act, 2013 is not applicable to the Company as the company does not fall under any of the categories prescribed under Section 148(1) of Companies Act, 2013.

DEMATERIALISATION OF EQUITY SHARES

The Company's Equity Shares are admitted in the system of Dematerialization by both the Depositories namely NSDL and CDSL. Equity Shares of the Company are compulsorily tradable in electronic form. As on March 31, 2021, 97.75% of the Equity Shares are held in electronic form and only 2.25% Equity Shares were held in physical form. The Member(s) holding shares in physical form are advised to avail of the facility of dematerialization.

COMPLIANCE WITH SECRETARIAL STANDARDS

During the financial year under review, the Company has complied with applicable Secretarial Standards on Board and General Meetings specified by the Institute of Company Secretaries of India pursuant to Section 118 of the Companies Act, 2013.

HUMAN RESOURCE MANAGEMENT

Your Company considers its human resources as an important asset and endeavours to nurture, groom and retain talent to meet the current and future needs of its business. During the year under review the human resource department along with support of management continued to proactively work on several initiatives to overcome the challenges faced by the organization to retain the existing employees as well as attract good talent from the market. These initiatives include regular management discussions, acknowledgement of employees' accomplishments, offering role enhancements with larger accountabilities, and maintaining transparency with them. This has helped the Company in building their confidence and trust in the Company. We continue to provide a conducive work environment and opportunities for development of employees.

ACKNOWLEDGEMENT

Your Directors wish to convey their gratitude and place on record their appreciation for the valuable support and cooperation of the Company's employees, vendors, bankers, government and other statutory authorities, customers and shareholders, who have reposed their continued trust and confidence in the Company.

On behalf of the Board of Directors

	Sd/-	**Sd/-**
Place: Noida	**TarunDua**	**Srishti Baweja**
	Managing Director	**Whole Time Director**
Date: August 20, 2021	**DIN:02696789**	**DIN:08057000**

Annexure -A

MR-3
Secretarial Audit Report

For the Financial period ended 31st March 2021
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
E2E NETWORKS LIMITED
Awfis, First Floor, A-24/9,
Mohan Cooperative Industrial Estate,
Mathura Road, New Delhi – 110 044
CIN: L72900DL2009PLC341980

We have conducted secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by M/s. E2E Networks Limited (hereinafter called "the Company"). The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the E2E Networks Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial period ended on 31st March 2021 (Commencing from April 1, 2020 to March 31, 2021), complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent based on the management representation letter/ confirmation received from the management, in the manner and subject to the reporting made hereinafter. The members are requested to read this report along with our letter dated July 28, 2021 annexed to this report as **Annexure – A.**

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial period ended on March 31, 2021 according to the applicable provisions of:

   i) The Companies Act, 2013 (the Act) and the rules made thereunder;

   ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

   iii) The Depositories Act, 1996 and the regulations and bye–laws framed thereunder;

   iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

   v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):–

      I. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

      II. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

      III. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

      IV. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

V. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit period);

VI. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the Audit period);

VII. The Securities and Exchange Board of India (Registrars to an issue and share transfer agents) Regulations, 1993 regarding the Companies Act and dealing with clients (Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the audit period);

VIII. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit period); and

IX. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents, records, management confirmations in pursuance thereof, on test check basis, the Company has complied with Information Technology Act, 2000 and the rules made there under, applicable specifically to the Company, during the financial year 01st April 2020 to 31st March 2021.

3. We have also relied upon compliance reports from the management, the representation made by the Company and its officers for systems and mechanism framed by the Company to ensure the compliance with general laws like Labour Laws, Employees Provident Funds Act, Employees State Insurance Act, as applicable to the Company.

4. We have also examined compliance with the applicable clauses of the following:

   i) Secretarial Standards issued by The Institute of Company Secretaries of India, with respect to board and general meetings (hereinafter referred as 'Secretarial Standards'). We noted that the Company is regular in complying with the Secretarial Standards; and

   ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'SEBI LODR 2015') and the Listing Agreements entered into by the Company with the National Stock Exchange of India Limited (hereinafter referred as 'NSE').

5. During the period under review, to the best of our knowledge and belief and according to the information and explanations given to us, the Company has complied with the provisions of the Acts, Rules, Regulations and Agreements mentioned above.

6. We further report that compliance of applicable financial laws including Direct and Indirect Tax Laws by the Company has not been reviewed in this audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

7. We further report that:

   i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non–Executive Directors and Independent Directors. The Board also has a woman director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

   ii) Adequate notice is given to all directors to schedule the Board Meetings. Notice of Board meetings was sent at least seven days in advance and where any Board Meeting was held on shorter notice the same was conducted in compliance with the Act. A system exists for directors to seek and obtain further information and clarifications on the agenda items before the meetings and for their meaningful participation at the meetings. Decisions of Board/Committee were carried through majority. We are informed that there were no dissenting members' views on any of the matters during the year that were required to be captured and recorded as part of the minutes.

iii) There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

iv) We further report that during the audit period the Company had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, standards, guidelines etc.

(a) Following matters were approved by the Shareholders at their 11th Annual General Meeting held on Tuesday, the 15th day of September, 2020:

- As a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company or subsidiary(ies) of Company, by way of loans, debentures (comprising fully/partly Convertible Debentures and/or Secured/ Unsecured Non-Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time up to the limits approved or as may be approved by the from time to time under Section 180(1)(c) of the Companies Act, 2013; and

- As an Ordinary Resolution w.r.t. revision in price of share warrants from 43.02 (Rupees Forty Three and Two Paisa) to 39.71 (Rupees Thirty Nine and Seventy One Paisa) on Preferential Basis.

(b) Following matters were approved as Special Resolutions passed through Postal Ballot on April 5, 2021 held via Remote e-Voting Process by the Shareholders of E2E 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:

- Approval of E2E Networks Limited Employees Stock Option Scheme-2021;

- Approval of acquisition of equity shares by way of secondary acquisition under E2E Networks Limited Employees Stock Option Scheme – 2021; and

- 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

Note: Due to worldwide outbreak of COVID-19, consequent lockdown and continuing restrictions in movements of people imposed by respective State Governments date of this report, we have not been able to do process audit and physical verification of certain books, papers, minute books, forms and returns filed and other records maintained by the Company and same have been verified electronically either on emails.

For MAKS & Co.,
Company Secretaries
[FRN P2018UP067700]

Sd/-
Mohit Maheshwari
Partner
Membership No.: F9565
COP No.: 19946

UDIN: F009565C000697441

Date: July 28, 2021
Place: Noida, U.P.

Annexure –A to Secretarial Audit Report dated July 28, 2021

To,

The Members,
E2E NETWORKS LIMITED
Awfis, First Floor, A-24/9,
Mohan Cooperative Industrial Estate,
Mathura Road, New Delhi – 110 044
[CIN: L72900DL2009PLC341980]

Our Secretarial Audit Report dated July 28, 2021 is to be read with this letter.

1. The compliance of provisions of all laws, rules, regulations and standards applicable to M/s. E2E Networks Limited (**'the Company'**) is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.

2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.

3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for the purpose of issue of the Secretarial Audit Report.

4. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as it is taken care in the statutory audit.

5. We have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.

6. This Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For MAKS & Co.,
Company Secretaries
[FRN P2018UP067700]

Sd/-
Mohit Maheshwari
Partner
Membership No.: F9565
COP No.: 19946

UDIN: F009565C000697441

Date: July 28, 2021
Place: Noida, U.P.

Annexure –B

Annual Report on Corporate Social Responsibility (CSR) Activities for the Financial Year ending March 31, 2021

[Pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended]

1. Brief Outline on the Corporate Social Responsibility ('CSR') Policy of the Company:

As per CSR policy of the Company, following shall be the focus areas for its CSR initiatives:-

(a) Education and Skill Development: To promote education and enhance vocational skills especially among children, women and differently abled persons.

(b) Health Care: To promote health care including rehabilitation facilities.

(c) Poverty and Malnutrition: To fight against hunger, poverty and malnutrition.

(d) Rural Development: To facilitate rural development and slum area development

However, the CSR Committee shall have authority to decide to carry out any other CSR activities within the purview of permissible activities under the Companies Act, 2013 from time to time.

The Corporate Social Responsibility Policy (CSR Policy) adopted by Board is available on the website of the Company and is accessible through the link https://www.e2enetworks.com/wp-content/uploads/2019/06/CSR-Policy.pdf

The CSR activities of the Company are carried out through implementing agencies by making contribution/donation to other organisations/institutions for the activities specified under Schedule VII of the Companies Act, 2013. During the year under review, the Company has partnered with Srijan Foundation Trust ("implementing agency") to carry out its CSR Programmes and accordingly contributed a sum of Rs. 6 lacs during FY 20-21 towards promotion of educational activities under School of Happiness Project. School of Happiness is the flagship project of "Srijan Foundation Trust" (Name changed to Sarayu Foundation Public Charitable Trust) which started as a non-formal after-school to help children from lesser-privileged backgrounds develop into fully-rounded personalities ready to make their mark in the world and encompasses a wide range of educational activities, lectures, workshops, professional courses and excursions geared towards personality-development and confidence-building in the after-school hours.

2. Composition of CSR Committee.

The composition of Corporate Social Responsibility Committee of the Company as on March 31, 2021 is as follows:-

S. No.	Name of Member	Designation	Number of Meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mrs. Srishti Baweja	Whole Time Director - Chairman	1	1
2	Mr. Gaurav Munjal	Independent Director – Member	1	1
3	Mr. Varun Pratap Rajda	Independent Director – Member	1	0
4	Mr. Naman K. Sarawagi	Independent Director – Member	1	1

3. **The web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:**

   (i) The composition of the CSR Committee https://www.e2enetworks.com/investors/board-of-directors/
   (ii) CSR Policy https://e2enetworkschz3fw2mgr.cdn.e2enetworks.net/wp-content/uploads/2021/03/Corporate-Social-Responsibility-Policy-1.pdf
   (iii) CSR Projects as approved by the Board https://www.e2enetworks.com/investors/corporate-governance/

4. **The details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies(Corporate Social Responsibility Policy) Rules, 2014, if applicable:** Not Applicable

5. **Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:** Not Applicable

6. **Average Net profit of the Company as per section 135(5):** INR 39.34 Lakhs

7. (a) **Two percent of average net profit of the company as per section 135(5)-** Rs. 0.79 Lakhs

   (b) **Surplus arising out of the CSR projects or programmes or activities of the previous financial years-** NIL

   (c) **Amount required to be set off for the financial year, if any -** Nil

   (d) **Total CSR obligation for the financial year (7a+7b-7c)-** Rs. 0.79 Lakhs

8. (a) **CSR amount spent or unspent for the financial year:**

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to UnspentCSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund.	Amount.	Date of transfer.
0.80 Lakhs	Nil	Nil	Nil	Nil	Nil

(b) **Details of CSR amount spent against ongoing projects for the financial year:**

Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project		Project duration (in years)	Amount allocated for the project (in Rs. Lakhs)	Amount spent in the current financial year (in Rs. Lakhs)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs. Lakhs)	Mode of implementation - Direct (Yes/No)	Mode of implementation -Through implementing agency.	
				State	District						Name	CSR registration number
1	Contribution to School of Happiness Project	Clause ii	Yes	Delhi		2	6*	6*	-	No	Srijan Foundation Trust (name changed to Sarayu Foundation Public Charitable Trust)	Due to name change, the entity is in process of registering and has not registered yet with MCA. No CSR Funding is released after 01.04.2021 to the entity.

*Amount spent on the project include carried forward unspent CSR amount of Rs. 5.2 Lakhs for FY 2019-20.

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project	Mode of implementation - Direct (Yes/No)	Mode of implementation -Through implementing agency.	
				State	District			Name	CSR registration number
Not Applicable									
	Total								

(d) Amount spent in Administrative Overheads- Nil

(e) Amount spent on Impact Assessment, if applicable- Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e)- Rs. 6 Lakhs

(g) Excess amount for set off, if any- Not Applicable

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer	
1	2019-2020	Not Applicable	5.2 Lakhs	NA	Nil	NA	Nil
2	2018-2019	Not Applicable	Nil	NA	Nil	NA	Nil
3	2017-2018	Not Applicable	Nil	NA	Nil	NA	Nil

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): INR 5.2 Lakhs

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details)

(a) Date of creation or acquisition of the capital asset(s). Not Applicable

(b) Amount of CSR spent for creation or acquisition of capital asset. Not Applicable

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. Not Applicable

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset). Not Applicable

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). Not Applicable

For E2E Networks Limited

Sd/-
Srishti Baweja
CSR Committee Chairman

Sd/-
Tarun Dua
Managing Director

Date: August 20, 2021
Place: Noida

Annexure-C

Disclosures pursuant to Section 197(12) of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. The ratio of the Remuneration of each director to the median remuneration of the employees of the Company for the financial year:

S. No.	Name of the Director	Category	Ratio of the Remuneration to the median remuneratio of the employees
1.	Mr. Tarun DuaManaging	Managing Director	10.46
2.	Mrs. Srishti Baweja	Whole-time Director	9.49
3.	Mr. Manjit Rai Dua#	Non-Executive Director	N.A.
4.	Mr. Varun Pratap Rajda	Non-Executive and Independent Director	0.07
5.	Mr. Gaurav Munjal	Non-Executive and Independent Director	0.10
6.	Mr. Naman Kailashprasad Sarawagi	Non-Executive and Independent Director	0.14
7.	Mr. Anurag Bhatia	Non-Executive and Independent Director	0.07

Mr. Manjit Rai Dua being the Non-ExecutiveDirector was not paid any remuneration and/or sitting Fees during FY 20-21.

B. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

S. No.	Name the Director/CFO/CS/Manager	Category	% Increase in remuneration in the financial year
1.	Mr. Tarun Dua	Managing Director	0%
2.	Ms. Srishti Baweja	Whole- time Director	4.13%
3.	Mr. Manjit Rai Dua	Non-Executive Director	N.A.
4.	Mr. Varun Pratap Rajda	Non-Executive and Independent Director	60%
5.	Mr. Gaurav Munjal	Non-Executive and Independent Director	20%
6.	Mr. Naman Kailashprasad Sarawagi	Non-Executive and Independent Director	300%
7.	Mr. Anurag Bhatia	Non-Executive and Independent Director	33%
8.	Ms. Megha Raheja	Chief Financial Officer	10%
9.	Mrs. Neha Baid	Company Secretary	20.61%

Note: The percentage increase in remuneration is provided only for those directors and KMP who have drawn remuneration and/or sitting fees from the Company for full FY 19-20 and FY 20-21.

C. Percentage Increase in the median remuneration of employees in the financial year

The percentage increase in the median remuneration of employees in the financial year was -14.89%.

D. Number of Permanent Employees on the rolls of company

Number of Permanent Employees on the rolls of E2E Networks Limited as at March 31, 2021 are 82.

E. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average increase in remuneration for employees is 12.88%. The average increase in overall managerial remuneration is 8.68%. The increase in remuneration is done as per the policy of the Company and based on economic factors mainly on account of inflation, performance rise, availability of the required talent, the industry comparatives etc.

F. Affirmation that remuneration is as per the remuneration policy of the company:

The Company affirms that the remuneration is as per the remuneration policy of the Company.

On behalf of the Board

For E2E Networks Limited

Sd/-
Tarun Dua
Managing Director
DIN: 02696789

Sd/-
Srishti Baweja
Whole time Director
DIN: 08057000

Place: Noida
Date: August 20, 2021

Annexure-D

Information as per 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Director's Report for the year ended March 31, 2021

Name of the Top 10 employees in terms of remuneration drawn by them

S. No.	Name	Qualification	Designation of employee	Remuneration received (Amount in INR)	Age	Experience	Date of commencement of employment	Previous employment & designation
1.	Mr. Tarun Dua	B. Tech from National Institute of Technology Kurukshetra	Managing Director	60,00,000	41	19	20.08.2009	Yahoo SDC, Bangalore/ Tech Lead
2.	Mrs. Srishti Baweja	Chartered Accountant from ICAI & B. Com(H), from SRCC	Wholetime Director	54,48,000	38	16	08.01.2013	HPCL /Financial Officer
3.	Mr. Kotapalli Ravoof Mohamed Imran	Master of Science, Information and Communication Engineering from Anna University B.E, C Abdul Hakeem College of Engineering &Technology Computer Science	Chief Operating Officer	48,00,000	38	16	16.03.2010	NRCFOSS/ Project Engineer
5.	Mr. Kesava Reddy M	B.E, AMIE	Vice President Sales	45,02,500	46	20	01.06.2018	Minjar Cloud Solutions Pvt. Ltd. VP Sales
6.	Mr. Varun Taneja	Chartered Accountant from ICAI & B. Com(H), from Shaheed Bhagat Singh College	Chief Financial Officer	27,50,000	34	12	29.01.2019	Den Networks Limited, Senior Manager-F&A
7.	Mr. Himank Saini Sadh	B-tech Computer Science and Engineering	VP, Delivery	24,80,000	41	20	29-10-2018	HCL Technologies Ltd. Senior project Manager
8.	Mr. Devendra Kumar Mishra	B.Tech, MNIT Jaipur	Software Engineer	19,37,000	30	7	29-10-2018	Voylla Fashion Private Ltd. Software Engineer
9.	Mr. Mumtaz Ahmed	MCA, B.R. Ambedkar Bihar University	Technical Lead	18,35,835	39	13	22-04-2019	Algoworks/ Digital front-End Developer
10.	Mr. Amit	B.Tech	Associate Product Manager	18,50,000	30	7	11-02-2014	N.A
10.	Mr. Paritosh Puri	M.Tech NIT Patna Bihar MCA, GBPEC Pauri Uttarakhand	Technical Lead	18,33,336	33	7	18-10-2018	Damco Solutions Senior software engineer

Notes:

1) Persons named above are/were permanent employees of the Company.

2) Remuneration includes salary, allowances, leave encashment, bonus etc.to employees. In addition, the employees are entitled to gratuity, contribution to Provident Fund, Employee State Insurance/ Group insurance in accordance with Company's Rules and policies.

3) The appointment of the above employees is governed by the company policy and rules.

4) The equity shareholding of above employees in the company does not exceed 2 percent except for Mr.Tarun Dua who holds 78,60,695 equity shares (54.48%) in the Company as on March 31, 2021.

5) None of the employees mentioned above are relative of any Director of the Company except Mrs. Srishti Baweja, Whole Time Director who is spouse of Mr. Tarun Dua, Managing Director.

6) None of the employees were in receipt of remuneration which in the aggregate, is in excess of that drawn by Managing Director of the Company and also holds by himself or along with his spouse and dependent children, 2% of the equity shares of the Company.

On behalf of the Board

For E2E Networks Limited

Sd/-
Tarun Dua
Managing Director
DIN: 02696789

Sd/-
Srishti Baweja
Whole time Director
DIN: 08057000

Place: Noida
Date: August 20, 2021

Annexure E

Form No. AOC-2
(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts or arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:

1. **Details of contracts or arrangements or transactions not at arm's length basis:** The Company has not entered into any contract/arrangement/transaction with its related parties which is not in ordinary course of business or at arm's length during FY 20-21.

   (a) Name(s) of the related party and nature of relationship – Not Applicable

   (b) Nature of contracts/arrangements/transactions - Not Applicable

   (c) Duration of the contracts / arrangements/transactions - Not Applicable

   (d) Salient terms of the contracts or arrangements or transactions including the value, if any - Not Applicable

   (e) Justification for entering into such contracts or arrangements or transactions - Not Applicable

   (f) Date(s) of approval by the Board – Not Applicable

   (g) Amount paid as advances, if any: - Not Applicable

   (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188 – Not Applicable

2. **Details of material contracts or arrangement or transactions at arm's length basis:** During the financial year 2020-21, there were no transactions with related parties which qualify as material transactions under the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

   (a) Name(s) of the related party and nature of relationship – Not Applicable

   (b) Nature of contracts/arrangements/transactions – Not Applicable

   (c) Duration of the contracts / arrangements/transactions – Not Applicable

   (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable

   (e) Date(s) of approval by the Board, if any: - Not Applicable

   (f) Amount paid as advances, if any: - Not Applicable

On behalf of Board of Directors

	Sd/-	**Sd/-**
	Tarun Dua	**Srishti Baweja**
Place: Noida	**Managing Director**	**Whole time Director**
Date: August 20, 2021	**DIN: 02696789**	**DIN: 08057000**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Disclaimer: Certain Statements made herein describing the Company's expectations or predictions are "forward looking statements". The Company's results, performance or achievements can significantly differ materially from those projected via such statements. Important factors that could make a difference to the Company's operations include, among others, economic conditions affecting demand/supply, changes in government regulations, tax regimes, economic developments and other incidental factors. The Company assumes no responsibility in respect of forward- looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

INDUSTRY STRUCTURE AND DEVELOPMENTS

From application software development to web servers, the cloud makes everything easily accessible and is an alternative to on-premise deployment. Cloud solutions provide more flexibility and better data management options, so has become inevitable for most organisations these days and new trends in the industry are growing in popularity.

Few trends in the industry that are expected to have a positive impact on the Company in 2021 are:-

- Cloud services being used for developing and storing mobile applications as it helps to avoid deploying complicated on-premise infrastructure.
- SMBs suffer from a dearth of IT talent to setup on-premise infrastructure from scratch which makes them particularly more amenable to using cloud infrastructure.
- Integration of AI and ML as it will improve the efficiency and speed of cloud computing. Moreover, with AI, companies will be able to automate tasks with more efficient handling of heavy workloads.

OUR BUSINESS, OUTLOOK AND STRATEGY

Your Company provides Infrastructure as a service (IaaS). It is a cloud computing offering in which a vendor provides users access to computing resources such as storage, networking, and servers. Organizations use their own softwares and applications within a service provider's infrastructure.

We provide Cloud infrastructure services through our cloud platform which can be accessed via our self-service portal available at link https://myaccount.e2enetworks.com. Our self-service public cloud platform enables rapid deployment of compute workloads. It enables Customers to provision/manage and monitor Linux/Windows/GPU Cloud Machines with high performance CPU, large memory (RAM) or Smart Dedicated Compute featuring dedicated CPU cores. Our instances are available from Indian data centers located at Noida and Mumbai ensuring data locality for the critical India centered data.

We provide Cloud Solutions via control panel or API, this includes CDN, Load Balancers, Firewalls, VPC, DBaaS, Reserved IPv4, Object Storage, DNS/rDNS, Continuous Data Protection, One Click Installations and many more features. This results in lower project delivery costs by cutting down the delivery timelines. Our collaboration with NVIDIA allows us to play a significant role in helping our customers run their AI/ML training/inference, data science, NLP and computer vision workload pipelines.

Your company is positioned to grow as we enter the AI era. The Company strives to continuously invest in its infrastructure, people and technology.

OPPORTUNITIES AND THREATS

OPPORTUNITIES

End-user spending on public cloud services in India will total $4.4 billion in 2021, according to the latest forecast from Gartner, Inc. dated April 29, 2021 and infrastructure-as-a-service (IaaS) has been forecasted to grow at 52.7%.

Table 1. India Public Cloud Services End-User Spending Forecast (Millions of U.S. Dollars)

	2020 Spending	2020 Growth %	2021 Spending	2021 Growth %	2022 Spending	2022 Growth %
Cloud Business Process Services (BPaaS)	190	2.0	207	9.2	218	5.2
Cloud Application Infrastructure Services (PaaS)	764	39.0	997	30.5	1,252	25.6
Cloud Application Services (SaaS)	1,168	3.1	1,411	20.8	1,696	20.2
Cloud Management and Security Services	269	7.3	317	18.0	378	19.2
Cloud System Infrastructure Services (IaaS)	946	35.9	1,445	**52.7**	1,995	38.0
Desktop as a Service (DaaS)	50	65.4	73	47.7	86	17.2
Total Market	3,387	19.0	4,451	31.4	5,625	26.4

Source: https://www.gartner.com/en/newsroom/press-releases/2021-04-29-india-1q21-public-cloud-forecast

This presents a unique opportunity in IAAS (Infrastructure As A Service) Cloud Computing space. Your Company is well positioned to get a pie of this business.

THREATS

1) Change in government regulations or their implementation could disrupt the operations and adversely affect the business and results of the Company, due to which Company may incur increased costs.

   For instance, the business impact of the proposed Personal Data Protection Bill and Non-Personal Data related regulatory changes and their impact on your Company have not been fully appreciated.

2) Increased competition from Global as well as Local players may impact our customer acquisition and future growth.

3) Significant increases in market prices of Computer equipment and other hardwares, energy or transportation, as well as supply disruptions, could adversely affect our results of operations.

4) We are incorporated in India and most of our operations, assets and personnel are located in India. Consequently, our performance may be affected by changes in exchange rates and controls, interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

5) Change in technology may render our current technology obsolete and require us to make substantial investments which could affect the Company finance and operation.

6) General Technology related risks like Disclosures of vulnerabilities in CPUs, Risks of becoming victims of Cyber Crime, accidental data disclosure etc.

7) Access to and retention of highly skilled professionals remains a significant challenge.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE

The Company's business activities fall within a single primary business segment. Accordingly, disclosures under Accounting Standard 17, Segment Reporting, as mandated under Section 133 of Companies Act, 2013 read with rules framed thereunder are not required to be made.

RISKS AND CONCERNS

The Company understands that it operates in a competitive and challenging environment and its business and operations are subject to a variety of risks and uncertainties like operational risks, financial risks, hazard related risks, market-related risks and strategic risks amongst others.

The Company has a well-defined system in place to reduce its operational risks and has a Risk Management Policy in place that helps in the identification, assessment and monitoring of risks and also helps to mitigate and manage the identified risks.

The Company strives to promote a proactive approach in risks reporting and management. This involves reviewing operations of the organization, identifying potential threats to the organization and the likelihood of their occurrence and then taking appropriate actions to address the most likely threats.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has the internal control systems in place, adequate for the size of the Company and the nature of its business. The primary function of our internal control systems is to ensure efficiency in business operations, safeguarding of company's assets, adherence to policies and procedures, protecting and detecting errors and frauds, strict compliance with applicable laws and ensuring the reliability of financial statements and reporting.

The Company has in place the internal financial controls for the various processes of the Company such as Revenue reporting and recognition, Fixed assets, Finance and accounts, Taxation, Treasury, HR & Payroll and Procurement etc. The internal control systems adopted by the Company ensures that all transactions are executed with proper authorisation, are recorded and reported correctly, and assets are safeguarded and protected against loss from unauthorised use. In addition, the compliance of corporate policies is duly monitored.

The internal audits carried out by the Internal Auditor of the Company and management reviews supplements the process of internal financial control framework. Internal Audits are conducted at regular intervals to assure the management of fair transactions, as per set policies and processes. Efficacy of internal control systems are tested periodically by Internal Auditors and internal control over financial reporting is tested and certified by Statutory Auditors.

The Company also has an Audit Committee to interact with the Statutory Auditors, Internal Auditors and Management in dealing with matters within its terms of reference including the matters relating to financial reporting and internal controls.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Human Resource Management function in your company is an equal strategic partner in achieving the goals set for the organization.

Our Company values its relationship with its employees and ensures that each employee feels connected to the Company's objectives and shares the Company's broader vision to create stakeholders' value. Our Human Resource Team, guided by the Top Management relentlessly undertakes various people-centric activities to keep all our employees engaged and provide them with suitable opportunities. E2E believes in inspiring the employees to their highest potential and engaging them in fun activities. Recently, the thrust of the Company has been on support towards Covid vaccination of all its employees and their family members.

Recognition and appreciation at the workplace go a long way in motivating the employees to work even harder and better. Our performance appraisal systems have been designed to recognise and reward exceptional performers.

E2E continues to emphasize on capability building, keeping the future in mind. The Company has made rigorous efforts to ensure that employees can handle challenges of the future, while staying abreast with the knowledge in relation to their respective functional domain. It also focuses on providing opportunities to each employee to grow and utilise their complete potential.

As on 31st March 2021, 82 employees are on the rolls of the company.

The industrial relations have remained harmonious throughout the year.

FINANCIAL PERFORMANCE AND HIGHLIGHTS

The financial performance during the Financial Year 2020-21 has been summarized below:

(Amount in INR Lakhs)

Particulars	**Standalone**	
	FY 19-20	**FY 20-21**
Revenue from operations	2509.61	3530.26
Total Expenditure other than finance cost and depreciation	2630.15	2442.26
Earnings before Interest, Tax and Depreciation (EBITDA)	**(120.54)**	**1088**
Other Income	221.47	95.54
Depreciation	1014.09	1240.61
Finance Costs	18.24	56.01
Profit/(Loss) before tax (PBT)	**(931.40)**	**(113.08)**
Current Tax	-	-
Deferred Tax	-	-
Adjustment related to previous year	3.94	-
Net Profit/(Loss) for the Year (PAT)	**(935.34)**	**(113.08)**
Basic EPS (in INR)	**(6.54)**	**(0.79)**
Diluted EPS (in INR)	**(6.54)**	**(0.79)**

The Company has reported total revenue from operations of INR 3530.26 lakhs during the FY 2020-21 as against revenue of INR 2,509.61 lakhs during the FY 2019-20. The Company has incurred Net Loss after tax amounting to INR 113.08 lakhs during the FY 2020-21 as against Net Loss after tax of INR 935.34 lakhs for the FY 2019-20.

In fiscal 2021, we have witnessed the increase in recurring revenue and increase in our customer base. We have created a strong leadership pipeline to work with trained and motivated employees to continue to work towards increasing our customer base.

BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements of the Company have been prepared to comply in all material respects with accounting standards notified under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India. The Management accepts the responsibility for the integrity and objectivity of these financial statements, as well as for various estimates and judgements used therein. The estimates and judgements relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present the state of affairs, profit/loss and cash flows for the year.

RATIO ANALYSIS

	FY 2020-21	FY 2019-20	% Change as compared to previous FY	Remarks/Reason for change where change is ± 25% or more as compared to Previous FY
Debtors Turnover	69.44	32.32	+114.85	The Debtors Turnover ratio has improved further in FY 20-21 due to improved collections and increase in prepaid Customers during FY 20-21
Inventory Turnover	N.A	N.A	N.A	Since the Company does not have any inventory, the Inventory Turnover Ratio is not applicable.
Interest Coverage Ratio	-9.57	N.A	N.A	The interest coverage ratio is used to determine how easily a company can pay their interest expenses on outstanding debt. Since the Company was debt free last year, the Interest Coverage Ratio is not applicable for FY M-20.
Current Ratio	1.19	5.52	-78.44	The Current Ratio of the Company has decreased slightly due to decrease in liquid assets as the focus remained on continued investments in infrastructure.
Debt Equity Ratio	N.A	N.A	N.A	The Debt Equity ratio is calculated by dividing the long-term debts by Shareholders' funds. Since the Company does not have any long-term debt, it is not applicable on the Company.
Operating Profit Margin (%)	-4.32	-45.21	90.44	The operating Profit Margin has improved due to increase in revenue.
Net Profit Margin (%)	-3.2	-37.27	91.41	The Net Profit Margin has improved as compared to last year due to increase in revenue.
Return on Net Worth (%)	-4.79	-38.37	87.51	Return on net worth has improved but is still negative due to slight loss due to focus on investment in infrastructure resulting in high depreciation costs.

Independent Auditors' Report

To the Members of **E2E Networks Limited**
(previously known as E2E Networks Private Limited)

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **E2E Networks Limited** ("the Company") (previously known as E2E Networks Private Limited), which comprise the balance sheet as at March 31, 2021, and the statement of profit and loss and statement of cash flows for the year ended March 31, 2021, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the Accounting standards prescribed under section 133 of the Act read with Companies (Accounting Standards) Rules, 2006, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and its loss and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ("Act"). Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Annual Financial statement section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the annual financial statements and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

There are no key audit matters reportable as per SA 701 issued by ICAI.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(I) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

   (A) As required by Section 143 (3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.

   e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" and

   (B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

      i) The Company has no pending litigations as at March 31, 2021 that will have impact on its financial position in its financial statements.

ii) The Company did not have any long-term contracts, including derivative contracts as at March 31, 2021 for which there were material foreseeable losses.

iii) There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2021

For **B. B. & Associates**
Chartered Accountants
ICAI Firm Registration number: 023670N

Sd/-
Balwan Bansal
Proprietor
Membership No: 511341

Place: New Delhi
Date: May 10, 2021
UDIN: 21511341AAAAMX3464

Annexure A to Independent Auditors' Report

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of the Independent Auditors report of even date to the members of E2E Networks Limited *(previously known as E2E Networks Private Limited).*

(i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.

(b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.

(c) The Company does not hold any immovable property (in the nature of 'fixed assets'). Accordingly, the provisions of clause 3(i)(c) of the order are not applicable to the Company.

(ii) The Company is in the business of providing cloud computing services and does not have any physical inventories. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.

(iii) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the Order are not applicable to the Company.

(iv) In our opinion, the Company has not entered into any transaction covered under Section 185 and 186 of the Act. Accordingly, the provisions of clause 3(iv) of the order are not applicable to the Company.

(v) The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2021 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

(vi) The Central Government of India has not specified maintenance of cost records under Section 148(1) of the Act in respect of Company's services. Accordingly, the provisions of clause 3(vi) of the order are not applicable to the Company.

(vii) (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.

(c) Details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2021 on account of dispute are given below:

Nature of Statute	Nature of dues	Forum where dispute is pending	Period to which the amount relates	Amount (INR)
The Income Tax Act, 1961	Income Tax	Assessing officer	A.Y. 2014-15	1,476,708

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks and has not issued any debentures.

(ix) The Company has not raised money by way of initial public offer, further public offer (including debt instruments) and term loans during the year. Accordingly, provisions of Clause 3(ix) of the Order is not applicable to the Company.

(x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

(xi) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

(xiii) The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under applicable accounting standard.

(iix) During the last year, the Company has allotted convertible warrants on preferential basis under the provisions of Chapter V of Securities Exchange and Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (ICDR Regulations) and Section 62 and 42 of the Companies Act, 2013. Pursuant to above, the Company has allotted 46,000 warrants on September 27, 2019 at Warrants Issue Price of Rs. 39.75/- and has received upfront payment of Rs. 457,125/- equivalent to 25% of total consideration.

During the current year, the Company has received the Balance consideration equivalent to 75% of total consideration amounting to Rs. 1,371,375 and has allotted equity shares against the conversion of said warrants.

The Company has completely utilised the funds raised through preferential issue for the purpose for which the funds were raised.

(xx) According to information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

(xxi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For **B. B. & Associates**
Chartered Accountants
ICAI Firm Registration number: 023670N

Sd/-
Balwan Bansal
Proprietor
Membership No. 511341

Place: New Delhi
Date: May 10, 2021
UDIN: 21511341AAAAMX3464

Annexure B to Independent Auditors' Report

Referred to in paragraph 1(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of the Independent Auditors' Report of even date to the members of E2E Networks Limited (previously known as E2E Networks Private Limited).

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1) We have audited the internal financial controls over financial reporting of E2E Networks Limited ("the Company") (previously known as E2E Networks Private Limited) as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2) The Board of Directors of the Company and its management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3) Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

   Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

   We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

4) A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that

   1 pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

2 provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and

3 provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

5) Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

6) In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **B. B. & Associates**
Chartered Accountant
ICAI Firm Registration number: 023670N

Sd/-
Balwan Bansal
Proprietor
Membership No. 511341

Place: New Delhi
Date: May 10, 2021
UDIN: 21511341AAAAMX3464

E2E Networks Limited (Previously known as E2E Networks Private Limited)
CIN: L72900DL2009PLC341980
Balance sheet as on March 31, 2021
(All amounts in INR unless otherwise stated)

	Notes	As on March 31, 2021	As on March 31, 2020
Equity and liabilities			
Shareholders' funds			
Share Capital	3	144,291,220	142,911,140
Reserves and surplus	4	91,713,140	100,412,995
Money received against share warrants		-	457,125
		236,004,360	**243,781,260**
Non-current liabilities			
Long -term provisions	5	7,560,035	7,512,987
		7,560,035	**7,512,987**
Current liabilities			
Short term borrowings	6	38,037,544	-
Trade payables	7	21,621,855	17,072,860
Other current liabilities	8	24,628,153	13,753,352
Short-term provisions	5	368,435	1,101,425
		84,655,987	**31,927,637**
TOTAL		**328,220,382**	**283,221,884**
Assets			
Non-current assets			
Fixed assets			
Property, Plant and Equipment	9	198,765,073	95,976,022
Intangible assets	10	17,704,543	37,666
Intangible assets under Development		48,500	48,500
Loans and advances	11	150,000	150,000
Other non-current assets	12	100,000	130,411
Deferred tax assets	13	10,590,722	10,590,722
		227,358,838	**106,933,321**
Current assets			
Trade receivables	14	3,377,719	6,789,743
Cash and cash Equivalents	15	51,910,454	124,140,818
Loans and advances	11	29,072,612	33,284,899
Other current assets	12	16,500,759	12,073,103
		100,861,544	**176,288,563**
TOTAL		**328,220,382**	**283,221,884**
Summary of significant accounting policies	**2**		

The accompanying notes are an integral part of the financial statements.
As per our report of even date

For B. B. & Associates
ICAI Firm Registration No.: 023670N
Chartered Accountants

sd/-
Balwan Bansal
Proprietor

Membership No.: 511341

Place: New Delhi
Date: May 10, 2021

For and on behalf of the board of directors
E2E Networks Limited
(Previously known as E2E Networks Private Limited)

sd/-
Tarun Dua
Managing Director

DIN: 02696789

Place: Noida
Date: May 10, 2021

sd/-
Srishti Baweja
Whole Time Director and Chief Financial Officer
DIN: 08057000

Place: Noida
Date: May 10, 2021

sd/-
Neha Baid
Company Secretary

Membership No.: A-33753

Place: New Delhi
Date: May 10, 2021

E2E Networks Limited (Previously known as E2E Networks Private Limited)
CIN: L72900DL2009PLC341980
Statement of profit and loss for the year ended March 31, 2021
(All amounts in INR unless otherwise stated)

	Notes	For the year ended March 31, 2021	For the year ended March 31, 2020
Income			
Revenue from operations	16	353,026,433	250,960,574
Other income	17	9,553,671	22,147,448
Total revenue (I)		**362,580,104**	**273,108,022**
Expenses			
Purchase of services	18	127,302,142	109,328,319
Employee benefits expense	19	85,433,571	105,165,988
Depreciation and amortization expense	20	124,060,559	101,408,776
Finance costs	21	5,601,281	1,823,556
Other expenses	22	31,490,362	48,521,233
Total (II)		**373,887,915**	**366,247,872**
Profit before tax		**(11,307,811)**	**(93,139,850)**
Current tax		-	-
Deferred tax		-	-
Adjustment related to previous year		-	393,870
Net tax expense		**-**	**393,870**
Profit for the year		**(11,307,811)**	**(93,533,720)**
Earnings per equity share [nominal value of share Rs.10 (Previous year : Rs.10)	23		
Basic		(0.79)	(6.54)
Diluted		(0.79)	(6.54)
Summary of significant accounting policies	**2**		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For B. B. & Associates
ICAI Firm Registration No.: 023670N
Chartered Accountants

Sd/-
Balwan Bansal
Proprietor

Membership No.: 511341

Place: New Delhi
Date: May 10, 2021

For and on behalf of the board of directors
E2E Networks Limited
(Previously known as E2E Networks Private Limited)

Sd/-
Tarun Dua
Managing Director

DIN: 02696789

Place: Noida
Date: May 10, 2021

Sd/-
Srishti Baweja
Whole Time Director and Chief Financial Officer
DIN: 08057000

Place: Noida
Date: May 10, 2021

Sd/-
Neha Baid
Company Secretary

Membership No.: A-33753

Place: New Delhi
Date: May 10, 2021

E2E Networks Limited (Previously known as E2E Networks Private Limited)
CIN: L72900DL2009PLC341980
Cash flow Statement for the year ended March 31, 2021
(All amounts in INR unless otherwise stated)

		For the year ended March 31, 2021	For the year ended March 31, 2020
A. Cash flow from operating activities			
Profit / (loss) before tax		(11,307,811)	(93,139,850)
Adjustments for:			
Depreciation / amortization		124,060,559	101,408,776
Interest income		(3,530,321)	(5,668,779)
Income from sale of investment		-	(15,019,068)
Liability and provisions no longer required, written back		(418,130)	(98,361)
Employee stock option outstanding expenses		(2,358,057)	1,536,202
Profit on sale of fixed assets		(3,059,603)	(941,662)
Interest expenses		1,594,503	29,447
Operating profit / (loss) before working capital changes		**104,981,140**	**(11,893,295)**
Movements in working capital :			
(Decrease) in trade payables		4,548,995	(677,095)
(Decrease)/Increase in other liabilities		11,292,931	(1,059,825)
Decrease/(Increase) in trade receivables		3,412,024	1,951,566
(Increase)/Decrease in other current assets		(7,879,209)	(2,544,563)
Increase/ (Decrease) in loans and advances		(4,568,908)	2,241,909
(Decrease)/Increase in provisions		(685,942)	(612,201)
Cash generated from operations		**111,101,031**	**(12,593,504)**
Direct taxes paid (net of refunds)		8,781,195	(11,186,455)
Net cash flow from/ (used in) operating activities	**(A)**	**119,882,226**	**(23,779,959)**
B. Cash flows from investing activities			
Purchase of fixed assets, including intangible assets under development		(247,941,561)	(86,800,961)
Proceeds from sale of fixed assets		6,484,677	3,073,586
Proceed from sale of investment in mutual funds		-	191,474,600
Interest received		7,012,285	2,261,451
Net cash flow (used in) investing activities	**(B)**	**(234,444,599)**	**110,008,676**
C. Cash flows from financing activities			
Proceeds from issuance of equity share capital		5,888,968	-
Proceeds from issuance of share warrant		-	457,125
Proceeds from short-term borrowings		38,037,544	-
Interest paid		(1,594,503)	(29,447)
Net cash flow (used in) financing activities	**(C)**	**42,332,009**	**427,678**
Net increase/(decrease) in cash and cash equivalents (A + B + C)		(72,230,364)	86,656,395
Cash and cash equivalents at the beginning of the period		124,140,818	37,484,423
Cash and cash equivalents at the end of the period		**51,910,454**	**124,140,818**

E2E Networks Limited (Previously known as E2E Networks Private Limited)
CIN: L72900DL2009PLC341980
Cash flow Statement for the year ended March 31, 2021 (continued)
(All amounts in INR unless otherwise stated)

		For the year ended March 31, 2021	For the year ended March 31, 2020
Components of cash and cash equivalents			
Cash on hand		93,361	121,846
Bank Deposits		45,000,000	114,020,000
With banks- on current account		6,817,093	9,998,972
Cash and cash equivalents at the end of the period (refer Note 15)		**51,910,454**	**124,140,818**

The accompanying notes are an integral part of the financial statements.
As per our report of even date

For B. B. & Associates
ICAI Firm Registration No.: 023670N
Chartered Accountants

sd/-
Balwan Bansal
Proprietor

Membership No.: 511341

Place: New Delhi
Date: May 10, 2021

For and on behalf of the board of directors
E2E Networks Limited
(Previously known as E2E Networks Private Limited)

sd/-
Tarun Dua
Managing Director

DIN: 02696789

Place: Noida
Date: May 10, 2021

sd/-
Srishti Baweja
Whole Time Director and Chief Financial Officer
DIN: 08057000

Place: Noida
Date: May 10, 2021

sd/-
Neha Baid
Company Secretary

Membership No.: A-33753

Place: New Delhi
Date: May 10, 2021

E2E Networks Limited (Previously known as E2E Networks Private Limited)
CIN: L72900DL2009PLC341980
Notes to financial statements for the period ended March 31, 2021
(All amounts in INR unless otherwise stated)

1.1 Corporate information

E2E Networks Limited, earlier known as E2E Networks Private Limited ('the Company') was incorporated on August 20, 2009 . The Company was converted into Public Company pursuant to Shareholders resolution passed at the Extra Ordinary General Meeting held on February 16,2018 and name of Company was changed to "E2E Networks Limited" pursuant to issuance of Fresh Certification of Incorporation dated March 14, 2018 by Registrar of Companies, NCT of Delhi and Haryana. The Company is in the business of providing Cloud computing services. The Company is listed on the SME platform of National Stock Exchange (NSE).

1.2 Basis of preparation

The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the Companies (Accounting Standards) Rules, 2006 (as amended) notified under section 133 of the Companies Act 2013, read together with Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

2 Summary of significant accounting policies

2.1 Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

2.2 Property, Plant and Equipment

Property, plant and equipment, capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred.

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

The Company identifies and determines cost of each component/ part of the asset separately, if the

component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

2.3 Depreciation on property, plant and equipment

Depreciation on fixed assets is calculated on a written down value method using the rates arrived at based on the useful lives estimated by the management. The Company has used the following rates to provide depreciation on its fixed assets.

Categories	Useful Life (In Years)
Computer and computer equipment	3
Office equipment's	5
Furniture and fixtures	10
Building	5

Based on the utilization and expected useful life of these assets for the Company, the life of the certain assets has been taken less than the life as prescribed in schedule II of Companies Act, 2013. The life of Servers in schedule II is prescribed to be 6 years whereas the life of the same has been taken 3 years . This decision is supported by the advice of technical expert.

2.4 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

Intangible assets are amortized on a straight line basis over the estimated useful economic life. The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.

2.5 Leases

Company as a lessee

Operating Leases

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Finance Lease

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance costs in the statement of profit and loss.

A leased asset is depreciated on a straight-line basis over the useful life of the assets. However, if there is no

reasonable certainty that the Company will obtain the ownership by the end of the lease term, the capitalized asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset, the lease term.

2.6 Impairment of tangible and intangible assets

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

2.7 Borrowing costs

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

2.8 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Income from services

The Company's revenue from cloud computing services and managed hosting services are recognized when the said services are rendered to the customers over the period of the contracts or based on actual utilization of such services and when no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale / rendering of services and regarding its collection.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

2.9 Foreign currency translation

Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried

in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

2.10 Retirement and other employee benefits

Expenses and liabilities in respect of employee benefits are recorded in accordance with the notified Accounting Standard 15, 'Employee Benefits (Revised 2005) ('Revised AS 15').

Provident fund

Provident fund benefit is a defined contribution plan under which the Company pays fixed contributions into funds established under Employees Provident Fund and Miscellaneous Provisions Act, 1952. The Company has no legal or constructive obligations to pay further contributions after payment of the fixed contribution. The contributions recognised in respect of defined contribution plans are expensed as and when they accrue. Liabilities and assets may be recognised if underpayment or prepayment has occurred and are included in current liabilities or current assets, respectively, as they are normally of a short term nature.

Gratuity

Gratuity is a post employment defined benefit plan. The liability recognised in respect of gratuity is the present value of the defined benefit obligation at the balance sheet date together with adjustments for unrecognised actuarial gains or losses and past service costs. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. Actuarial gains and losses arising from experience, adjustments and changes in actuarial assumptions are recorded as expense or income in the statement of profit and loss in the year in which such gains or losses arise.

Compensated absences

The Company also provides benefit of compensated absences under which un-availed leaves are allowed to be accumulated to be availed in future. The scheme is considered as a long term benefit. The compensated absences comprises of vesting as well as non vesting benefit and the liability is determined in accordance with the rules of the Company and is based on actuarial valuations made using projected unit credit method at the Balance Sheet date.

Other short term benefits

Expenses relating to other short term benefits is recognised on the basis of amount paid or payable for the period during which services are rendered by the employee.

2.11 Taxation

Tax expense comprises of current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. Current tax is determined as higher of the amount of tax payable calculated at the tax rates applicable to the relevant assessment year on the assessable income of the respective year or tax payable on book profit computed in accordance with the provisions of section 115JB of the Income-tax Act, 1961.

Deferred income-tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and tax laws enacted or substantively enacted at the balance sheet date.

Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

2.12 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.13 Provisions

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

2.14 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

2.15 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term investments with an original maturity of twelve months or less.

2.16 Employee share based payments

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. The cost is recognised in employee benefits expenses together with a corresponding increase in employee stock option outstanding account, over the period in which the service conditions are fulfilled in accordance with the Guidance Note on 'Share Based Payments' issued by the Institute of Chartered Accountants of India.

2.17 Investments

Trade Investments are the investments made to enhance the company's business interests. Investments are classified into current and long term investments. Investments that are readily realizable and intended to be held for not more than an year from the date of acquisition are classified as current investments. All other investments are classified as long term investments. Current investments are stated at lower of cost or fair value. The comparison of cost and fair value is done separately in respect of each category of investments. Long term investments are stated at cost. A provision for dimunition in the value of long term investments is made only if such a decline is other than temporary in the opinion of management. Investments other than in subsidiary and associates have been accounted as per Accounting Standard (AS) 13 on "Accounting for Investments".

E2E Networks Limited (Previously known as E2E Networks Private Limited)
CIN: L72900DL2009PLC341980
Notes to financial statement for the period ended March 31, 2021
(All amounts in INR unless otherwise stated)

(Amount in ₹)

3	Share capital	As on March 31, 2021	As on March 31, 2020
	Authorized shares		
	16,500,000 (Previous year : 16,500,000) equity shares of INR 10/- each	165,000,000	165,000,000
		165,000,000	**165,000,000**
	Issued, subscribed and fully paid-up shares		
	14,429,122 (Previous year: 14,291,114) equity shares of INR 10/- each	144,291,220	142,911,140
	Total issued, subscribed and fully paid-up share capital	**144,291,220**	**142,911,140**

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

(Amount in ₹)

Equity Shares	As on March 31, 2021		As on March 31, 2020	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the year	14,291,114	142,911,140	14,291,114	142,911,140
Add: issued during the year	138,008	1,380,080	-	-
Outstanding at the end of the year	**14,429,122**	**144,291,220**	**14,291,114**	**142,911,140**

(b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a face value of INR 10 per share. Each holder of equity is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders

(c) Details of shareholders holding more than 5% shares in the Company

Equity shares of INR 10 each fully paid	As on March 31, 2021		As on March 31, 2020	
	No. of shares held	% of holding	No. of shares held	% of holding
Mr. Tarun Dua	7,860,695	54.48%	7,760,695	54.30%
Blume Ventures Fund I	1,196,760	8.29%	1,196,760	8.37%

As per records of the Company, including its register of shareholders/ members, the above shareholding represents legal ownerships of shares.

On August 21, 2019, the Members of the Company have approved the issue of 1,84,000 convertible warrants at a price of Rs. 43.02/- each or such other price as may be decided by the Board not being less than the price arrived at as per the provisions of Chapter V of ICDR Regulations ("Warrants Issue Price"), exercisable into equal number of Equity Shares of face value of Rs. 10/- each of the Company on a preferential basis. The Warrants Issue Price was later revised to Rs. 39.75/- due to revision of minimum allotment price of Warrants arrived at as per the provisions of Chapter V of ICDR Regulations.

Pursuant to the above, the Company has allotted 46,000 warrants on September 27, 2019 at Warrants Issue Price of Rs. 39.75/- and has received upfront payment of Rs. 457,125/- equivalent to 25% of total consideration. The revision in price of warrants was duly noted by the Members in their meeting held on September 15, 2020.

During the year under review, the Company has received the Balance consideration equivalent to 75% of total consideration amounting to Rs. 1,371,375 and has allotted equity shares against the conversion of said warrants. The Company has completely utilised the funds raised through preferential issue in accordance with objects stated in the AGM Notice dated July 22, 2019.

(Amount in ₹)

4	Reserves and surplus	As on March 31, 2021	As on March 31, 2020
	Securities premium account		
	Balance as per the last financial statements	119,159,405	119,159,405
	Add: Received during the year on issue of equity shares	4,966,013	-
	Less: Amounts utilized toward share issue expense	-	-
	Closing Balance	**124,125,418**	**119,159,405**

(Amount in ₹)

4	Reserves and surplus (continued)	As on March 31, 2021	As on March 31, 2020
	Employee stock option outstanding		
	Gross employee stock compensation for options granted in earlier years	6,195,920	4,659,718
	Add: Options expense recognized	1,055,440	1,536,202
	Less: Options exercised	(3,413,497)	-
	Closing Balance	**3,837,863**	**6,195,920**
	Surplus in the statement of profit and loss		
	Balance as per last financial statements	(24,942,330)	68,591,390
	Profit for the year	(11,307,811)	(93,533,720)
	Net Surplus in the statement of profit and loss	**(36,250,141)**	**(24,942,330)**
	Total reserves and surplus	**91,713,140**	**100,412,995**

(Amount in ₹)

5	Provisions	Long-term		Short-term	
		As on March 31, 2021	As on March 31, 2020	As on March 31, 2021	As on March 31, 2020
	Provision for employee benefits				
	Provision for gratuity (Refer note 25(b))	5,879,787	5,445,881	208,541	296,740
	Provision for leave benefits	1,680,248	2,067,106	159,894	283,778
	Provision for CSR Expenses	-	-	-	520,907
		7,560,035	**7,512,987**	**368,435**	**1,101,425**

(Amount in ₹)

6	Borrowings	Long-term		Short-term	
		As on March 31, 2021	As on March 31, 2020	As on March 31, 2021	As on March 31, 2020
	Unsecured Loans				
	Loans and advances from related parties	-	-	22,700,000	-
	Bank overdraft	-	-	15,337,544	-
	Total Borrowings	-	-	**38,037,544**	-

Terms of borrowings

(a) **Loan from related parties:** The Company has entered into a loan agreement with the directors ("Lender") dated Ocotber 31, 2020 whereby the lender has agreed to provide unsecured loan for general corporate purpose upto a maximum of INR 20,000,000 in one or more tranches. As per the terms of agreement, the Company shall be liable to repay the loan on demand pursuant to a 15 days prior wirtten notice / email notice of demand for the repayment of loan. The interest on the loan is payable at the rate of 16% per annum simple interest payable on the 10th of each month on the balance outstanding.

(b) **Bank Overdraft from Axis Bank:** The Company has availed an overdraft facility amounting to INR 40,500,000 from Axis Bank for meeting its working capital requirements. The overdrawn balance of the facility is repayable in demand. The overdraft is secured by way of a cash margin in the form of Fixed deposit of Rs. 45,000,000 with the Bank. The interest on overdraft is charged at rate of interest payable by bank on fixed deposits plus 1%.

(Amount in ₹)

7	Trade Payable	As on March 31, 2021	As on March 31, 2020
	Total outstanding dues of micro enterprises and small enterprises *	35,965	-
	Total outstanding dues of creditors other than micro and small enterprises	21,585,890	17,072,860
		21,621,855	**17,072,860**

* Refer note 31 for details of dues to micro and small enterprises

(Amount in ₹)

8	Other current liabilities	As on March 31, 2021	As on March 31, 2020
	Unearned revenue	8,971,737	744,074
	Creditor for capital goods*	6,661,577	626,050
	Advance from customers	1,486,379	1,404,414
	Employee related payable	4,913,210	7,570,761
	Statutory dues payable		
	Tax deducted at source payable	2,330,910	2,049,413
	GST payable	-	1,013,129
	Other statutory dues payable	2,643,40	345,511
		24,628,153	**13,753,352**

* Creditor for capital goods include dues of micro enterprises and small enterprises amounting to INR Nil (March 31, 2020: INR Nil). Also refer note 31 for details of dues to micro and small enterprises

9 Property, Plant and Equipment (Amount in ₹)

Description	Office equipments	Computer equipment	Computer	Furniture and fixtures	Total Gross Block
Gross Block					
As at March 31, 2019	**2,209,331**	**497,350,512**	**3,084,161**	**668,273**	**503,312,276**
Additions	285,838	85,783,641	675,012	14,945	86,759,436
Deletions/ adjustments	-	26,227,177	27,119	-	26,254,296
As at March 31, 2020	**2,495,169**	**556,906,976**	**3,732,054**	**683,218**	**563,817,416**
Additions	69,074	228,221,653	1,474,369	18,060	229,783,156
Deletions/adjustments	2,117,724	57,182,737	291,993	668,253	60,260,707
As at March 31, 2021	**446,519**	**727,945,892**	**4,914,430**	**33,025**	**733,339,865**
Accumulated depreciation					
As at March 31, 2019	**1,695,633**	**386,764,557**	**1,840,288**	**258,373**	**390,558,850**
For the year	279,091	99,942,139	1,074,714	108,973	101,404,917
Deletions/ adjustments	-	24,103,727	18,646	-	24,122,373
As at March 31, 2020	**1,974,724**	**462,602,969**	**2,896,356**	**367,346**	**467,841,394**
For the year	237,251	122,671,523	578,207	82,050	123,569,031
Deletions/ adjustments	1,961,872	54,156,019	274,638	443,104	56,835,633
As at March 31, 2021	**250,103**	**531,118,473**	**3,199,925**	**6,292**	**534,574,792**
Net block					
As at March 31, 2019	**513,698**	**110,585,955**	**1,243,873**	**409,900**	**112,753,426**
As at March 31, 2020	**520,445**	**94,304,007**	**835,698**	**315,872**	**95,976,022**
As at March 31, 2021	**196,416**	**196,827,419**	**1,714,505**	**26,733**	**198,765,07 3**

(Amount in ₹)

10	Intangible assets			
	Description	**IP Address**	**Software**	**Total**
	Gross Block			
	As at March 31, 2019	-	-	-
	Additions	-	41,525	41,525
	Deletions/ adjustments	-	-	-
	As at March 31, 2020	**-**	**41,525**	**41,525**
	Additions	18,158,405	-	18,158,405
	Deletions/ adjustments	-	-	-
	As at March 31, 2021	**18,158,405**	**41,525**	**18,199,930**
	Accumulated depreciation			
	As at March 31, 2019	-	-	-
	For the year	-	3,859	3,859
	Deletions/ adjustments	-	-	-
	As at March 31, 2020	**-**	**3,859**	**3,859**

(Amount in ₹)

For the year	483,642	7,886	491,528
Deletions/ adjustments	-	-	-
As at March 31, 2021	**483,642**	**11,745**	**495,387**
Net block			
As at March 31, 2019	**-**	**-**	**-**
As at March 31, 2020	**-**	**37,666**	**37,666**
As at March 31, 2021	**17,674,763**	**29,780**	**17,704,543**

(Amount in ₹)

11	Loans and advances	Non-current		Current	
		As on March 31, 2021	As on March 31, 2020	As on March 31, 2021	As on March 31, 2020
	Security deposit				
	Secured, considered good	-	-	-	-
	Unsecured, considered good	150,000	150,000	1,101,634	1,772,700
	Doubtful	-	-	-	-
	Less: Provision for doubtful security deposit	-	-	-	-
		150,000	**150,000**	**1,101,634**	**1,772,700**
	Other loans and advances				
	Advance to vendors	-	-	845,530	836,841
	Advances recoverable in cash or kind	-	-	161,677	83,416
	Prepaid expenses	-	-	2,553,397	5,181,135
	Advance Income tax	-	-	16,629,612	25,410,807
	Balance with government authority	-	-	7,780,762	-
		-	-	**27,970,978**	**31,512,199**
	Total	**150,000**	**150,000**	**29,072,612**	**33,284,899**

Advance income tax is net of provision for income tax amounting to Rs. Nil (Previous year: Rs.372,170)

(Amount in ₹)

12	Other assets	Non-current		Current	
		As on March 31, 2021	As on March 31, 2020	As on March 31, 2021	As on March 31, 2020
	Unsecured, considered good unless stated otherwise				
	Bank balances (Refer note 15)	100,000	100,000	-	-
	Interest accrued on fixed deposits	-	30,411	3,937,909	3,481,964
	Unbilled revenue	-	-	12,533,459	8,505,505
	Advance to employee	-	-	29,391	85,634
		100,000	**130,411**	**16,500,759**	**12,073,103**

(Amount in ₹)

13	Deferred tax assets (net)	As on March 31, 2021	As on March 31, 2020
	Deferred tax asset		
	Property, plant and equipment	8,140,707	8,140,707
	Employee benefits	2,450,015	2,450,015
	Gross deferred tax assets	**10,590,722**	**10,590,722**
	Deferred tax liability	**-**	**-**
	Gross deferred tax liability	**-**	**-**
	Net deferred tax assets	**10,590,722**	**10,590,722**

(Amount in ₹)

14	Trade receivables	As on March 31, 2021	As on March 31, 2020
	Outstanding for a period exceeding six months from the date they are due for payment		
	Unsecured, considered good	-	-
	Doubtful	207,376	-
	Other receivables		
	Unsecured, considered good	3,377,719	6,789,743
	Doubtful	-	207,376
	Less: Provision for doubtful receivables	(207,376)	(207,376)
	Total	**3,377,719**	**6,789,743**

15	Cash and cash equivalents	As on March 31, 2021	As on March 31, 2020
	Balances with banks:		
	– On current accounts	6,817,093	9,998,972
	– Deposits with original maturity of less than three months	-	24,020,000
	– Deposits with original maturity of more than three months but less than 12 months	-	90,000,000
	Cash on hand	93,361	121,846
	(A)	**6,910,454**	**124,140,818**
	Other bank balances		
	– Deposits with original maturity of more than 12 months*	-	-
	– Margin money deposit**	45,100,000	100,000
	(B)	**45,100,000**	**100,000**
	Amount disclosed under other non-current assets (Refer note 12)	(100,000)	(100,000)
	Total	**51,910,454**	**124,140,818**

* Deposits of INR 100,000 pledged against bank guarantee provided under Haryana Value Added Tax Act, 2003 and CST Act, 1956 in favour of the Assessing Authority, Faridabad (March 31, 2020: INR 100,000). Deposits of INR 45,000,000 under lien with Axis Bank against overdraft facility (March 31, 2020: INR 45,000,000)

(Amount in ₹)

16	Revenue from operations	For the year ended March 31, 2021	For the year ended March 31, 2020
	Revenue from cloud computing service	353,026,433	250,960,574
		353,026,433	**250,960,574**
	Detail of services rendered	**For the year ended March 31, 2021**	**For the year ended March 31, 2020**
	Export services	15,823,779	11,081,230
	Domestic Services	337,202,654	239,879,344
		353,026,433	**250,960,574**

(Amount in ₹)

17	Other Income	For the year ended March 31, 2021	For the year ended March 31, 2020
	Interest income on bank deposits	3,530,321	5,668,779
	Income from sale of Investments	-	15,019,068
	Liability and provisions no longer required, written back	418,130	98,361
	Interest on income tax refund	627,800	-
	Profit on sale of fixed assets	3,059,603	941,662
	Miscellaneous Income	1,917,817	419,578
		9,553,671	**22,147,448**

(Amount in ₹)

18	Purchase of services	For the year ended March 31, 2021	For the year ended March 31, 2020
	Purchase of services	127,302,142	109,328,319
		127,302,142	**109,328,319**

(Amount in ₹)

19	Employee benefits expense	For the year ended March 31, 2021	For the year ended March 31, 2020
	Salaries, wages and bonus	81,926,626	99,594,710
	Employee stock compensation expenses (refer note 32)	1,055,440	1,536,202
	Contribution to provident and other fund (refer note 25(a))	1,453,365	1,941,938
	Gratuity expense (refer note 25(b))	611,675	194,498
	Staff welfare expenses	386,465	1,898,640
		85,433,571	**105,165,988**

(Amount in ₹)

20	Depreciation and amortization expense	For the year ended March 31, 2021	For the year ended March 31, 2020
	Depreciation on tangible assets	123,569,031	101,404,917
	Amortization of intangible assets	491,528	3,859
		124,060,559	**101,408,776**

(Amount in ₹)

21	Finance costs	For the year ended March 31, 2021	For the year ended March 31, 2020
	Interest	1,594,503	29,447
	Bank and other charges	197,276	72,470
	Payment gateway charges	3,809,502	1,721,639
		5,601,281	**1,823,556**

(Amount in ₹)

22	Other expenses	For the year ended March 31, 2021	For the year ended March 31, 2020
	Rent (refer note 26)	3,247,098	8,174,691
	Equipment Hire charges (refer note 26)	8,546,428	11,395,241
	Communication costs	194,571	184,709
	Technology infrastructure costs	1,999,324	866,741
	Rates and taxes	697,851	282,307
	Repairs and Maintenance	108,327	94,948
	Traveling and conveyance	1,007,731	2,277,680
	Power and fuel	224,074	412,385

(Amount in ₹)

22	Other expenses (continued)	For the year ended March 31, 2021	For the year ended March 31, 2020
	Legal and professional fees	6,489,954	13,107,333
	Membership and subscriptions	6,294,826	4,111,069
	Recruitment and training	124,754	1,127,852
	Payment to Auditor (Refer details below)	395,000	501,500
	Advertising and sales promotion	1,134,976	3,373,290
	Exchange difference (net)	266,402	45,848
	Provision for bad and doubtful debts	-	207,376
	Office Expenses	467,463	891,879
	CSR Expenses (refer note 33)	79,092	1,120,908
	Miscellaneous expenses	212,491	345,476
		31,490,362	**48,521,233**

(Amount in ₹)

Payment to Auditor	For the year ended March 31, 2021	For the year ended March 31, 2020
Statutory Audit fee	300,000	300,000
Tax audit and other fee	95,000	100,000
GST Audit fee	-	75,000
Out of pocket expenses	-	26,500
	395,000	**501,500**

(Amount in ₹)

23	Earnings per Share	For the year ended March 31, 2021	For the year ended March 31, 2020
	The following reflects the Profit and shares data used in the basic and diluted EPS computations:		
	Profit for calculation of Basic and Diluted EPS	(11,307,811)	(93,533,720)
	Weighted average number of equity shares in calculating basic EPS (In numbers)	14,380,601	14,291,114
	Weighted average number of equity shares in calculating diluted EPS (In numbers)	14,380,601	14,291,114
	Basic EPS	**(0.79)**	**(6.54)**
	Diluted EPS	**(0.79)**	**(6.54)**

There are potential equity shares in the form of stock options issued and outstanding. As these are anti-dilutive, they are ignored in the calculation of diluted earning per share and accordingly the diluted earning per share is the same as basic earnings per share.

24 Segment Information

The primary reporting of the Company has been performed on the basis of business segment. The Company is solely engaged in providing cloud Computing services. All resources are predominantly used for providing cloud computing services and the entire activities are governed by the same set of risks and returns and hence have been considered as representing a single segment. The said treatment is in accordance with the guiding principles envisaged in the Accounting Standard -17 on Segment Reporting.

25 Employee benefits

(a) The Company makes contributions, determined as a specified percentage of employees salaries, in respect of qualifying employees towards Provident Fund which is a defined contribution plan. The company has no obligations other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue. The amount recognised as an expense toward contribution to Provident Fund for the year aggregated to INR 1,453,365 (previous year: INR 1,941,938).

(b) Defined benefit plan

(i) Gratuity

The Company has a defined benefit gratuity plan and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. The gratuity plan is governed by the Payment of Gratuity Act, 1972. The plan is unfunded.

The following table summarizes the components of net benefit expense recognised in the statement of profit and loss account and amounts recognised in the balance sheet for the gratuity.

Statement of Profit and Loss (Amount in ₹)

Net employee benefit expense recognised in employee cost	**As on March 31, 2021**	**As on March 31, 2020**
Current service cost	1,823,794	2,981,295
Interest cost on benefit obligation	375,846	365,473
Expected Return on Plan Assets	-	-
Net actuarial (gain) / loss recognized in the year	(1,587,965)	(2,965,670)
Net Benefit Expense	**611,675**	**381,098**

Balance Sheet (Amount in ₹)

Benefit asset/ (liability)	**As on March 31, 2021**	**As on March 31, 2020**
Present value of defined benefit obligation	6,088,328	5,742,621
Fair value of plan assets	-	-
Plan liability	**6,088,328**	**5,742,621**

Changes in the present value of the defined benefit obligation are as follows: (Amount in ₹)

	As on March 31, 2021	**As on March 31, 2020**
Opening defined benefit obligation	5,742,621	5,548,123
Interest cost	375,846	365,473
Current service cost	1,823,794	2,981,295
Benefits paid	(265,968)	(186,600)
Actuarial losses on obligation	(1,587,965)	(2,965,670)
Closing defined benefit obligation	**6,088,328**	**5,742,621**

The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

	As on March 31, 2021	**As on March 31, 2020**
Discount Rate	6.95%	6.70%
Salary Escalation Rate	7.00%	2% for the first year and 7% thereafter
Employee turnover:		
From 18 to 25 years	5.00%	5.00%
From 26 to 35 years	3.00%	3.00%
From 36 to 45 years	2.00%	2.00%
From 46 to 60 years	1.00%	1.00%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

(i) Gratuity (continued)

Amounts for the current and previous periods are as follows: **(Amount in ₹)**

Particulars	As on March 31, 2021	As on March 31, 2020	As on March 31, 2019	As on March 31, 2018	As on March 31, 2017
Defined benefit obligation	6,088,328	5,742,621	5,548,123	4,149,051	2,725,981
Plan assets	-	-	-	-	-
(Surplus) / deficit	6,088,328	5,742,621	5,548,123	4,149,051	2,725,981
Assumptions (Gain)/Loss	(145,432)	(1,140,264)	1,698,687	-	-
Experience adjustment on plan Liabilities (Gain)/Loss	(1,442,533)	(1,825,406)	(2,190,563)	161,399	-
Total Actuarial (Gain)/Loss	(1,587,965)	(2,965,670)	(491,876)	161,399	-

26 Leases

Operating lease : Company as lessee

The Company has taken certain equipment under operating lease from IBM India Private Limited. The period of the lease is from December 31, 2017 to December 31, 2020 (for a period of 3 years). The Company has also taken office premises on cancellable and non cancellable leases. The lease rental charged during the year in the statement of profit and loss are as follows:

	As on March 31, 2021	As on March 31, 2020
Lease for Equipment during the year	8,546,428	11,395,241
Lease for premises during the year	3,247,098	8,174,691
	11,793,526	**19,569,932**

Future minimum rentals payable under non cancellable operating leases of equipment as on March 31, 2021:

	As on March 31, 2021	As on March 31, 2020
Payable within 1 year	-	8,546,430
Payable after 1 year but before 5 years	-	-
	-	**8,546,430**

27 Related party disclosures

(i) Name of the related parties and nature of the related party relationship:

Key Management Personnel

Tarun Dua, Managing Director (w.e.f August 20, 2009)

Srishti Baweja, Whole time Director cum Interim CFO (appointed as Interim CFO w.e.f May 10, 2021)

Manjit Rai Dua, Non executive Director (w.e.f October 11, 2010)

Gaurav Munjal, Independent Director (w.e.f. February 9, 2018)

Varun Pratap Rajda, Independent Director (w.e.f February 9, 2018)

Anurag Bhatia, Director (w.e.f May 16, 2019)

Naman Kailashprasad Sarawagi, Independent Director (w.e.f February 18, 2019)

Neha Baid, Company Secretary (w.e.f March 11, 2019)

Varun Taneja, Chief Financial Officer (upto April 15, 2021)

Others

Constellation BLU Management Consultants LLP (entity in which director is interested)

(ii) **Transactions during the year with related party:**

Nature of transactions	Key management Personnel	
	March 31, 2021	March 31, 2020
Directors Remunerations (including perquisites)*		
Tarun Dua**	6,000,000	6,000,000
Srishti Baweja	5,448,000	5,232,000
Salary Expense		
Neha Baid	796,000	660,000
Varun Taneja	2,750,000	2,499,996
Legal and professional fee		
Constellation BLU Management Consultants LLP	104,000	128,804
Loan and advances from related parties		
Tarun Dua**	10,000,000	-
Srishti Baweja	12,700,000	-
Interest on Loan		
Tarun Dua**	628,888	-
Srishti Baweja	699,857	-
Reimbursement of expenses		
Tarun Dua**	-	17,713
Srishti Baweja	-	869,162

* The remuneration to the key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the company as a whole.

** is the promoter of the Company and holds more than 10% shareholding in the Company. For details of shareholding, refer note 3(c).

(iii) **Balances outstanding at the year end:** **(Amount in ₹)**

Nature of Balances	Key management Personnel	
	March 31, 2021	March 31, 2020
Loans and advances from related parties		
Tarun Dua**	10,000,000	-
Srishti Baweja	12,700,000	-
Directors Remunerations Payable		
Tarun Dua**	22,755	377,564
Srishti Baweja	1,043	292,547
Salary Payable		
Neha Baid	126,538	51,228
Varun taneja	188,290	174,561

** is the promoter of the Company and holds more than 10% shareholding in the Company. For details of shareholding, refer note 3(c).

28 Contingent Liabilities **(Amount in ₹)**

Statute under which demand is pending	Amount of Demand	Assessment Year	Pending with authority
Income Tax Act, 1961	1,476,708	2014-15	Assessing officer

Based on the discussions with the expert, the management believes that the company has a strong chance of success in above mentioned case and hence no provision is considered necessary in the books of account.

29 Expenditure in foreign currency (accrual basis) **(Amount in ₹)**

	As on March 31, 2021	As on March 31, 2020
Membership and subscriptions	3,307,847	1,714,372
Purchase of Services	17,631	438,256
Advertising and sales promotion	613,012	660,125
Facility and infrastructure costs	1,596,595	566,531
Intangible Assets	18,158,405	-
	23,693,489	**3,379,284**

30 Earnings in foreign currency (on accrual basis) **(Amount in ₹)**

	As on March 31, 2021	As on March 31, 2020
Revenue from cloud computing service	15,823,779	11,081,230
	15,823,779	**11,081,230**

31 Disclosures under Micro, Small and Medium Enterprises Act, 2006

The micro enterprises and small enterprises have been identified by the Company from the available information. According to such identification, the disclosures in respect to Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 is as follows:

(Amount in ₹)

		As on March 31, 2021	As on March 31, 2020
(i)	Details of dues to micro and small enterprises as per MSMED Act, 2006 the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
	- principal amount	35,965	Nil
	- interest amount	Nil	Nil
(ii)	The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil
(iii)	The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);	Nil	Nil
(iv)	The amount of interest accrued and remaining unpaid at the end of each accounting year;	Nil	Nil
v)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23	Nil	Nil

32 Employees' stock option plans

The Company had established an "E2E ESOS Scheme 2018" ('the Scheme'), according to which, the Company had granted 379,620 equity settled options at an exercise price as defined in the scheme. This scheme gave employees the right to subscribe to stock options representing an equal number of equity shares of face value Rs.10 each. These options vest uniformly over a period of 5 years commencing one year after the date of grant as per terms and conditions specified in option grant letters.

Further, on August 12 2020, the Company had granted 127,980 equity settled options including the options lapsed at previous grant at an exercise price of Rs. 51.30. This scheme gave employees the right to subscribe to stock options representing an equal number of equity shares of face value Rs.10 each. These options vest uniformly over a period of 5 years commencing one year after the date of grant as per terms and conditions specified in option grant letters.

The Shareholders of the Company had approved the Scheme on March 1, 2018. The options will vest over a period of 5 years from the date of grant in the following manner.

Particulars	E2E ESOS Scheme 2018
Exercise price	The exercise price in respect of the options shall be decided by the Nomination and Remuneration Committee ("NRC" or "the Committee") of the Board of Directors.
Vesting conditions	20% at the end of 1 year from the effective grant date 20% at the end of 2 year from the effective grant date 20% at the end of 3 year from the effective grant date 20% at the end of 4 year from the effective grant date 20% at the end of 5 year from the effective grant date
Exercise Period	(a) At any time, as long as the option holder continues to be employed with the Company, or (b) Within a period of 90 (Ninety) days from the date of cessation of the option holder's employment with the Company, or (c) Such other period as may be determined by the NRC on case to case basis.

The Board of the Company vide its resolution dated July 22, 2019 has approved NRC to act as Compensation Committee for the purpose of SEBI (Share Based Employee Benefits) Regulations, 2014.

(Amount in ₹)

		As on March 31, 2021	As on March 31, 2020
(a)	Vesting requirements	Continued employment of 12 months	Continued employment of 12 months
(b)	Exercise price (INR per share)*	12 and 51.30	12 and 51.30
(c)	Maximum term of options granted	5 Years	5 Years
(d)	Option movement during the year		
	(i) Options outstanding at the beginning of the year	233,402	242,602
	(ii) Options granted during the year	127,980	-
	(iii) Options lapsed during the year	9,386	9,200
	Vested	5,113	1,572
	Unvested	4,273	7,628
	(iv) Options exercised	92,008	-
	(v) Options outstanding at the end of the year	259,988	233,402
	(vi) Options vested during the year	54,531	55,976
	(vii) Number of shares arising as a result of exercise of options	92,008	-
	(viii) Money realized by exercise of options	1,104,096	-
	(ix) Options exercisable at the end of the year	24,000	66,590

* The exercise price is different for different class of employees as determined by the committee on case to case basis.

33 Corporate social responsibility expenses

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding financial years on corporate social responsibility (CSR) activities. The area for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A Corporate Social Responsibility (CSR) committee has been formed by the Company as per the act. The Company has entered into an MOU with Srijan Foundation Trust to contribute and provide the funds for supporting the activities which are specified in Schedule VII of the Companies Act, 2013 .

(i) Gross amount required to be spent by the Company during the year is INR 79,093 (previous year INR 1,128,476).

(ii) Amount spent during the year on:

(Amount in ₹)

S.No.	Particulars	Amount paid during FY 20-21 pertaining to FY 19-20	Amount paid during FY 20-21 pertaining to FY 20-21	Amount remaining unpaid as on March 31, 2021	Total
(i)	Construction/acquisition of any asset	-	-	-	-
(ii)	On purposes other than (i) above	5,20,907	79,093	-	600,000

34 Estimation of uncertainties relating to the global health pandemic from COVID-19

In assessing recoverability of receivables including trade receivables, deposits and intangible assets, the Company has considered internal and external information up to the date of approval of these financial statements. The Company has performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic condition.

35 During the FY 2019-20, the Company had allotted convertible warrants on preferential basis under the provisions of Chapter V of Securities Exchange and Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (ICDR Regulations) and Section 62 and 42 of the Companies Act, 2013. 25% of the amount was received in FY 2019-20 and fully utilized in that year, balance 75% has been received on February 9, 2021. The Company has completely utilised the funds raised through preferential issue for the purpose for which the funds were raised. Statement towards utilization of funds as on March 31, 2021 is summarized below:

(Amount in ₹)

Particulars	Amount
Amount remaining unutilised as on March 31, 2020	-
Funds received on allotment of warrants (representing balance 75% of total consideration)	1,371,375
Less: Amount utilised towards working capital requirements of the Company and for other general corporate purposes	(1,371,375)
Amount remaining unutilised as on March 31, 2021	-

36 As at the year ended on March 31, 2021 and March 31, 2020, the Company is having net deferred tax assets primarily comprising of unabsorbed Depreciation, employee benefit expenses and carry forward Losses under tax laws. However in the absence of virtual certainty backed by convincing evidence of future taxable income, Deferred Tax Assets has not been recognized during the current year.

37 Previous year's figures

The previous year figures have been reclassified to confirm to current year's classification and in accordance with schedule III of the Companies Act 2013. This does not impact recognition and measurement principles followed for preparation of financial statements. The manner these amounts would have appeared in the financial statements for the previous year if the correct classification as required by Schedule III would have been followed.

As per our report of even date

For B. B. & Associates
ICAI Firm Registration No.: 023670N
Chartered Accountants

Sd/-
Balwan Bansal
Proprietor

Membership No.: 511341

Place: New Delhi
Date: May 10, 2021

For and on behalf of the board of directors
E2E Networks Limited
(Previously known as E2E Networks Private Limited)

Sd/-
Tarun Dua
Managing Director

DIN: 02696789

Place: Noida
Date: May 10, 2021

Sd/-
Srishti Baweja
Whole Time Director and Chief Financial Officer
DIN: 08057000

Place: Noida
Date: May 10, 2021

Sd/-
Neha Baid
Company Secretary

Membership No.: A-33753

Place: New Delhi
Date: May 10, 2021

Regd. & Corporate Office:

E2E Networks Limited
Awfis, A-24/9, Mohan Co-operative
Industrial Estate, Mathura Road,
Saidabad, New Delhi -110044

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