



E2E Networks Limited

CIN- L72900DL2009PLC341980

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

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

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 15th Annual General Meeting (“AGM”) of the Members of E2E Networks Limited (“Company”) will be held on **Wednesday, September 11, 2024 at 11:00 A.M. (IST)** through Video Conferencing (“VC”) / Other Audio- Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements

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

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2024 together with the reports of board of directors and auditor’s thereon, be and are hereby received, considered and adopted.”

2. Appointment of Director in place of Mr. Tarun Dua (DIN: 02696789), who retires by rotation and being eligible, offers himself for re-appointment, as a Director

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

“**RESOLVED THAT** in accordance with section 152 and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Traun Dua (DIN: 02696789), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. Adoption of New set of Memorandum of Association with Amended Object Clause:

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

“**RESOLVED THAT** pursuant to Section 13, 15 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 (the “Act”), read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals, consents, sanctions and permissions as may be necessary, consent of the members be and is hereby accorded to adopt the new Memorandum of Association in place of the existing Memorandum of Association with no change in existing Clause III (A) containing the Main Objects sub-clause no. 1 to 5.

RESOLVED FURTHER THAT the existing Clause III (B) i.e. “the Objects Incidental or Ancillary to the attainment of Main Objects” containing sub-clause nos. 1 to 34 be and is hereby stands deleted and replaced by new Clause III (B) i.e. “Matters which are necessary for furtherance of the objects specified in clause III (A) are:” containing the same sub-clause nos. 1 to 34, as above, and a new sub-clause no. 35 as given herein below:

To carry on the business of software development and computer designing, jobworks, customization and also to provide technical services, training, consultancy related to hardware & software, information technology, to undertake computer related jobs as Internet, communication network, e-commerce, web hosting, maintenance of web-sites, web site designing, development of portals, multimedia to carry all kind of business in India or abroad related to information and technology, computer related assignments WAP application development, franchising and placement consultant.

RESOLVED FURTHER THAT the existing Clause III (C) containing the “Other Objects” be and is hereby stands deleted in full.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Director of the Company be and are hereby severally authorized on behalf of the Company to take all necessary steps in this regard in order to facilitate the legal and / or procedural formalities including filing of necessary forms/returns with the Registrar of Companies/ Ministry of Corporate Affairs and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with powers on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard.”

4. Item No. 4: Issuance of Equity shares to the persons/entities belonging to the ‘Promoter and Promoter Group and Public Category’ on a Preferential Basis.

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under [including any statutory modification(s) thereto or re-enactment thereof for the time being in force], enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with National Stock Exchange of India Limited, the stock exchange where the shares of the Company are listed (“Stock Exchange”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“Takeover Regulations”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI, RBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis **up to 24,81,592 (Twenty Four lakh eighty one thousand five hundred and ninety two)** Equity shares of face value of Rs. 10/- (Rupees Ten only) each (“Equity Shares”) for cash, at an issue price of **Rs. 1694.50/- (Rupees One Thousand Six Hundred Ninety-Four and fifty paise Only)** per equity share (including a premium of Rs. 1684.50/- per equity share), determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, **for an aggregate amount of up to 420,50,57,644/(Rupees Four Hundred Twenty crore Fifty Lakh Fifty Seven Thousand Six Hundred and Forty Four Only)**, on such terms and conditions and in such manner as may be finalized by the Board of Directors, to the below mentioned persons/entities belonging to the **“Promoter and Promoter Group and Public Category” (“Proposed Allottees”)** in the manner as follows:

S. No.	Name of the Proposed Allottees	Category	No. of Equity Shares to be allotted (up to)
1	Suchinta Baweja	Promoter Group	2,950.00
2	Srishti Baweja	Promoter	14,754.00
3	Himanshu Baweja	Promoter Group	17,704.00
4	Megha Raheja	Promoter Group	17,704.00
5	Shailly Dua	Promoter Group	10,000.00
6	Ashish Ramesh Chandra Kacholia	Public	1,77,043.00
7	RBA Finance and Investment Company	Public	1,77,043.00
8	Kaushik Daga	Public	29,507.00
9	Malik Rare LLP	Public	14,753.00

S. No.	Name of the Proposed Allottees	Category	No. of Equity Shares to be allotted (up to)
10	Generational Capital Breakout Fund 1	Public	23,605.00
11	Jasmine Ajay Sarupria	Public	59,014.00
12	AJ Capital	Public	1,180.00
13	NAV Capital VCC- NAV Capital Emerging Star Fund	Public	1,94,747.00
14	Pico Capital Private Limited	Public	5,901.00
15	Pernika Narayan	Public	4,426.00
16	Aditi Saraff	Public	2,950.00
17	Sabena Widhani	Public	5,901.00
18	Anil Bansal	Public	1,180.00
19	Ankit Chowdhary	Public	1,475.00
20	Mehta Bhavik Vishanraj	Public	4,426.00
21	Gauri Khan Family Trust	Public	23,605.00
22	Pivotal Enterprises Private Limited	Public	1,47,536.00
23	Karthik Reddy Bezawada	Public	14,753.00
24	Piyush Vishanraj Mehta	Public	1,475.00
25	Ravinder Vashist	Public	413.00
26	Ritika Agarwal	Public	1,475.00
27	Rohit Srivastwa	Public	1,000.00
28	Sanjeev Kumar Singh	Public	1,101.00
29	Shiva Shankar Naga Roddam	Public	1,475.00
30	Akshat Greentech Private Limited	Public	1,18,028.00
31	Shalu Aggarwal	Public	1,18,028.00
32	Bharanidharan Viswanathan	Public	999.00
33	Karan Bagaria	Public	29,507.00
34	Maheshwari Family Trust	Public	14,753.00
35	Pranshu Mittal	Public	1,475.00
36	Tusk Investments Limited	Public	29,507.00
37	Opuleny Advisors And Consultants LLP	Public	1,18,028.00
38	Paragon Partners Equity Trust	Public	23,605.00
39	Dovetail Global FundPCC-Paragon Partners Equity	Public	29,507.00
40	Rajaram MoreshwarAjgaonkar	Public	5,901.00
41	Rajat Goenka	Public	1,18,028.00
42	Riday Kiritkumar Sopariwala	Public	1,652.00
43	Vivek Jain	Public	88,521.00
44	Abhishek Jain	Public	8,852.00
45	Adhiraj Swarup Agarwal	Public	11,802.00
46	Aditya Kumar Jain	Public	2,950.00
47	Alchemy Long term Ventures Fund	Public	88,521.00
48	Ameya VirendraRathod	Public	1,000.00
49	Arun Goel	Public	17,704.00

S. No.	Name of the Proposed Allottees	Category	No. of Equity Shares to be allotted (up to)
50	Unitycapital Advisors LLP	Public	11,802.00
51	Gautam Vora	Public	2,950.00
52	Hitesh Arvindhbai Shah	Public	5,901.00
53	Madhuri Shankar Dixit	Public	4,426.00
54	Mohd Jazib Khan	Public	5,901.00
55	Niveshaay Hedgehogs LLP	Public	29,507.00
56	Pankaj Chandna	Public	1,003.00
57	Ajay T Jaisinghani	Public	14,753.00
58	Girdhari Thakurdas Jaisinghani	Public	5,901.00
59	Ramesh T Jaisinghani	Public	53,113.00
60	Prashant Vijay Khanchandani	Public	1,475.00
61	Ajay Kapur	Public	4,426.00
62	Premier Looms Manufacturers Private Limited	Public	11,802.00
63	Saket Agarwal	Public	19,994.00
64	Udit Sehgal	Public	11,806.00
65	Abhay Rameshkumar Aggarwal	Public	1,475.00
66	Bharat Ventures	Public	1,475.00
67	Shruti Anil Jalan	Public	1,475.00
68	Jetha Global Master Fund	Public	88,521.00
69	Shrimati Ambastha	Public	1,181.00
70	Krishnan Mahesh	Public	590.00
71	Prafulchandra Mohanlal Shah	Public	5,901.00
72	Money StrikersFinancial Services LLP	Public	2,950.00
73	Nitin Gupta	Public	2,950.00
74	Nikhil Ramesh Jaisinghani	Public	5,901.00
75	Asif HakimBandukwalla	Public	29,507.00
76	Nexta Enterprises LLP	Public	17,704.00
77	Pradeep KumarJhamumal Jethani	Public	2,950.00
78	Rachit Mohan	Public	1,771.00
79	Kapil Gulshan Bhasin	Public	619.00
80	Panjara Benjamin Isaac	Public	1,180.00
81	Mala Pranaypratap Singh	Public	590.00
82	Gaurav Malik	Public	1,475.00
83	Pramod KumarMalhotra	Public	4,450.00
84	Kushal Mahesh Manek	Public	709.00
85	Shikha Dua	Public	1,475.00
86	Yesha Seth Dua	Public	1,475.00
87	Siddharth Mehta	Public	295.00
88	Hina Jayesh Parekh	Public	29,507.00
89	Mr. Manish Kumar Verma	Public	5,901.00

S. No.	Name of the Proposed Allottees	Category	No. of Equity Shares to be allotted (up to)
90	Ashwin Kedia	Public	29,507.00
91	SARF Commodities DMCC	Public	8,852.00
92	Balwinder Marwaha	Public	1,475.00
93	Nitin Agarwal HUF	Public	5,901.00
94	Shweta Agrawal	Public	5,901.00
95	Vishal Agarwal	Public	5,901.00
96	Ashish B Fafadia	Public	590.00
97	Smita Hasit Joshipura	Public	1,475.00
98	Ovata Equity Strategies Master Fund	Public	94,423.00
99	Rahul Mehta	Public	500.00
100	Atul Gupta	Public	5,901.00
101	Shriyam Bhagnani	Public	59,014.00
102	Ankur Rajgarhia	Public	2,065.00
103	Badami Investments	Public	59,014.00
104	Niraj Dilip Jiwrajka	Public	2,950.00
105	Sushil Kumar Batra	Public	885.00
106	Aditya Bhushan	Public	590.00
107	Alexcy marketing Private Limited	Public	11,802.00
108	Shiv Virupakshi Goud	Public	295.00
109	Mayank Kumar	Public	300.00
Total			24,81,592.00

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the *Relevant Date* for determining the minimum issue price shall be **Monday, August 12, 2024 (Date)**, being the date which is 30 days prior to the date of Annual General Meeting of the Shareholders of the Company scheduled to be held on **Wednesday, September 11, 2024**.

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

- The Equity shares to be issued and allotted shall be fully paid up and rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.
- The entire pre-preferential equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI (ICDR) Regulations.
- The Equity Shares to be allotted shall be subject to locked-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.
- The Equity Shares to be issued & allotted to the Proposed Allottees pursuant to the Preferential Issue shall be listed

and traded on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

- (g) The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.
- (h) The Proposed Allottee shall, on or before the date of allotment of equity shares, pay an amount equivalent to 100% of the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI (ICDR) Regulations.
- (i) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee.

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

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

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

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

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

By order of the Board of Directors
E2E Networks Limited

Sd/-
Ronit Gaba

Company Secretary Cum Compliance Officer
M. No: 59215

Place: Delhi
Date: August 19, 2024

**Notes:**

- 1) In continuation framework prescribed by the Ministry of Corporate Affairs (“**MCA**”) vide General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read with other related circulars including General Circular No. 09/ 2023 dated September 25, 2023, the Securities Exchange Board of India (“**SEBI**”) vide circular no. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 (hereinafter collectively referred to as “Circulars”), have permitted the holding of AGM through Video Conferencing/ Other Audio Visual Means (“**VC/ OAVM**”), without the physical presence of the Members at a common venue. In compliance with the provisions of the MCA Circulars read with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), 15th AGM of the Company is being held through VC/ OAVM.

In accordance to the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“**ICSI**”) read with Clarification/Guidance on applicability of Secretarial Standards dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

- 2) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**Act**”), which sets out details relating to Special Business at the meeting, is attached with this Notice of AGM.
- 3) In terms of the MCA Circulars, the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 (“**SEBI Circulars**”), the AGM is being held through VC/ OAVM facility, therefore physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
- 4) The Notice calling the AGM and Annual Report for FY 2023- 24 have been uploaded on the website of the Company at www.e2enetworks.com. The same can also be accessed from the websites of the Stock Exchange i.e., National Stock Exchange of India Limited (www.nseindia.com), and the AGM Notice is also available on the website of Link Intime (agency for providing the e-Voting facility) i.e. <https://www.linkintime.co.in/>.
- 5) Members attending the AGM through VC/ OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 6) In terms of Section 152 of the Act, Mr. Tarun Dua, Directors, retire by rotation at the AGM and being eligible, offer himself for reappointment. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended his re-appointment subject to the approval of Members of the Company.
- 7) Information required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings, in respect of the Director seeking re-appointment forms integral part of the Notice and is provided at the end of the Notice. The Director seeking re-appointment has furnished the requisite declarations for his re-appointment and brief profile forms part of the explanatory statement.
- 8) All documents referred in this Notice and the Explanatory Statement are available for inspection by the Members at the Registered Office of the Company on all working days and are also made available for inspection through secured mode by writing to the Company at its e-mail ID cs@e2enetworks.com till the date of the AGM in accordance with applicable laws.
- 9) The Notice of AGM and Annual Report will be sent to those Members/ Beneficial Owners whose name appears in the Register of Members/ list of beneficiaries received from the Depositories as on **Friday, August 16, 2024**.
- 10) To comply with the provisions of Section 108 of the Act and rules made thereunder, Regulation 44 of the SEBI Listing Regulations, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and the MCA Circulars, the Company has availed the services of M/s. Linkin Time India Private Limited for providing the Members with the facility to cast their vote electronically through remote e-voting (prior to AGM) and e-voting (during the AGM) on all resolutions set forth in this Notice.

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 instructions for joining the AGM through VC/ OAVM, remote e-voting and e-voting during the AGM are provided in the Notice of AGM under Note No. 33.



- 11) SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023, SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/135 dated August 4, 2023 and SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/ 191 dated December 20, 2023, had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution (“ODR”) through a common ODR portal. Pursuant to above-mentioned circulars, post exhausting the options to resolve their grievance with the listed company/ its Registrar and Share Transfer Agent and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through our website at <https://www.e2enetworks.com/investors> . Members can access the SEBI Circulars on the website of SEBI at <https://www.sebi.gov.in/> and the same are also available on the website of the Company at <https://www.e2enetworks.com/investors>.
- 12) Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-Voting.
- 13) Pursuant to the provisions of Section 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the AGM through e-voting facility during the AGM. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to scrutinizer.maks@gmail.com with copies marked to the Company at investors@e2enetworks.com and to RTA at enotices@linkintime.co.in. The Institutional Members are encouraged to attend and vote at the AGM.
- 14) The Members can join the AGM through VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 Members on first come first served basis. However, this number does not include the large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 15) 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 4, 2024**.
- 16) In line with the MCA Circulars issued by the MCA and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (“**SEBI Circular**”), the Annual Report for the financial year 2023-24 including Notice of the AGM of the Company, *inter alia*, indicating the process and manner of e-voting is being sent only by Email, to all the Members whose Email IDs are registered with the Company/ Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled. Any member desirous of obtaining a hard copy of Annual Report for FY 2023-24 and Notice of the Company may request the Company for the same.
- 17) 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 website of the Stock Exchange i.e. National Stock Exchange of India Limited at <https://www.nseindia.com/> and on the website of Company’s Registrar and Share Transfer Agent M/s. Link Intime India Private Limited (“**RTA**” or “**Link Intime**”) at <https://instavote.linkintime.co.in>.
- 18) The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts.
- 19) Members may note that the Company has enabled a process for the limited purpose of receiving the Company’s Annual Report and Notice for the AGM (including instructions for attending the AGM/e-voting at AGM/remote e-voting) electronically, and Members may temporarily update their email address by emailing the Company at investors@e2enetworks.com for the purpose of receiving the same.
- 20) Nomination Facility: As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, the nomination form may be filed with the respective Depository Participant.

As per the provisions of section 72 of the Act, the facility for registration of nomination is available for the members in respect of the shares held by them. All existing members are encouraged, in their own interest, to provide ‘choice of nomination’



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

- 21) Members must quote their DP ID/ Folio ID and contact details such as e-mail address, contact no. etc. in all their correspondence with the Company/RTA.
- 22) The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts.
- 23) 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.
- 24) During the AGM, the 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, Certificate from Secretarial Auditor of the Company certifying that the ESOP Plan of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other documents as mentioned in the Notice along with explanatory statement shall be available for inspection upon login at Link Intime Voting system.
- 25) All documents referred to in the Notice are available for inspection through secured mode by writing to the Company at its e-mail ID cs@e2enetworks.com till the date of the AGM.
- 26) 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.
- 27) 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 Wednesday, August 4, 2024 through Email on investors@e2enetworks.com. The same will be replied by/ on behalf of the Company suitably.
- 28) 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.
- 29) The Board of Directors has appointed Mr. Ankush Agarwal (Membership No. F9719 & COP No. 14486), and failing him, Mr. Satish Kumar Nirankar, (Membership No. F9605 & COP No. 19993) Partners of M/s. MAK & CO., Company Secretaries (FRN: P2018UP067700) as the Scrutinizer to scrutinize the Voting at the Meeting and during Remote e-voting and e-voting to scrutinize the e-Voting process in a fair and transparent manner.
- 30) 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 e-Voting system at the AGM, in the presence of at least two witnesses not in the employment of the Company 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.
- 31) The Results shall be declared by the Chairman or the person authorised by him in writing not later than 2 working days of conclusion of the AGM of the Company. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website <https://www.e2enetworks.com/> and on the website of M/s Link Intime India Private Limited (<https://instavote.linkintime.co.in>) immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, where the shares of the Company are listed. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office.
- 32) 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 8, 2024 at 9.00 A.M. (IST) and ends on Tuesday, September 10, 2024 at 5.00 P.M. (IST). During this period, Members holding shares either in physical or dematerialized form, as on **Cut-off Date, i.e. Wednesday, September 4, 2024** may cast their votes electronically. The Remote e-voting module shall be forthwith blocked by Link Intime for voting thereafter. Once the vote on resolution is casted by the Member, he shall not be allowed to change it subsequently as well as a person who is not a member as on the Cut-off Date should treat this Notice for information purpose only.

Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of the AGM and holds shares as of the **Cut-off Date i.e. Wednesday, September 4, 2024** may obtain the login ID and password by sending a request to Link Intime at enotices@linkintime.co.in.

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

Instructions for e-voting and joining the annual general meeting are as follows:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

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

OR

User who have not registered for NSDL IDeAS facility:

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

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

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

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

METHOD 1 – If registered with CDSL Easi/Easiest facility**Users who have registered for CDSL Easi/Easiest facility.**

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

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

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

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

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

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

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

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

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

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

- A. User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
- C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
- *Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*
- *Shareholders holding shares in **NSDL form**, shall provide 'D' above*
- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

- After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
- E-voting page will appear.
- 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).
- After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

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

STEP 2 –Investor Mapping

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- Click on “Investor Mapping” tab under the Menu Section
- Map the Investor with the following details:
 - Investor ID’ -
 - *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - Investor’s Name - Enter full name of the entity.
 - Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.



- iv. Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d. Click on Submit button and investor will be mapped now.
- e. The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

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

METHOD 1 - VOTES ENTRY

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

OR

VOTES UPLOAD:

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

Helpdesk:

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’

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

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

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

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

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

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

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

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

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

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

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

(C) INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO REGISTER THEMSELVES AS SPEAKERS DURING THE 15TH AGM:

1. Shareholders/ Members who would like to express their views/ask questions during the meeting must register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at investors@e2enetworks.com at least 3 days in advance of the meeting date. Those Members who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the AGM.
2. The Company reserves the right to restrict the number of speakers depending on the availability of time for the 15th 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 15TH AGM THROUGH INSTAMEET:

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

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

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

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

Shareholders/ Members will be required to allow camera and use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

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

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



ANNEXURE -I

EXPLANATORY STATEMENT

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

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the “Companies Act”), the following explanatory statement sets out all material facts relating to the *Special Business* mentioned in Item No. 4 of the accompanying Notice:

ITEM NO. 3:

The object clause (Clause III) of the Memorandum of Association (“MOA”) of the Company, as presently in force, is based on the erstwhile Companies Act, 1956. According to the Companies Act, 2013, the companies are required to have only “the objects to be pursued by the Company and matters which are necessary for furtherance of the objects specified”. Further in terms of provisions of the Companies Act, 2013, MOA shall not consist of other object clause. Therefore, it is considered expedient to replace the existing MOA by a new set MOA to incorporate the aforesaid object clause as per the Companies Act, 2013.

The new set of MOA to be substituted in place of the existing MOA are in the format prescribed under ‘Table A’ of the Act which sets out the model MOA for a Company limited by shares.

The Members of the Company are further informed that the Board of Directors in its meeting held on August 19, 2024 has accorded its approval for adoption of the new set of MOA of the Company.

A copy of the proposed set of new MOA would be available for public inspection by the members at the registered office of the Company and on the Company’s website for electronic inspection up to the date of the Annual General Meeting (“AGM”). The members may follow the process for inspection as mentioned in the Notes annexed to this AGM Notice.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of MOA of the Company.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution set out in Item No. 3 of the AGM Notice, except to the extent of their shareholdings in the Company, if any.

The Board recommends the Resolution as set out in Item No. 3 of the Notice for approval by the Members of the Company by way of a Special Resolution.

Item No. 4 : Issuance of Equity Shares on a Preferential Basis.

The *Special Resolution* contained in Item No. 4 of this Notice, has been proposed pursuant to the provisions of Sections 23(1) (b), 42, and 62 of the Companies Act, 2013, read with the applicable rules made thereunder to issue and allot, **up to 24,81,592 (Twenty-Four lakh eighty-one thousand five hundred and ninety-two) Equity Shares** having face value of Rs. 10/- each (“Equity Shares”) of the Company, at an issue price of **Rs. 1694.50/- (Rupees One Thousand Six hundred Ninety Four and fifty paise Only)** per Equity Share, for cash, as determined by the Board in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 as amended, **aggregating up to Rs. 420,50,57,644/- (Rupees Four Hundred Twenty crore Fifty Lakh Fifty Seven Thousand Six Hundred and Forty Four Only)**, to certain persons/entities belonging to “Promoter and Promoter Group and Public category”, on a preferential basis.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on Monday, August 19, 2024.

The approval of the members of the Company is accordingly being sought by way of a ‘Special Resolution’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations, 2018.

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

I. Objects of the Preferential Issue

For the purpose of Item No. 4, the Company intends to utilize the proceeds raised through the issue of Equity Shares ("Issue Proceeds") towards the following objects:

1. For Capital expenditures towards IT Equipment;
2. For Payment of lease rentals for IT equipment taken on lease;
3. For General Corporate Purpose; and

Utilization of Net Proceeds

S. No.	Particulars	Estimated utilization of Net Proceeds	Tentative timelines for utilization of net proceeds from the date of receipt of funds
1	For Capital expenditures towards IT Equipment.	65%	By August 31, 2027
2	For Payment of lease rentals for IT equipment taken on lease; and	10%	By August 31, 2027
3	For General Corporate Purpose	25%	By August 31, 2027

Note: While the amounts proposed to be utilised against each of the objects have been specified above, there may be a deviation of 10% depending upon future circumstances, in terms of NSE notice No. NSE/ CML/2022/56 and BSE notice No. 2022121347 each dated December 13, 2022.

Schedule of Implementation and Deployment of Funds

This preferential issue is for Equity Shares and the issue proceeds for Equity shares shall be received by the Company within a period of 15 days from the date of Shareholder's approval by way of special resolution or In-Principle Approval received by the relevant stock exchanges, where the shares of the Company are listed, in terms of Chapter V of the SEBI ICDR Regulations, whichever is later, and as estimated by our management, the entire proceeds received from the issue would be utilized for all the above-mentioned objects, in phases, as per the Company's business requirements, as provided in detail in above table.

Interim Use of Proceeds

Our Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, will have the flexibility to deploy the proceeds. Pending utilization of the proceeds for the purposes described above, our Company intends to keep as Deposits/Investments with banks, government securities or in debt mutual funds schemes or in accordance with the policies formulated by the Board from time to time, under applicable laws.

II. Monitoring of Utilization of Funds

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

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

The Board of Directors of the Company at their meeting held on **Monday, August 19, 2024**, had, subject to approval of the members of the Company ("members") and such other approvals as may be required, approved the issue of **up to 24,81,592 Equity Shares** having face value of Rs.10/- each of the Company to certain persons/entities belonging to "Promoter and Promoter Group and Public Category", at an issue price of **Rs. 1694.50/-** each, determined in terms of Chapter V of SEBI ICDR Regulations.

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

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

Except as follows, none of the promoters, directors, key management personnel, or senior management of the issuer intent

to subscribe to the offer under Item No. 4:

S. No.	Name	Category	Number of Security
1	Srishti Baweja	Promoter/ Whole Time Director	14,754
2	Megha Raheja	Promoter Group/ Chief Financial Officer	17,704
3	Suchinta Baweja	Promoter Group	2,950
4	Himanshu Baweja	Promoter Group	17,704
5	Shailly Dua	Promoter Group	10,000
6	Aditya Bhushan	Independent Director	590

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

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

Category	Pre-issue Shareholding Structure (1)		Equity Shares to be allotted	Post Issue Shareholding Structure (2)	
	No. of Shares	%		No. of Shares	%
(1) Indian					
(a) Individuals & HUF	83,51,613	57.64	53,112	84,04,725	49.52
(b) Bodies Corporate	-	-	-	-	-
Sub Total (A)(1)	83,51,613	57.64	53,112	84,04,725	49.52
(2) Foreign promoters	2,90,918	2.01	10,000	3,00,918	1.77
Total Promoter shareholding A=A1 +A2	86,42,531	59.64	63,112	87,05,643	51.29
B1) Institutional Investors	6,97,862	4.82	5,42,929	12,40,791	7.31
B2) Central Govt./Stat Govt./POI	-	-	-	-	-
B3) Non-Institutional Investors					
Individuals	43,62,258	30.10	10,65,883	54,28,141	31.98
Body Corporate	1,26,021	0.87	5,10,471	6,36,492	3.75
Others (Including HUF, LLP & NRI)	6,43,148	4.44	2,99,197	9,42,345	5.55
Total Public Shareholding B=B1+B2+B3	58,29,289	40.23	24,18,480	82,47,769	48.60
C) Non-Promoter – Non-Public	18,500	0.13	-	18,500	0.11
Grand Total (A+B+C)	1,44,90,320	100.00	24,81,592	1,69,71,912	100.00

Notes:

1. The pre-issue shareholding pattern is as on August 16, 2024.
2. Post-shareholding structure may change depending upon any other corporate action in between.

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

As required under the SEBI (ICDR) Regulations, preferential allotment of said Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of special resolutions at Item No. 4. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of the last of such approvals or permissions.

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

Not Applicable since the Company has not made the preferential issue of any Security during the year.

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

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

Sr. No	Name of the Proposed Allotees	Category	Name of the Ultimate Beneficial Owner
1	Suchinta Baweja	Promoter Group	Not Applicable as Allottees is a Natural Person
2	Srishti Baweja	Promoter	Not Applicable as Allottees is a Natural Person
3	Himanshu Baweja	Promoter Group	Not Applicable as Allottees is a Natural Person
4	Megha Raheja	Promoter Group	Not Applicable as Allottees is a Natural Person
5	Shailly Dua	Promoter Group	Not Applicable as Allottees is a Natural Person
6	Ashish Ramesh Chandra Kacholia	Public	Not Applicable as Allottees is a Natural Person
7	RBA Finance and Investment Company	Public	Arpit Agarwal
8	Kaushik Daga	Public	Not Applicable as Allottees is a Natural Person
9	Malik Rare LLP	Public	Ritesh Malik
10	Generational Capital Breakout Fund 1	Public	Satwik Jain
11	Jasmine Ajay Sarupria	Public	Not Applicable as Allottees is a Natural Person
12	AJ Capital	Public	Aakash Arora
13	NAV Capital VCC- NAV Capital Emerging Star Fund	Public	Veerendra Kedarnath Chandalada
14	Pico Capital Private Limited	Public	Ajay Girdharilal Bhartiya
15	Pernika Narayan	Public	Not Applicable as Allottees is a Natural Person
16	Aditi Saraff	Public	Not Applicable as Allottees is a Natural Person
17	Sabena Widhani	Public	Not Applicable as Allottees is a Natural Person
18	Anil Bansal	Public	Not Applicable as Allottees is a Natural Person
19	Ankit Chowdhary	Public	Not Applicable as Allottees is a Natural Person
20	Mehta Bhavik Vishanraj	Public	Not Applicable as Allottees is a Natural Person
21	Gauri Khan Family Trust	Public	Gauri Sharukh Khan Sharukh Khan
22	Pivotal Enterprises Private Limited	Public	Malika B. Parekh Jayesh D. Parekh Hine J. Parekh
23	Karthik Reddy Bezawada	Public	Not Applicable as Allottees is a Natural Person
24	Piyush Vishanraj Mehta	Public	Not Applicable as Allottees is a Natural Person
25	Ravinder Vashist	Public	Not Applicable as Allottees is a Natural Person
26	Ritika Agarwal	Public	Not Applicable as Allottees is a Natural Person
27	Rohit Srivastwa	Public	Not Applicable as Allottees is a Natural Person
28	Sanjeev Kumar Singh	Public	Not Applicable as Allottees is a Natural Person
29	Shiva Shankar Naga Roddam	Public	Not Applicable as Allottees is a Natural Person
30	Akshat Greentech Private Limited	Public	Vivek Kailas
31	Shalu Aggarwal	Public	Not Applicable as Allottees is a Natural Person
32	Bharanidharan Viswanathan	Public	Not Applicable as Allottees is a Natural Person
33	Karan Bagaria	Public	Not Applicable as Allottees is a Natural Person
34	Maheshwari Family Trust	Public	Manoj Kumar Madangopal Tulika Maheshwari
35	Pranshu Mittal	Public	Not Applicable as Allottees is a Natural Person

Sr. No	Name of the Proposed Allotees	Category	Name of the Ultimate Beneficial Owner
36	Tusk Investments Limited	Public	Pranay Agarwal
37	Opuleny Advisors And Consultants LLP	Public	Shital Agarwal Navin Agarwal
38	Paragon Partners Equity Trust	Public	Rahul Mehta
39	Dovetail Global FundPCC-Paragon Partners Equity	Public	Chandra Kumar Gujadhur Manju Kumari Gujadhur
40	Rajaram Moreshwar Ajgaonkar	Public	Not Applicable as Allottees is a Natural Person
41	Rajat Goenka	Public	Not Applicable as Allottees is a Natural Person
42	Riday Kiritkumar Sopariwala	Public	Not Applicable as Allottees is a Natural Person
43	Vivek Jain	Public	Not Applicable as Allottees is a Natural Person
44	Abhishek Jain	Public	Not Applicable as Allottees is a Natural Person
45	Adhiraj Swarup Agarwal	Public	Not Applicable as Allottees is a Natural Person
46	Aditya Kumar Jain	Public	Not Applicable as Allottees is a Natural Person
47	Alchemy Long term Ventures Fund	Public	Ved Hiren Haresh
48	Ameya Virendra Rathod	Public	Not Applicable as Allottees is a Natural Person
49	Arun Goel	Public	Not Applicable as Allottees is a Natural Person
50	Unitycapital Advisors LLP	Public	Chayan Laxminarayan Sarda
51	Gautam Vora	Public	Not Applicable as Allottees is a Natural Person
52	Hitesh Arvindbhai Shah	Public	Not Applicable as Allottees is a Natural Person
53	Madhuri Shankar Dixit	Public	Not Applicable as Allottees is a Natural Person
54	Mohd Jazib Khan	Public	Not Applicable as Allottees is a Natural Person
55	Niveshaay Hedgehogs LLP	Public	Arvind Ashokkumar Kothari
56	Pankaj Chandna	Public	Not Applicable as Allottees is a Natural Person
57	Ajay T Jaisinghani	Public	Not Applicable as Allottees is a Natural Person
58	Girdhari Thakurdas Jaisinghani	Public	Not Applicable as Allottees is a Natural Person
59	Ramesh T Jaisinghani	Public	Not Applicable as Allottees is a Natural Person
60	Prashant Vijay Khanchandani	Public	Not Applicable as Allottees is a Natural Person
61	Ajay Kapur	Public	Not Applicable as Allottees is a Natural Person
62	Premier Looms Manufacturers Private Limited	Public	Ashish Mulchandbhai Amin
63	Saket Agarwal	Public	Not Applicable as Allottees is a Natural Person
64	Udit Sehgal	Public	Not Applicable as Allottees is a Natural Person
65	Abhay Rameshkumar Aggarwal	Public	Not Applicable as Allottees is a Natural Person
66	Bharat Ventures	Public	Rajendra Madanlal Gupta
67	Shruti Anil Jalan	Public	Not Applicable as Allottees is a Natural Person
68	Jetha Global Master Fund	Public	Karan Deepak Danthi
69	Shrimati Ambastha	Public	Not Applicable as Allottees is a Natural Person
70	Krishnan Mahesh	Public	Not Applicable as Allottees is a Natural Person
71	Prafulchandra Mohanlal Shah	Public	Not Applicable as Allottees is a Natural Person
72	Money StrikersFinancial Services LLP	Public	Mahesh Agarwal Harish Shrinarayan Gupta Nirav Vasant Dedhia
73	Nitin Gupta	Public	Not Applicable as Allottees is a Natural Person

Sr. No	Name of the Proposed Allotees	Category	Name of the Ultimate Beneficial Owner
74	Nikhil Ramesh Jaisinghani	Public	Not Applicable as Allotees is a Natural Person
75	Asif Hakim Bandukwalla	Public	Not Applicable as Allotees is a Natural Person
76	Nexta Enterprises LLP	Public	Geeta Chetan Shah Hardik M Shah
77	Pradeep KumarJhamumal Jethani	Public	Not Applicable as Allotees is a Natural Person
78	Rachit Mohan	Public	Not Applicable as Allotees is a Natural Person
79	Kapil Gulshan Bhasin	Public	Not Applicable as Allotees is a Natural Person
80	Panjara Benjamin Isaac	Public	Not Applicable as Allotees is a Natural Person
81	Mala Pranaypratap Singh	Public	Not Applicable as Allotees is a Natural Person
82	Gaurav Malik	Public	Not Applicable as Allotees is a Natural Person
83	Pramod KumarMalhotra	Public	Not Applicable as Allotees is a Natural Person
84	Kushal Mahesh Manek	Public	Not Applicable as Allotees is a Natural Person
85	Shikha Dua	Public	Not Applicable as Allotees is a Natural Person
86	Yesha Seth Dua	Public	Not Applicable as Allotees is a Natural Person
87	Siddharth Mehta	Public	Not Applicable as Allotees is a Natural Person
88	Hina Jayesh Parekh	Public	Not Applicable as Allotees is a Natural Person
89	Manish Kumar Verma	Public	Not Applicable as Allotees is a Natural Person
90	Ashwin Kedia	Public	Not Applicable as Allotees is a Natural Person
91	SARF Commodities DMCC	Public	Pranav kumar Sureshkumar Sharma
92	Balwinder Marwaha	Public	Not Applicable as Allotees is a Natural Person
93	Nitin Agarwal HUF	Public	Mr. Nitin Agarwal Mrs. Nikita Agarwal MS. Shreeya Agarwal Ms. Praniti Agarwal
94	Shweta Agrawal	Public	Not Applicable as Allotees is a Natural Person
95	Vishal Agarwal	Public	Not Applicable as Allotees is a Natural Person
96	Ashish B Fafadia	Public	Not Applicable as Allotees is a Natural Person
97	Smita Hasit Joshipura	Public	Not Applicable as Allotees is a Natural Person
98	Ovata Equity Strategies Master Fund	Public	Wenlai James Chen
99	Rahul Mehta	Public	Not Applicable as Allotees is a Natural Person
100	Atul Gupta	Public	Not Applicable as Allotees is a Natural Person
101	Shriyam Bhagnani	Public	Not Applicable as Allotees is a Natural Person
102	Ankur Rajgarhia	Public	Not Applicable as Allotees is a Natural Person
103	Badami Investments	Public	Mr. Ketan Kothari
104	Niraj Dilip Jiwrajka	Public	Not Applicable as Allotees is a Natural Person
105	Sushil Kumar Batra	Public	Not Applicable as Allotees is a Natural Person
106	Aditya Bhushan	Public	Not Applicable as Allotees is a Natural Person
107	Alexcy marketing Private Limited	Public	Jiwan Das Mohta Vishnu Kant Mohta
108	Shiv Virupakshi Goud	Public	Not Applicable as Allotees is a Natural Person
109	Mayank Kumar	Public	Not Applicable as Allotees is a Natural Person

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

S. No.	Name of the Proposed Allottee	Pre-Shareholding Structure		Equity Shares to be allotted	Post Issue Shareholding Structure #	
		No. of shares	%		No. of shares	%
1	Suchinta Baweja	2,90,918.00	2.0082	2,950	2,93,868	1.7319
2	Srishti Baweja	-	-	14,754	14,754	0.0869
3	Himanshu Baweja	-	-	17,704	17,704	0.1043
4	Megha Raheja	-	-	17,704	17,704	0.1043
5	Shailly Dua	2,90,918.00	2.0082	10,000	3,00,918	1.7734
6	Ashish Ramesh Chandra Kacholia	-	-	1,77,043	1,77,043	1.0434
7	RBA Finance and Investment Company	-	-	1,77,043	1,77,043	1.0434
8	Kaushik Daga	-	-	29,507	29,507	0.1739
9	Malik Rare LLP	-	-	14,753	14,753	0.0869
10	Generational Capital Breakout Fund 1	5,420.00	0.0374	23,605	29,025	0.1711
11	Jasmine Ajay Sarupria	-	-	59,014	59,014	0.3478
12	AJ Capital	-	-	1,180	1,180	0.0070
13	NAV Capital VCC- NAV Capital Emerging Star Fund	-	-	1,94,747	1,94,747	1.1477
14	Pico Capital Private Limited	-	-	5,901	5,901	0.0348
15	Pernika Narayan	-	-	4,426	4,426	0.0261
16	Aditi Saraff	-	-	2,950	2,950	0.0174
17	Sabena Widhani	-	-	5,901	5,901	0.0348
18	Anil Bansal	-	-	1,180	1,180	0.0070
19	Ankit Chowdhary	-	-	1,475	1,475	0.0087
20	Mehta Bhavik Vishanraj	3,900.00	0.0269	4,426	8,326	0.0491
21	Gauri Khan Family Trust	-	-	23,605	23,605	0.1391
22	Pivotal Enterprises Private Limited	-	-	1,47,536	1,47,536	0.8695
23	Karthik Reddy Bezawada	1,311.00	0.0090	14,753	16,064	0.0947
24	Piyush Vishanraj Mehta	1,700.00	0.0117	1,475	3,175	0.0187
25	Ravinder Vashist	350.00	0.0024	413	763	0.0045
26	Ritika Agarwal	-	-	1,475	1,475	0.0087
27	Rohit Srivastwa	-	-	1,000	1,000	0.0059
28	Sanjeev Kumar Singh	-	-	1,101	1,101	0.0065
29	Shiva Shankar Naga Roddam	340.00	0.0023	1,475	1,815	0.0107
30	Akshat Greentech Private Limited	-	-	1,18,028	1,18,028	0.6956
31	Shalu Aggarwal	-	-	1,18,028	1,18,028	0.6956
32	Bharanidharan Viswanathan	-	-	999	999	0.0059
33	Karan Bagaria	-	-	29,507	29,507	0.1739
34	Maheshwari Family Trust	-	-	14,753	14,753	0.0869
35	Pranshu Mittal	-	-	1,475	1,475	0.0087

S. No.	Name of the Proposed Allottee	Pre-Shareholding Structure		Equity Shares to be allotted	Post Issue Shareholding Structure #	
		No. of shares	%		No. of shares	%
36	Tusk Investments Limited	-	-	29,507	29,507	0.1739
37	Opuleny Advisors And Consultants LLP	-	-	1,18,028	1,18,028	0.6956
38	Paragon Partners Equity Trust	-	-	23,605	23,605	0.1391
39	Dovetail Global FundPCC-Paragon Partners Equity	-	-	29,507	29,507	0.1739
40	Rajaram MoreshwarAjaonkar	-	-	5,901	5,901	0.0348
41	Rajat Goenka	870.00	0.0060	1,18,028	1,18,898	0.7007
42	Riday Kiritkumar Sopariwala	2,110.00	0.0146	1,652	3,762	0.0222
43	Vivek Jain	-	-	88,521	88,521	0.5217
44	Abhishek Jain	-	-	8,852	8,852	0.0522
45	Adhiraj Swarup Agarwal	-	-	11,802	11,802	0.0696
46	Aditya Kumar Jain	-	-	2,950	2,950	0.0174
47	Alchemy Long term Ventures Fund	-	-	88,521	88,521	0.5217
48	Ameya VirendraRathod	-	-	1,000	1,000	0.0059
49	Arun Goel	-	-	17,704	17,704	0.1043
50	Unitycapital Advisors LLP	-	-	11,802	11,802	0.0696
51	Gautam Vora	-	-	2,950	2,950	0.0174
52	Hitesh Arvindbhai Shah	-	-	5,901	5,901	0.0348
53	Madhuri Shankar Dixit	-	-	4,426	4,426	0.0261
54	Mohd Jazib Khan	-	-	5,901	5,901	0.0348
55	Niveshaay Hedgehogs LLP	-	-	29,507	29,507	0.1739
56	Pankaj Chandna	-	-	1,003	1,003	0.0059
57	Ajay T Jaisinghani	-	-	14,753	14,753	0.0869
58	Girdhari Thakurdas Jaisinghani	-	-	5,901	5,901	0.0348
59	Ramesh T Jaisinghani	-	-	53,113	53,113	0.3130
60	Prashant Vijay Khanchandani	-	-	1,475	1,475	0.0087
61	Ajay Kapur	-	-	4,426	4,426	0.0261
62	Premier Looms Manufacturers Private Limited	-	-	11,802	11,802	0.0696
63	Saket Agarwal	-	-	19,994	19,994	0.1178
64	Udit Sehgal	-	-	11,806	11,806	0.0696
65	Abhay Rameshkumar Aggarwal	-	-	1,475	1,475	0.0087
66	Bharat Ventures	-	-	1,475	1,475	0.0087
67	Shruti Anil Jalan	-	-	1,475	1,475	0.0087
68	Jetha Global Master Fund	-	-	88,521	88,521	0.5217
69	Shrimati Ambastha	-	-	1,181	1,181	0.0070
70	Krishnan Mahesh	75.00	0.0005	590	665	0.0039
71	Prafulchandra Mohanlal Shah	-	-	5,901	5,901	0.0348
72	Money StrikersFinancial Services LLP	-	-	2,950	2,950	0.0174

S. No.	Name of the Proposed Allottee	Pre-Shareholding Structure		Equity Shares to be allotted	Post Issue Shareholding Structure #	
		No. of shares	%		No. of shares	%
73	Nitin Gupta	-	-	2,950	2,950	0.0174
74	Nikhil Ramesh Jaisinghani	-	-	5,901	5,901	0.0348
75	Asif HakimBandukwalla	-	-	29,507	29,507	0.1739
76	Nexta Enterprises LLP	-	-	17,704	17,704	0.1043
77	Pradeep KumarJhamumal Jethani	-	-	2,950	2,950	0.0174
78	Rachit Mohan	-	-	1,771	1,771	0.0104
79	Kapil Gulshan Bhasin	-	-	619	619	0.0036
80	Panjara Benjamin Isaac	-	-	1,180	1,180	0.0070
81	Mala Pranaypratap Singh	-	-	590	590	0.0035
82	Gaurav Malik	-	-	1,475	1,475	0.0087
83	Pramod KumarMalhotra	-	-	4,450	4,450	0.0262
84	Kushal Mahesh Manek	-	-	709	709	0.0042
85	Shikha Dua	-	-	1,475	1,475	0.0087
86	Yesha Seth Dua	-	-	1,475	1,475	0.0087
87	Siddharth Mehta	-	-	295	295	0.0017
88	Hina Jayesh Parekh	-	-	29,507	29,507	0.1739
89	Manish Kumar Verma	-	-	5,901	5,901	0.0348
90	Ashwin Kedia	-	-	29,507	29,507	0.1739
91	SARF Commodities DMCC	-	-	8,852	8,852	0.0522
92	Balwinder Marwaha	-	-	1,475	1,475	0.0087
93	Nitin Agarwal HUF	-	-	5,901	5,901	0.0348
94	Shweta Agrawal	-	-	5,901	5,901	0.0348
95	Vishal Agarwal	-	-	5,901	5,901	0.0348
96	Ashish B Fafadia	-	-	590	590	0.0035
97	Smita Hasit Joshipura	-	-	1,475	1,475	0.0087
98	Ovata Equity Strategies Master Fund	-	-	94,423	94,423	0.5565
99	Rahul Mehta	-	-	500	500	0.0029
100	Atul Gupta	-	-	5,901	5,901	0.0348
101	Shriyam Bhagnani	-	-	59,014	59,014	0.3478
102	Ankur Rajgarhia	-	-	2,065	2,065	0.0122
103	Badami Investments	-	-	59,014	59,014	0.3478
104	Niraj Dilip Jiwrajka	-	-	2,950	2,950	0.0174
105	Sushil Kumar Batra	-	-	885	885	0.0052
106	Aditya Bhushan	-	-	590	590	0.0035
107	Alexcy marketing Private Limited	-	-	11,802	11,802	0.0696
108	Shiv Virupakshi Goud	-	-	295	295	0.0017
109	Mayank Kumar	-	-	300	300	0.0018

(#) These percentages may vary depending upon any other corporate action in between.

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

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

XI. Lock-in Period:

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

XII. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the Equity Shares has been reckoned as August 12, 2024.

The Equity Shares of the Company are listed on the National Stock Exchange of India Limited only ("**Stock exchange**"). The Existing Equity Shares of the Company are frequently traded within the meaning of the explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018.

In case of frequently traded shares, as per Regulation 164 (1) of SEBI (ICDR) Regulations, the issue price at which Equity Shares shall be allotted shall not be less than higher of the price determined through the following:

- (a) 90 trading days volume weighted average price of the equity shares quoted on NSE preceding the relevant date i.e. **Rs. 1514.52/-** per Equity Share.
- (b) 10 trading days volume weighted average price of the equity shares quoted on NSE preceding the relevant date i.e. **Rs. 1694.13/-** per Equity Share.

The minimum issue price, being higher of the abovementioned prices, is Rs. 1694.13/- and the issue price for the proposed preferential issue of Equity Shares has been fixed at Rs. 1694.50/-

XIII. Undertakings:

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

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

Not Applicable

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

Sr. No	Name of the Proposed Allottees	Current Status	Post Status
1	Suchinta Baweja	Promoter Group	Promoter Group
2	Srishti Baweja	Promoter	Promoter
3	Himanshu Baweja	Promoter Group	Promoter Group
4	Megha Raheja	Promoter Group	Promoter Group
5	Shailly Dua	Promoter Group	Promoter Group
6	Ashish Ramesh Chandra Kacholia	Public	Public

Sr. No	Name of the Proposed Allotees	Current Status	Post Status
7	RBA Finance and Investment Company	Public	Public
8	Kaushik Daga	Public	Public
9	Malik Rare LLP	Public	Public
10	Generational Capital Breakout Fund 1	Public	Public
11	Jasmine Ajay Sarupria	Public	Public
12	AJ Capital	Public	Public
13	NAV Capital VCC- NAV Capital Emerging Star Fund	Public	Public
14	Pico Capital Private Limited	Public	Public
15	Pernika Narayan	Public	Public
16	Aditi Saraff	Public	Public
17	Sabena Widhani	Public	Public
18	Anil Bansal	Public	Public
19	Ankit Chowdhary	Public	Public
20	Mehta Bhavik Vishanraj	Public	Public
21	Gauri Khan Family Trust	Public	Public
22	Pivotal Enterprises Private Limited	Public	Public
23	Karthik Reddy Bezawada	Public	Public
24	Piyush Vishanraj Mehta	Public	Public
25	Ravinder Vashist	Public	Public
26	Ritika Agarwal	Public	Public
27	Rohit Srivastwa	Public	Public
28	Sanjeev Kumar Singh	Public	Public
29	Shiva Shankar Naga Roddam	Public	Public
30	Akshat Greentech Private Limited	Public	Public
31	Shalu Aggarwal	Public	Public
32	Bharanidharan Viswanathan	Public	Public
33	Karan Bagaria	Public	Public
34	Maheshwari Family Trust	Public	Public
35	Pranshu Mittal	Public	Public
36	Tusk Investments Limited	Public	Public
37	Opuleny Advisors And Consultants LLP	Public	Public
38	Paragon Partners Equity Trust	Public	Public
39	Dovetail Global FundPCC-Paragon Partners Equity	Public	Public
40	Rajaram MoreshwarAjaonkar	Public	Public
41	Rajat Goenka	Public	Public
42	Riday Kiritkumar Sopariwala	Public	Public
43	Vivek Jain	Public	Public
44	Abhishek Jain	Public	Public
45	Adhiraj Swarup Agarwal	Public	Public
46	Aditya Kumar Jain	Public	Public
47	Alchemy Long term Ventures Fund	Public	Public
48	Ameya VirendraRathod	Public	Public

Sr. No	Name of the Proposed Allotees	Current Status	Post Status
49	Arun Goel	Public	Public
50	Unitycapital Advisors LLP	Public	Public
51	Gautam Vora	Public	Public
52	Hitesh Arvindbhai Shah	Public	Public
53	Madhuri Shankar Dixit	Public	Public
54	Mohd Jazib Khan	Public	Public
55	Niveshaay Hedgehogs LLP	Public	Public
56	Pankaj Chandna	Public	Public
57	Ajay T Jaisinghani	Public	Public
58	Girdhari Thakurdas Jaisinghani	Public	Public
59	Ramesh T Jaisinghani	Public	Public
60	Prashant Vijay Khanchandani	Public	Public
61	Ajay Kapur	Public	Public
62	Premier Looms Manufacturers Private Limited	Public	Public
63	Saket Agarwal	Public	Public
64	Udit Sehgal	Public	Public
65	Abhay Rameshkumar Aggarwal	Public	Public
66	Bharat Ventures	Public	Public
67	Shruti Anil Jalan	Public	Public
68	Jetha Global Master Fund	Public	Public
69	Shrimati Ambastha	Public	Public
70	Krishnan Mahesh	Public	Public
71	Prafulchandra Mohanlal Shah	Public	Public
72	Money StrikersFinancial Services LLP	Public	Public
73	Nitin Gupta	Public	Public
74	Nikhil Ramesh Jaisinghani	Public	Public
75	Asif HakimBandukwalla	Public	Public
76	Nexta Enterprises LLP	Public	Public
77	Pradeep KumarJhamumal Jethani	Public	Public
78	Rachit Mohan	Public	Public
79	Kapil Gulshan Bhasin	Public	Public
80	Panjara Benjamin Isaac	Public	Public
81	Mala Pranaypratap Singh	Public	Public
82	Gaurav Malik	Public	Public
83	Pramod KumarMalhotra	Public	Public
84	Kushal Mahesh Manek	Public	Public
85	Shikha Dua	Public	Public
86	Yesha Seth Dua	Public	Public
87	Siddharth Mehta	Public	Public
88	Hina Jayesh Parekh	Public	Public
89	Manish Kumar Verma	Public	Public
90	Ashwin Kedia	Public	Public

Sr. No	Name of the Proposed Allotees	Current Status	Post Status
91	SARF Commodities DMCC	Public	Public
92	Balwinder Marwaha	Public	Public
93	Nitin Agarwal HUF	Public	Public
94	Shweta Agrawal	Public	Public
95	Vishal Agarwal	Public	Public
96	Ashish B Fafadia	Public	Public
97	Smita Hasit Joshipura	Public	Public
98	Ovata Equity Strategies Master Fund	Public	Public
99	Rahul Mehta	Public	Public
100	Atul Gupta	Public	Public
101	Shriyam Bhagnani	Public	Public
102	Ankur Rajgarhia	Public	Public
103	Badami Investments	Public	Public
104	Niraj Dilip Jiwrajka	Public	Public
105	Sushil Kumar Batra	Public	Public
106	Aditya Bhushan	Public	Public
107	Alexcy marketing Private Limited	Public	Public
108	Shiv Virupakshi Goud	Public	Public
109	Mayank Kumar	Public	Public

XVI. Practicing Company Secretary's Certificate:

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

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

Except as provided below, none of the Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolutions set out in item no.4 of this Notice:

S. No.	Name	Category	Number of Security
1	Srishti Baweja	Promoter/ Whole Time Director	14,754
2	Suchinta Baweja	Mother of Srishti Baweja	2,950
3	Himanshu Baweja	Brother of Srishti Baweja	17,704
4	Megha Raheja	Sister of Srishti Baweja/ Chief Financial Officer	17,704
5	Shailly Dua	Brother of Tarun Dua	10,000
6	Aditya Bhushan	Independent Director	590

The Board of Directors recommends the resolutions as set out in Item No. 4 of this notice for the issue of Equity shares, on a preferential basis, to the proposed allottees by way of Special Resolution.

ANNEXURE - II

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT FURNISHED PURSUANT TO REGULATION 36(3) 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

1	Name of Director seeking appointment	Mr. Tarun Dua
2	DIN	02696789
3	Date of Birth/ Age	27/01/1980
4	Nationality	Indian
5	Date of first Appointment on Board	20/08/2009
6	Brief Profile/ Background Details / Suitability	He holds a degree of Bachelor of Technology (Computer Engineering) from REC Kurukshetra University. He has experience of more than 20 years and manages overall operation of the company. He plays a key role in formulation and implementation of Business strategy for growth & expansion of the business. Accordingly, Mr. Tarun Dua, with his qualifications & experience is best suited to the said position.
7	Qualifications, Experience and expertise in specific functional area	He holds a degree of Bachelor of Technology (Computer Engineering) from REC Kurukshetra University. He has experience of more than 20 years and manages overall operation of the company. He plays a key role in formulation and implementation of Business strategy for growth & expansion of the business.
8	Recognition or Awards	None
9	Remuneration last drawn during financial year 2023-24	INR 1,24,04,204.85/-
10	Details of remuneration sought to be paid	NA
11	No. of shares held in the Company (including shareholding as a beneficial owner)	80,60,695 Equity Shares (55.69%)
12	No. of Board Meetings attended during the year	Six (6)
13	Terms and Conditions of appointment	Mr. Tarun Dua will be Director, liable to retire by rotation.
14	Directorship held in other Companies (along with listed entities from which the person has resigned in the past three years)	Nil
15	Membership/Chairmanship of Committees of Board of other listed entities	Nil
16	Membership / Chairmanship in Committees of E2E Networks Limited	Chairman of Borrowing Committee
17	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Tarun Dua is spouse of Mrs. Srishti Baweja, Promoter and Whole Time Director of the Company.
18	Resignation from listed entities in the past three years	None
19	In case of Independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	N.A.