



E2E Networks Limited

CIN- L72900DL2009PLC341980

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

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

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

Date: September 30, 2025

Corporate Service Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai, Maharashtra-400051

Scrip Code/Symbol: E2E

Sub: Notice of Postal Ballot- Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the Listing Regulations, please find enclosed herewith the Postal Ballot Notice of E2E Networks Limited (the Company') dated September 30, 2025 (Notice'), along with the explanatory statement, seeking approval of the Members of the Company for the following Special businesses, by way of E-Voting process:

- Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association.
- Raising of funds by way of public or private offering through a Qualified Institutions Placement / Rights / FPO / Any other mechanism to Investors through Issuance of equity shares or other eligible securities by the company
- Re-appointment of Mr. Tarun Dua, Managing Director (DIN:02696789) of the Company and remuneration payable to him for the period from January 31, 2026, till January 30, 2031; and
- Re-appointment of Ms. Srishti Baweja (DIN: 08057000), Whole Time Director of the Company and remuneration payable to her for the period from January 31, 2026, till January 30, 2031.

The Notice is being sent only by e-mail to all the Members whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, September 26, 2025 ('Cut-off Date') and whose email addresses are registered with the Company/ Depository Participants/ Company's Registrars and Transfer Agents i.e., MUFG Intime India Private Limited. Accordingly, the hard copy of the Notice alongwith Postal Ballot form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the E-Voting.

The Company has engaged the services of MUFG Intime India Private Limited ('MUFG Intime') to provide E-Voting facility to its Members. The E-Voting period shall commence on Wednesday, October 01, 2025, at 9:00 a.m. (IST) and shall end on Thursday, October 30, 2025, at 5:00 p.m. (IST) (both days inclusive).

The said Notice is also available on the website of the Company at www.e2enetworks.com and on the website of Link Intime i.e. <https://in.mpms.mufg.com/>

This is for your information and records.

Thanking You,

Yours faithfully,

For E2E Networks Limited

Ronit
Company Secretary & Compliance Officer
Membership No.: A59215

Encl.: As above

**E2E Networks Limited**

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

Email: cs@e2enetworks.com, Website <https://www.e2enetworks.com/>**NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

E-Voting starts on	E-Voting ends on
At 9.00 am IST on October 1, 2025	At 5.00 pm IST on October 30, 2025

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 (the “**Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), as amended,

and other applicable provisions, if any, of the Act and the Rules, read along with General Circular No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and subsequent circulars issued from time to time, the latest one being General Circular No. 3/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (collectively referred to as “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), that the special businesses set out below are proposed for approval of the members of E2E Networks Limited (the “**Company**”) by means of Postal Ballot, only by way of e-voting process (“**e-voting**”).

In view of the aforesaid MCA Circulars, the Company is sending this Postal Ballot Notice (“**Notice**”) only by e-mail to all its members who have registered their email addresses with the Company/ Registrar and Share Transfer Agent (“**RTA**”) or Depositories as on Friday, September 26, 2025 (“**Cut-Off Date**”). Accordingly, no physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is being sent to the members. The communication of the assent or dissent of the members shall take place only through the e-voting system. If your e-mail address is not registered with the Company/RTA/Depositories, please follow the process provided in the notes to receive this Notice. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date.

The Statement pursuant to Section 102 and other applicable provisions, if any, of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Notice is annexed hereto.

The Company has engaged the services of M/s. MUFG Intime India Private Limited (“**MUFG Intime**”) as the agency to provide e-voting facility. For further information, please refer to the notes in this Notice.

The Board of Directors has appointed Mr. Ankush Agarwal (Membership No. F9719 & COP No. 14486), Partner of M/s. MAK & CO., Company Secretaries (FRN: P2018UP067700) as the Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and remain available for the said purpose. The Scrutinizer’s decision on the validity of the voting shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman or any other officer so authorized. The results of e-voting will be announced within two working days of the conclusion of the e-voting. The results declared along with the Scrutinizer’s Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer’s Report would be intimated to National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company’s website at www.e2enetworks.com and on the website of MUFG Intime at <https://in.mpms.mufg.com/>

**SPECIAL BUSINESSES:****1. Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association**

To consider and pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 25,00,00,000 (Rupees Twenty-Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakh) equity shares of Rs. 10/- each to Rs. 50,00,00,000 (Rupees Fifty Crore only) divided into 5,00,00,000 (Five Crore) equity shares of Rs. 10/- each by creation of additional Rs. 25,00,00,000 (Rupees Twenty-Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

V. The Authorised Share Capital of the Company is Rs. 50,00,00,000 (Rupees Fifty Crore only) divided into 5,00,00,000 (Five Crore) equity shares of Rs. 10/- (Rupees Ten) each.’

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

2. To Consider and approve the raising of funds by way of public or private offering through a Qualified Institutions Placement / Rights / FPO / Any other mechanism to Investors through Issuance of equity shares or other eligible securities by the company.

To consider and pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62, 62(1)(a), 62(1)(c), 71 and 179 and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the Foreign Exchange Management Act, 1999 and the rules and regulation framed thereunder, as amended (the “FEMA”), including the Foreign Exchange Management (Non-debt Instruments) Regulations, 2019, as amended and in accordance with any other applicable laws, rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (the “GoI”), the Reserve Bank of India (the “RBI”), and the Securities and Exchange Board of India (the “SEBI”), the stock exchanges on which the Company’s shares are listed (the “Stock Exchanges”), Ministry of Corporate Affairs (“MCA”), the Registrar of Companies, and including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI LODR Regulations”), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the uniform listing agreements entered into by the Company with the Stock Exchanges (the “Listing Agreements”) and subject to necessary approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, MCA, RBI, GoI or any concerned statutory, regulatory, governmental or any other authority, as applicable and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee thereof which the Board may have duly constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution), the consent, authority and approval of the Members be and is hereby accorded to raise further capital and to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law), such number

of fully paid-up Equity Shares, and/or convertible securities (including warrants, or otherwise, in registered or bearer form) (all of which are hereinafter referred to as “Securities”) or any combination of the Securities thereof in accordance with the applicable laws, in such manner in consultation with the lead manager / book running lead manager and/or other advisor(s) or otherwise, for an aggregate consideration not exceeding Rs. 1,000 crores only (Rupees One Thousand crores only) or an equivalent amount thereof (inclusive of such premium or discount, as the case may be, as may be fixed on such Securities), in one or more tranches, whether Rupee denominated or denominated in one or more foreign currencies, at such price or prices as may be permissible under applicable law by way of public offering, right issue, private placement by way of Qualified institutions Placement (“QIP”) of Securities, in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) and other applicable provisions of laws or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law, through issue of placement document/ letter of offer / offer document, as applicable, to eligible investors that may be permitted to invest in such issuance of Securities, including retail investors, non-institutional investors, eligible qualified institutional buyers (“QIB”) in accordance with the SEBI ICDR Regulations, or otherwise, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds, trusts, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or foreign multilateral financial institutions, mutual funds, insurance companies, banks, non-resident Indians, pension funds and/ or any other categories of investors as may be permissible under applicable laws, whether they be holders of the Securities or not (collectively called the “Investors”) to all or any of them, jointly or severally through, as may be decided and permitted under applicable laws and regulations, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including the terms of the issuance, security as may be deemed appropriate including the discretion to determine the categories of Investors to whom the offer, issuance and allotment of such Securities shall be made, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, for such objects or such other purpose(s) inter alia, various capital expenditure, the pre-payment and / or repayment of debt, working capital requirements, acquisition, general corporate purposes and such other purpose(s) as may be determined by the Board in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the lead manager/book running lead manager/and or placement agents and/or underwriter(s) and/or other advisor(s).

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution, the Securities to be created, offered, issued, and allotted shall be subject to the provisions of the memorandum of associations and articles of association of the Company and any Equity Shares that may be created, offered, issued and allotted under the Issue or allotted upon conversion of the equity linked instruments issued by the Company shall rank pari-passu in all respects including dividend with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT in the event the issuance and allotment of Securities is undertaken by way of a QIP, the following provisions of Chapter VI of the SEBI ICDR Regulations shall apply:

- The same shall be undertaken in accordance with the SEBI ICDR Regulations.
- The allotment shall be made only to QIBs as defined under the SEBI ICDR Regulations.
- The Securities shall be allotted within 365 days from the date of this resolution or such other period as prescribed under applicable laws.
- Securities shall be in dematerialised and fully paid-up form only.
- Tenure of convertible or exchangeable Securities, if any, shall not exceed 60 months from the date of allotment.
- Securities issued under the QIP shall rank pari-passu with existing Equity Shares in all respects, including entitlement to dividend.
- Securities allotted under the QIP shall not be eligible for sale by the allottee for 1 year, except on a recognised stock exchange or as permitted under SEBI ICDR Regulations.
- No single allottee shall be allotted more than 50% of the proposed QIP size, and minimum number of allottees shall comply with SEBI ICDR Regulations; QIBs under the same group/control shall be considered a single allottee.
- No partly paid-up Equity Shares shall be issued or allotted.

- A SEBI-registered credit rating agency shall monitor the use of proceeds and submit quarterly reports in the format specified under Schedule XI of SEBI ICDR Regulations until full utilisation.
- No allotment shall be made to any promoter or person related to promoter under SEBI ICDR Regulations.
- The Company shall not undertake any subsequent QIP until 2 weeks (or such other period as prescribed) from the date of the prior QIP.
- The Company shall not undertake any subsequent QIP until 2 weeks (or such other period as prescribed) from the date of the prior QIP.

RESOLVED FURTHER THAT any issue of Equity Shares made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (the “QIP Floor Price”), and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable, with the authority to the Board (or relevant committee thereof) to offer a discount of not more than five percent or such percentage as permitted under applicable law on the QIP Floor Price.

RESOLVED FURTHER THAT in accordance with Regulation 171 of the SEBI ICDR Regulations, the ‘**Relevant Date**’ for determination of the floor price of the Equity Shares to be issued pursuant to QIP shall be the date of meeting in which the Board (or relevant committee thereof) decides to open the QIP and in the event other eligible securities are issued to QIBs by way of QIP, the ‘Relevant Date’ for pricing of such Other Eligible Securities shall be either the date of the meeting in which the Board (or relevant committee thereof) decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board (or relevant committee thereof).

RESOLVED FURTHER THAT the Board or any of its committee be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the Rights Issue, including, without limitation, the following:

- Offer, issue, and allot equity shares to eligible shareholders and/or specific investors as on the record date, at such price and terms as may be decided, and list the shares on the Stock Exchanges.
- Decide record date, entitlement ratio, pricing (premium or discount), minimum subscription, renunciation period, bid/issue opening and closing dates, and other related terms.
- Approve and issue the Draft Letter of Offer (DLOF) and Letter of Offer (LOF), including any amendments, supplements, or corrigenda thereto.
- Execute, file, and deliver all documents, agreements, undertakings, applications, declarations, and certificates as may be required.
- Take all necessary steps for listing of the Rights Issue shares and ensure compliance with SEBI (ICDR) Regulations and applicable laws.

RESOLVED FURTHER THAT every eligible shareholder who is eligible to apply in the Rights Issue shall have a right to renounce their rights entitlement being offered, in favour of any other person(s) and every shareholder, including renounce(s) shall be entitled to apply for additional Equity Shares and the allotment of the additional Equity Shares shall be made in the proportion to be decided by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board or a committee thereof subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities, including that are not subscribed, including finalisation, allocation and allotment to Specific Investors as per Chapter III - Rights Issue of SEBI ICDR Regulations.

RESOLVED FURTHER THAT the issue and allotment of securities, if any, made to NRIs, FPIs and/or other eligible foreign investors pursuant to this resolution shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits as set forth thereunder.



RESOLVED FURTHER THAT the Board (or relevant committee thereof) be and is hereby authorised to appoint lead manager, underwriters, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies as are or may be required to be appointed for, involved in or concerned with the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies.

RESOLVED FURTHER THAT Mr. Tarun Dua, Managing Director, Ms. Srishti Baweja, Whole Time Director, Ms. Megha Raheja, Whole Time Director, Mr. Nitin Jain, Chief Financial Officer and Mr. Ronit, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to further sign, execute, deliver and complete all documentation on behalf of the Company in relation to the aforesaid resolution, in connection with the Issue, to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and to resolve and settle all questions, difficulties or doubts that may arise in regard to such Issue, including the finalization and approval of the draft offer document(s) and final offer document(s), seeking listing of shares and credit thereof, determining the form and manner of the Issue, finalization of the timing of the Issue, identification of the investors to whom the securities are to be allotted, determining the issue price, face value, execution of various transaction documents, signing of declarations, utilization of the issue proceeds, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members 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 the Issue, the Board of Directors either by itself or through a special committee of the Board named the "[Fund Raising Committee]" be and are hereby authorised to obtain approvals, statutory, contractual or otherwise, in relation to the Issue and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Equity Shares."

3. To consider and approve re-appointment of Mr. Tarun Dua, Managing Director (DIN:02696789) of the Company and remuneration payable to him for the period from January 31, 2026, till January 30, 2031

To consider and pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and Rules made thereunder including any modification or re-enactment thereof, if any, the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, if any, and the Articles of Association of the Company, as approved and recommended by the Nomination and Remuneration Committee and the Board of Directors, approval of shareholders be and is hereby accorded for re-appointment of Mr. Tarun Dua (DIN:02696789), as the Managing Director and Key Managerial Personnel of the Company for the period commencing from January 31, 2026 till January 30, 2031, in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, liable to retire by rotation, upon the terms and conditions including remuneration set out in the Explanatory Statement annexed to this Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment).

RESOLVED FURTHER THAT the payment of remuneration as given above shall be in force for a period of five years and subject to renewal/enhancement of such remuneration by the shareholders thereafter.

RESOLVED FURTHER THAT the Board of Directors of the Company based on the recommendations of the Nomination and Remuneration Committee or any of its Committees, by whatever name called, be authorised in its absolute discretion and from time to time, to fix within the range stated above, the remuneration payable to Mr. Tarun Dua.

RESOLVED FURTHER THAT pursuant to Regulation 17(6) (e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, approval of the shareholders be and is hereby also accorded for the payment of remuneration, as set out in the Explanatory Statement annexed to this Notice, to Mr. Tarun Dua, Managing Director, notwithstanding that (i) the annual remuneration payable to him exceeds 5 crore or 2.5% of the net profits of the Company, whichever is higher; or (ii) the aggregate annual remuneration of all the promoter executive directors of the Company exceeds 5% of the net profits of the Company.

RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Tarun Dua as the Managing Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Tarun Dua, the remuneration by way of salary, bonus and other allowances not exceeding the limits specified under Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the term of Mr. Tarun Dua, as the Managing Director of the Company shall be on a continued basis on his reappointment at the Annual General Meeting, when he retires by rotation.

RESOLVED FURTHER THAT Mr. Tarun Dua shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

4. To consider and approve re-appointment of Ms. Srishti Baweja (DIN: 08057000), Whole Time Director of the Company and remuneration payable to her for the period from January 31, 2026, till January 30, 2031.

To consider and pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and Rules made thereunder including any modification or re-enactment thereof, if any, the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, if any, and the Articles of Association of the Company, as approved and recommended by the Nomination and Remuneration Committee and the Board of Directors, approval of shareholders be and is hereby accorded for re-appointment of Ms. Srishti Baweja (DIN:08057000), as the Whole time Director and Key Managerial Personnel of the Company for the period commencing from January 31, 2026 till January 30, 2031, in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Director, liable to retire by rotation, upon the terms and conditions including remuneration set out in the Explanatory Statement annexed to this Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of her re-appointment).

RESOLVED FURTHER THAT the payment of remuneration as given above shall be in force for a period of five years and subject to renewal/enhancement of such remuneration by the shareholders thereafter.

RESOLVED FURTHER THAT the Board of Directors of the Company based on the recommendations of the Nomination and Remuneration Committee or any of its Committees, by whatever name called, be authorised in its absolute discretion and from time to time, to fix within the range stated above, the remuneration payable to Ms. Srishti Baweja.

RESOLVED FURTHER THAT pursuant to Regulation 17(6) (e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, approval of the shareholders be and is hereby also accorded for the payment of remuneration, as set out in the Explanatory Statement annexed to this Notice, to Ms. Srishti Baweja, Whole Time Director, notwithstanding that (i) the annual remuneration payable to her exceeds 5 crore or 2.5% of the net profits of the Company, whichever is higher; or (ii) the aggregate annual remuneration of all the promoter executive directors of the Company exceeds 5% of the net profits of the Company.

RESOLVED FURTHER THAT where in any financial year during the tenure of Ms. Srishti Baweja as the Whole-time Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Ms. Srishti Baweja, the remuneration by way of salary, bonus and other allowances not exceeding the limits specified under Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.



RESOLVED FURTHER THAT the term of Ms. Srishti Baweja, as the Whole-Time Director of the Company shall be on a continued basis on her reappointment at the Annual General Meeting, when she retires by rotation.

RESOLVED FURTHER THAT Ms. Srishti Baweja shall perform such duties as may be entrusted to her by the Board from time to time and separately communicated to her and exercise such powers as may be assigned to her, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

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

Sd/-
Ronit

Company Secretary and Compliance Officer
Membership No.: A59215

Date: September 29, 2025
Place: New Delhi

Regd. Office:

Awfis, First Floor, A-24/9,
Mohan Cooperative Industrial Estate,
Mathura Road, Saidabad, New Delhi - 110044
Email id: cs@e2enetworks.com
Website: www.e2enetworks.com

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“**Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), each as amended, setting out the material facts relating to the aforesaid resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (“**Notice**”).
2. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, Secretarial Standard - 2 on General Meetings (SS – 2) and the MCA Circulars, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in note no. 12 of this Notice. Members are requested to read the instructions carefully before casting their vote.
3. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through e-voting process. The e-voting facility will be available during following period:

Commencement of e-voting	At 9.00 am IST on October 1, 2025
End of e-voting	At 5.00 pm IST on October 30, 2025

The e-voting module shall be disabled by MUFG Intime for voting thereafter. During this period, Members whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories, as on the **cut-off date i.e. September 26, 2025**, are entitled to vote electronically on the Resolutions set forth in this Notice. Once the vote on a resolution is cast, the shareholder shall not be allowed to change it subsequently. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.

The Notice shall be available on the website of the Company www.e2enetworks.com, website of the Stock



Exchange, i.e., National Stock Exchange of India Limited at www.nseindia.com and on MUFG Intime website (agency for providing the e-Voting facility) i.e. <https://in.mpms.mufg.com/>

4. In accordance with MCA Circulars, the Company has made necessary arrangements for the members to register their email address. Members who have not registered their email address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) by giving the details of folio number, e-mail address and self-attested copy of PAN card in Form ISR-1 (available on the website of the Company at www.e2enetworks.com) to RTA at, if the shares are held in physical form.

Alternatively, Members may send a request at the email id(s) enotices@in.mpms.mufg.com or investors@e2enetworks.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio.

5. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after completion of the scrutiny of the votes cast, on the result of the Postal Ballot on or before two working days of last date of e-voting. The Scrutinizer's decision on the validity of votes cast will be final.
6. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.e2enetworks.com and on the website of M/s MUFG Intime India Private Limited [https:// instavote.linkintime.co.in](https://instavote.linkintime.co.in) immediately and the same shall be communicated to the Stock Exchange, where the equity shares of the Company are listed.
7. The resolutions proposed in this Notice, subject to receipt of requisite number of votes, shall be deemed to be passed on the last date specified for e-voting i.e. October 30, 2025. Further, resolutions passed by the members through postal ballot are deemed to be passed as if they are passed at the General meeting of the Members of the Company.
8. All the material documents referred to statement pursuant to Section 102 of the Act will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to investors@e2enetworks.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
9. Members may note that as per the provisions of the SEBI Master Circular No. SEBI/HO/MIRSD/MIRSD -PoD/P/ CIR/2025/91 dated June 23, 2025, in supersession of earlier Circular(s) issued in this regard read with circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, as amended from time to time, SEBI has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature) and nomination details.
10. SEBI vide notification dated January 24, 2022, has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialisation form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members are advised to dematerialise the shares held by them in physical form.
11. The Securities and Exchange Board of India vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025 ("Circular") has facilitated mechanism for a "Special Window for Re-lodgement of Transfer Requests of Physical Shares" and accordingly all physical share transfer deeds lodged for transfer with the Company or its Registrar and Transfer Agent (RTA) prior to discontinuation of physical mode of transfer, i.e., April 01, 2019 and rejected/returned by the Company/RTA due to deficiency in the documents and was required to be re-lodged with requisite documents on or before the cut-off date fixed for re-lodgement of such transfer deeds, i.e., March 31, 2021; have been provided with an opportunity to re-lodge the same with the Company/ RTA during a special window period of six months from July 07, 2025 till January 06, 2026. During this period, the securities that are re-lodged for transfer (including those requests that are pending with the listed company / RTA, as on date) shall be issued only in demat mode. However, due process shall be followed for such transfer-cum-demat requests. For further details you may contact the Company Secretary of the Company or the Registrar and Transfer Agent of the Company. A copy of the Circular is also available on the website of the Company at www.e2enetworks.com



12. Process to cast votes through e-voting: In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

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

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

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

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

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

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted 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 Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the e-voting period.



- e) Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

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

METHOD 2 - Individual Shareholders 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 “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the 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, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the e-voting period.

Login method for shareholders holding securities in physical mode /

Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

**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 NSDL form, shall provide 'D' above*

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

- Set the password of your choice

(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

- Enter Image Verification (CAPTCHA) Code

- Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on "**Login**" under 'SHARE HOLDER' tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click "Submit"

- d) Cast your vote electronically:

A. After successful login, you will be able to see the "Notification for e-voting".

B. Select 'View' icon.

C. E-voting page will appear.

D. 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).

E. 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 ("Custodian / Corporate Body/ Mutual Fund")**STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>

- b) Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

- c) Fill up your entity details and submit the form.

- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.



- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - A. ‘Investor ID’ –
 - I. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - II. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - C. ‘Investor PAN’ - Enter your 10-digit PAN.
 - D. ‘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 or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*
 - E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through e-voting

The corporate shareholder can vote by two methods, during the e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- 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’.
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.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “Upload Vote File” option.
- g) 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:****Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

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
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:**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

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

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. 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:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

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

In case shareholders have a 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 information about the particulars of the Security



Question and Answer, PAN, DOB/DOI etc. 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:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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”.

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

Date: September 29, 2025
Place: New Delhi

Sd/-
Ronit
Company Secretary and Compliance Officer
Membership No.: A59215



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS 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 Businesses mentioned in Item Nos. 1 to 4 of the accompanying Notice:

Item No : 1

Presently, the Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty-Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten) each. Considering the size and operations of the Company and in order to facilitate any further capital issuances, the Board of Directors at its meeting held on September 29, 2025, have recommended to increase the authorised share capital of the Company from Rs. 25,00,00,000 (Rupees Twenty-Five Crore only) to Rs. 50,00,00,000 (Rupees Fifty Crore only) by increasing the number of equity shares from 2,50,00,000 (Two Crore Fifty Lakh) equity shares of Rs. 10 each to 5,00,00,000 (Five Crore) equity shares of Rs.10 each. The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members’ approval in terms of Sections 13 and 61 of the Companies Act, 2013. Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 1 of this Postal Ballot Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot Notice.

The Board of Directors recommends the resolution as set out at Item No. 1 of this Postal Ballot Notice for approval by the members by way of an **Ordinary Resolution**.

Item No: 2

The Company has been steadily expanding its business and operations across various verticals of cloud computing, AI infrastructure, and managed services. In line with its long-term strategic objectives and to support its growth roadmap, the Company proposes to raise additional capital of up to Rs. 1,000 Crores (Rupees One Thousand Crores only), in one or more tranches, by way of issuance of securities, as may be decided by the Board or a duly constituted committee thereof, in accordance with applicable laws and regulatory frameworks.

The funds raised through this issuance will be utilized to support a range of corporate objectives, including but not limited to funding capital expenditure requirements, pre-payment and/or repayment of existing borrowings including interest accrued thereon, working capital requirements, financing strategic acquisitions or partnerships, facilitating expansion into new service offerings or geographies, general corporate purposes, payment of lease rentals for IT equipment taken on lease, covering issue-related expenses, and for any other purposes as may be decided by the Board or a duly constituted committee thereof.

To enable the Company to access timely opportunities in the domestic and international capital markets, the Board proposes to obtain the approval of shareholders by way of a Special Resolution under applicable provisions of the Companies Act, 2013 and rules made thereunder, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the Foreign Exchange Management Act, 1999 (“FEMA”) and other applicable laws.

The resolution provides an enabling framework to the Board to issue securities through various permissible modes including:

- Qualified Institutions Placement (QIP) in accordance with Chapter VI of the SEBI ICDR Regulations;
- Rights Issue to eligible existing shareholders;
- Follow-on Public Offer (FPO);
- Any other permitted method of raising capital.



For the purpose of Qualified Institutions Placement (QIP), the National Stock Exchange of India Limited (NSE) shall be the designated stock exchange.

The Company may issue equity shares and/or other equity-linked instruments or convertible securities including warrants, non-convertible debentures with warrants, or a combination thereof (collectively, "Securities"), for an aggregate consideration not exceeding Rs. 1,000 Crores, whether denominated in Indian rupees or foreign currency, and whether issued to domestic or foreign investors.

The resolution seeks flexibility for the Board (or a duly authorized Committee) to determine the structure, timing, pricing, terms, and conditions of the issuance in consultation with lead managers, book-running lead managers, placement agents, legal advisors, and other intermediaries as may be deemed appropriate, having regard to market conditions and applicable regulatory requirements at the time of issuance. Further, in case of issuance by way of QIP, the Board may, subject to and in accordance with Regulation 176 of the SEBI ICDR Regulations, offer a discount of not more than 5% on the price determined under the SEBI ICDR Regulations.

The approval of the shareholders shall be valid for a period of 365 days from the date of passing of this resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way financially or otherwise concerned or interested in the resolution set out at Item No. 2 of this Notice, except to the extent of their shareholding in the Company, if any.

The Board recommends the passing of the resolution at Item No. 2 as a **Special Resolution**, in the interest of the Company and its stakeholders.

Item No. 3 :

Mr. Tarun Dua was appointed as the Managing Director of the Company for a term of three (3) years commencing from January 31, 2023 till January 30, 2026. Accordingly, his term as Managing Director of the Company is due for expiration in January 30, 2026.

Mr. Tarun Dua, founder promoter of the Company, is a Science graduate from the National Institute of Technology, Kurukshetra. He has around two decades of rich and varied experience in the IT, cloud computing, and data center management and has been involved in the leadership role of the Company and has been instrumental in growth and development of the Company during his tenure in the Company. Under his leadership, the Company has achieved many notable milestones. Mr. Tarun Dua's continued association as Managing Director is highly desirable and will be in the interest of the Company.

Details of his profile, qualification, experience, expertise and the information pursuant to regulation 36(3) of Listing Regulations and Secretarial Standards on general meetings are disclosed herein as part of **Annexure -I**.

Considering the above credentials of Mr. Tarun Dua and basis his performance evaluation, Nomination and Remuneration Committee and the Board have at their respective meeting (s) held on September 29, 2025, subject to the approval of the members of the Company, accorded their approvals for re-appointment and remuneration payable to Mr. Tarun Dua, Managing Director, of the Company for period from January 31, 2026 till January 30, 2031 and, have recommended the aforesaid resolution as set out in this Notice at item No. 3 for approval of the Members. His re-appointment and remuneration are in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions read with Schedule V of the Companies Act, 2013. The proposed remuneration is considered to be commensurate with industry standards and the role and responsibilities entrusted to Mr. Tarun Dua. In the event of absence or inadequacy of profits in any financial year during the tenure of his re-appointment, the remuneration as set out above shall be paid as minimum remuneration in terms of Schedule V of the Companies Act, 2013.

In terms of Section 152 of the Act, Mr. Tarun Dua will be liable to retire by rotation. He is also designated as Key Managerial Personnel of the Company u/s 203 of the Act.

The Company has received notice under Section 160 of the Companies Act, 2013 (the Act) from a member proposing candidature of Mr. Tarun Dua as a Managing Director of the Company.



Mr. Tarun Dua satisfies all conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his appointment. Mr. Tarun Dua is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation.

Proposed remuneration payable to Mr. Tarun Dua:

- i. Total Remuneration by way of salary, dearness allowance, incentives, perquisites, rent free accommodation and any other allowances not exceeding Rs. 1,25,00,000/- (Rupees One Crore Twenty-Five Lakh Only) per annum, in terms of provisions of Section II of Part II of Schedule V of the Companies Act, 2013 or such other amount within the limits prescribed by the Act from time to time.
- ii. Besides the above, he will be entitled to the following facilities which shall not be included in the computation of ceiling on total remuneration:
 - a. Provision of car with driver, telephone and other communication facilities in connection to the business of the Company;
 - b. Health and Accident Insurance as per the Policies of the Company; and
 - c. All the travel, entertainment or other expenses incurred by him in furtherance of or in connection with the performance of duties, in accordance with the Company's policy.

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

In addition to the above, he will also be entitled to the following benefits as per the policy/rules of the Company in force from time to time which will not form part of his remuneration

- a. Company's contribution to Provident Fund
- b. Payment of Gratuity and other retirement benefits; and these would not be included in the computation of ceiling on total remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

Mr. Tarun Dua shall perform such duties as shall from time to time be entrusted to him, subject to superintendence, guidance, and control of the Board of Directors.

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

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Tarun Dua under Section 190 of the Act.

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

The Board of Directors of your Company believes that the re-appointment of Mr. Tarun Dua as the Managing Director of the Company would benefit to the Company and hence recommends the resolution as mentioned at item No. 3 for approval of the Members by way of a **Special Resolution**.

Item No. 4

Ms. Srishti Baweja was appointed as the Whole Time Director of the Company for a term of three (3) years commencing from January 31, 2023, till January 30, 2026. Accordingly, her term as Whole Time Director of the Company is due for expiration in January 30, 2026.

Ms. Srishti Baweja, founder promoter of the Company, is a Chartered Accountant from the Institute of Chartered Accountants of India (2004) and a graduate of Shri Ram College of Commerce (SRCC), Delhi University. She has around two decades of rich and varied experience in the in finance, legal, compliance, accounting, and operations and has been involved in the leadership role of the Company and has been instrumental in growth and development of the Company during his tenure in the Company. Under her leadership, the Company has achieved many notable milestones. Ms. Srishti Baweja's continued association as Whole Time Director is highly desirable and will be in the interest of the Company.

Details of her profile, qualification, experience, expertise and the information pursuant to regulation 36(3) of Listing Regulations and Secretarial Standards on general meetings are disclosed herein as part of **Annexure -I**.

Considering the above credentials of Ms. Srishti Baweja and basis her performance evaluation, Nomination and Remuneration Committee and the Board have at their respective meeting (s) held on September 29, 2025, subject to the approval of the members of the Company, accorded their approvals for re-appointment and remuneration payable to Ms. Srishti Baweja, Whole Time Director, of the Company for period from January 31, 2026 till January 30, 2031 and, have recommended the aforesaid resolution as set out in this Notice at item No. 4 for approval of the Members. Her re-appointment and remuneration are in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions read with Schedule V of the Companies Act, 2013. The proposed remuneration is considered to be commensurate with industry standards and the role and responsibilities entrusted to Ms. Srishti Baweja. In the event of absence or inadequacy of profits in any financial year during the tenure of her re-appointment, the remuneration as set out above shall be paid as minimum remuneration in terms of Schedule V of the Companies Act, 2013.

In terms of Section 152 of the Act, Ms. Srishti Baweja will be liable to retire by rotation. She is also designated as Key Managerial Personnel of the Company u/s 203 of the Act.

The Company has received notice under Section 160 of the Companies Act, 2013 (the Act) from a member proposing candidature of Ms. Srishti Baweja as a Whole Time Director of the Company.

Ms. Srishti Baweja satisfies all conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for her appointment. Ms. Srishti Baweja is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation.

Proposed remuneration payable to Ms. Srishti Baweja:

- i) Total Remuneration by way of salary, dearness allowance, incentives, perquisites, rent free accommodation and any other allowances not exceeding INR 1,25,00,000/- (Indian Rupees One Crore Twenty Five Lakh Only) per annum, in terms of provisions of Section II of Part II of Schedule V of the Companies Act, 2013 or such other amount within the limits prescribed by the Act from time to time.
- ii) Besides the above, she will be entitled to the following facilities which shall not be included in the computation of ceiling on total remuneration:
 - a. Provision of car with driver, telephone and other communication facilities in connection to the business of the Company;
 - b. Health and Accident Insurance as per the Policies of the Company; and
 - c. All the travel, entertainment or other expenses incurred by him in furtherance of or in connection with the performance of duties, in accordance with the Company's policy.



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

In addition to the above, she will also be entitled to the following benefits as per the policy/rules of the Company in force from time to time which will not form part of her remuneration

- a. Company's contribution to Provident Fund
- b. Payment of Gratuity and other retirement benefits; and these would not be included in the computation of ceiling on total remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

Ms. Srishti Baweja shall perform such duties as shall from time to time be entrusted to him, subject to superintendence, guidance, and control of the Board of Directors.

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

The above may be treated as a written memorandum setting out the terms of appointment of Ms. Srishti Baweja under Section 190 of the Act.

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

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

Annexure-I
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

S. No	Particulars		
1.	Name of Director seeking appointment/reappointment	Mr. Tarun Dua	Ms Srishti Baweja
2.	DIN	02696789	08057000
3.	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 25 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.	She has pursued B. Com(H) from prestigious S.R.C.C, Delhi University and has completed Chartered Accountancy in November 2004. She has experience of more than 21 years in the field of Finance and Administration. Accordingly, Mrs. Srishti Baweja, with her qualifications & experience is best suited to the said position.
4.	Recognition or Awards	None	None
5.	Date of Birth/ Age	27/01/1980	25/10/1982
6.	Date of first Appointment on Board	20/08/2009	31/01/2018
7.	Qualifications, Experience and expertise in specific functional area	As per Brief Profile mentioned above.	As per Brief Profile mentioned above.
8.	Remuneration last drawn, if any	INR 1,24,94,964.3	INR 1,24,97,083.3
9.	Remuneration Proposed	INR 1,25,00,000	INR 1,25,00,000
10.	Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person	The proposed remuneration payable to Mr. Tarun Dua as Managing Director is justified compared to remuneration paid in the industry and the size of the Company.	The proposed remuneration payable to Mrs. Srishti Baweja as Whole Time Director is justified compared to remuneration paid in the industry and the size of the Company.
11.	Shareholding in the Company (including shareholding as a beneficial owner)	74,64,779	14,754
12.	No. of Board Meetings attended during the year	3 out of 3 Meetings	3 out of 3 Meetings
13.	Terms and Conditions of appointment	Mr. Tarun Dua will be Managing Director, liable to retire by rotation.	Mrs. Srishti Baweja will be Whole Time 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	Nil
15.	Membership/Chairmanship of Committees of Board of other listed entities	Nil	Nil



S. No	Particulars		
16.	Membership/ Chairmanship in Committees of E2E Networks Limited	Chairman of Borrowing Committee	1.Chairperson of Risk Management Committee 2. Chairman of Corporate Social Responsibility Committee 3.Member of Borrowing Committee
17.	Relationship with Promoters / other Directors/KMP's	Mr. Tarun Dua is promoter of the Company and is spouse of Ms. Srishti Baweja, Promoter and Whole Time Director of the Company.	Ms. Srishti Baweja is spouse of Mr. Tarun Dua, Promoter and Managing Director of the Company. Further, she is sister of Mrs. Megha Raheja, Whole time Director of the Company.
18.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	NA	NA

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

Date: September 29, 2025
Place: New Delhi

Sd/-
Ronit
Company Secretary and Compliance Officer
Membership No.: A59215

Regd. Office:

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