



E2E NETWORKS LIMITED

CIN No. : L72900HR2009PLC039406

Registered Office: 282, Sector-19, Near Rama Krishna Mandir, Faridabad, Haryana, 121002
Phone: +91-11-3001-8093 | Website: www.e2enetworks.com | E-mail: investors@e2enetworks.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), ("**the Rules**"), Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard - II on General Meeting (SS-2) issued by the Institute of the Company Secretaries of India and any other applicable laws and regulations, to transact the following proposed special business by the members of the E2E Networks Limited ("**the Company**") by passing resolutions through postal ballot ("**Postal Ballot**")/ electronic voting ("e-voting")

SPECIAL BUSINESSES:

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

RESOLVED THAT pursuant to the provisions of Section 12(5), 13(4) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force), and subject to approval of the Central Government (Power delegated to Regional Director), and such other approvals, permissions and sanctions, as may be required, under the provisions of the said Act or under any other law for the time being in force, consent of the Members be and is hereby accorded for shifting of Registered Office of the Company from the "State of Haryana" to the "National Capital Territory (NCT) of Delhi".

RESOLVED FURTHER THAT upon shifting of the registered office being effective, the existing Clause-II of the Memorandum of Association of the Company be and hereby substituted with the following new clause:

"II. The registered office of the Company will be situated in the National Capital Territory (NCT) of Delhi."

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the "State of Haryana" to such place in the "National Capital Territory (NCT) of Delhi" as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter."

By Order of the Board of Directors
For E2E Networks Limited

Place: Faridabad
Date: June 21, 2018

Sd/-
Bharti Sharma
Company Secretary
Membership No.: ACS46349

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts for the proposed resolution is annexed herein below.
2. The Notice of Postal Ballot along with postal ballot form containing instruction is being sent to all the Members, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on Friday, June 22, 2018 (hereinafter called as "Cut-off Date"). The Postal Ballot notice along with postal ballot form containing instruction are being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the notice are being sent by permitted mode along with a self-addressed Business Reply Envelope.
3. Members whose name appearing on the Register of Members / List of Beneficial Owners as on the Cut-off date shall be eligible for voting (including e-voting/Postal ballot). A person who is not Member on Cut-off date should treat this notice for information purpose only.
4. The Board of Directors of the Company has appointed Mr. Mohit Maheshwari (Membership No. F9565 & Certificate of Practice No. 19946), Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot/e-voting process in a fair and transparent manner.
5. Resolution, if passed by the Members through Postal Ballot is deemed to have been duly passed at a General Meeting of the Members.
6. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached self-addressed Business Reply Envelope. Postage will be borne and paid by the



Company. However, Postal Ballot(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot(s) may also be deposited personally. The Postal Ballot(s) should reach the Scrutinizer not later than the close of working hours i.e. 5:00 P.M. on July 28, 2018 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

7. In compliance with provisions of Section 110 of the Act read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Rule 20 of the Rules, as amended up to date, and Secretarial Standard - II issued by the Institute of the Company Secretaries of India on general meeting ("**SS-II**"), the Company is pleased to offer **e-voting facility to enable members to cast their votes electronically**. The Board of Directors of the Company has appointed **LINK INTIME INDIA PRIVATE LIMITED** (hereinafter called as "Agency") for facilitating e-voting to enable the shareholders to cast their votes electronically. However, **e-voting is optional**.
8. The Scrutinizer will submit his report to the Chairman after scrutiny of the Postal Ballot Forms including e-voting & the result of the Postal Ballot shall be declared by the Chairman, or in his absence, by any other Director or Company Secretary authorized by the Board of Directors of the Company, on Monday, July 30, 2018 at 4.00 P.M. at the Registered Office of the Company i.e. 282, Sector-19, Near Rama Krishna Mandir, Faridabad, Haryana - 121 002. Members, who wish to be present at the venue at the time of declaration of the result, may do so. The results shall be placed on the website & notice board of the Company along with scrutinizer report i.e. www.e2enetworks.com & on the website of the Agency i.e. <https://instavote.linkintime.co.in> and simultaneously will be communicated to the Stock Exchanges where the securities of the Company are listed.
9. E-voting will commence from Friday, June 29, 2018 (9.00 A.M. IST) to Saturday, July 28, 2018 (5.00 P.M. IST) and e-voting shall not be allowed beyond the said date and time.
10. This notice of Postal Ballot will also be placed on the website of the Company i.e. www.e2enetworks.com and also on the website of the Agency i.e. <https://instavote.linkintime.co.in>
11. Members have option to vote either through e-voting or through Postal Ballot Form.
12. A Member cannot vote both by post and e-voting and if he votes both by post and e voting, his vote by post shall be treated as invalid.
13. In case, shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named member.
14. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority Letter together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.
15. The vote in this Postal Ballot cannot be exercised through proxy.
16. Members are requested to carefully read the instructions printed on the back of the Postal Ballot Form before exercising their vote.
17. A member may request for duplicate Postal Ballot Form, if so required. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link <https://instavote.linkintime.co.in> or seek duplicate Postal Ballot Form from Link Intime India Pvt. Ltd., Registrar & Transfer Agent, 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase - 1, Near PVR Naraina, New Delhi - 110028, fill in the details and send the same to the Scrutinizer.
18. In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or contact Mr. Rajiv Ranjan, Link Intime India Pvt. Ltd at Phone: +91 22 49186000. However, the duly filled in and signed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at instruction No. 6 above.
19. The voting rights of Members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on Cut-off Date i.e. June 22, 2018.
20. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot will be final.
21. The Postal Ballot and all other papers relating to Postal Ballot including voting by remote e-voting shall be under the safe custody of the Scrutinizer till the Chairman consider, approves and sign the minutes.

E-voting Procedure/Instructions:

The procedure and instructions for e-voting are as follows:

- ❖ Log-in to e-Voting website of Link Intime India Private Limited (LIPL)
 1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
 2. Click on "Login" tab, available under 'Shareholders' section.
 3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
 4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
 5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:



Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

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

In case shareholder is having valid email address, Password will be sent to the shareholder's registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
- On the voting page, you will see "Resolution Description" and against the same the option "Favour/Against" for voting. 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'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
- If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

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

Sd/-

**Bharti Sharma
Company Secretary
Membership No.: ACS46349**

**Place: Faridabad
Date: June 21, 2018**



EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED JUNE 21, 2018, PURSUANT TO SECTION 102 OF THE ACT READ WITH SECTION 110 OF THE ACT

In terms of Section 102 of the Act, the following Explanatory Statement sets out all the material facts relating to the Special Resolution given in the accompanying Notice dated June 21, 2018.

Presently, the Company's Registered Office is located at State of Haryana. The Board of Directors of the Company on June 21, 2018 has proposed to shift the Registered Office of the Company from the "State of Haryana" to the "National Capital Territory (NCT) of Delhi" due to the following reasons:-

- I. The Company has recently opened its Corporate office at Awfis, 1st Floor, A-24/9, Mohan Co-operative Industrial Estate, Mathura Road, Saidabad, New Delhi -110044 and majority of its operations of the Company are carried out from this office only.
- II. To carry on the business of the Company more economically, efficiently and with better operational convenience.

Shifting of Registered Office will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders.

As per provisions of Section 12, 13, 110 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, such shifting of Registered Office from one State to another and alteration of Clause II of the Memorandum of Association of the Company requires the approval of the members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to Regional Director).

Accordingly, approval of the members is sought through Postal Ballot for shifting of the Registered Office of the Company from the "State of Haryana" to the "National Capital Territory (NCT) of Delhi" and consequently for altering Clause II of the Memorandum of Association of the Company to reflect that the registered office of the Company be situated in the National Capital Territory (NCT) of Delhi. All the material documents related to this item will be available for inspection at the Registered Office of the Company.

Your Directors recommend the resolution proposed at Item No. 1 for the approval of Shareholders by way of special resolution

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their directorship.

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

Place: Faridabad
Date: June 21, 2018

**Sd/-
Bharti Sharma
Company Secretary
Membership No.: ACS46349**



E2E NETWORKS LIMITED

Registered Office: 282, Sector-19, Near Rama Krishna Mandir, Faridabad, Haryana, 121002

CIN No. : L72900HR2009PLC039406

Phone: +91-11-3001-8093

Website: www.e2enetworks.com | **E-mail:** investors@e2enetworks.com

POSTAL BALLOT FORM

Serial No. : _____

1)	Name(s) of Shareholder(s) (Including Joint-holders, if any) (IN BLOCK LETTERS)			
2)	Registered Address of the Sole/ First named Shareholder			
3)	Registered Folio No.* / Client ID No.			
4)	DP ID No.**			
5)	Total number of shares held			
6)	I / We hereby exercise my /our vote in respect of the Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate box below:			
	Description	No. of Shares held	I/ We assent to the Resolution (For)	I/ We dissent to the Resolution (Against)
1.	Special Resolution for Shifting Registered Office from "State of Haryana" to the "National Capital Territory (NCT) of Delhi"			

Place : _____

Date : _____

Signature of the Shareholder
(Please refer to instruction No. 5 overleaf)

* Applicable to shareholder(s) holding shares in physical form.

** Applicable to shareholder(s) holding shares in dematerialized form.

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

Note: Please read carefully the notes/ instructions printed overleaf before exercising the vote.

INSTRUCTIONS

1. Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") the assent or dissent of the shareholders in respect of the resolution as per the Postal Ballot Notice shall be determined through Postal ballot/ e-Voting.
2. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted. The shareholders residing outside India should stamp the envelopes appropriately.
3. The self addressed business reply envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
4. Please convey your assent/ dissent in this Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
5. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours (5:00 PM IST) on Saturday, July 28, 2018. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
7. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).
8. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e. Saturday, July 28, 2018.
9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
11. The vote in the Postal Ballot shall not be exercised by a Proxy.
12. Kindly note that the shareholders can opt only one mode of voting, i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. However, in case shareholders cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid.
13. The voting period starts from Friday, June 29, 2018 (9.00 A.M. IST) to Saturday, July 28, 2018 (5.00 P.M. IST). The e-voting module shall also be disabled by Agency for voting members.