

Nature of relationship	Prior to the proposed effectiveness of the agreement for this transaction, L&T will become a related party of the Company by way of holding more than 20% of the equity shares of the Company.
Nature, material terms, monetary value and particulars of the contract or arrangements	<p>The Company and L&T seek to enter into an agreement, whereby the Company will license its software for its cloud platform on a non-exclusive basis to L&T, with effect from 1 January 2025, for its use and further development. L&T will be liable to pay the Company a fixed minimum annual license fee along with a variable fee linked to usage of the software by L&T. The pricing mechanism followed for the aforesaid Related Party Transaction is and shall continue to be based on arm's length principles.</p> <p>The revenue generated by the Company as a result of this transaction is likely to be up to INR 30 crore in one or more tranches in each financial year during the tenure of agreement, though the actual revenue will depend upon the actual usage of the software by L&T.</p>
Tenure of the transaction	Five years
Percentage of the Annual consolidated turnover of the Company considering FY 2023-24 as the immediately preceding financial year, that is represented by the Value of Transaction	31.76%
Percentage of the Annual consolidated turnover of the counter-party considering FY 2023-24 as the immediately preceding financial year, that is represented by the value of Transaction	0.01% per annum
Transaction related to providing loans, inter corporate deposits, advances or investments made or given by the Company	Not applicable
Rationale/benefit of the transaction and why this transaction is in the interest of the Company	The aforesaid transaction will lead to revenue generation for the Company. The transaction is on a non-exclusive basis allowing the Company to enter into similar such transactions with third parties.
Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant / important information forms part of this Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	N/A

II. Reseller Agreement

Name of the related party	L&T
Name of the director or key managerial personnel who is related, if any	Not applicable
Nature of relationship	Prior to the proposed effectiveness of the agreement for this transaction, L&T will become a related party of the Company by way of holding more than 20% of the equity shares of the Company.

Nature, material terms, monetary value and particulars of the contract or arrangements	<p>The Company and L&T seek to enter into an agreement for provision of cloud services by the Company to end customers of L&T.</p> <p>L&T may bill their customers based on the price agreed upon with their end clients, including any additional services they choose to bundle.</p> <p>The pricing mechanism followed for the aforesaid transaction is and shall continue to be based on arm's length principles.</p> <p>The revenue generated by the Company as a result of this transaction is likely to be up to INR 35 crore in one or more tranches in each financial year during the tenure of agreement, though the actual revenue will depend upon the services actually provided.</p>
Tenure of the transaction	Three years
Percentage of the Annual consolidated turnover considering FY 2023-24 as the immediately preceding financial year, that is represented by the Value of Transaction	37.05%
Percentage of the Annual consolidated turnover of the counter-party considering FY 2023-24 as the immediately preceding financial year, that is represented by the value of Transaction	0.02% per annum
Transaction related to providing loans, inter corporate deposits, advances or investments made or given by the Company	Not applicable
Rationale/benefit of the transaction and why this transaction is in the interest of the Company	The aforesaid transaction will lead to revenue generation for the Company and expand its customer base and reach.
Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	N/A

III. Co-location Agreement

Name of the related party	L&T
Name of the director or key managerial personnel who is related, if any	Not applicable
Nature of relationship	Prior to the proposed effectiveness of the agreement for this transaction, L&T will become a related party of the Company by way of holding more than 20% of the equity shares of the Company.
Nature, material terms, monetary value and particulars of the contract or arrangements	<p>The Company and L&T seek to enter into an agreement for provision of colocation services and bandwidth from L&T and/or its subsidiaries to the Company in its data centers, along with related support services such as project management, house-keeping and operations etc. These services will be provided for an estimated amount up to INR 30 crore in one or more tranches in each financial year during the tenure of agreement, payable by the Company.</p> <p>The pricing mechanism followed for the aforesaid Related Party Transactions is and shall continue to be based on arm's length principles</p>

Tenure of the transaction	Ten years
Percentage of the Annual consolidated turnover considering FY 2023-24 as the immediately preceding financial year, that is represented by the Value of Transaction	31.76%
Percentage of the Annual consolidated turnover of the counter-party considering FY 2023-24 as the immediately preceding financial year, that is represented by the value of Transaction	0.01% per annum
Transaction related to providing loans, inter corporate deposits, advances or investments made or given by the Company	Not applicable
Rationale/benefit of the transaction and why this transaction is in the interest of the Company	The aforesaid transaction will play a significant role in the Company's capacity building and help achieve the Company's business objectives.
Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	N/A

The Audit Committee of the Company has approved the proposed transactions with L&T, being in the interest of the Company and on arms' length basis, in their meeting held on 5 November 2024. The Audit Committee of the Company currently comprises only independent directors which helps in providing an objective judgement to all transactions proposed for approval.

The Board considers that the proposed related party transactions with L&T are at arm's length basis and play a significant role in expanding the Company's business operations and accordingly recommends the Ordinary Resolution as set out in Item No. 5 of this notice for approval of the Members. The Members may note that in terms of the provisions of the SEBI Listing Regulations, all related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not) shall not vote to approve resolutions under this Item No. 4.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Tarun Dua and Ms. Srishti Baweja and their relatives are, in any way, concerned or interested in the proposed resolution. Mr. Tarun Dua and Ms. Srishti Baweja are also party to the Investment Agreement dated November 5, 2024 for the limited purposes of the secondary acquisition of equity shares by L&T from Mr. Tarun Dua and matters arising therefrom, and to this extent are interested in the said resolution.

By order of the Board of Directors
For E2E Networks Limited

Sd/-
Ronit Gaba
Company Secretary and Compliance Officer

Place: New Delhi
Date: November 05, 2024