

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Members of Network Limited will be held on Monday, 28<sup>th</sup> day of September, 2015 at 12.30 P.M. at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Delhi – 110 054, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ashok Swahney (DIN – 00303519), who retires by rotation and, being eligible seeks re-appointment.
3. To appoint a director in place of Mr. Avinash Chander Sharma (DIN – 00438711), who retires by rotation and, being eligible seeks re-appointment.
4. To appoint auditors and to fix their remuneration S.Kapoor & Associates, Chartered Accountants (Firm Registration Number FRN 003528N), the retiring auditors, being eligible, offer themselves for re-appointment.

**By Order of the Board  
For Network Limited**

**Place : New Delhi  
Date : 13.08.2015**

**Sd/-  
Aman Sawhney  
Manager & Director**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT W-39, OKHLA INDUSTRIAL AREA, PHASE-II, NEW DELHI-110020, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ATTACHED WITH THE ANNUAL REPORT. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
2. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e., from 21<sup>st</sup> September, 2015 to 28<sup>th</sup> September, 2015, both days inclusive.
4. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
5. Members are requested to notify any change in their address to the Company's Registrar & Share Transfer Agent, quoting their folio number.
6. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, the Company may send notice of general meeting, directors' report, auditors' report, audited financial statements and other documents through electronic mode. Further, pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rule, 2014, the Company shall provide an advance opportunity at least once in a financial year to the members to register their e-mail address and changes therein. In view of the same, Members are requested to kindly update their e-mail address with depository participants in case of holding shares in demat form. If holding shares in physical form, Members are requested to inform their e-mail ID to the Company.
7. Electronic copy of the Notice of the 26<sup>th</sup> Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the aforesaid documents are being sent by the permitted mode. The Annual Report of the Company circulated to the Members

of the Company, shall also be made available on the Company's website at [www.networklimited.net](http://www.networklimited.net) and also on website of the respective Stock Exchanges.

#### **Voting through electronic means**

8. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rules thereunder and clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on the resolutions proposed to be considered at the 26<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM "Remote E- Voting" will be provided by National Securities Depository Limited (NSDL)
9. The facility for voting through Poll Paper shall be made at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. Members who cast their vote by remote e-voting prior to the AGM may also attend AGM but shall not be entitled to cast their vote again.
10. The remote e-voting period commences on Friday, September 25<sup>th</sup> 2015 (9:00 A.M. IST) and ends on Sunday, September 27<sup>th</sup> 2015 (5:00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 21<sup>st</sup> September, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
11. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the record date i.e. 21<sup>st</sup> September, 2015
12. The instructions for remote e-Voting are as under:
  - a. NSDL shall be sending the User ID and Password; to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participants. For members who have not registered their email address, can use the details as provided at the bottom of the Attendance Slip being sent along with the Annual Report.
  - b. Open the internet browser and type the following  
URL: [www.evoting.nsd.com](http://www.evoting.nsd.com)
  - c. Click on Shareholder-Login
  - d. Put User ID and Password as initial password noted in step (a) above and click Login. If you are already registered with NSDL for remote e-voting then you can use your existing User ID and Password for the Login.
  - e. If you are logging in for the first time, the Password change menu will appear. Change the Password with new Password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - f. Once the remote e-voting home page opens, click on remote e-voting: Active Voting Cycles.
  - g. Select "EVEN (Electronic Voting Event Number)" of Network Limited.
  - h. Once you enter the Cast Vote page will open. Now you are ready for e-voting.
  - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [ama.scrutinizers@gmail.com](mailto:ama.scrutinizers@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
13. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com). You can also contact NSDL via email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

14. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21<sup>th</sup> September, 2015 may obtain the login ID and password by sending an email to [network.limited@gmail.com](mailto:network.limited@gmail.com) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by mentioning their Folio No./DP ID and Client ID No.  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forget User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no. 1800-222-990.
15. Mrs. Anchal Mittal, Practising Company Secretary (Membership No. F-7161) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and poll process in a fair and transparent manner.
16. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of poll paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility
17. The Scrutinizer shall after the conclusion of voting at the AGM will count the votes casted at the Meeting and thereafter unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than 3 days of conclusion of AGM, a consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, forthwith to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.
18. The Results declared along with the report of the Scrutinizer shall be placed on the Company's website: [www.networklimited.net.in](http://www.networklimited.net.in) and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The Results shall also be simultaneously forwarded to the concerned Stock Exchanges.
19. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
20. The company has designated an exclusive email ID called [network.limited@gmail.com](mailto:network.limited@gmail.com) for redressal of shareholders' complaints/ grievances. In case you have any queries/ complaints or unresolved grievances, then please write to us at [network.limited@gmail.com](mailto:network.limited@gmail.com).
21. Brief resume of all Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement are provided in the Report on Corporate Governance forming part of the Annual Report.

**By Order of the Board  
For Network Limited**

**Place : New Delhi  
Date : 13.08.2015**

**Sd/-  
Aman Sawhney  
Manager & Director**