

## NOTICE TO THE 29<sup>TH</sup> ANNUAL GENERAL MEETING



TO THE MEMBERS OF

### NETWORK LIMITED

NOTICE is hereby given that the 29<sup>th</sup> Annual General Meeting of the Members of Network Limited will be held on Tuesday 25<sup>th</sup> of September, 2018 at 11.00 A.M. at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Delhi – 110054, 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, 2018, including the audited Balance Sheet as at March 31, 2018, 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. Aman Sawhney (DIN – 00323283), who retires by rotation and, being eligible seeks re-appointment.
3. To appoint a director in place of Mr. Pankaj Shrimali (DIN – 00013142), who retires by rotation and, being eligible seeks re-appointment.

#### SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**  
“**RESOLVED THAT** pursuant to provisions of Section 196 and 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as amended, and subject to such other approval as may be necessary, consent of the Company be and is hereby accorded to the re-appointment of Mr. Aman Sawhney as “Manager” of the Company in terms of Section 2(53) of the Companies Act, 2013 without any remuneration and on reimbursement of out of pocket expenses, including travelling and conveyance expenses, for a period of or a period of five years with immediate effect.”
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**  
“**RESOLVED THAT** pursuant to provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vijay Kalra (DIN: 01062644), who was appointed as an Independent Director and who holds office as an Independent Director up to 31<sup>st</sup> March, 2019 and being eligible, be and is hereby re- appointed as an Independent Director of the Company, not liable to retire by rotation and hold office for a second term of 5 (five) consecutive years, i.e. up to March, 31, 2024.”
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**  
“**RESOLVED THAT** pursuant to provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Gauri Shanker Goyal (DIN: 00601765), who was appointed as an Independent Director and who holds office as an Independent Director up to 31<sup>st</sup> March, 2019 and being eligible, be and is hereby re- appointed as an Independent Director of the Company, not liable to retire by rotation and hold office for a second term of 5 (five) consecutive years, i.e. up to March, 31, 2024.”
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**  
“**RESOLVED THAT** pursuant to provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Umong Sethi (DIN: 05330983), who was appointed as an Independent Director and who holds office as an Independent Director up to 31<sup>st</sup> March, 2019 and being eligible, be and is hereby re- appointed as an Independent Director of the Company, not liable to retire by rotation and hold office for a second term of 5 (five) consecutive years, i.e. up to March, 31, 2024.”
8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**  
“**RESOLVED THAT** pursuant to provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Neena Sethi (DIN: 06936951), who was appointed as an Independent Director and who holds office as an Independent Director up to 31<sup>st</sup> March, 2019 and being eligible, be and is hereby re- appointed as an Independent



Director of the Company, not liable to retire by rotation and hold office for a second term of 5 (five) consecutive years, i.e. up to March, 31, 2024.”

By order of the Board  
For Network Limited

sd/-  
AmanSawhney  
Manager & Director

Place: New Delhi  
Date: 14/08/2018

**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. Additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment as mentioned under item no. 2 & 3 and 5 to 8 of this notice is appended. Further, the Company has received relevant disclosure/consent from the Director seeking re-appointment.
4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out details relating to the businesses mentioned under item nos. 4 to 8 of this notice, is annexed hereto.
5. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e., from 18<sup>th</sup> September, 2018 to 25<sup>th</sup> September, 2018, both days inclusive.
6. 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.
7. Members holding shares in physical form and in electronic mode are requested to immediately notify change in their address and updates of saving bank account details, if any, to their respective Depository Participant(s) and to the Registrar and share Transfer Agents, Alankit Assignments Limited, Alankit Heights, 3E/7, Jhandewalan Extension, New Delhi, Pin Code-110055, quoting their Folio Number(s).
8. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filled with the respective Depository Participant.
9. 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.
10. Electronic copy of the Notice of the 29<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**

11. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rules thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide members facility to

exercise their right to vote on the resolutions proposed to be considered at the 29<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).

12. 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.
13. The remote e-voting period commences on Saturday, 22<sup>nd</sup> September 2018 (9:00 A.M. IST) and ends on Monday, 24<sup>th</sup> September 2018 (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. 18<sup>th</sup> September, 2018, 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.
14. 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. 18<sup>th</sup> September, 2018.
15. The process and manner for remote e-Voting are as under:

**Step 1: How to Log-in to NSDL e-Voting website?**

- a. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- b. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.
- c. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- d. Your User ID details will be as per details given below:
  - i) For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
  - ii) For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*). **iii) For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).
- e. Your password details are given below:
  - i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
  - iii) How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, your 'initial password' is communicated to you on your postal address at the bottom of the Attendance Slip being sent along with the Annual Report.
- f. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - i) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - ii) “[Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- iii) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- g. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- h. Now, you will have to click on “Login” button.
- I. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

- a. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- b. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- c. Select “EVEN” of the Company.
- d. Now you are ready for e-Voting as the Voting page opens.
- e. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- f. Upon confirmation, the message “Vote cast successfully” will be displayed.
- g. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

- a. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [svikash630@gmail.com](mailto:svikash630@gmail.com) to with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- c. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
16. Mr. Mr. Vikash Kumar Singh, Practising Company Secretary (Membership No. A-42789) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and poll process in a fair and transparent manner.
17. 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
18. 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.
19. The Results declared along with the report of the Scrutinizer shall be placed on the Company's website: [www.networklimited.net](http://www.networklimited.net) 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.
20. 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.
21. 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)

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

sd/-  
AmanSawhney  
Manager& Director

Place: New Delhi  
Date: 14/08/2018

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO ITEM NO. 2 & 3 and 5 to 8 OF THE AFORESAID NOTICE, AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 & SECRETARIAL STANDARD ON GENERAL MEETINGS IS PROVIDED HEREIN BELOW:

Name of Director	Mr. Aman Sawhney	Mr. Pankaj Shrimali
Date of Birth & Age	24th April, 1968 Age: 50 years	17th July, 1962 Age: 56 years
Date of Appointment	17 <sup>th</sup> May, 2010	18th February, 2005
Qualifications	M.B.A	B.com(H), FCA, FCS, FCWA
Expertise in specific functional Area	He is having 28 years of experience in quality control, manufacturing and marketing of high quality precision wrist watches/dials and lifestyle products.	He has over 34 years of experience in the areas of Finance, Accounts, Secretarial, Corporate Management, Legal and Corporate consultancy services, Strategic Management, Project finance planning, Capital restructuring, Joint venture, Merger & Acquisition, Private Equity, Investment Banking, Due diligence exercise etc.
List of Companies in which outside Directorship is held	<ol style="list-style-type: none"> <li>1. Libra Research &amp; Business Solutions Pvt. Ltd.</li> <li>2. Swiss Military Lifestyle Products Pvt. Ltd</li> <li>3. AAA Products Pvt. Ltd.</li> <li>4. AAS Research &amp; Solutions Pvt. Ltd.</li> <li>5. Sawhney Logistics Pvt. Ltd.</li> <li>6. Sadhna Dials Pvt. Ltd.</li> <li>7. Investech Research (India) Ltd.</li> <li>8. Sawhney Bizline Solutions Pvt. Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Relaxo Footwears Ltd.</li> </ol>
Chairman/ Member of the Committees of the Board of the Companies on which he is a Director	Nil	<ol style="list-style-type: none"> <li>1. Relaxo Footwears Ltd. Chairman- Audit Committee</li> </ol>
Disclosure of relationship between Director inter-se	Mr. Aman Sawhney, is son of Mr. Ashok Sawhney	Not related to any Director
Shareholding in the Company	Nil	4902800



<b>Name of Director</b>	<b>Mr. Vijay Kalra</b>	<b>Mr. Gauri Shanker Goyal</b>
Date of Birth & Age	4th April, 1969 Age: 49 Years	2nd January, 1957 Age: 61 Years
Date of Appointment	10th January, 2007	30th June, 2009
Qualifications	B.Com, FCA	B.Com(H), FCA
Expertise in specific functional Area	He is having 24 years of experience in Accounts, Finance and Taxation Field	He is having 32 years of experience in Accounts, Finance and Taxation Field
List of Companies in which outside Directorship is held	1. Opulence Realty & Consultant Pvt. Ltd. 2. Amit Infotech Pvt. Ltd. 3. AAA Infraheight Pvt. Ltd. 4. SMG Secure tech Pvt. Ltd.	Nil
Chairman/ Member of the Committees of the Board of the Companies on which he is a Director	Nil	Nil
Disclosure of relationship between Director inter-se	Not related to any Director	Not related to any Director
Shareholding in the Company	Nil	Nil
<b>Name of Director</b>	<b>Mr. Umong Sethi</b>	<b>Mrs. Neena Sethi</b>
Date of Birth & Age	21st March, 1953 Age: 65 Years	06th April, 1959 Age: 59 Years
Date of Appointment	6th August, 2014	6th August, 2014
Qualifications	Master of Philosophy (M.Phil.), MSc, Defence Studies	B.Ed
Expertise in specific functional Area	Rtd. Army Officer having Expertise in Leadership, Project planning, strategic planning, personnel Management and Financial Management	Mrs. Neena Sethi is a versatile person with strong belief in value based lifestyle. She is having teaching experience of over 29 Years in reputed school of New Delhi.
List of Companies in which outside Directorship is held	Rattery Allied Security Services India (SAI) Pvt. Ltd.	Nil
Chairman/ Member of the Committees of the Board of the Companies on which he is a Director	Nil	Nil
Disclosure of relationship between Director inter-se	Not related to any Director	Not related to any Director
Shareholding in the Company	Nil	Nil

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM No. 4**

Mr. Aman Sawhney is also a Director of the Company. Mr. Aman Sawhney is a commerce graduate and MBA (Operation Management & MIS) from Vanderbilt University, USA, having about 28 years of experience in quality control, manufacturing and marketing of high quality precision wrist watches/dials & Lifestyle products.

As per the provisions of Schedule V of the Companies Act, 2013, the said appointment requires approval from the members.

The Board recommends the appointment of Mr. Aman Sawhney as Manager for a period of five years without any remuneration. Mr. Aman Sawhney will be entitled to reimbursement of all out of pocket expenses, including travelling and conveyance expenses, incurred by him while performing his duties and such reimbursement will not form part of his remuneration.

Mr. Ashok Sawhney and Mr. Aman Sawhney, be considered as interested in the passing of this resolution and no other Director is concerned or interested in this resolution.

**ITEM NO. 5, 6, 7 & 8**

The Members of the Company, at the 25<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> September, 2014 had approved the appointment of Mr. Vijay Kalra, Mr. Gauri Shanker Goyal, Mr. Umong Sethi and Mrs. Neena Sethi as Independent Directors of the Company, whose terms are due to expire on 31 March, 2019. They are very experienced in their respective fields and in managing the business affairs, having long association with the Company, actively participative and guiding the board on many occasions. Mr. Vijay Kalra, Mr. Gauri Shanker Goyal, Mr. Umong Sethi and Mrs. Neena Sethi are not holding any shares of the Company.

As per Section 149(10) of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the company for a second term of upto five consecutive years on the Board of a Company.

In view of the aforesaid provisions of the Act and long association with Company, rich experience, valuable guidance to the management and strong Board performance of said Independent Directors, it is proposed to re-appoint them for the second term as Independent Directors on the Board of Company for a period of five consecutive years upto 31<sup>st</sup> March, 2024. Notices have been received from members, signifying their intention proposing Mr. Vijay Kalra, Mr. Gauri Shanker Goyal, Mr. Umong Sethi and Mrs. Neena Sethi being appointed as Independent Directors of the Company. Their appointment as Independent Directors is also approved and recommended by the Nomination and Remuneration Committee of the Company.

In the opinion of the Board, they fulfill the conditions specified in the Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as Independent Directors of the Company. They are also independent of the management of the Company.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors.

Accordingly, the Board recommends the Resolutions at Item No. 5, 6, 7 & 8 of the accompanying notice for re-appointment of Mr. Vijay Kalra, Mr. Gauri Shanker Goyal, Mr. Umong Sethi and Mrs. Neena Sethi as Independent Directors by passing the special resolution by the members of the Company.

The disclosure under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is provided in the notes to this Notice.

Except Mr. Vijay Kalra, Mr. Gauri Shanker Goyal, Mr. Umong Sethi and Mrs. Neena Sethi, being appointees, none of your Directors or key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution as per the item No. 5, 6, 7 & 8 of the notice.

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

sd/-  
Aman Sawhney  
Manager & Director

Place: New Delhi  
Date: 14/08/2018

