


Index of documents uploaded on the website in connection with the proposed Scheme of Reduction of Capital of Network Limited

Sr. No.	Documents	Remarks
1.	Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the High Court	Enclosed
2.	Valuation report from Independent Chartered Accountant as applicable as per Para I(A)(4) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015.	Enclosed [Valuation Report Not Applicable; undertaking to this effect is enclosed]
3.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	Enclosed
4.	Fairness opinion by Merchant Banker	Enclosed
5.	Shareholding pattern of all the companies pre and post Amalgamation / Arrangement as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Enclosed
6.	Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old) as per Annexure-I	Enclosed
7.	Quarterly compliance Report on Corporate Governance as per Regulation 27 (2)(a) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as per Annexure II	Enclosed
8.	Complaint report as per Annexure III of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 (To be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange's website). Format given in Annexure III	Will be submitted within 7 days of expiry of 21 days from the date of filing of Draft Scheme

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Network Limited

9.	Compliance report with the requirements specified in Part-A of Annexure I of SEBI circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 as per Annexure IV	Enclosed
10.	<p>If as per the company, approval from the shareholders through postal ballot and e-voting, as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, is not applicable then as required under Para (I)(A)(9)(c) of said SEBI circular, submit the following:</p> <p>a) An undertaking certified by the auditor clearly stating the reasons for non-applicability of Sub Para 9(a)</p> <p>b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.</p>	<p>Enclosed</p> <p>[Postal Ballot Report Not Applicable; undertaking & auditor's certificate with Board resolution to this effect is enclosed]</p>

For Network Ltd

Umang Sethi
Director



**SCHEME OF REDUCTION OF CAPITAL
OF
NETWORK LTD
AND ITS RESPECTIVE SHAREHOLDERS AND CREDITORS
UNDER SECTIONS 100 TO 104 OF THE COMPANIES ACT, 1956**

A. Preamble of the Scheme:

This Scheme of Reduction of Capital is made by Network Ltd (the Company) pursuant to the provisions of sections 100 to 104 of the Companies Act, 1956 and other applicable provisions, if any. The Scheme provides for the reduction of share capital of Network Ltd by 80% on proportionate basis [by reducing the paid up value of each Equity Share from ₹10 per share to ₹2 per share] and writing off its entire accumulated losses as on 31st March, 2016, against such reduction of capital.

B. Rational and purpose of the Scheme:

The present issued, subscribed and paid-up share capital of the Company is ₹49,14,84,980 divided into 4,91,48,498 Equity Shares of ₹10 each. As on 31st March, 2016, the Company has accumulated losses (debit balance of Profit & Loss Account) to the tune of ₹37,32,77,301. Capital of the Company has been lost to this extent.

In order to re-align the relation between capital & assets; and to accurately and fairly reflect the liabilities & assets of the Company in its books of accounts; and for better presentation of the financial position of the Company, the Board of Directors has decided to write off the accumulated losses against reduction in the share capital of the Company in accordance with section 100 to 104 of the Companies Act, 1956 and other applicable provisions.



Harpreet Singh

C. Parts of the Scheme of Reduction of Share Capital:

This Scheme provides for matters connected with the aforesaid reduction of capital. Accordingly, this Scheme is divided into the following parts:

- i. **Part-1** which deals with the Definitions and Share Capital;
- ii. **Part-2** which deals with the Reduction of Share Capital;
- iii. **Part-3** which deals with the General Clause, other Terms and Conditions;

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PART 1**DEFINITIONS AND SHARE CAPITAL****DEFINITIONS**

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning as under:

- 1.1 "Act"** means the Companies Act, 1956 (1 of 1956), the Companies Act, 2013 (18 of 2013), to the extent applicable, and the Rules made there under, as the case may be.
- 1.2 "Board of Directors"** in relation to the Petitioner Company, shall, unless it is repugnant to the context or otherwise, include a Committee of Directors or any person authorised by the Board of Directors or such Committee of Directors.
- 1.3 "Petitioner Company" or "the Company"** means **Network Ltd** [Corporate Identification No. (CIN): L 32209 DL 1989 PLC 034797] being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at W-39, Okhla Industrial Area, Phase- II, New Delhi-110 020.
- The Petitioner Company was originally incorporated under the provisions of the Companies Act, 1956, as a public limited company with the name and style as 'Network India Ltd' vide Certificate of Incorporation dated 25th January, 1989 issued by the Registrar of Companies, Delhi & Haryana, New Delhi. The Company was issued Certificate for Commencement of Business dated 9th January, 1990 by the ROC, New Delhi. The name of the Company was changed to 'Network Ltd' vide Fresh Certificate of Incorporation dated 9th November, 1990 issued by the Registrar of Companies, New Delhi.
- 1.4 "Effective Date"** means the date on which the certified copy of the order passed by the Hon'ble High Court of Delhi sanctioning the Reduction of Capital is filed with the Registrar of Companies, Delhi & Haryana, New Delhi. Any reference in the Scheme to "upon the Scheme becoming effective" or "effectiveness of the Scheme" or "Scheme coming into effect" shall mean the "Effective Date".
- 1.5 "Record Date"** means the date to be decided by the Board of Directors or a committee for the purpose of giving effect to the orders of the Hon'ble High Court sanctioning the Scheme.



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- 1.6 "Scheme"** means this Scheme of Reduction of Capital as provided herein in its present form or with such alterations/modifications as may be approved or imposed or directed by the any of the Regulatory Authorities and may be approved by Hon'ble High Court.
- 1.7 "Shareholders"** means the person registered (whether registered owner of the shares or beneficial owner of the shares) as holder of equity shares of the Company. The word "Shareholder" and "Member" are used to denote the same meaning and are used interchangeably.
- 1.8 "Shares"** means the equity shares of ₹10 each of the Company unless otherwise specified in the context thereof.

SHARE CAPITAL

The present Authorised Share Capital of the Petitioner Company is ₹58,50,00,000 divided into 5,25,00,000 Equity Shares of ₹10 each aggregating ₹52,50,00,000 and 6,00,000 Preference Shares of ₹100 each aggregating ₹6,00,00,000. The present Issued, Subscribed and Paid-up Share Capital of the Company is ₹49,14,84,980 divided into 4,91,48,498 Equity Shares of ₹10 each, fully paid-up.



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PART 2**REDUCTION OF CAPITAL****2.1 Reduction of Capital of the Company**

- a. Upon the Scheme coming into effect, the paid up value of each Equity Share of the Company will be reduced from ₹10 per share to ₹2 per share and the total paid up Share Capital of the Company shall be reduced from ₹49,14,84,980 divided into 4,91,48,498 Equity Shares of ₹10 each, fully paid-up, to ₹9,82,96,996 divided into 4,91,48,498 Equity Shares of ₹2 each, fully paid-up. The Reduction of Capital shall be on proportionate basis and all the pre-Scheme shareholders will remain as the shareholders of the Company even after the Scheme in the same proportion.
- b. Upon the Scheme coming into effect, the entire accumulated losses of the Company being the debit balance of Profit & Loss Account to the tune of ₹37,32,77,301 as per the audited Balance Sheet of the Company as on 31st March, 2016, will be written off against the aforesaid Reduction of Capital.
- c. The difference between the amount of reduction in Share Capital and the amount of debit balance of Profit and Loss Account written off, shall be credited to the Capital Reserve Account.
- d. Upon the Scheme coming into effect, all the Equity Shareholders holding Equity Shares of ₹10 each will continue to hold the same number of Equity Shares. However, the Face Value and the Paid-up Value of each of the Equity Share shall be reduced to ₹2 per share.
- e. No fractional shares will be created in the process of reduction of capital.

The Pre and Post Reduction Shareholding Pattern of the Company will be as follow:



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Particulars	Pre-Scheme		Post-Scheme	
	No. of	%	No. of	%
	Shares (₹10 each)		Shares (₹2 each)	
Promoters & Promoters' Group	2,97,49,583	60.53	2,97,49,583	60.53
Public Holding	1,93,98,915	39.47	1,93,98,915	39.47
Total	4,91,48,498	100.00	4,91,48,498	100.00

- f. In respect of the equity shares in the Company already held in dematerialized form, as on the Record Date, necessary corporate action shall be executed with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for effecting the aforesaid reduction of capital. In respect of the equity shares of the Company held in physical form, as on the Record date, each such equity shareholders of the Company holding such share shall have the option, to be exercised by way of giving a notice to the Company on or before the Record Date, to record the Equity Shares of ₹2 each of the Company, either in physical form or in a dematerialized form, provided however, in case of the latter, the said notice shall contain the details of the relevant depository account. In the event that such notice has not been received by the Company in respect of any equity shareholder, the Equity Shares of ₹2 each of the Company shall be issued to such shareholders in physical form.
- g. The present Scheme is proposed for reduction of capital of the Company in terms of Section 100 to 104 of the Companies Act, 1956, and other applicable provisions, if any. The Scheme does not envisage transfer or vesting of any of the properties and/or liabilities of the Company to any person or entity. The Scheme also does not involve any conveyance or transfer of any property of the Company and consequently, the order of the Hon'ble High Court, approving the Scheme will not attract any stamp duty, under the Stamp Act, in this regard.

2.2 Alteration of Authorized Capital

Upon this Scheme becoming effective, the authorised share capital of the Company shall be modified with regard to the face value of Equity Shares from ₹10 to ₹2 per share. Clause V



of the Memorandum of Association and relevant article(s) of the Articles of Association of the Company, if any, shall stand modified/alterd to give effect to the reduction in face value of the Equity Shares of the Company from ₹10 to ₹2 per share, without any further approval.

Accordingly, Clause V of the Memorandum of Association of the Company shall, without any further act or deed, stand replaced with the following Clause V:

The authorized share capital of the Company will be ₹58,50,00,000 (Rupees fifty eight crore fifty lac only) comprising of 26,25,00,000 (twenty six crore twenty five lac) equity shares of ₹2 each (Rupees two each) and 6,00,000 Preference Shares of ₹100 each.

It is clarified that the approval of the members of the Company to the proposed reduction of capital and this Scheme shall be deemed to be their consent/ approval also to the alteration of the Memorandum and Articles of Association of the Company as may be required under the Act.

2.3 Compliance

- a. The consent of the members of the Company to this Scheme shall be taken through a special resolution under the provisions of the Section 100 to 104 of the Companies Act, 1956.
- b. The Scheme, if sanctioned, shall be fully in compliance with the Securities and Exchange Board of India Act ("SEBI") Act, and the Rules and Regulations made and the Circulars issued thereunder.

2.4 Accounting treatment

Upon reduction of Capital, the nominal value and the paid up value of the share capital of the Company shall be reduced from ₹10 each to ₹2 each. The entire debit balance in the Profit and Loss Account of the Company shall be written off and the difference between the amount of Share Capital reduced and the amount of debit balance of Profit and Loss Account written off shall be credited to the Capital Reserve Account.



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2.5 The form of minutes proposed to be registered under section 103(1)(b) of the Companies Act, 1956 is as follows:

"The paid up capital of Network Ltd is henceforth ₹9,82,96,996 (Rupees nine crore eighty two lac ninety six thousand nine hundred and ninety six) divided into 4,91,48,498 (four crore ninety one lac forty eight thousand four hundred ninety eight) Equity Shares of ₹2 (Rupees two) each".



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PART 3

General Clause and Terms & Conditions

3.1 Impact of the Scheme on Employees/ Workers

The Scheme shall not have any adverse impact on the employees/workers of the Company and they would, in fact be generally benefited as Scheme would help in improving the financial position of the Company.

3.2 Impact of the Scheme on Creditors

The proposed Reduction of Capital would not involve either the diminution of any liability in respect of un-paid share capital or the payment to any shareholder of any paid-up share capital, and accordingly, the provisions of section 101(2) of the Act will not be applicable. Hence, no creditor of the Company will be adversely affected by the proposed reduction of Capital.

3.3 Legal Proceedings

The Scheme would not affect any legal or other proceedings by or against the Company.

3.4 Application to the Hon'ble High Court

The Company shall make application(s)/petition(s) under the provisions of sections 100 to 104 of the Companies Act, 1956, the Companies (Court) Rules, 1959 and other applicable provisions, if any, to the Hon'ble High Court at Delhi or the National Company Law Tribunal, as the case may be, and other competent authorities, if any, for sanctioning of this Scheme and other connected matters.

3.5 Modifications/Amendments to the Scheme

The Company through its Board of Directors may make or assent, from time to time, on behalf of all persons concerned, to any modifications or amendments to this Scheme or to any conditions or limitations which the Court(s) and/or any authorities under the law may deem fit to approve of or impose and to resolve all doubts or difficulties that may arise for carrying out this Scheme and to do and execute all acts



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deeds, matters and things necessary for carrying the Scheme into effect.

In order to give effect to this Scheme or to any modifications or amendments thereof, the Board of Directors of the Company may give and are authorised to give all such directions as may be necessary including directions for settling any question, doubt or difficulty that may arise.

The Company shall be at liberty to withdraw from this Scheme in case any condition, alteration or modification, imposed or suggested by the Court(s) or any other competent authority, is not acceptable to them; or as may otherwise be deemed fit or proper by the Company.

3.6 Miscellaneous

- a. Notwithstanding the reduction of Capital of the Company, the listing benefit of the Company on all the Stock exchanges where the existing equity shares of the Company are listed, shall continue.
- b. Notwithstanding the reduction of Capital of the Company in pursuance of the Scheme, the Company shall not be required to add the word "And Reduced" to its name as the last words thereof.



S. KAPOOR & ASSOCIATES CHARTERED ACCOUNTANTS

B-42, LGF Kailash Colony, New Delhi-110048
Tel.: 2923-4894, 2923-7897
E-mail : info@skapoorca.com

The Board of Directors
Network Ltd
W-39, Okhla Industrial Area, Phase- II
New Delhi-110020

Sub: Certificate for Non Applicability of the requirement of obtaining the valuation report from an independent chartered accountant as prescribed in Para 4 of Annexure-I to the SEBI Circular No. CIR/CFD/ CMD/16 /2015 dated November 30, 2015 in respect of proposed reduction of Capital

Dear Sirs,

We, S. Kapoor & Associates, Chartered Accountants, are the Statutory Auditors of Network Limited ("the Company"), having its registered office at W-39, Okhla Industrial Area, Phase- II, New Delhi 110020. We have been requested by the Company to issue this certificate under Para 4 of Annexure-I to the SEBI Circular No. CIR/CFD/ CMD/16 /2015 dated November 30, 2015 in respect of non applicability of requirement for valuation report in the matter of proposed reduction of capital by the Company.

We have been informed that the Board of Directors of the Company in its meeting held on 16th May, 2016 has approved for reduction of the capital of the Company by 80%, so that the post capital reduction, the nominal value and paid-up value of each equity share shall be reduced from Rs. 10/- each to Rs.2/- each. The reduction of capital shall be on proportionate basis and there shall not be any change in percentage shareholding of any shareholder of the Company.

Based on our examination as above, and the information and explanations furnished to us, we hereby certify that the requirement for valuation report as mentioned in Para 4 of Annexure-I to the SEBI Circular No. CIR/CFD/ CMD/16 /2015 dated November 30, 2015 is not applicable to the proposed Scheme of Reduction of Capital of the Company since:

- (i) There shall not be any change in the proportion of shareholding of any of the pre-scheme shareholders of the Company;
- (ii) There shall not be allotment of any new equity shares upon reduction of capital. Only the nominal value and paid-up value of each equity share shall be reduced from Rs. 10/- each to Rs. 2/- each; and
- (iii) All the pre-scheme shareholders shall remain the shareholder of the Company after post scheme in the same proportion.

Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise.



This certificate has been issued for the sole use of the Board of Directors of the Company, to whom it is addressed, to enable the Company to make its application to the BSE, SEBI and other statutory authority and should not be used by any other person or for any other purpose. We neither accept nor assumes any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our prior consent in writing.



**For S. Kapoor & Associates
Chartered Accountants**

Sanjay Kapoor
**Sanjay Kapoor, FCA
Proprietor
Firm Registration No. 003528M
Membership No.: 82499**

**Place: New Delhi
Date: 16/05/2016**



Sanjay Kapoor

**REPORT OF THE AUDIT COMMITTEE OF NETWORK LIMITED RECOMMENDING
THE DRAFT SCHEME OF THE REDUCTION OF CAPITAL**

This Report of the Audit Committee is issued in terms of Para 3 of Annexure - I of the SEBI Circular No. CIR/CFD/ CMD/16 /2015 dated November 30, 2015 ("the SEBI Circular"). The requirements of the said SEBI circulars, inter alia, make it mandatory for the Audit Committee to recommend the draft Scheme of Reduction of Capital.

A meeting of the Audit Committee of Network Limited ("the Company") was held on 16th May, 2016, inter-alia, to consider and recommend the reduction of capital and the Draft Scheme of Reduction of Capital of Network Limited.

The aforesaid Audit Committee meeting was attended by the following Committee members:

1. Mr. Vijay Kalra, Independent Director
2. Mr. G S Goyal, Independent Director
3. Mr. Umong Sethi, Independent Director

Mr. Vikas Jain, Company Secretary of the Company was also in present as Secretary to the Audit Committee.

Mr. Vijay Kalra, Chairman of the Audit Committee chaired the aforesaid Audit Committee Meeting.

The following documents were considered by the Audit Committee meeting:

- a. Draft Scheme of Reduction of Capital of the Company;
- b. Audited financial statements of the Company for the last financial year ended on 31st March, 2016; and,
- c. Pre and Post reduction shareholding pattern of the Company;
- d. Certificate for Non Applicability of the requirement of obtaining the valuation report from an independent chartered accountant as prescribed in Para 4 of Annexure-I to the SEBI Circular No. CIR/CFD/ CMD/16 /2015 dated November 30, 2015 in respect of proposed reduction of Capital

The Audit Committee reviewed the aforesaid documents. The Audit Committee considered that there was a loss (Debit balance of Profit & Loss Account) of Rs. 37.33 crores as against the paid-up share capital of Rs. 49.15 crores in the Company, as per the last audited annual accounts of the Company for the financial year ended March 31, 2016. It was discussed in earlier meeting of the Committee that in order to re-align the relation between capital & assets and to accurately & fairly reflect the liabilities & assets of the company in its books of accounts and for better presentation of the financial position of the Company; the paid-up equity shares capital of the Company should be reduce by 80% on proportionate basis.


Accordingly after discussion and consideration, the Audit Committee unanimously approved and recommended the reduction of the paid-up equity share capital by 80% on proportionate basis, under section 100 to 104 of the Companies Act, 1956 and other applicable provisions. Post reduction of capital, the nominal value and paid-up value of each equity share should be reduced



from Rs. 10/- each to Rs.2/- each. The Audit Committee acknowledged that since the reduction of capital shall be on proportionate basis, there shall not be any change in percentage shareholding of any shareholder of the Company.

The Committee also unanimously approved the Draft Scheme of Reduction of Capital of Network Limited and recommended the same for favorable consideration by the Board of Directors of the Company.

**By Order of the Audit Committee
For and on Behalf of Network Limited**


**Vijay Kalra
Chairman
(Audit Committee)**



**Date: 16th May, 2016
Place: New Delhi**



D & A FINANCIAL SERVICES (P) LIMITED

Merchant Banking & Corporate Advisory Services

To,
The Board of Director
NETWORK LIMITED
W-39, Okhla Industrial Area, Phase-II
New Delhi-110020

Subject: Fairness Opinion in connection with the proposed scheme of Reduction of Capital of Network Limited.

Dear Sir/s,

We M/s D and A Financial Services (P) Ltd., SEBI registered Merchant Banker, having license no. INM000011484 have been appointed by M/s Network Limited to provide a fairness opinion on the proposed scheme of reduction of capital pursuant to draft scheme of reduction of capital under relevant provisions of Companies Act.

Company Profile:

Network Limited is a company incorporated as a Limited Company vide certificate of incorporation dated January 25, 1989 under the provisions of the Companies Act, 1956 and the name of the company was changed to its present name vide fresh certificate of incorporation dated November 09, 1990. The registered office of the company is situated at W-39, Okhla Industrial Area, Phase-II, New Delhi-110020.

Network Limited is a public listed company and its shares are listed on the The BSE Limited ("BSE").

Rational of the Scheme:

The present issued, subscribed and paid-up share capital of the company is Rs. 49,14,84,980/- divided in to 4,91,48,498 equity shares of Rs 10/- each. As on March 31, 2016, the company has accumulated losses to the tune of Rs 37,32,77,301/- and accordingly capital of the company has been lost to this extent.



H.O. & Regd. Office: 13, Community Centre, 2nd Floor, East of Kailash, New Delhi-110065. Phone +91 11 26472557, 26419079
Fax +91 11 26219491 E-mail: dafspi@gmail.com, investors@dnafinserv.com, contact@dnafinserv.com Website www.dnafinserv.com

Mumbai Ahmedabad CIN: U74899DL1981PTC012709

In order to re-align the relation between capital & assets and to accurately and fairly reflect liabilities and assets of the company in its book of accounts. To achieve the above objectives, a Scheme of Reduction of Capital is presented under Sections 100 to 104 and other applicable provisions of the Companies Act, 1956, the Companies Act, 2013 to the extent applicable.

Sources of the Information

We have received the following information from the management of the Companies:

1. Proposed Draft Scheme of Arrangement.
2. A Copy of Memorandum and Articles of Association of the company.
3. Audited Financial Statements for the year ended March 31, 2016.
4. A copy of letter dated May 16, 2016 issued by statutory auditor of the company M/s S. Kapoor & Associates, Chartered Accountant having its office at B-42, LGF Kailash Colony, New Delhi-110048 for non-applicability of valuation report under Para 4 of Annexure I to the SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.

Scope and Purpose of the Opinion

Pursuant to the requirements of SEBI circular no. CIR/CFD/CMD/16/2015 dated 30th November, 2015, a fairness opinion has to be obtained from an independent merchant banker on the valuation of assets/shares done by the valuer for the listed as well as unlisted companies. The purpose of the opinion is to safeguard the interest of the shareholders and that of the companies involved in the proposed Scheme and this opinion shall be made available to the shareholders of the relevant Companies at the time of their meeting to pass the necessary resolution for the proposed Scheme and to any other relevant authority.

We have not made an appraisal or independent valuation of any of the assets or liabilities and financial statements of M/s Network Limited and have not conducted an audit or due diligence or reviewed/ validated the financial data provided to us by the Company.

Disclaimer: This opinion is intended solely for the limited purpose mentioned earlier and should not be regarded as a recommendation to the investors to invest in Companies or deal in any form in the



securities of the Company and should also not be considered as a final equity value of the Company.

This letter is for the benefit of and confidential use by the Company. This opinion is not meant for meeting any other regulatory or disclosure requirements, save and except as specified above, under any Indian or foreign law, statute, act guideline or similar instruction. The Management or related parties of Network Limited are prohibited from using this opinion other than for its sole limited purpose and not to make a copy of this opinion available to any party other than those required by statute for carrying out the limited purpose of this opinion.

In no circumstances whatsoever, will D and A Financial Services (P) Limited, its Directors and employees accept any responsibility of liability towards any third party for consequences arising out of the use of this opinion.

Fairness Opinion

We in the capacity of SEBI registered Merchant Banker do hereby certify on the basis of information and data provided to us or made available to us to the best of our knowledge that the scheme of reduction is Fair.

The aforesaid scheme of reduction shall be subject to receipt of approval from Honorable High Court of respective jurisdictions, the relevant stock exchanges, SEBI and other statutory authority approvals as may be required.

D and A Financial Services (P) Limited has issued this fairness opinion with the understanding that draft scheme of reduction shall not be materially altered and the parties hereto agree that fairness opinion would not stand good in case of final scheme of amalgamation alters the transactions.

Thanking You

For D& A Financial Services (P) Limited

(M K Doogar)

Director

Date: 24.06.2016

Place: New Delhi





**Pre Scheme of Capital Reduction Shareholding Pattern of Network Limited
Equity Share of Face Value of Rs. 10/- each**

General Information about Company	
Scrip code	523558
Name of the company	Network Limited
Class of Security	Equity Share
Type of report	Quarterly
Quarter ended	31-03-2016
Date of allotment / extinguishment (in case of Capital Restructuring selected) / Listing Date	
Shareholding pattern filled under	Regulation 3(1) (b)



Network Limited

W-39, Okhla Industrial Area, Phase II, New Delhi - 110020, Phone : +91-11-26389611, Email : network.limited@gmail.com

Sr. No.	Particular	Yes/No
1	Whether the Listed Entity has issued any partly paid up shares?	No
2	Whether the Listed Entity has issued any Convertible Securities ?	No
3	Whether the Listed Entity has issued any Warrants ?	No
4	Whether the Listed Entity has any shares against which depository receipts are issued?	No
5	Whether the Listed Entity has any shares in locked-in?	No
6	Whether any shares held by promoters are pledge or otherwise encumbered?	No
7	Whether company has equity shares with differential voting rights?	No



Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			
								No of Voting (XIV) Rights			Total as a % of (A+B+C)
								Class eg: X	Class eg: y	Total	
(A)	Promoter & Promoter Group	12	29749583			29749583	60.53	29749583		29749583	60.53
(B)	Public	7053	19398915			19398915	39.47	19398915		19398915	39.47
(C)	Non Promoter-Non Public										
(C1)	Shares underlying DRs										
(C2)	Shares held by Employee Trusts										
	Total	7065	49148498			49148498		49148498		49148498	100



Deep Sekar

Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	No. Of Shares Underlying Outstanding convertible securities (X)	No. Of Warrants (Xi)	No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi) (a)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
						No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
(A)	Promoter & Promoter Group				60.53					29007983
(B)	Public				39.47					18853112
(C)	Non Promoter-Non Public									
(C1)	Shares underlying DRs									
(C2)	Shares held by Employee Trusts									
	Total									47861095



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Sr.	Category & Name of the Shareholders (I)	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			
								No of Voting (XIV) Rights			Total as a % of Total Voting rights
								Class eg. X	Class eg. y	Total	
A	Table II - Statement showing shareholding pattern of the Promoter and Promoter Group										
(1)	Indian										
(a)	Individuals/Hindu undivided Family	11	25032183			25032183	50.93	25032183		25032183	50.93
(d)	Any Other (specify)	1	4717400			4717400	9.6	4717400		4717400	9.6
Sub-Total (A)(1)		12	29749583			29749583	60.53	29749583		29749583	60.53
(2)	Foreign										
Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)		12	29749583			29749583	60.53	29749583		29749583	60.53
B	Table III - Statement showing shareholding pattern of the Public shareholder										
(1)	Institutions										
(a)	Mutual Funds	2	800			800	0	800		800	0
(f)	Financial Institutions/ Banks	3	7500			7500	0.02	7500		7500	0.02
Sub-Total (B)(1)		5	8300			8300	0.02	8300		8300	0.02
(3)	Non-institutions										
(a(i))	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	6882	1933249			1933249	3.93	1933249		1933249	3.93
(a(ii))	Individuals - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	16	2735778			2735778	5.57	2735778		2735778	5.57
(e)	Any Other (specify)	150	14721588			14721588	29.95	14721588		14721588	29.95
Sub-Total (B)(3)		7048	19390615			19390615	39.45	19390615		19390615	39.45



Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)		7053	19398915			19398915	39.47	19398915		19398915	39.47
C	Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder										
Total (A+B+C2)		7065	49148498			49148498	100	49148498		49148498	100
Total (A+B+C)		7065	49148498			49148498		49148498		49148498	100



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Sr.	No. Of Shares Underlying Outstanding convertible securities (X)	No. Of Warrants (Xi)	No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi) (a)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII) +(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
					No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
A	Table II - Statement showing shareholding pattern of the Promoter and Promoter Group								
(1)	Indian								
(a)				50.93					24290583
(d)				9.6					4717400
Sub-Total (A) (1)				60.53					29007983
(2)	Foreign								
Total Shareholding of Promoter and Promoter Group (A)=(A) (1)+(A)(2)				60.53					29007983
B	Table III - Statement showing shareholding pattern of the Public shareholder								
(1)	Institutions								
(a)				0					0
(f)				0.02					0
Sub-Total (B) (1)				0.02					0
(3)	Non-institutions								
(a(i))				3.93					1417404
(a(ii))				5.57					2789278
(e)				29.95					14646430
Sub-Total (B) (3)				39.45					18853112
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)				39.47					18853112
C	Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder								
Total (A+B+C2)				100					47861095
Total (A+B+C)									47861095



Individuals/Hindu undivided Family							
Serial No.	1	2	3	4	5	6	7
Name of the Shareholders (I)	MONNY VIJESHWAR	GIAN VIJESHWAR	KUSUM VIJESHWAR	ROBIN VIJESHWAR	PANKAJ SHRIMALI	MADHURI SHRIMALI	PRAFUL KUMAR
PAN (II)	AFMPV5257R	AFXPG2201H	ACBPV6968K	ADGPV6968K	AATPS3852M	AOCPS6878J	AFYPK0253N
No. of fully paid up equity shares held (IV)	3666800	4007112	3944488	4058200	4902800	3337200	1007
No. Of Partly paid-up equity shares held (V)							
No. Of shares underlying Depository Receipts (VI)							
Total nos. shares held (VII) = (IV)+ (V)+ (VI)	3666800	4007112	3944488	4058200	4902800	3337200	1007
Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	7.46	8.15	8.03	8.26	9.98	6.79	0
Number of Voting Rights held in each class of securities (IX)							
Class eg: X	3666800	4007112	3944488	4058200	4902800	3337200	1007
Class eg: y							
Total	3666800	4007112	3944488	4058200	4902800	3337200	1007
Total as a % of Total Voting rights	7.46	8.15	8.03	8.26	9.98	6.79	0
No. Of Shares Underlying Outstanding convertible securities (X)							
No. Of Warrants (Xi)							
No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi) (a)							
Shareholding, as a % assuming full							



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conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII) + (Xi)(a) As a % of (A+B+C2)	7.46	8.15	8.03	8.26	9.98	6.79	0
Number of Locked in shares (XII)							
No. (a)							
As a % of total Shares held (b)							
Number of Shares pledged or otherwise encumbered (XIII)							
No. (a)							
As a % of total Shares held (b)							
Number of equity shares held in dematerialized form (XIV)	3666800	4007112	3944488	4058200	4902800	3337200	1007



Individuals/Hindu undivided Family

Serial No.	8	9	10	11	
Name of the Shareholders (I)	VIJAY KUMAR SHARMA	HITESH SUNEJA	NAVEEN SUNEJA	VINOD SUNEJA	Click here to go back
PAN (II)	AYIPS5738F	ABMPS8629Q	AAMPS6574K	AAZPS4006R	Total
No. of fully paid up equity shares held (IV)	2176	370800	370800	370800	25032183
No. Of Partly paid-up equity shares held (V)					
No. Of shares underlying Depository Receipts (VI)					
Total nos. shares held (VII) = (IV)+(V)+(VI)	2176	370800	370800	370800	25032183
Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	0	0.75	0.75	0.75	50.93

Number of Voting Rights held in each class of securities (IX)

Class eg: X	2176	370800	370800	370800	25032183
Class eg: y					
Total	2176	370800	370800	370800	25032183
Total as a % of Total Voting rights	0	0.75	0.75	0.75	50.93
No. Of Shares Underlying Outstanding convertible securities (X)					
No. Of Warrants (Xi)					
No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi) (a)					
Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII) +(Xi)(a) As a % of (A+B+C2)	0	0.75	0.75	0.75	50.93



Number of Locked in shares (XII)					
No. (a)					
As a % of total Shares held (b)					
Number of Shares pledged or otherwise encumbered (XIII)					
No. (a)					
As a % of total Shares held (b)					
Number of equity shares held in dematerialized form (XIV)	2176	0	0	370800	24290583



Deep Jethani

Any Other (specify)		
Serial No.	1	
Category	Bodies Corporate	Click here to go back
Name of the Shareholders (I)	APPU GHAR ENTERTAINMENT PVT. LTD.	
PAN (II)	AACCA4438K	Total
No. of the Shareholders (I)	1	1
No. of fully paid up equity shares held (IV)	4717400	4717400
No. Of Partly paid-up equity shares held (V)		
No. Of shares underlying Depository Receipts (VI)		
Total nos. shares held (VII) = (IV)+(V)+(VI)	4717400	4717400
Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	9.6	9.6
Number of Voting Rights held in each class of securities (IX)		
Class eg: X	4717400	4717400
Class eg: y		
Total	4717400	4717400
Total as a % of Total Voting rights	9.6	9.6
No. Of Shares Underlying Outstanding convertible securities (X)		
No. Of Warrants (Xi)		
No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi) (a)		
Shareholding, as a % assuming full conversion of convertible securities (as a percentage of	9.6	



Deep Singh

diluted share capital) (XI)= (VII) + (X) As a % of (A+B+C2)		
Number of Locked in shares (XII)		
No. (a)		
As a % of total Shares held (b)		
Number of Shares pledged or otherwise encumbered (XIII)		
No. (a)		
As a % of total Shares held (b)		
Number of equity shares held in dematerialized form (XIV)	4717400	4717400



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diluted share capital) (X1)= (VII) + (X) As a % of (A+B+C2)		
Number of Locked in shares (XII)		
No. (a)		
As a % of total Shares held (b)		
Number of Shares pledged or otherwise encumbered (XIII)		
No. (a)		
As a % of total Shares held (b)		
Number of equity shares held in dematerialized form (XIV)	4717400	4717400

For Network Limited

Umong Sethi
Director





**Post Scheme of Capital Reduction Shareholding Pattern of Network Limited
Equity Share of Face Value of Rs. 2/- each**

General Information about Company	
Scrip code	523558
Name of the company	Network Limited
Class of Security	Equity Share
Type of report	
Quarter ended	
Date of allotment / extinguishment (in case of Capital Restructuring selected) / Listing Date	
Shareholding pattern filled under	Regulation 31 (1)(b)



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Network Limited

W-39, Okhla Industrial Area, Phase II, New Delhi - 110020, Phone : +91-11-26389611, Email : network.limited@gmail.com

Sr. No.	Particular	Yes/No
1	Whether the Listed Entity has issued any partly paid up shares?	No
2	Whether the Listed Entity has issued any Convertible Securities ?	No
3	Whether the Listed Entity has issued any Warrants ?	No
4	Whether the Listed Entity has any shares against which depository receipts are issued?	No
5	Whether the Listed Entity has any shares in locked-in?	No
6	Whether any shares held by promoters are pledge or otherwise encumbered?	No
7	Whether company has equity shares with differential voting rights?	No



Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	No. Of Shares Underlying Outstanding convertible securities (X)	No. Of Warrants (Xi)	No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi) (a)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
						No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
(A)	Promoter & Promoter Group				60.53					29007983
(B)	Public				39.47					18853112
(C)	Non Promoter-Non Public									
(C1)	Shares underlying DRs									
(C2)	Shares held by Employee Trusts									
	Total									47861095



Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			
								No of Voting (XIV) Rights			Total as a % of (A+B+C)
								Class eg: X	Class eg: y	Total	
(A)	Promoter & Promoter Group	12	29749583			29749583	60.53	29749583		29749583	60.53
(B)	Public	7053	19398915			19398915	39.47	19398915		19398915	39.47
(C)	Non Promoter-Non Public										
(C1)	Shares underlying DRs										
(C2)	Shares held by Employee Trusts										
	Total	7065	49148498			49148498		49148498		49148498	100



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Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Sr.	Category & Name of the Shareholders (I)	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			
								No of Voting (XIV) Rights			Total as a % of Total Voting rights
								Class eg: X	Class eg: y	Total	
A	Table II - Statement showing shareholding pattern of the Promoter and Promoter Group										
(1)	Indian										
(a)	Individuals/Hindu undivided Family	11	25032183			25032183	50.93	25032183		25032183	50.93
(d)	Any Other (specify)	1	4717400			4717400	9.6	4717400		4717400	9.6
Sub-Total (A)(1)		12	29749583			29749583	60.53	29749583		29749583	60.53
(2)	Foreign										
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)		12	29749583			29749583	60.53	29749583		29749583	60.53
B	Table III - Statement showing shareholding pattern of the Public shareholder										
(1)	Institutions										
(a)	Mutual Funds	2	800			800	0	800		800	0
(f)	Financial Institutions/ Banks	3	7500			7500	0.02	7500		7500	0.02
Sub-Total (B)(1)		5	8300			8300	0.02	8300		8300	0.02
(3)	Non-institutions										
(a(i))	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	6882	1933249			1933249	3.93	1933249		1933249	3.93
(a(ii))	Individuals - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	16	2735778			2735778	5.57	2735778		2735778	5.57
(e)	Any Other (specify)	150	14721588			14721588	29.95	14721588		14721588	29.95
Sub-Total (B)(3)		7048	19390615			19390615	39.45	19390615		19390615	39.45



Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)		7053	19398915			19398915	39.47	19398915		19398915	39.47
C	Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder										
Total (A+B+C2)		7065	49148498			49148498	100	49148498		49148498	100
Total (A+B+C)		7065	49148498			49148498		49148498		49148498	100



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Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Sr.	No. Of Shares Underlying Outstanding convertible securities (X)	No. Of Warrants (Xi)	No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi) (a)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII) +(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
					No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
A	Table II - Statement showing shareholding pattern of the Promoter and Promoter Group								
(1)	Indian								
(a)				50.93					24290583
(d)				9.6					4717400
Sub-Total (A) (1)				60.53					29007983
(2)	Foreign								
Total Shareholding of Promoter and Promoter Group (A)=(A) (1)+(A)(2)				60.53					29007983
B	Table III - Statement showing shareholding pattern of the Public shareholder								
(1)	Institutions								
(a)				0					0
(f)				0.02					0
Sub-Total (B) (1)				0.02					0
(3)	Non-institutions								
(a(i))				3.93					1417404
(a(ii))				5.57					2789278
(e)				29.95					14646430
Sub-Total (B) (3)				39.45					18853112
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)				39.47					18853112
C	Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder								
Total (A+B+C2)				100					47861095
Total (A+B+C)									47861095



Individuals/Hindu undivided Family

Serial No.	1	2	3	4	5	6	7
Name of the Shareholders (I)	MONNY VIJESHWAR	GIAN VIJESHWAR	KUSUM VIJESHWAR	ROBIN VIJESHWAR	PANKAJ SHRIMALI	MADHURI SHRIMALI	PRAFUL KUMAR
PAN (II)	AFMPV5257R	AFXPG220IH	ACBPV6968K	ADGPV6968K	AATPS3852M	AOCPS6878J	AFYPK0253N
No. of fully paid up equity shares held (IV)	3666800	4007112	3944488	4058200	4902800	3337200	1007
No. Of Partly paid-up equity shares held (V)							
No. Of shares underlying Depository Receipts (VI)							
Total nos. shares held (VII) = (IV) + (V) + (VI)	3666800	4007112	3944488	4058200	4902800	3337200	1007
Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	7.46	8.15	8.03	8.26	9.98	6.79	0
Number of Voting Rights held in each class of securities (IX)							
Class eg: X	3666800	4007112	3944488	4058200	4902800	3337200	1007
Class eg: y							
Total	3666800	4007112	3944488	4058200	4902800	3337200	1007
Total as a % of Total Voting rights	7.46	8.15	8.03	8.26	9.98	6.79	0
No. Of Shares Underlying Outstanding convertible securities (X)							
No. Of Warrants (Xi)							
No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi) (a)							
Shareholding, as a % assuming full							



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conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(Xi)(a) As a % of (A+B+C2)	7.46	8.15	8.03	8.26	9.98	6.79	0
Number of Locked in shares (XII)							
No. (a)							
As a % of total Shares held (b)							
Number of Shares pledged or otherwise encumbered (XIII)							
No. (a)							
As a % of total Shares held (b)							
Number of equity shares held in dematerialized form (XIV)	3666800	4007112	3944488	4058200	4902800	3337200	1007



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Individuals/Hindu undivided Family

Serial No.	8	9	10	11	
Name of the Shareholders (I)	VIJAY KUMAR SHARMA	HITESH SUNEJA	NAVEEN SUNEJA	VINOD SUNEJA	Click here to go back
PAN (II)	AYIPS5738F	ABMPS8629Q	AAMPS6574K	AAZPS4006R	Total
No. of fully paid up equity shares held (IV)	2176	370800	370800	370800	25032183
No. Of Partly paid-up equity shares held (V)					
No. Of shares underlying Depository Receipts (VI)					
Total nos. shares held (VII) = (IV)+ (V)+ (VI)	2176	370800	370800	370800	25032183
Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	0	0.75	0.75	0.75	50.93
Number of Voting Rights held in each class of securities (IX)					
Class eg. X	2176	370800	370800	370800	25032183
Class eg. y					
Total	2176	370800	370800	370800	25032183
Total as a % of Total Voting rights	0	0.75	0.75	0.75	50.93
No. Of Shares Underlying Outstanding convertible securities (X)					
No. Of Warrants (Xi)					
No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi) (a)					
Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII) +(Xi)(a) As a % of (A+B+C2)	0	0.75	0.75	0.75	50.93



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Number of Locked in shares (XII)					
No. (a)					
As a % of total Shares held (b)					
Number of Shares pledged or otherwise encumbered (XIII)					
No. (a)					
As a % of total Shares held (b)					
Number of equity shares held in dematerialized form (XIV)	2176	0	0	370800	24290583



Any Other (specify)		
Serial No.	1	
Category	Bodies Corporate	Click here to go back
Name of the Shareholders (I)	APPU GHAR ENTERTAINMENT PVT. LTD.	
PAN (II)	AACCA4438K	Total
No. of the Shareholders (I)	1	1
No. of fully paid up equity shares held (IV)	4717400	4717400
No. Of Partly paid-up equity shares held (V)		
No. Of shares underlying Depository Receipts (VI)		
Total nos. shares held (VII) = (IV)+ (V)+ (VI)	4717400	4717400
Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	9.6	9.6
Number of Voting Rights held in each class of securities (IX)		
Class eg: X	4717400	4717400
Class eg: y		
Total	4717400	4717400
Total as a % of Total Voting rights	9.6	9.6
No. Of Shares Underlying Outstanding convertible securities (X)		
No. Of Warrants (Xi)		
No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi) (a)		
Shareholding , as a % assuming full conversion of convertible securities (as a percentage of	9.6	9.6



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diluted share capital) (XI)= (VII) + (X) As a % of (A+B+C2)		
Number of Locked in shares (XII)		
No. (a)		
As a % of total Shares held (b)		
Number of Shares pledged or otherwise encumbered (XIII)		
No. (a)		
As a % of total Shares held (b)		
Number of equity shares held in dematerialized form (XIV)	4717400	4717400



diluted share capital) (XI)= (VII) +(X) As a % of (A+B+C2)		
Number of Locked in shares (XII)		
No. (a)		
As a % of total Shares held (b)		
Number of Shares pledged or otherwise encumbered (XIII)		
No. (a)		
As a % of total Shares held (b)		
Number of equity shares held in dematerialized form (XIV)	4717400	4717400

For Network Limited

Umong Sethi
Director



**ANNEXURE I**

The financial details and capital evolution of the transferee/resulting and transferor/demerged company for the previous 3 years as per the audited statement of Accounts:

Name of the Company: **NETWORK LIMITED**

(Rs. in Crores)

	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2015-2016	2014-2015	2013-2014
Equity Paid up Capital	49.148	49.148	49.148
Reserves and surplus	7.915	7.915	7.915
Carry forward losses	(37.328)	(7.047)	(6.874)
Net Worth	19.736	50.017	50.189
Miscellaneous Expenditure	-	-	-
Secured Loans	-	-	-
Unsecured Loans	-	-	-
Fixed Assets	0.002	0.023	0.087
Income from Operations	8.709	10.991	1.738
Total Income	8.709	10.997	1.773
Total Expenditure	9.014	11.347	2.755
Profit before Tax	(0.306)	(0.350)	(0.982)
Profit after Tax*	(30.281)	(0.350)	(0.982)
Cash profit	(0.285)	(0.269)	(0.115)
EPS	(6.16)	(0.04)	(0.20)
Book value	4.02	10.18	10.21

*Note: Loss after Tax for the financial year 2015-2016 amounting to Rs. 30.281 Crore is after considering exceptional items of Rs. 29.975 Crore.

For Network Ltd

Umong Sethi
Director



Date: 22/06/2016
Place: New Delhi

Network Limited

CORPORATE GOVERNANCE REPORT

(As per Regulation 27(2) of Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"))

Name : Network Limited

Quarter ending : March Quarter 2016

I. Composition of Board of Directors

Name of the Directors	PAN & DIN	Category	Date of Appointment / Cessation	Tenure	No. of Directorship in listed entities including this listed entity	No. of memberships in Audit / Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
Mr. Ashok Sawhney	AODPS9039Q00303519	Non-Executive	27-05-08	-	1	2	1
Mr. Pankaj Shrimali	AATPS3852M00013142	Non-Executive	18-02-05	-	2	-	1
Mr. Aman Sawhney	AABPS2511H00323283	Executive	17-05-10	-	1	2	-
Mr. Avinash Chander Sharma	AFYPS2262R00438711	Non-Executive	27-05-08	-	1	1	-
Mr. Guari Shanker Goyal	AAPG3303D00601765	Independent	30-06-09	5 years	1	1	-
Mr. Vijay Kalra	ABMPK7734L01062644	Independent	10-01-07	5 years	1	-	2
Mr. Umong Sethi	ADHPS2776F05330983	Independent	06-08-14	5 years	1	1	-
Mrs. Neena Sethi	AICPS4967L06936951	Independent	06-08-14	5 years	1	-	-

*PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee Members	Category
1. Audit Committee	Mr. Guari Shanker Goyal	Independent
	Mr. Vijay Kalra	Independent
	Mr. Umong Sethi	Independent
	Mr. Aman Sawhney	Executive
	Mr. Ashok Sawhney	Non-Executive
2. Nomination Remuneration Committee	Mr. Vijay Kalra	Independent
	Mr. Umong Sethi	Independent
	Mr. Ashok Sawhney	Non-Executive
3. Stakeholders Relationship Committee	Mr. Ashok Sawhney	Non-Executive
	Mr. Aman Sawhney	Executive
	Mr. Avinash Chander Sharma	Non-Executive

*Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen



Network Limited

W-39, Okhla Industrial Area, Phase II, New Delhi - 110020, Phone : +91-11-26389611, Email : network.limited@gmail.com

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
03-11-15	11-02-16	100 days

IV. Meeting of Committees				
Name of Committee	Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
1. Audit Committee	11-02-16	YES	03-11-15	100 days
2. Nomination and Remuneration Committee	11-02-16	YES	03-11-15	100 days
3. Stakeholders Relationship Committee	11-02-16	YES	03-11-15	100 days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	NA

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

VI. Affirmation

1. The composition of Board of Directors is in term of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
2. The composition of the following committees is in term of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk management committee (applicable to the top 100 listed entities) (N.A)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observation/advice of Board of Directors may be mentioned here: Yes, Company has continues practice of placing Corporate Governance Report before the Board Meeting in each Quarter.

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given

For Network Limited

Aman Sawhney
Director & Manager





ANNEXURE IV

Compliance report with the requirements specified in Part-A of Annexure I of SEBI circular CIR/CFD/CMD/16/2015 dated November 30, 2015

To,
The General Manager
Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street
Mumbai 400001

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Reduction of Capital of Network Limited

Dear Sir

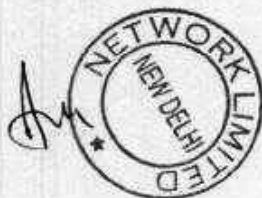
In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per SEBI circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Complied The Company has chosen BSE Ltd. as the designated stock exchange.
Compliance as per Part A, Annexure I to the Circular		
2.	Documents to be submitted:	
2.a.	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Complied (Documents submitted with application)
2.b.	Valuation Report from Independent Chartered Accountant	Complied (Undertaking regarding non applicability of valuation report submitted with application)
2.c.	Report from the Audit Committee recommending the Draft Scheme	Complied (Documents submitted with application)

Network Limited



2.d	Fairness opinion by merchant banker	Complied (Documents submitted with application)
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Complied (Documents submitted with application)
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Complied (Documents submitted with application)
2.g	Compliance with Regulation 17 to 27 of Listing Regulations	Complied (Documents submitted with application)
2.h	Complaints Report	As required under SEBI circular, Complaint report will be submitted within 7 days from the expiry of 21 days from the date of filing of the Draft Scheme with the Stock Exchange
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956 or Section 230 to 234 of the Companies Act 2013	N.A. (this is a case of scheme of reduction of capital and no unlisted company is proposed to be listed)
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	N.A. (this is a case of scheme of reduction of capital of the Company and there is no other transferor company involved in the scheme)
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Complied (this is a case of scheme of reduction of capital of the Company and upon reduction of capital the paid-up value of each equity share shall be reduced from Rs. 10 each to Rs. 2 each on proportionate basis)



6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	N.A. (We confirm that as on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the Company at any future date.)
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	N.A. (this is a case of scheme of reduction of capital of the Company and there is no other transferor company involved in the scheme)

For Network Limited


Aman Sawhney
Director & Manager



Date: 22/06/2016
Place: New Delhi

S. KAPOOR & ASSOCIATES CHARTERED ACCOUNTANTS

B-42, LGF Kailash Colony, New Delhi-110048

Tel.: 2923-4894, 2923-7897

E-mail : info@skapoorca.com

CERTIFICATE

The Board of Directors

Network Ltd

W-39, Okhla Industrial Area, Phase- II

New Delhi-110020

Sub: Para 9(a) of Annexure-I to the SEBI Circular No.CIR/CFD/CMD/ 16/2015 dated November 30, 2015

Re: Scheme of Reduction of Capital of Network Limited

Dear Sirs,

1. We, S. Kapoor & Associates, Chartered Accountants are Statutory Auditors of Network Limited ("the Company"), having its registered office at W-39, Okhla Industrial Area, Phase- II, New Delhi 110020. We have been requested by the Company to certify the Undertaking regarding the non-applicability of Para 9(a) of Annexure-I to the SEBI Circular No. CIR/CFD/ CMD/16 /2015 dated November 30, 2015 (hereinafter referred to as "SEBI Circular") stating the reasons thereof in respect of proposed Scheme of Reduction of Capital of Network Limited ("Proposed Scheme"/ "the Scheme") for the purpose of onward submission to BSE Limited ("BSE") in accordance with Para 9(c) of the aforesaid SEBI Circular.
2. The accompanying undertaking approved by the Board of Directors of the Company in its meeting held on 16th May, 2016 ("the Undertaking") stating the reasons for non-applicability of Paragraph 9(a) of circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 issued by the Securities Exchange Board of India ("SEBI") has been prepared by the Management of the Company, pursuant to the requirements of paragraph 9(c) of the SEBI Circular in connection with its Proposed Scheme. We have initialled the Undertaking for identification purposes only.
3. The preparation of the Undertaking is the responsibility of the Management of the Company including the creation and maintenance of all accounting and other records supporting the contents of the Scheme. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Undertaking.
4. The Management is also responsible for ensuring that the Company complies with the requirements of the Circular and the Companies Act, 1956/2013 in relation to the Proposed Scheme and for providing all the information to the stock exchanges where the shares of the company are quoted, SEBI and other competent authority(ies).
5. Pursuant to the SEBI Circular, it is our responsibility to examine the Proposed Scheme and certify whether the requirements in Paragraph 9(a) as set out in the Undertaking are applicable to the Proposed Scheme.
6. We conducted our examination in accordance with the 'Guidance Note on Audit Reports and Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India.
7. Based on our examination as above, and the information and explanations furnished to us, we certify that, to the best of our knowledge, the requirements in Paragraph 9(a) of the SEBI Circular are not applicable to the Proposed Scheme for the reasons as set out in the Undertaking.
8. Our work was performed solely to assist the board of directors of the Company in meeting responsibilities in relation to your compliance with the SEBI Circular. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this certificate nor anything said or done in the course of or in connection with the services that are



the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.

9. This certificate has been issued for the sole use of the Board of Directors of the Company, to whom it is addressed, to enable the Company to make its application to the BSE & SEBI and should not be used by any other person or for any other purpose. We neither accept nor assume any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our prior consent in writing.

Place: New Delhi
Date: 16/05/2016



For S. Kapoor & Associates
Chartered Accountants

A handwritten signature in black ink, appearing to read "Sanjay Kapoor".

Sanjay Kapoor, FCA
Proprietor
Firm Registration No. 003528M
Membership No.: 82499



Network

UNDERTAKING IN RELATION TO NON APPLICABILITY OF REQUIREMENTS PRESCRIBED IN PARA 9(a) OF ANNEXURE - I TO SEBI CIRCULAR NO. CIR/CFD/ CMD/16/2015 DATED NOVEMBER 30, 2015 ("SEBI CIRCULAR") IN RESPECT OF THE SCHEME OF ARRANGEMENT

This is in connection with the proposed Scheme of Reduction of Capital ("the Proposed Scheme"/ "the Scheme") of Network Limited ("the Company"). Pursuant to SEBI Circular, wherein the Securities and Exchange Board of India (SEBI) has mandated all listed companies to ensure that the scheme of arrangement submitted with the Hon'ble High Court for sanction, provides for voting by public shareholders through Postal Ballot and e-voting in certain cases, in terms of Para 9(a) of Annexure - I, which stipulates as under.

Para 9 (a) - The Listed companies shall ensure that the Scheme of Arrangement submitted with the Hon'ble High Court for sanction, provides for voting by public shareholders through postal ballot and e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution, in the following cases:

- i. Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary(s) of Promoter / Promoter Group of the listed entity, or*
- ii. Where the Scheme of Arrangement involves the listed entity and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary(s) of Promoter / Promoter Group.*
- iii. Where the parent listed entity, has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary(s) of Promoter / Promoter Group of the parent listed entity company, and if that subsidiary is being merged with the parent listed company under the Scheme of arrangement.*

The Company hereby undertakes that all the above three requirement of Para 9(a) of Annexure - I of the SEBI Circular is not applicable to the Company as the Proposed Scheme is for reduction of share capital of the company wherein the nominal value and paid-up value of each equity share shall be reduced from Rs. 10/- each to Rs. 2/- each and it does not involve:

- i) Allotment of new equity shares. para 9 (a) (i)
- ii) Arrangement between the Demerged Company and Promoter/ Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary(s) of Promoter/ Promoter Group. para 9 (a) (ii)
- iii) Subsidiary company being merged with parent listed company under the scheme. Para 9 (a) (iii)

This undertaking is furnished in accordance with the approval of the Board of Directors of the company. Copy of the Resolution is attached herewith

In light of the above, the Company is not required to seek approval of the public shareholders through postal ballot and e-voting in relation to the Proposed Scheme.

For Network Limited,



Chong Sethi
Director



Place: New Delhi
Date: 16/05/2016

Network Limited

W-39, Okhla Industrial Area, Phase II, New Delhi - 110020, Phone : +91-11-26389611, Email : network.limited@gmail.com
CIN - L32209DL1989PLC034797 Website : www.networklimited.net




CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY BOARD OF DIRECTORS OF NETWORK LIMITED AT THEIR MEETING HELD ON 16TH MAY, 2016 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT W-39, OKHLA INDUSTRIAL AREA, PHASE-II, NEW DELHI - 110020

"RESOLVED THAT an undertaking signed by Mr. Umong Sethi, Director of the Company, for non-applicability of requirements prescribed in Para (9)(a) of Annexure-I to the SEBI Circular No.CIR/CFD/CMD/16/2015 dated November 30, 2015 in respect of proposed Scheme of Reduction of Capital of Network Limited, as placed before the Board of Directors be and is hereby approved and

FURTHER RESOLVED THAT the said undertaking be issued to the concerned authorities along with the Certificate of Statutory Auditors of the Company M/s S. Kapoor & Associates, Chartered Accountants on the said undertaking as placed before the board.

CERTIFIED TRUE COPY
For Network Limited


Vikas Jain
Company Secretary





Network Limited

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