

Network

Date: 26.08.2017

Department of Corporate Services

Bombay Stock Exchange Limited

25, P J Towers, Dalal Street

Mumbai – 400 001

Sub: Intimation about Annual General Meeting and Book Closure Dates

Dear Sir,

This is to inform you that:

- i) 28th Annual General Meeting (AGM) of Members of the Company will be held on Wednesday, 20th day of September, 2017 at 11.00 A.M. at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Delhi – 110 054. Notice for the AGM is enclosed herewith for your reference.
- ii) Further, pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books shall remain closed from 13th September, 2017 to 20th September, 2017 (both days inclusive) for the purpose of AGM.
- iii) In terms of the provisions of section 108 of the Companies Act 2013, read with rule 20 of the Companies (Management & Administration) Rules 2014 as amended by the Companies (Management & Administration) Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company will provide its Shareholders the facility to exercise their vote electronically (e-Voting) for transacting the items of business at the ensuing 28th Annual General Meeting to be held on September 20, 2017 by electronic means, The Company would be availing e-Voting Services of **National Securities Depository Limited (NSDL)**.
- iv) Further pursuant to Rule 20 (3) (vii) of the Companies (Management & Administration) Rules 2014 the Company has fixed 13th September, 2017 as the relevant date/ cutoff date to determine the shareholders (holding equity shares of the Company in both electronic and physical form) eligible to cast their vote electronically for the business to be transacted at the ensuing Annual General Meeting of the Company. The e-voting period commences on Sunday, September 17th 2016 (9:00 A.M. IST) and ends on Tuesday, September 19th 2017 (5:00 P.M. IST) both days inclusive.

Thanking You,

For **NETWORK LIMITED**

VIKAS JAIN
COMPANY SECRETARY



Network Limited

TO THE MEMBERS OF
NETWORK LIMITED

NOTICE is hereby given that the Twenty Eight Annual General Meeting of the Members of Network Limited will be held on Wednesday 20th of September, 2017 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, 2017, including the audited Balance Sheet as at March 31, 2017, the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ashok Sawhney (DIN – 00303519), who retires by rotation and, being eligible seeks re-appointment.
3. To appoint a director in place of Mr. Avinash Chander Sharma (DIN – 00438711), who retires by rotation and, being eligible seeks re-appointment.
4. To appoint statutory auditors and fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation made by the Audit Committee of the Board, M/s. B.K Sood & Co., Chartered Accountants (Firm Registration No. 000948N), be and is hereby appointed as statutory auditors of the Company, in place of M/s S. Kapoor & Associates, Chartered Accountants (Firm Registration Number FRN 003528M), the retiring statutory auditors, to hold office for a term of five years from the conclusion of this 28th Annual General Meeting until the conclusion of the 33rd Annual General Meeting, subject to ratification by members every year, as applicable, at such remuneration, as may be mutually agreed between the Board of Directors and the Statutory Auditors.”

SPECIAL BUSINESS:

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 the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and subject to necessary approval(s) if any, from the competent authorities, consent of the Company be and is hereby accorded to substitute the existing Memorandum of Association of the Company by a new set of Memorandum of Association;
RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”
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 the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to substitute the existing Articles of Association of the Company by a new set of Articles of Association;
RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”
7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special
“RESOLVED THAT pursuant to the provision of section 188 and any other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof, consent and approval of the company be and is hereby accorded to Mr. Pankaj Shrimali, Director of the Company, to hold and continue to hold office or place of profit in the Company, as professional Advisors & Consultants, on such remuneration and such terms and conditions as may be decided by the Board, subject to an overall limit upto Rs.60 Lacs (Rupee Sixty Lacs) per annum plus applicable taxes”
“RESOLVED FURTHER THAT the Board be and is hereby authorized to decide in overall limits specified in this regard, under Companies Act 2013 as may be applicable, the extent remuneration to be paid to Mr. Pankaj Shrimali, terms and conditions of appointment from time to time and to do all such acts, deeds, matters and things, make and execute all applications, writing and instruments as the Board may in its absolute directions deem necessary or desirable and delegate the said authority to any person(s) as the Board may deem fit in its discretion for the purpose of giving effect to this resolution without being required to seek any further consent or approval of members or otherwise, with the invert that the members shall be deemed to have given their approval thereto expressly by the resolution.”

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 Section 186 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as may be amended, from time to time and Articles of Association of the Company, approval of the shareholders of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any committee constituted/ to be constituted by the Board for exercising the powers conferred on the Board by this resolution) to make investments through direct subscription or market purchase or off-market negotiated deals on such terms as may be decided by the Board, of the funds of the Company in excess of 60% of the Paid-up Share Capital and free reserves of the Company or 100% of the free reserves of the Company upto an amount of Rs. 15.00 Crs (Rupees Fifteen Crores Only), in the shares, derivatives products, debentures of Companies listed on the Bombay Stock Exchange (BSE) and /or the National Stock Exchange (NSE) having market capitalization of more than Rs. 25 Crs. (Rupees Twenty Five Crores only) on the date of the investment, Commodities, Derivatives, Future & Options, Swaps, Currency Trading, Investment in units of Mutual Funds (Units of Mutual Funds registered with SEBI either in the Debt funds and/ or Balanced funds and/ or Equity funds and/ or MIP(s) and/ or G-sec funds and / or Hybrid funds either in open ended or close ended either cumulative or non-cumulative or any combination thereof and also mutual funds of Nationalized Banks/ Scheduled Banks/ Foreign Banks/ UTI and/ or any other Corporate Bodies formed under the Act of the parliament), Insurance Products, Private Equity, Money Market Instruments and other incidental business and also entering into partnership/ joint ventures etc. for the said purposes.
- RESOLVED FURTHER THAT** without prejudice to above, investments within the limits not requiring the approval of shareholders, shall be done by Board of Directors in the manner it may think beneficial and in the interest of the Company.
- RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate to give effect to this resolution.”

9. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:
- “RESOLVED THAT** pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as may be amended, from time to time and Articles of Association of the Company, approval of the shareholders of the Company be and is hereby given to the Board of Directors for giving any loan to any person or other body corporate, giving any guarantee or providing security in connection with a loan to any other body corporate or person and/ or acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs.15.00 Crores (Rupees Fifteen Crores only) in continuity of the resolutions earlier passed in this regard.
- RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to negotiate and decide, from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for investments to be made, loans / guarantees to be given and securities to be provided to any person and/ or anybody corporate, including bodies corporates under merger, to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Managing Director or Whole-time Director or Director or officer of the Company or any other person.”

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

Sd/-

AMAN SAWHNEY

Manager/ Director

Place : New Delhi

Date : 10th August 2017

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 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 9 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 13th September, 2017 to 20th September, 2017, 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 are requested to notify any change in their address to the Company's Registrar & Share Transfer Agent, quoting their folio number.
8. 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.
9. Electronic copy of the Notice of the 28th 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 and also on website of the respective Stock Exchanges.

Voting through electronic means

10. 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 28th 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).
11. 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.
12. The remote e-voting period commences on Sunday, 17th September 2017 (9:00 A.M. IST) and ends on Tuesday, 19th September 2017 (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. 13th September, 2017, 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.
13. 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. 13th September, 2017.
14. The instructions for remote e-Voting are as under:
 - a. NSDL shall be sending the User ID and Password; to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participants. For members who have not registered their email address, can use the details as provided at the bottom of the Attendance Slip being sent along with the Annual Report.
 - b. Open the internet browser and type the following
URL: www.evoting.nsd.com
 - c. Click on Shareholder-Login
 - d. Put User ID and Password as initial password noted in step (a) above and click Login. If you are already registered with

NSDL for remote e-voting then you can use your existing User ID and Password for the Login.

- e. If you are logging in for the first time, the Password change menu will appear. Change the Password with new Password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Once the remote e-voting home page opens, click on remote e-voting: Active Voting Cycles.
 - g. Select “EVEN (Electronic Voting Event Number)” of Network Limited.
 - h. Once you enter the Cast Vote page will open. Now you are ready for e-voting.
 - i. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - j. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at ama.scrutinizers@gmail.com with a copy marked to evoting@nsdl.co.in.
15. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com. You can also contact NSDL via email at evoting@nsdl.co.in. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
16. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 13th September, 2017 may obtain the login ID and password by sending an email to network.limited@gmail.com or evoting@nsdl.co.in by mentioning their Folio No./DP ID and Client ID No.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forget User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no. 1800-222-990.
17. Mrs. Anchal Mittal, Practising Company Secretary (Membership No. F-7161) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and poll process in a fair and transparent manner.
18. 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
19. 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.
20. The Results declared along with the report of the Scrutinizer shall be placed on the Company's website: 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.
21. 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.
22. The company has designated an exclusive email ID called 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

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

Sd/-

**AMAN SAWHNEY
Manager/ Director**

**Place : New Delhi
Date : 10th August 2017**

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO ITEM NO. 2 & 3 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 the Director	Mr. Ashok Sawhney	Mr. Avinash Chander Sharma
Date of Birth & Age	1 st July, 1938 Age: 79 years	16 th March, 1946 Age: 71 years
Date of Appointment	27 th May, 2008	27 th May, 2008
Qualifications	B.A	B.A
Expertise in specific functional Area	He is having vast experience in manufacturing Watch Dials field.	He is having vast experience in manufacturing and export of textile and handloom products.
List of Companies in which outside Directorship is held	1. Standard Suppliers Pvt. Ltd 2. Promoshirt SM Pvt. Ltd 3. Sawhney Bizline Solutions Pvt. Ltd. 4. Sawhney Logistics Pvt. Ltd. 5. Uninet Strategic Advisory Ltd	1. Paliwal Overseas Pvt. Ltd. 2. Paliwal Industries Pvt. Ltd. 3. Paliwal Fibres Pvt. Ltd. 4. Paliwal Infrastructure Pvt. Ltd.
Chairman/ Member of the Committees of the Board of the Companies on which he is a Director	Nil	Nil

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

As regards appointment of statutory auditors referred to in Item No. 4 of the Notice, the following disclosures are made for the information of the shareholders:

In terms of the provisions of section 139 of the companies act, 2013, no listed company can appoint or re-appoint an audit firms as statutory auditor for more than two terms of five consecutive years. The Act also provided for an additional transition period of three years from the commencement of the Act i.e. 1st April 2014.

M/s. S. Kapoor & Associates, Chartered Accountants (Firm Registration Number FRN 003528M), existing statutory auditors have been in office for more than 5 years, Hence, on their completing the transition period of three years provided under the Act, the term of the current auditors expires at the conclusion of the ensuing annual general meeting..

The Board of Directors has, based on the recommendation of the Audit Committee at their meeting held on 10th August, 2017, proposed the appointment of M/s B.K Sood & Co., Chartered Accountants (Firm Registration No. 000948N), as the statutory auditors in place of the existing Statutory Auditors to hold the office for a term of five years from the conclusion of this 28th Annual General Meeting until the conclusion of the 33rd Annual General Meeting, subject to ratification by members every year.

M/s B.K Sood & Co., Chartered Accountants (Firm Registration No. 000948N) have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with section 139 and 141 of the Act.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board recommends the resolution set forth for the approval of the members.

ITEM NO. 5 :

The existing Memorandum of Association (“MoA”) of the Company, based on Companies Act, 1956 (“1956 Act”) are no longer in conformity with the Companies Act, 2013 (“2013 Act”). With the enactment of 2013 Act, several clauses of MoA require alteration/deletion. Given this position, it is considered expedient to adopt the new set of Memorandum of Association (primarily based on Table A set out under Schedule I to the Act) in place of existing MoA, instead of amending it by alteration/incorporation of provisions of 2013 Act.

In terms of Section 13 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of a new set of Memorandum of Association. The entire set of proposed new Memorandum of Association is available in the website of the Company. Members can also obtain a copy of the same from the Company's Registered Office.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution set out at Item No.5 of the Notice for approval by the Members.

ITEM NO. 6:

The existing Articles of Association (“AoA”) of the Company, based on the Companies Act, 1956 are no longer in conformity with the 2013 Act. With the coming into force of 2013 Act, several regulations of AoA require alteration/deletion. Given this position, it is considered expedient to adopt a new set of Articles of Association (primarily based on Table F set out under Schedule I to the Companies Act, 2013) in place of existing AoA, instead of amending it by alteration/incorporation of provisions of 2013 Act.

In terms of Section 14 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of a new set of Articles of Association. The entire set of proposed new Articles of Association is available in the website of the Company. The Members of the Company can also obtain a copy of the same from the Company's Registered Office.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

The Board of Directors recommends the Special Resolution set out at Item No.6 of the Notice for approval by the Members.

ITEM No. 7

The Board of Directors of the Company in its meeting held on 10.08.2017 re-appointed Mr. Pankaj Shrimali, Director of the Company, to hold an office or place of profit as Professional Advisors and Consultants, on remuneration as set out in the resolution proposed.

Pankaj Shrimali is a fellow member of the Institute of Chartered Accountants of India, Institute of Company Secretaries of India, Institute of Cost and Management Accountants of India. He was a rank holder in intermediate and final examination of the Institute of Chartered Accountants of India. He was also awarded the merit scholarship on the basis of his performance in the intermediate examination of the Institute of Company Secretaries of India. He secured 1st position in B.com (Hons) examination in prestigious Shriram College of Commerce and 2nd position in the entire university of Delhi.

He has over 32 years of experience in area of Finance, Accounts, Secretarial, Corporate Management, Legal & Corporate Consultancy services, Strategic Management, Investment Banking for reputed corporate houses etc.

Except Mr. Pankaj Shrimali, no other Director or Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed resolution.

The Board of Directors has recommended the proposed resolution set out in item no. 7 of this notice for your approval by way of special resolution.

ITEM No. 8

Due to its business activities, the Company is required to make investment, from time to time, in the securities of Companies listed on the Bombay Stock Exchange (BSE) and/or the National Stock Exchange (NSE) having market capitalization of more than Rs. 25 Crs. (Rupees Twenty Five Crores only) on the date of the investment and/or in the securities of companies, which have previously been approved by the members of the Company and/or in financial securities viz. Shares, Securities and Commodities, Derivatives, Future & Options, Swaps, Currency Trading, Investment in units of Mutual Funds, Insurance Products, Private Equity, Money Market Instruments and other incidental business and also entering into partnership/ joint ventures etc. for the said purposes. In terms of the requirement of the Section 186(2) of the Companies Act, 2013 (Act) and the Companies (Meetings of Board and its Powers) Rules, 2014 (Rules), your approval is being sought for making the proposed investment.

Except the Directors and Key Managerial Personnel or their relatives who may be concerned or interested, financial or otherwise, by way of directorship/shareholding or in any other manner in one or more companies/ bodies corporate/ individuals as described in the said resolution, no other Director or Key managerial personnel or their relatives is concerned or interested in the resolution set out at Item No. 8 of the Notice.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

ITEM No. 9

Pursuant to Section 186(2) of the Companies Act, 2013 (Act) and the Companies (Meetings of Board and its Powers) Rules, 2014 (Rules), the Board of Directors is authorized to give loan, guarantee or provide security in connection with a loan to any person or other body corporate, or acquire by way of subscription, purchase or otherwise, the securities including shares, debentures etc. of any other body corporate, up to an amount, the aggregate of which should not exceed 60% of the paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account of the Company, whichever is higher. In case the Company exceeds the above mentioned limits then, prior approval of shareholders by way of a Special Resolution required being obtained. The Company is operating in a dynamic business environment and therefore may be required to make investment, and to give Loans, Guarantees or provide Securities at any point of time when the exigencies arise. It is therefore proposed to authorize the Board of Directors to give loans, make investment or provide guarantees or securities up to an amount,

the aggregate outstanding of which should not exceed, at any given time, Rs.15.00 Crores (Rupees Fifteen Crores only) in continuity of the resolutions earlier passed in this regard.

Except the Directors and Key Managerial Personnel or their relatives who may be concerned or interested, financial or otherwise, by way of directorship/shareholding or in any other manner in one or more companies/ bodies corporate/ individuals as described in the said resolution, no other Director or Key managerial personnel or their relatives is concerned or interested in the resolution set out at Item No. 9 of the Notice.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

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

Sd/-

AMAN SAWHNEY

Manager/ Director

Place : New Delhi

Date : 10th August 2017

AGM VENUE ROUTE MAP

