

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the Members of Network Limited will be held on Wednesday, 24th day of September, 2014 at 02.00 P.M. at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Delhi – 110 054, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2014, including the audited Balance Sheet as at March 31, 2014, 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. Pankaj Shrimali (DIN – 00013142), who retires by rotation and, being eligible seeks re-appointment.
3. To appoint a director in place of Mr. Aman Sawhney (DIN – 00323283), who retires by rotation and, being eligible seeks re-appointment.
4. To appoint auditors and to fix their remuneration S. Kapoor & Associates, Chartered Accountants (Firm Registration Number FRN 003528N), the retiring auditors, being eligible, offer themselves for re-appointment.

SPECIAL BUSINESS:

5. **To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Mr. Umong Sethi (DIN: 05330983), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. August 6th, 2014 and who holds office until the date of ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Umong Sethi as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years upto March 31, 2019, not liable to retire by rotation.”

6. **To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Mrs. Neena Sethi (DIN: 06936951), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. August 6th, 2014 and who holds office until the date of ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mrs. Neena Sethi as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years upto March 31, 2019, not liable to retire by rotation.”

7. **To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Mr. Gauri Shanker Goyal (DIN: 00601765) whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Gauri Shanker Goyal as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years upto March 31, 2019, not liable to retire by rotation.”

8. **To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Mr. Vijay Kalra (DIN: 01062644) whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Vijay Kalra as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years upto March 31, 2019, not liable to retire by rotation.”

9. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

“RESOLVED THAT in supersession of the Resolution adopted at the Annual General Meeting held on 18th September, 2013 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to and authority conferred upon the Board of Directors of the Company for borrowing any sum or sums of monies for and on behalf of the Company from time to time from one or more persons, firms, bodies corporate or bankers or financial institutions or from others by way of advances, deposits, loans or otherwise withstanding that the sum or sums or monies so borrowed together with the monies, if any, already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves which have not been set apart for any specific purpose so that the total amount upto which the monies may be so borrowed by the Board of Directors and outstanding at any time shall not exceed Rs. 15.00 Crores (Rupees Fifteen Crores only) on account of the principal.”

10. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution

“RESOLVED THAT pursuant to the provision of Section 180(1)(a) and any other applicable provision of the Companies Act, 2013 and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all earlier Resolutions passed in this regard, the Board of Directors and /or any committee thereof and / or the person who is delegated authority by such Board / committee be and is hereby authorized to create such mortgages, charges, hypothecations and any other encumbrances, in addition to the existing mortgages, charges, hypothecations and other encumbrances created by the Company on all or any part of the immovable and / or movable properties, current and/ or fixed assets, tangible and / or intangible assets, or stock in trade , work in progress and debts and advances, claims of the Company wheresoever situate, present and future in favour of Indian or Foreign Financial Institutions, Banks, Trustees for the holders of debentures/bonds and / or other instruments which may be issued on private placement basis or otherwise and other lending institution or organization or Body Corporate or such other person from whom the Company has borrowed or proposes to borrow money by way of Term Loan, Working Capital Loans including Fund based and Non-fund based limits, External Commercial Borrowings, Commercial Papers or any other financial instrument permitted by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of Agreements entered /to be entered into within the overall borrowing limit fixed pursuant to Section 180 (1)(c) of the Companies Act, 2013”

11. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 42 of The Companies Act, 2013 read with rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable provisions of The Companies Act, 2013 the Board of Directors of the Company be and are hereby authorized to make offer(s) or invitation(s) to subscribe the securities including but not limited to secured/unsecured, redeemable, non-convertible Bonds/ Debentures/ Preference shares to the extent of Rs 15.00 Crore (Rupees Fifteen Crores only) in one or more tranches during a period of one year from the date of passing of this Resolution, through private placement in conformity with rules, regulation and enactments as applicable from time to time subject to the total borrowings of the company as the case may be, not exceeding the borrowing powers approved by the shareholders under Section 180(1)(c) of Companies Act 2013 and to do, from time to time ,all such acts, deeds and things as may be deemed necessary in respect of said issue including but not limited to the face value, issue price, issue size, timing, amount, security, coupon/interest rate(s), yield, listing, if need be, allotment and other terms and conditions of issue as they may, in their absolute discretion, deem necessary keeping in view of the expediency of the business.”

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is hereby authorised to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to this resolution.

12. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an 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 aforesaid limit of Rs. 15 Crs. (Rupees Fifteen Crores only) of investments is in addition to the limit of investments, if any, earlier approved by the members under section 372A of the Companies Act, 1956.

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.”

13. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an 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 under the erstwhile provisions of the Companies Act 1956

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is 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**

**Place : New Delhi
Date : 06.08.2013**

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

NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business as set out above to be transacted at the Meeting is annexed hereto and forms part of this Notice.
2. 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.
3. 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.
4. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e., from 15th September, 2014 to 24th September, 2014, both days inclusive.
5. 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.
6. Members are requested to notify any change in their address to the Company's Registrar & Share Transfer Agent, quoting their folio number.
7. 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.
8. Electronic copy of the Notice of the 25th Annual General Meeting of the Company inter-alia indicating the process and manner of 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.
9. Voting through electronic means : In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The instructions for 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 in the e-voting instruction being sent along with the Notice.
- 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 provided in this document and click Login. If you are already registered with NSDL for 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 e-voting home page opens, click on 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.

General Instructions for e-voting:

- i. 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.
 - ii. 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).
 - iii. The e-voting period commences on Thursday, September 18th 2014 (9:00 A.M. IST) and ends on Saturday, September 20th 2014 (6:00 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) of 20th August, 2014, may cast their vote electronically. The 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.
 - iv. 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. 20th August, 2014.
 - v. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th August, 2014 and not casting their vote electronically, may only cast their vote at the 25th Annual General Meeting.
 - vi. Mrs. Anchal Mittal, Practising Company Secretary (Membership No. F-7161) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - vii. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - viii. The Results shall be declared on or after the 25th Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.networklimited.net and on the website of NSDL within two (2) days of passing of the resolutions at the 25th Annual General Meeting of the Company on 24th September, 2014 and communicated to BSE.
10. Please note that as per rules of Auditorium, briefcases, hand-bags, snacks-boxes, cameras, Walkman etc. are not allowed to be carried inside the Auditorium. Further, smoking and consuming of alcohol/ alcoholic drinks is prohibited in the Auditorium and on the stage.
11. 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.
12. 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.

13. Details of Directors seeking appointment at the ensuing Annual General Meeting (in pursuance of clause 49 of the Listing Agreement)

Name of the Director	Mr. Pankaj Shrimali	Mr. Aman Sawhney
Date of Birth & Age	17th July, 1962, Age: 52 years	24 th April, 1968, Age: 46
Date of Appointment	18th February, 2005	17 th May 2010
Qualifications	B.com(H), FCA, FCS, FCWA	M.B.A
Expertise in specific functional Area	He has over 30 years of experience in the areas of Finance, Accounts, Secretarial, Corporate Management, Legal & Corporate consultancy services, Strategic Management, project finance planning, capital restructuring, joint venture, merger & acquisitions, private equity, Investment Banking, due diligence exercise etc.	He is having 24 years of experience in quality control, manufacturing and marketing of high quality precision wrist watches/dials and lifestyle products.
List of Companies in which outside Directorship is held	1. Relaxo Footwears Ltd 2. Kritikal Solutions Pvt Ltd	1. Libra Research & Business Solutions Pvt Ltd 2. Swiss Military Lifestyle Products Pvt Ltd 3. AAA Products Pvt Ltd 4. AAS Research & Solutions Pvt Ltd 5. Sadhna Dials Pvt Ltd 6. Investech Research (India) Ltd
Chairman/ Member of the Committees of the Board of the Companies on which he is a Director	1. RelaxoFootwears Ltd Chairman – Audit Committee 2. Kritikal Solutions Pvt Ltd. Chairman – Audit Committee	NIL
Name of the Director	Mr. Umong Sethi	Mrs. Neena Sethi
Date of Birth & Age	21 st March ,1953, Age:61 years	06 th April , 1959 , Age: 55 years
Date of Appointment	6 th August 2014	6 th August 2014
Qualifications	Master of Philosophy (M.Phil.), M Sc, Defence Studies	B.Ed
Expertise in specific functional Area	Rtd. Army Officer having Expertise in Leadership, Project planning, strategic planning, personnel Management and financial management Presently Working as Advisor, Strategic Alliances & Academics at Institute of Advanced Security Training & Management Pvt. Ltd	Mrs. Neena Sethi is a versatile person with strong belief in value based lifestyle. She is having teaching experience of over 25 years in reputed school of New Delhi.
List of Companies in which outside Directorship is held	Rattrey Allied Security Services India (SAD) Private Limited	NIL
Chairman/ Member of the Committees of the Board of the Companies on which he is a Director	NIL	NIL
Name of the Director	Mr. G S Goyal	Mr. Vijay Kalra
Date of Birth & Age	2 nd January, 1957, Age: 57 years	4th April, 1969 Age: 45 Years
Date of Appointment	10th January 2007	30th June, 2009
Qualifications	B.Com (H), FCA	B.Com, FCA
Expertise in specific functional Area	He has over 28 years of experience in the field of Accounts, Auditing, Finance and Taxation	He is having 20 Years of experience in Accounts, Finance and Taxation field.
List of Companies in which outside Directorship is held	NIL	1.Opulence Realty & Consultants Pvt Ltd 2.Vian Realty & Consultants Pvt Ltd 3.Ask Strategistics Pvt Ltd.
Chairman/ Member of the Committees of the Board of the Companies on which he is a Director	NIL	NIL

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102(1) OF THE COMPANIES ACT, 2013**ITEM NO. 5**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Umong Sethi as an Additional Director of the Company with effect from August 6th, 2014. In terms of the provisions of Section 161(1) of the Act, Mr. Umong Sethi would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Umong Sethi for the office of Director of the Company. Mr. Umong Sethi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (Five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation. The Company has received a declaration from Mr. Umong Sethi that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Mr. Umong Sethi possesses appropriate skills, experience and knowledge. In the opinion of the Board, Mr. Umong Sethi fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Umong Sethi is independent of the management as per the provisions of the Companies Act 2013. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Umong Sethi is appointed as an Independent Director. Copy of the draft letter for appointment of Mr. Umong Sethi as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company. Save and except Mr. Umong Sethi and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

ITEM NO. 6

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mrs. Neena Sethi as an Additional Director of the Company with effect from August 6th, 2014. In terms of the provisions of Section 161(1) of the Act, Mrs. Neena Sethi would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Neena Sethi for the office of Director of the Company. Mrs. Neena Sethi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (Five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation. The Company has received a declaration from Mrs. Neena Sethi that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Mrs. Neena Sethi possesses appropriate skills, experience and knowledge. In the opinion of the Board, Mrs. Neena Sethi fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mrs. Neena Sethi is independent of the management as per the provisions of the Companies Act 2013. Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Mrs. Neena Sethi is appointed as an Independent Director. Copy of the draft letter for appointment of Mrs. Neena Sethi as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company. Save and except Mrs. Neena Sethi and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

ITEM NO. 7&8

Mr. G S Goyal and Mr. Vijay Kalra are Non-Executive (Independent) Directors of the Company. Pursuant to the provisions of Section 149(10) of the Companies Act, 2013 ('the Act'), an independent director shall hold office for a term up to 5 (five) consecutive years on the Board of a Company and shall be eligible for re-appointment on passing of a special resolution by the Company. Amended clause 49 of the Listing Agreement further provides that a person who has already served as an independent director for five years or more in a company as on October 1, 2014 shall be eligible for appointment, on completion of his present term, for one more term of up to five years only. The Independent Directors were appointed as per the erstwhile applicable

provisions of the Companies Act, 1956, where they were liable to retire by rotation. The date of appointment of the independent directors is as under:

Name of Independent Director	Date of appointment
Mr. Vijay Kalra	10/01/2007
Mr. G S Goyal	30/06/2009

It is proposed to appoint Mr. Vijay Kalra and Mr. G S Goyal, as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement for a term of five years till March 31, 2019. Further, pursuant to the provisions of Section 152(6) of the Act, the term of the Independent Directors shall not be liable to retire by rotation. The Company has received the consent in writing, to act as Director, in the prescribed form, from the Directors. They have also submitted a declaration that they are not disqualified to act as Director under Section 164(2) of the Companies Act, 2013 and meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Vijay Kalra and Mr. G S Goyal are appointed as an Independent Director. Copy of the draft letters for appointment of Mr. Vijay Kalra and Mr. G S Goyal as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company. Save and except Mr. Vijay Kalra & Mr. G S Goyal and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 7&8 of the Notice.

The Board recommends the Ordinary Resolutions set out at Item No. 7&8 of the Notice for approval by the shareholders.

ITEM NO. 9

The members of the Company at their Annual General Meeting held on 18th September, 2013 have approved by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 15.00 Crores (Rupees Fifteen Crores Only). Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves except with the consent of the members accorded by way of a special Resolution. It is, therefore for the members to pass a Special Resolution under Section 180(1)(c) and other applicable provision of the Companies Act, 2013 to enable the Board of Directors or any committee thereof or any person authorised by such Board or Committee to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money upto Rs. 15.00 Crores (Rupees Fifteen Crores Only). None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, 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.

ITEM NO. 10

Section 180(1)(a) of the Companies Act, 2013 requires that the consent of the Members of the Company is to be accorded by way of Special Resolution to give authority to Board of Directors and / or any committee thereof and / or the person who is delegated authority by such Board/Committee for creating security to borrow money by mortgage, charge, hypothecation or any other encumbrances on Company's movable and /or immovable assets or stock in trade. None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the shareholders.

ITEM NO. 11

Section 42 of the Companies Act, 2013 and its underlying rules i.e. Companies (Prospectus and Allotment of Securities) Rules, 2014 provide that a Company shall make a private placement of its securities only if the proposed offer of securities or invitation to subscribe securities has been previously approved by the Members of the company, by a Special Resolution, for each of the Offers or Invitations. Keeping in view of the expediency of the business and fund requirements the Board of Directors of the Company may need to make offer(s) or invitation(s) to subscribe the securities including but not limited to secured/unsecured, redeemable, non-convertible Bonds / Debentures / Preference shares. The Board recommends the Resolution at Item No. 11 of the accompanying Notice for approval by the Members of the Company. None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution at Item No. 11 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 11 of the Notice for approval by the shareholders.

ITEM No. 12

The surplus funds of the Company, not immediately required for the business of the Company are required to be invested by the Board of the Company, 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 to 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. 12 of the Notice.

The Board recommends the Special Resolution set out at Item No. 12 of the Notice for approval by the shareholders.

ITEM No. 13

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 under the erstwhile provisions of the Companies Act 1956. 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. 13 of the Notice.

The Board recommends the Special Resolution set out at Item No. 13 of the Notice for approval by the shareholders.

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

**Place : New Delhi
Date : 06.08.2013**

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

NETWORK LIMITED

W-39, Okhla Industrial Area, Phase II, New Delhi – 110020

Ph. 011-26389611, E-mail: network.limited@gmail.com

Website: www.networklimited.net, CIN No L32209DL1989PLC034797

ATTENDANCE SLIPTwenty Fifth Annual General Meeting 24th September, 2014DPID No. _____ CLIENT ID No. _____ FOLIO No. _____
(Electronic Mode) (Electronic Mode) (Physical Mode)

(Please mention both DPID & Client ID Nos.)

I, certify that I am a registered member/proxy of the registered member of the Company.

I/We hereby record my/our presence at the 25th Annual General Meeting of the Company at MPCU Shah Auditorium, Shree Delhi Gujrati Samaj Marg, Civil Lines, Delhi-110054 on Wednesday, 24th September 2014 at 02.00 p.m......
Member/Proxy's Name in Block Letters.....
Member/Proxy's Signature

NOTE:

1. Please complete the Folio / DP ID / Client ID No, and name, signed the Attendance slip and hand it over for verification at the Hall.
2. Members are requested to bring this slip along with them as Duplicate slips will not be issued at the Venue of the Meeting.

Note: Please fill in this attendance slip and hand over at the entrance of the Meeting Hall.

<p align="center">FOR THE KIND ATTENTION OF SHAREHOLDERS No Gift shall be distributed by the Company at the AGM</p>
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NETWORK LIMITED

W-39, Okhla Industrial Area, Phase II, New Delhi – 110020

Ph. 011-26389611, E-mail: network.limited@gmail.com

Website: www.networklimited.net, CIN No L32209DL1989PLC034797

PROXY FORM

Name of the member(s): _____
Registered address: _____
E-mail ID: _____
Folio/DP ID-Client ID No.: _____

I/We being the member(s) of _____ shares of the above named Company hereby appoint:

- (1) Name: _____ address: _____
E-mail ID _____ Signature: _____ or failing him;
- (2) Name: _____ address: _____
E-mail ID _____ Signature: _____ or failing him;
- (3) Name: _____ address: _____
E-mail ID _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Wednesday 24th September 2014 at MPCU Shah Auditorium, Shree Gujrati Samaj Marg, Civil Lines, Delhi-110054 and at any adjournment thereof in respect of such resolutions as are indicated below:

- To pass ordinary resolution for Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2014.
- To pass ordinary resolution for Re-appointment of Mr Pankaj Shrimali (DIN: 00013142) as a Director of the Company.
- To pass ordinary resolution for Re-appointment of Mr Aman Sawhney (DIN: 00323283) as a Director of the Company.
- To pass ordinary resolution for Re - appointment of M/s. S. Kapoor & Associates & Co., Chartered Accountants as Auditors
- To pass ordinary resolution for Appointment of Mr. Umong Sethi (DIN: 05330983) as an Independent Director.
- To pass ordinary resolution for Appointment of Mrs. Neena Sethi (DIN: 06936951) as an Independent Director.
- To pass ordinary resolution for Re-appointment of Mr. Gauri Shanker Goyal (DIN: 00601765) as an Independent Director.
- To pass ordinary resolution for Re-appointment of Mr. Vijay Kalra (DIN: 01062644) as an Independent Director.
- To pass special resolution under Section 180(1)(c) of the Companies Act, 2013 for approving borrowing limit.
- To pass special resolution under Section 180 (1)(a) of the Companies Act, 2013 for creation of security.
- To pass special resolution under Section 42 of the Companies Act, 2013, for private placement of securities.
- To pass special resolution under Section 186 of the Companies Act, 2013, for investment in excess of specified limits, in the stock market.
- To pass special resolution under Section 186 of the Companies Act, 2013 for investment in excess of specified limits, in securities of other body corporates

Signed this _____ day of _____ 2014

Signature of Shareholder _____

Signature of Proxy Holder (s) _____

Affix One Rupee Revenue Stamp
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Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 25th Annual General Meeting.