

NOTICE TO THE 30TH ANNUAL GENERAL MEETING



NOTICE is hereby given that the 30th Annual General Meeting of the Members of Network Limited will be held on Tuesday 24th of September, 2019 at 10.30 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, 2019, including the audited Balance Sheet as at March 31, 2019, 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.

SPECIAL BUSINESS:

4. 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 : 10/08/2019**

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. A brief resume of each of the Directors proposed to be appointed/ re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership/ chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Secretarial Standard - 2 on General Meetings, is appended.
4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out details relating to the businesses mentioned under item no. 4 of this notice, is annexed hereto.
5. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 25, 2017.
6. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e., from 17th September, 2019 to 24th September, 2019, both days inclusive.
7. Members, Proxies and Authorized Representatives are requested to bring to the Meeting, the attendance slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. for easy identification of attendance at the meeting.
8. Pursuant to Sections 101 and 136 of the Act, read with Rules framed thereunder and pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) regarding Green Initiative, the Annual Report along with the Notice of the AGM, inter alia, indicating the process and manner of remote e voting along with Attendance Slip and Proxy Form, would be sent by electronic mode to those Members whose e-mail addresses are registered with the Company / RTA / Depository Participant and who have not opted to receive the same in physical form. The Annual Report 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.

For Members who have not registered their email addresses and / or have opted to receive the documents in physical form, physical copies of the Notice of the AGM would be sent by the permitted mode.

Members are requested to support Green Initiative by registering / updating their email addresses, with their Depository Participant (in case of Shares held in dematerialized form) or with Alankit Assignments Limited, our Registrar and Share Transfer Agents (in case of Shares held in physical form).

9. Members holding shares in physical form are requested to notify / send any change or update in their mailing address, particulars of their PAN, Bank Account and Email id's in case the same have not been registered with the company. Further, please note that members holding equity shares in electronic form are requested to contact to their respective Depository Participants with whom they are maintaining their Demat account for update in address, email id's and bank details etc.

Vide SEBI Notification No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018 and further amendment through Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, any request for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form. Therefore, shareholders are requested to take action to dematerialize the equity shares of the company, promptly.

10. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filled with the respective Depository Participant.
 11. The route map showing directions to reach the venue of the 30th Annual General Meeting is annexed.
Voting through electronic means
 12. 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 30th 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).
 13. 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.
 14. The remote e-voting period commences on Saturday, 21st September 2019 (9:00 A.M. IST) and ends on Monday, 23rd September 2019 (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. 17th September, 2019, 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.
 15. 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. 17th September, 2019. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 17th September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rta@alankit.com.
 16. The process and manner for remote e-Voting are as under:
Step 1: How to Log-in to NSDL e-Voting website?
 - a. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
 - b. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
 - c. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
 - d. Your User ID details will be as per details given below:
 - i) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - ii) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - iii) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
 - e. Your password details are given below:
 - i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - iii) How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address at the bottom of the Attendance Slip being sent along with the Annual Report.
 - f. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - i) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - ii) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - iv) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 - g. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - h. Now, you will have to click on "Login" button.
 - i. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically on NSDL e-Voting system.**
- a. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click one-Voting. Then, click on Active Voting Cycles.
 - b. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 - c. Select "EVEN" of the Company.
 - d. Now you are ready for e-Voting as the Voting page opens.
 - e. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also

- f. “Confirm” when prompted.
- g. Upon confirmation, the message “Vote cast successfully” will be displayed.
- h. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- i. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail svikash630@gmail.com to with a copy marked to evoting@nsdl.co.in.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- Mr. Vikash Kumar Singh, Practising Company Secretary (Membership No. A-42789) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and poll process in a fair and transparent manner.
 - A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - 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

- The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 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.
- 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.
- 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
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

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

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

**Place: New Delhi
Date : 10/08/2019**

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: 81 years	16 th March, 1946 Age: 73 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 6. Investech Research India Limited 7. AAA Shenyang Container Seal Pvt. Ltd.	1. Paliwal Overseas Pvt. Ltd. 2. Paliwal Industries Pvt. Ltd. 3. Paliwal Fibres Pvt. Ltd. 4. Paliwal Infrastructure Pvt. Ltd. 5. Oberai Motors Limited 6. Dee Dee Cars Private Limited
Chairman/ Member of the Committees of the Board of the Companies on which he is a Director	Nil	Nil
Disclosure of relationship between Director inter-se	Mr. Ashok Sawhney, is father of Mr. Aman Sawhney (Director and Manager of the Company)	Not related to any Director
Shareholding in the Company	2040000	Nil

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

ITEM No. 4

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.

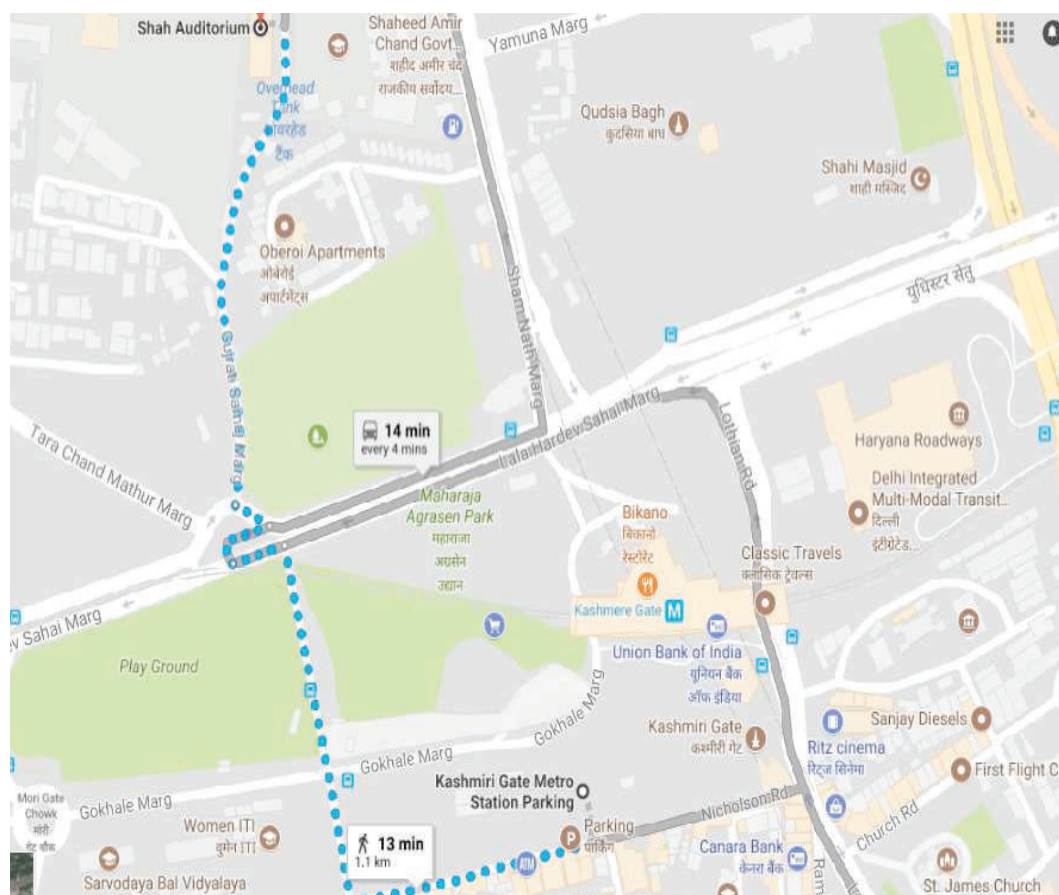
Except the Directors and Key Managerial Personnel or their relatives who may be concerned or interested, financial or otherwise, by way of directorship/shareholding or in any other manner in one or more companies/ bodies corporate/ individuals as described in the said resolution, no other Director or Key managerial personnel or their relatives is concerned or interested in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 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: 10/08/2019**

ROUTE MAP



BOOK POST

If Undelivered, Please return to:
NETWORK LIMITED
W-39, Okhla Industrial Area, Phase II,
New Delhi 110020

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ANNUAL REPORT 30th 2018-19

NETWORK LIMITED

Board of Directors	:	Ashok Sawhney Aman Sawhney Avinash Chander Sharma Pankaj Shrimali Vijay Kalra G.S. Goyal Umong Sethi Neena Sethi
Manager	:	Aman Sawhney
CFO	:	Ashok Kumar
Company Secretary	:	Vikas Jain
Auditors	:	B.K. Sood & Co Chartered Accountants
Bankers	:	State Bank of India ICICI Bank HDFC Bank Vijaya Bank
Registered Office	:	W- 39, Okhla Industrial Area Phase- II, New Delhi-110020 Tele : 011- 41067060
Registrar and Share Transfer Agent	:	Alankit Assignments Ltd. Alankit House, 1E/13 Jhandewalan Extension, New Delhi- 110055 Tel. : 011-42541234 Fax: 011- 42540064

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**TO THE MEMBERS OF
NETWORK LIMITED**

Your Directors have pleasure in presenting their 30th Annual Report of the Company together with the Audited Accounts of the Company for the Financial Year ended 31st March, 2019.

FINANCIAL HIGHLIGHTS

The Financial Highlights of the Company for the financial year ended on 31st March 2019, as compared to the previous year are summarized below: -

(Rs in Lacs)

Particulars	31 st March 19	31 st March 18
Revenue from operations	503.14	512.70
Other Income	0.99	0.98
Total Expenditure	545.89	582.12
Profit / (Loss) before Tax & Exceptional Items	(41.76)	(68.44)
Exceptional Items	-	-
Profit / (Loss) after Tax & Exceptional Items	(41.76)	(68.44)
Other Comprehensive Income	-	(538.56)
Total Comprehensive Income for the period	(41.76)	(607.00)

During the financial year under review, the company has incurred a loss of Rs. 41.76 lac against the loss of Rs. 68.44 lac in previous year. The management of your company expects further improvement in the current year with the growing economic scenario and market conditions.

During the year under review, there was no change in the nature of business of the Company. The Company thrust is on trading and investment in commodities, forex and derivative products. This will be supplemented through more research and qualitative techniques for decision making.

'ECONOMIC SCENARIO

In the financial year 2018-19, Indian economy witnessed some degree of slowdown, especially in the second half of the fiscal year. The full financial economy growth was 7% as per government estimates. The year 2018-19 was marked by a lot of disruption and dislocations in the financial markets. Economic parameters were mixed for the year with full year Index of Industrial Production at three year low of 3.6% (vs. 4.8% last year). Inflation (Consumer Price Index) has hovered between 2% to 3% for most part of the year with pushes and pulls from food and fuel and services in different directions. While the macro remains relatively stable for FY 2018-19, the micros showed distinct sign of slowing albeit with some divergences. So while indicators like auto sales and consumer durable growth slowed down sharply, cement sales and steel production grew smartly. For the past five years, the growth has averaged 7.2% which is largely the average growth since the start of the new millennium. However, within the overall Gross Domestic

Product (GDP), it's the manufacturing growth which has been the most encouraging with full year growth expected to be around 7.3%. Agriculture remains a concern area with full year growth expected to languish around 2.7% only. Investment growth showed sign of pick up indicating pick up in the capex cycle. As far as investments flows are concerned, Foreign Institutional Investors turned net buyers for the year for equity (+\$ 1 billion) largely on account of primary market investments and Foreign Portfolio Investor inflows in the last quarter of the fiscal year and where the sellers in the debt markets (- \$ 7 billion). The Domestic Institutional Investors however pumped up in a sizeable commitment, upwards of Rs. 70,000 crore.

Amongst various large equity markets, India was the best performing equity market (Nifty up 15%), followed by Brazil (up 12%) and US (up 7%), whereas South Korea (down 13%), Germany (down 5%) and Italy (down 5%) were amongst the worst performers. As far as Indian equity markets were concerned large cap indices fared much better than their mid- cap and small- cap counterparts (Nifty FY returns of 14.9% vs Nifty Mid-cap FY 2018-19 returns of -2.7%). Indian bond yield however had a mixed year, rising to nearly 8.2% in the first half of the fiscal year and then cooling off to 7.5% in the second half. The Indian equity market is expanding in terms of listed companies and market cap, widening the playing field for brokerage firms. Sophisticated products segment is growing rapidly, reflected in the sleep rise in growth of derivative trading. With the increasing retail penetration there is immense potential to tap the untapped market. Growing financial awareness is expected to increase the fraction of population participating in equity market.

Your Company is seeking great opportunities in its business segment considering the expected economic development & growths initiatives taken by the government.

INDUSTRY STRUCTURE AND DEVELOPMENT

In recent years, due to higher inflation, India's economy tilted more towards consumption. As inflation expectations moderate and real interest rates turn positive, that balance will shift in favor of saving leading to a higher savings ratio for the country. Capital market activity in FY 2018-19 remained subdued owing to sharp sell-off in broader markets, liquidity issues, disrupted financial markets, election uncertainty, surge in oil prices etc. Fund raising activity took a backseat as financial markets were under pressure. One of the biggest challenges for the broking industry has long been fall in share of high yielding cash segment volumes as against low yielding derivative. Finalization of savings, which has picked up pace since Demonetization, is still lower as compared to developed nations. With SIP book now at record high and incremental investments expected into equities by pension funds, insurance companies and other long term institutional investors, money flow into equity is likely to remain robust in the future. The future outlook for the Capital Markets is dependent upon key factors like global (and domestic)

economic growth pick up, buoyancy in the primary markets, lack of alternate investment opportunities and technology up-gradation. A broad based macroeconomic recovery will lead to improved corporate profits thus supporting higher stock prices and positive equity market sentiments. FIIs have begun their buying spree since past few weeks which we expect to stay for a while considering improving India's macro. This shall keep the capital market conditions buoyant for the forthcoming quarters.

FUTURE PROSPECTS

The future prospectus for the Indian equity markets look extremely promising in the current backdrop of events in the Global financial markets. The euphoria in other emerging markets is likely to settle down soon as earnings have failed to catch up with the spectacular rise in the stock prices.

GDP growth of India is set to be around 6-7% for FY 2019 and is expected to improve higher with the stable and formidable government formation. The inflation rate is under control now at less than 4% and RBI is now targeting growth oriented monetary policies with infusion of strong liquidity.

It is further said private consumption, which has remained resilient, is also expected to get a fillip from public spending in rural areas and an increase in disposable incomes of households due to tax benefits. Business expectations continue to be optimistic.

With the European markets not performing as per expectations, Indian equity markets are looking attractively valued. The management is confident of a strong year ahead for the Indian equity markets. This will augur well for the performance of your company, which largely depends on the direction of the stock market.

OUTLOOK, RISKS AND CONCERNS

Your Company has been making use of available opportunities in the capital and the commodities markets for its operations, keeping in view its business objectives.

The Indian economy is growing strongly and remains a bright spot in the global landscape. India's overall outlook remains positive, although growth was slow temporarily as a result of disruptions to consumption and business activity from the recent withdrawal of high-denomination banknotes from circulation. The country's economy has recovered from effect of demonetization and GST. The nation's expansion will pick up as economic reforms accelerate. The government has made significant progress on important economic reforms, which will support strong and sustainable growth going forward. Therefore, the company is optimistic about the recovery of Indian economy and the capital market. India is relatively less impacted from global protectionist measures as domestic consumption is around 63% of GDP.

The capital market industry is mainly dependent on economic growth of country and capital market is also further affected by number of issues arising out of

International policies of foreign government as well any change in international business environment. The industrial growth is very sensitive which is dependent on many factors which may be social, financial, economical or political and also natural climatic conditions in the country. However, with the positive attitude of country which can mitigate the avoidable risks. Geopolitical tensions, raising crude oil prices, rising US bond yields, scams in the banking sector are some of the affecting factors that the country witnessed during the year under review. The country faced the said concerns with positive measures by way of making amendments or introducing new laws that can assist to grow the economy. Foreign investors are very positive for India and trust its policies which are very much investor friendly. It is expected that the said efforts shall continue during the coming years irrespective of the Government which is in power.

The nature of Company's business is susceptible to various kinds of risks. The Company encounters risks like Market Risk, Credit Risk, Technology Risk, Reputation Risk, Regulatory & Compliance Risk, and Operational Risks on daily business operations. For overcoming such risks Company adopts risk management techniques and safeguards, to ensure that major risks are properly assessed, analyzed and appropriate mitigation tools are applied. These techniques remain dynamic and align with the continuing requirements and demands of the market.

DIVIDEND

Your directors do not recommend any dividend for the Financial Year ended 31st March, 2019.

SHARE CAPITAL

During the year under review, there was no change in the Company's issued, subscribed and paid-up share capital. On March 31, 2019, it stood at Rs. 9,82,96,996 divided into 4,91,48,498 Equity Shares of Rs. 2 each.

DEPOSITS

The Company has not accepted any deposits from the public in terms of Section 73 of the Companies Act, 2013 during the year under review.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT 2013

The Company has not granted any loans, secured or unsecured, guarantee to companies, firm or other parties covered under section 186. Particulars of Investments has been disclosed in financial statement of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Ashok Sawhney, Director and Mr. Avinash Chander Sharma, Director retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment. The Board recommends their reappointments at the ensuing Annual General Meeting of the Company.

Brief resumes of the Directors who are proposed to be reappointed at the forthcoming Annual General meeting, as required as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the notice convening the Annual General Meeting of the Company.

The company has received necessary declaration from each independent director under section 149(7) of the Companies Act, 2013 that he/she meets the criteria of independence laid down in section 149(6) of the Companies Act, 2013 and regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met 4 (Four) times in the FY 2018-19. The details pertaining to the Board Meetings and attendance are provided in the Corporate Governance Report. The intervening gap between two Board Meetings was within the period prescribed under Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED U/S 134 (5) OF THE COMPANY ACT, 2013

Pursuant to the requirements under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- a. that in the preparation of the Annual Accounts, the applicable accounting standards have been followed;
- b. that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of Profit and Loss Account of the Company for that period;
- c. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the Directors have prepared the Annual Accounts for the Financial Year ended March 31, 2019 on a going concern basis;
- e. that the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f. that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

BOARD EVALUATION

In terms of the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board

has carried out the evaluation of its own performance, the Directors individually including the Chairman of the Board and that of its Committees. The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and Non-Independent Directors were carried out by Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees.

The process of evaluation is explained in the Corporate Governance Report.

COMMITTEES OF BOARD

Currently, the Board has three committees: the audit committee, stakeholders' grievance committee and nomination and remuneration committee. The details of the committee's along with the meetings held during the year are covered in corporate governance report.

AUDITORS & AUDITORS OBSERVATIONS

Statutory Auditors

M/s. B.K Sood & Co., Chartered Accountants (Firm Registration No. 000948N), the Statutory Auditors of the Company were appointed by the members at the 28th Annual General Meeting of the Company for a term of initial term of 5 years i.e. from the conclusion of 28th Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company pursuant to section 139 of the Companies Act, 2013. They have confirmed that they are not disqualified from continuing as Auditors of the Company.

The Report given by M/s. B.K Sood & Co., Chartered Accountants (Firm Registration No. 000948N), Statutory Auditors on the financial statement of the Company for the year 2018-19 is part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

Secretarial Auditor

Mr. Vikash Kumar Singh of V K Singh & Co., Practicing Company Secretary was appointed to conduct the secretarial audit of the Company for the financial year 2018-19, as required under Section 204 of the Companies Act, 2013 and Rules made thereunder. The Secretarial Audit report for FY. 2018-19 in form MR-3 part of the Annual Report as **Annexure A** of the Board' Report. The report does not contain any qualification.

EXTRACTS OF ANNUAL RETURN

The Extracts of Annual Return is prepared in Form MGT-9 as per the provisions of the Companies Act, 2013 and Rule 12 of Companies (Management and Administration) Rules, 2014 and the same is enclosed as **Annexure - B** to this Report.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The board has adopted the policies and procedures for ensuring the orderly and efficient conduct of the business,

including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

SUBSIDIARY COMPANY

The Company does not have any subsidiary Company.

PARTICULARS OF EMPLOYEES

During the year under review, none of employees are covered under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Your Company is not involved in any manufacturing or processing activities and did not carry out any activity relating to Research & Development, Technology Absorption during the year under review. Hence particulars in this regard in accordance with provisions of the Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are not required.

There are no foreign exchange earnings or outgo during the current financial period.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

During the year, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

RELATED PARTY TRANSACTIONS

During the year ended March 31, 2019, there were no materially significant related party transactions, which had potential conflict with the interests of the Company at large. The transactions with related parties has been disclosed in the financial statements of the Company.

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company have adopted a policy to determine Related Party Transactions.

VIGIL MACHANISM / WHISTLE BLOWER POLICY

The Board of Directors has adopted Whistle Blower Policy. The Whistle Blower Policy aims for conducting the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. All permanent employees of the Company are covered under the Whistle Blower Policy. A mechanism has been established for employees to report concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct and Ethics. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism and allows direct access to the Chairperson of the audit committee in exceptional cases.

CODE OF CONDUCT

The Company has a well defined policy, which lays down procedures to be followed by the employees for ethical professional conduct. The code of conduct has been laid down for all the Board Members and Senior Management of the Company. The Board members and Senior Management personnel have affirmed compliance with the Company's code of conduct for the year 2018-19. This code has been displayed on the Company's website.

HUMAN RESOURCE AND INDUSTRY RELATIONS

The Company recognizes the importance and contribution of its human resources for its growth and development and is committed to the development of its people.

The Company has cordial relations with employees and staff. There are no industry relation problems during the year and company does not anticipate any material problems on this count in the current year.

CORPORATE GOVERNANCE

Corporate Governance is an ethically driven business process that is committed to value aimed at enhancing an organization's brand and reputation. This is ensured by ethical business decisions and conduction business with a firm commitment to value, while meeting stakeholders' expectations. At Network, it is imperative that our company affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of our stakeholders.

In terms of the listing agreement with Stock Exchange, we comply with the corporate governance provisions. As a listed company, necessary measures have been taken to comply with the listing agreements with the stock exchange. Several aspects of the Act, such as vigil mechanism and code of conduct, have been incorporated into our policies.

The annexed report on Corporate Governance along with a certificate of compliance from the practicing Company Secretary forms part of this report.

ACKNOWLEDGEMENT

Your Directors acknowledge the support of the shareholders and also wish to place on record their appreciation of employees for their commendable efforts, teamwork and professionalism. The Directors also express their grateful thanks to the Banks, Government Authorities, Customers, Suppliers, Employees and other Business Associates for their continued cooperation and patronage.

For and on behalf of the Board of Directors

**Sd/-
ASHOK SAWHNEY
DIRECTOR**

**Sd/-
AMAN SAWHNEY
DIRECTOR & MANAGER**

**Date: 10.08.2019
Place: New Delhi**