

## NOTICE TO THE 31<sup>ST</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31<sup>ST</sup> Annual General Meeting of the Members of Network Limited will be held on Monday 30<sup>th</sup> day of November, 2020 at 11.00 A.M. held through Video Conferencing ("VC") / Other AudioVisual Means ("OAVM"), 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, 2020, including the audited Balance Sheet as at March 31, 2020, the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

### SPECIAL BUSINESS:

2. To appoint Mr. Anuj Sawhney (DIN - 00471724) as Executive Non-Independent Director of the Company and in this regard to consider and, if thought fit, to pass the following resolution as **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to provisions of Sections 161, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof and applicable Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, ("LODR"), and based on the recommendation of the Nomination and Remuneration Committee, Mr. Anuj Sawhney (DIN: 00471724), who was appointed as additional director w.e.f.23.09.2020 and whose term of appointment expires at the ensuing Annual General Meeting of the Company and in respect of whom the a notice has been received from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as an Executive Non-Independent Director of the Company, whose office is liable to retire by rotation under provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby severally authorized to take all such steps and to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution".

3. To appoint Mr. Anuj Sawhney (DIN - 00471724) as Manager of the Company and in this regard to consider and, if thought fit, to pass the following resolution as **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and the Rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and read with Schedule V of the Act, as amended from time to time, approval of the Members be and is hereby accorded to the appointment of Mr. Anuj Sawhney as "Manager" of the Company in terms of Section 2(53) of the Companies Act, 2013 for a period of Five (5) years with effect from September 23, 2020, on the terms and conditions as set out in the Explanatory Statement annexed to the

Notice, with liberty to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit."

**RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby severally authorized to take all such steps and to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution".

4. To appoint Mrs. Ashita Sawhney (DIN: 01862232) as Non-Executive Non-Independent Director of the Company and in this regard to consider and, if thought fit, to pass the following resolution as **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to provisions of Sections 161, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof and applicable Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, ("LODR"), and based on the recommendation of the Nomination and Remuneration Committee, Mrs. Ashita Sawhney (DIN: 01862232), who was appointed as additional director w.e.f. 23.09.2020 and whose term of appointment expires at the ensuing Annual General Meeting of the Company and in respect of whom the a notice has been received from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, whose office is liable to retire by rotation under provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby severally authorized to take all such steps and to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution".

5. To consider and approve Alteration in the Object Clause of the Company and consequent change in Object Clause of the Memorandum of Association of the Company and in this regard to consider and, if thought fit, to pass the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of sections 4, 13, 15 and other applicable provisions, if any of the Companies Act, 2013 ("The Act") read with the Companies (Management & Administrations) Rules, 2014, (including any statutory modification(s) or re-enactment thereof from time to time, and subject to necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the consent of the members be and is hereby accorded to append following sub clause (4) and (5) after sub clause (3) of Clause III (A) of the Memorandum of Association of Company. The following new clause III (A) (4) and (5) be and is hereby added to the existing main object clause III (A) and the main object clause be renumbered accordingly.

- (4) To carry on the business in India or abroad of importers, exporters, merchants, collaborator, franchise, licensing, sub licensing, general order supplier, govt. supplier, commission agents, representatives, distributor, royalty owner, contractor, govt. auctioneers, indent agent, passage agent, organizer concessioners, sale agent and sub agent, online and/or offline through any other mode, in respect of the business of life style products of all kinds including but not limited to travel gear, bags, watches of all kinds, key chains, mugs, jewelries, pearls, decorative products, batteries, golf accessories, musical instruments, electric and electronic products, gift items, antiques, handicrafts, handloom, toys, decorative toys, liquid gold, precious and semi precious stones, ornaments, of all kinds & all other allied items.
- (5) To develop, provide, undertake, design, manufacture, import, export, distribute and otherwise deal in Radio Frequency Identification (RFID) logistics or container seals and other Products and to develop, provide, undertake, design, manufacture, import, export, distribute and otherwise deal in Radio Frequency Identification (RFID) and Geographic Information system (GIS) products & solutions in all areas of application including those in Emerging niche segments like Internet and Intranet software enterprise, resource planning, e-commerce, value added products and other business application either for its own use for sale in India or for export outside India including designing and developing such systems and application software on customization for or on behalf of manufacturers, owners and users of computer, telecom, digital, electronic equipment in India or abroad.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby severally authorized to take all such steps and to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution”.

6. To change in name of the Company and consequent change in Name Clause of the Memorandum & Articles of Association of the Company and in this regard to consider and, if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 4, 5, 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of the Central Government and / or any other authority as may be necessary, consent of the members be and is hereby accorded for change of name of the Company from “Network Limited” to “Swiss Military Consumer Goods Limited”.

**RESOLVED FURTHER THAT** upon issuance of the fresh certificate of incorporation by the Registrar of Companies

consequent upon change of name, the old name “Network Limited” as appearing in Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places be substituted with the new name “Swiss Military Consumer Goods Limited”.

**RESOLVED FURTHER THAT** the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The Name of the Company is Swiss Military Consumer Goods Limited

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby severally authorized to take all such steps and to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution”.

7. To reclassify persons forming part of the promoter group from ‘promoter & promoter group category’ to ‘public category’ and in this regard to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution** “**RESOLVED THAT** pursuant to regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and any other applicable provisions, if any, and subject to the requisite approval from the Stock Exchange(s) and other statutory and regulatory authorities, as may be necessary, the approval of the members of the Company be and is hereby accorded to reclassify the following persons/entities (hereinafter referred to as “Promoters and Promoter Group Seeking Re- Classification”), from “Promoters and Promoters Group” category to “Public” category:

1. Gian Vijeshwar
2. Kusum Vijeshwar
3. Monny Vijeshwar
4. Robbin Vijeshwar
5. Hitesh Suneja
6. Vinod Suneja
7. Naveen Suneja
8. Appu Ghar Entertainment Pvt. Ltd.

**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to take all such steps and to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution”.

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

**Sd/-  
Umong Sethi  
Director**

**Place: New Delhi  
Date: 26/10/2020**

#### Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020, read with General Circular No. 14/2020 dated 8th April, 2020, and General Circular No. 17/2020 dated 13th April, 2020, and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In compliance with the provisions of the aforesaid MCA & SEBI Circulars, the AGM of the Company is being held through VC/OAVM.
2. As per the guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings, vide abovementioned Circulars this Notice is being sent only by e-mail to all the members, whose e-mail IDs are registered with the Company or with the National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') ('Depositories') and whose name appear in the register of Members/ List of beneficial owners as received from the Depositories as on 26<sup>th</sup> day of October, 2020 ('Cut-off Date') for sending annual report. It is however, clarified that all members of the Company as on the Cut-off date (including those members who may not have received this Notice due to non-registration of their e-mail ids with the company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified. Shareholders whose email IDs are not registered, are requested to contact the Alankit Assignments Limited ('RTA') at [rta@alankit.com](mailto:rta@alankit.com) and send a request letter signed by the shareholder along with self-attested copies of PAN Card and address proof to register their email ids. In view of extraordinary circumstances due to pandemic caused by Covid-19, and line with the MCA Circulars, physical copies of the AGM Notice are not being dispatched. Shareholders may note that this notice is also available on the website of the Company ([www.networklimited.net](http://www.networklimited.net)) and National Securities Depository Limited (NSDL), [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
3. The relevant details as required pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Director under Item Nos. 2, 3 & 4 of the Notice are also annexed.
4. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and the proxy need not be a member of the Company. Since the AGM is being held through VC/ OAVM, physical presence of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this notice.
5. Members attending the meeting through VC/OAVM shall be counted for the purpose of quorum under Section 103 of the Act.
6. Corporate Members including Institutional/ Corporate Shareholders (i.e. other than individuals/HUF, NRI etc.) are requested to send a certified true copy of the Board Resolution authorizing their authorized representative to attend the AGM through VC/ OAVM and vote on their behalf through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to [s.vikash@gmail.com](mailto:s.vikash@gmail.com) with a copy marked to [network.limited@gmail.com](mailto:network.limited@gmail.com).
7. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 27<sup>th</sup> November, 2020 by 05:00 P.M. through email on [network.limited@gmail.com](mailto:network.limited@gmail.com). The same will be replied by the Company suitably.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Alankit Assignments Ltd in case the shares are held by them in physical form.
9. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting, subject to the restrictions placed by the Government due to the lockdown.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Further, in order to facilitate payment of dividends, SEBI vide its circular dated April 20, 2018 has mandated the Company/ RTA to obtain copy of PAN Card and Bank Account details from all the members holding shares in physical form. Accordingly, members holding shares in physical form shall submit their PAN and bank details to the Registrar and Transfer Agent of the Company i.e. Alankit Assignments Limited at 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi 110055.
11. The Securities and Exchange Board of India (SEBI) vide Notification dated June 08, 2018 has mandated that with effect from December 05, 2018, only Dematerialized securities will be allowed to be transferred except for transmission or transposition of securities. The shareholders holding shares in physical form are requested to immediately accordingly get their shares dematerialized in order to avoid the inconvenience at the time of transferring their shares.
12. Pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rules, 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 either with Depository Participant or with the Company. In view of the same, the Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for

receiving all communications including Notices of all General Meetings, Directors' Report, Auditors' Report, Audited Financial Statements and other documents through electronic mode, pursuant to the provisions of the Companies Act, 2013 read with the rules framed thereunder.

13. Since the AGM will be held through VC/ OAVM, the Route map is not annexed to the Notice.

#### **Voting through electronic means:**

1. Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company has provided a facility to its members to cast their votes on resolutions as set forth in the Notice convening the 31<sup>st</sup> Annual General Meeting to be held on Monday, November 30, 2020 at 11:00 A.M. (IST), electronically through the e-voting service provided by NSDL. Resolution(s) passed by the Members through e-voting is/ are deemed to have been passed as if they have been passed at the Annual General Meeting. The e-voting facility will commence from 09:00 A.M. (IST) on Friday, November 27, 2020 and end at 05:00 P.M. (IST) on Sunday, November 29, 2020. The e-voting module shall be disabled by NSDL for voting thereafter. During this period the members holding shares either in physical form or in dematerialized form, as on the cut-off date for e-voting i.e. Monday, November 23, 2020 may cast their votes electronically.
2. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
3. Mr. Vikash Kumar Singh, Company Secretary (Membership No.FCS-42789) of M/s VK Singh & Co., Company Secretaries has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner by the Board in its meeting held on October 26, 2020.
4. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
5. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
6. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

7. Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes.
8. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of 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 authorised by him in writing, who shall countersign the same.
9. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.networklimited.net](http://www.networklimited.net). The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

#### **The instructions for members for remote e-voting are as under:-**

**The remote e-voting period begins at 09:00 A.M. (IST) on Friday, November 27, 2020 and end at 05:00 P.M. (IST) on Sunday, November 29, 2020. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

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

- a. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- b. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- c. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- d. Your User ID details will be as per details given below:
  - i) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
  - ii) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
  - iii) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).
- e. Your password details are given below:
  - i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.



- ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- iii) How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, your 'initial password' is communicated to you on your postal address at the bottom of the Attendance Slip being sent along with the Annual Report.
- f. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - i) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - ii) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - iii) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - 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.
- f. Upon confirmation, the message "Vote cast successfully" will be displayed.
- g. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [svikash630@gmail.com](mailto:svikash630@gmail.com) to with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to the Registrar & Share Transfer Agent at [rta@alankit.com](mailto:rta@alankit.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to the concerned Depository Participant with whom they are having demat account (NSDL/CDSL).

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

- a. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- b. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- c. Select "EVEN" of the Company.
- d. Now you are ready for e-Voting as the Voting page opens.
- e. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

#### Instructions for attending the AGM through VC/ OAVM:

1. Members will be able to attend the AGM through VC/ OAVM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.
2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis. The facility of participation at the EGM/ AGM through VC/ OAVM will be made available for 500 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors,

Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

3. Members who need assistance may contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)/ 022-24994360/ +91 9920264780 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at [sagar.ghosalkar@nsdl.co.in](mailto:sagar.ghosalkar@nsdl.co.in)/ 022-24994553/ +91 9326781467.
4. Any Member desirous to ask questions/provide their valuable views during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at [network.limited@gmail.com](mailto:network.limited@gmail.com) from November 27, 2020 (9:00 a.m. IST) to November 29, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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

**Sd/-  
Umong Sethi  
Director**

**Place: New Delhi  
Date: 26/10/2020**

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

##### **ITEM No. 2&3**

The Board of Directors of the Company in their meeting held on September 23, 2020 appointed Mr. Anuj Sawhney, as Additional Director and Manager of the company. His term shall expire at the ensuing Annual General Meeting.

Mr. Anuj Sawhney is Graduate in B.com (Hons.) from Shri Ram college of commerce, Delhi and has completed his MBA from Owen Graduate School of Commerce, Vanderbilt University, USA. He has experience of around 20 years in operational management, lifestyle branding and related business. He has been associated with Swiss Military Lifestyle since beginning.

As per the provisions of Schedule V of the Companies Act, 2013, the said appointment requires approval from the members. The Company has received their consents in writing, to act as Director, in the prescribed form. They have also submitted a declaration that they are not disqualified to as Director under Section 164(2) of the Companies Act, 2013

The Board recommends the appointment of Mr. Anuj Sawhney as Executive Non-Independent Director and also as Manager for a period of five years without any remuneration initially, till such time the Board is of the opinion to determine the remuneration as per the provisions of the Companies Act, 2013 and other applicable regulatory provisions. Mr. Anuj Sawhney will be entitled to reimbursement of all out of pocket expenses, including travelling and conveyance expenses, incurred by him

while performing his duties and such reimbursement will not form part of his remuneration.

Save and except Mr. Anuj Sawhney 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 concerned or interested, financially or otherwise, in the ordinary resolutions set out at Item No. 2 &3 of the Notice.

##### **ITEM No. 4**

The Board of Directors of the Company in their meeting held on September 23, 2020 appointed Mrs. Ashita Sawhney, as Additional Director of the company. Her term shall expire at the ensuing Annual General Meeting.

Mrs. Ashita Sawhney is Graduate in B.A. (Hons.) from Jesus & Mary college, Delhi. She has experience of around 10 years in Business development, lifestyle branding and related business.

As per the provisions of Companies Act, 2013, the said appointment requires approval from the members. The Company has received their consents in writing, to act as Director, in the prescribed form. They have also submitted a declaration that they are not disqualified to as Director under Section 164(2) of the Companies Act, 2013. The Board recommends the appointment of Mrs. Ashita Sawhney as Non Executive Non-Independent Director of the Company.

Save and except Mrs. Ashita Sawhney 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 concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 4 of the Notice.

##### **ITEM No. 5**

The company proposes to expand the business activities of the Company in addition to the existing business activities and accordingly proposes to add the following main objects along with the present main objects the Company

- a) To carry on the business in India or abroad of importers, exporters, merchants, collaborator, franchise, licensing, sub licensing, general order supplier, govt. supplier, commission agents, representatives, distributor, royalty owner, contractor, govt. auctioneers, indent agent, passage agent, organizer concessioners, sale agent and sub agent, online and/or offline through any other mode, in respect of the business of life style products of all kinds including but not limited to travel gear, bags, watches of all kinds, key chains, mugs, jewelries, pearls, decorative products, batteries, golf accessories, musical instruments, electric and electronic products, gift items, antiques, handicrafts, handloom, toys, decorative toys, liquid gold, precious and semi precious stones, ornaments, of all kinds & all other allied items.
- b) To develop, provide, undertake, design, manufacture, import, export, distribute and otherwise deal in Radio Frequency Identification (RFID) logistics or container seals and other Products and to develop, provide, undertake, design, manufacture, import, export, distribute and otherwise deal in Radio Frequency Identification (RFID)

and Geographic Information system (GIS) products & solutions in all areas of application including those in Emerging niche segments like Internet and Intranet software enterprise, resource planning, e-commerce, value added products and other business application either for its own use for sale in India or for export outside India including designing and developing such systems and application software on customization for or on behalf of manufacturers, owners and users of computer, telecom, digital, electronic equipment in India or abroad.

To enable the company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause III (A) of the Memorandum of Association of the company, by the insertion of sub-clause 4 and 5 after the existing sub-clause 3 as stated in the resolution in the annexed notice. The above amendment would be subject to the approval of the statutory or Regulatory authority, as may be necessary.

The Board, therefore, recommends resolutions set out under business item no. 5 for approval of the shareholders by way of Special Resolution.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the passing of the resolution set out under business item no. 5, except to the extent of their shareholding, if any.

#### ITEM No. 6

Consequent to proposed change in main objects of the company the Board of Directors of the Company in its meeting held on 26<sup>th</sup> October 2020 decided to change the name of the Company from "NETWORK LIMITED" to "SWISS MILITARY CONSUMER GOODS LIMITED".

The name "Network Limited" has been duly approved and made available for changing the name by the Registrar of Companies, National Capital Territory of Delhi vide its name approval letter dated 08<sup>th</sup> October, 2020 which is valid for 60 days.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution. Hence, the resolution is put up for shareholders approval.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the passing of the resolution set out under business item no. 6, except to the extent of their shareholding, if any.

#### ITEM No. 7

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to "Listing Regulations, 2015", effective from December, 2015 has provided a regulatory mechanism for re-classification of Promoters as Public shareholders subject to fulfillment of conditions as provided therein.

In this regard, the Company received applications from the following erstwhile main promoter group person/entities as there shareholding has become Zero, for re-classifying them pursuant to Regulations, 31 A of the Listing Regulations, 2015.

1. Gian Vijeshwar
2. Kusum Vijeshwar
3. Monny Vijeshwar
4. Robbin Vijeshwar
5. Hitesh Suneja
6. Vinod Suneja
7. Naveen Suneja
8. Appu Ghar Entertainment Pvt. Ltd.

The Promoters and Promoter group seeking reclassification also meet the following conditions prescribed for reclassification under SEBI Regulations.

- a) They, directly or indirectly, do not exercise control over the affairs of the Company. They also confirmed that post reclassification, they shall not exercise direct or indirect control over the Company.
- b) Proposed reclassification is not intended for increasing the level of public shareholding towards achieving compliance with minimum public shareholding requirement under Rule 19A of the Securities Contract (Regulation) Rules 1957, and the provisions of SEBI Listing regulations.
- c) They, individually, along with their persons acting in concert (without considering shareholding of other promoters of the Company), do not hold more than 10% of the total voting rights in the Company.
- d) They do not have any special rights in the Company through formal or informal arrangements. There are no existing shareholders agreements granting special rights to them in the Company.
- e) They, individually, including through their immediate relatives, do not hold any key managerial personnel position in the Company.
- f) No regulatory action is pending against them

In view of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015 the Board of Directors of the Company at their meeting held on 23<sup>rd</sup> September 2020, have approved the applications for reclassification received by the Company as above from Promoter group category subject to approval by the members and relevant regulatory authorities.

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on the date of the notice fulfils the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

Your Directors recommend the passing of the Resolution as a Ordinary Resolution.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the passing of the resolution set out under business item no. 7, except to the extent of their shareholding, if any.

DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO ITEM NO. 2& 4 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. Anuj Sawhney	Mrs. Ashita Sawhney
Date of Birth & Age	9 <sup>th</sup> March, 1974 Age: 46 years	10 <sup>th</sup> July, 1973 Age: 47 years
Date of Appointment	23 <sup>rd</sup> September, 2020	23 <sup>rd</sup> September, 2020
Qualifications	M.B.A	B.A (Hons)
Expertise in specific functional Area	He is having experience of around 20 years in operational management, lifestyle branding and related business.	She is having experience of around 10 years in business development, lifestyle branding and related business.
List of Companies in which outside Directorship is held	Promoshirt SM Pvt. Ltd Swiss Military Lifestyle Products Pvt. Ltd.	Promoshirt SM Pvt. Ltd Swiss Military Lifestyle Products Pvt. Ltd.
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. Anuj Sawhney, is husband of Mrs. Ashita Sawhney (Director of the Company)	Mrs. Ashita Sawhney, is wife of Mr. Anuj Sawhney (Director and Manager of the Company)
Shareholding in the Company	Nil	Nil

By order of the Board  
For Network Limited

Place: New Delhi  
Date: 26/10/2020

Sd/-  
Umong Sethi  
Director



31<sup>st</sup>

# ANNUAL REPORT

2019-2020

NETWORK  
LIMITED

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

## CONTENTS

	<b>Page No.</b>
Directors' Report & Management Discussion and Analysis .....	02
Report on Corporate Governance .....	16
Independent Auditor's Report .....	25
Balance Sheet .....	31
Profit & Loss Account .....	32
Cash Flow Statement .....	33
Notes to Financial Statement .....	34