



August 29, 2019

To  
The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400001

**Scrip Code: 523558**

**Sub: Notice of 30<sup>th</sup> Annual General Meeting & Annual Report for the year 2018-19,  
Pursuant to Regulation 34 of SEBI (LODR) Regulations, 2015**

Dear Sir/ Madam,

Pursuant to Regulation 34 of SEBI (LODR) Regulations, 2015, we are sending herewith notice of 30<sup>th</sup> Annual General Meeting and Annual Report of the Company for the year 2018-19, being dispatched/ sent to the shareholders in permitted mode.

The above is also being uploaded on the website of the Company at [www.networklimited.net](http://www.networklimited.net) under the Investor section.

This is for your information and records.

Thanking You,

Yours faithfully,  
For **NETWORK LIMITED**

A handwritten signature in blue ink, appearing to read "ASHOK SAWHNEY", is written over a faint, light blue grid background.

**ASHOK SAWHNEY  
DIRECTOR**

**Encl.: As above**

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**Network Limited**

W-39, Okhla Industrial Area, Phase II, New Delhi - 110020, Phone : +91-11-41067060, Email : [network.limited@gmail.com](mailto:network.limited@gmail.com)  
CIN - L32209DL1989PLC034797 Website : [www.networklimited.net](http://www.networklimited.net)

## NOTICE TO THE 30<sup>TH</sup> ANNUAL GENERAL MEETING



NOTICE is hereby given that the 30<sup>th</sup> Annual General Meeting of the Members of Network Limited will be held on Tuesday 24<sup>th</sup> 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 17<sup>th</sup> September, 2019 to 24<sup>th</sup> 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](http://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 30<sup>th</sup> 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 30<sup>th</sup> 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, 21<sup>st</sup> September 2019 (9:00 A.M. IST) and ends on Monday, 23<sup>rd</sup> 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. 17<sup>th</sup> 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. 17<sup>th</sup> 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. 17<sup>th</sup> September, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [rta@alankit.com](mailto: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](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.
- 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 scrutinizor, 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 <sup>st</sup> July, 1938 Age: 81 years	16 <sup>th</sup> March, 1946 Age: 73 years
Date of Appointment	27 <sup>th</sup> May, 2008	27 <sup>th</sup> 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.

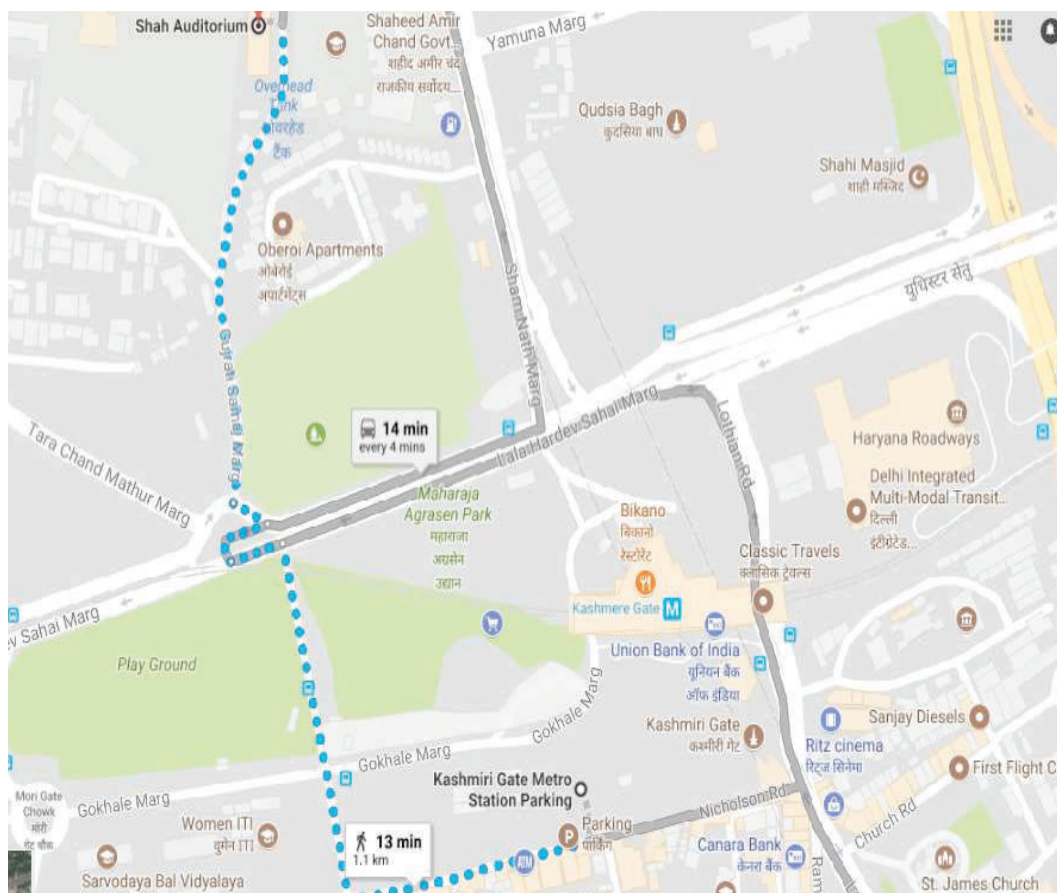
Except the Directors and Key Managerial Personnel or their relatives who may be concerned or interested, financial or otherwise, by way of directorship/shareholding or in any other manner in one or more companies/ bodies corporate/ individuals as described in the said resolution, no other Director or 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 30<sup>th</sup> 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

## **CONTENTS**

	<b>Page No.</b>
Directors' Report & Management Discussion and Analysis	3
Report on Corporate Governance	15
Independent Auditor's Report	24
Balance Sheet	28
Profit & Loss Account	29
Cash Flow Statement	31
Notes to Financial Statement	32
Proxy Form	43

**TO THE MEMBERS OF  
NETWORK LIMITED**

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

**FINANCIAL HIGHLIGHTS**

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

(Rs in Lacs)

Particulars	31 <sup>st</sup> March 19	31 <sup>st</sup> 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 31<sup>st</sup> 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 28<sup>th</sup> Annual General Meeting of the Company for a term of initial term of 5 years i.e. from the conclusion of 28<sup>th</sup> Annual General Meeting till the conclusion of the 33<sup>rd</sup> 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**

**ANNEXURE- A**  
**FORM NO MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2019**

[Pursuant to Section 204 (1) of the Companies Act, 2013 and the Rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

**The Members,**  
**M/s. Network Limited**  
**New Delhi.**

1. I have conducted the Secretarial Audit of the compliance of applicable Statutory Provisions and the adherence to good corporate practices by M/s. Network Limited (hereinafter called as “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.
2. Based on my verification of the books, papers, minutes books, forms, returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the Audit Period covering the Financial Year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.
3. I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Network Limited (“the Company”) for the financial year ended on 31st March, 2019 according to the provisions of:
  - i. The Companies Act, 2013 (the act) and the rules made there under
  - ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made there under;
  - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - iv. Foreign exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. *(Provisions not Applicable, as there being no transactions involving foreign exchange).*
  - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
    - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. *(Not Applicable, as the company had not issued any security during the financial year under review).*
    - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. *(Not Applicable, as the company had not granted any options to its employees during the financial year under review).*
    - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 *(Not Applicable, as there being no debt securities, which are listed on any of the recognized Stock Exchanges).*
    - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; *(Not Applicable, as the company is not registered as Registrars to an Issue and Share Transfer Agent during the financial year under review).*
    - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; *(not applicable, as there being no instances of delisting of Equity Shares during the financial year under review).*



- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 & The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(not applicable, as there being no instances of buy-back of shares during the financial year under review)*.

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

It is also reported that the Financial Results as required under Regulation 33 of Listing Obligations and Disclosures Requirements) Regulations, 2015 for the quarter and half year ended September 30, 2018 was submitted to the stock exchange on November 15, 2018, delayed by one day and for which company has paid a penalty of Rs. 5900/- (including IGST).

Based on information received & records maintained we further report that:-

- i. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- ii. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- iii. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For V K Singh & Co  
Company Secretary

Place: New Delhi  
Date:03/08/2019

Sd/-  
(Vikash Kumar Singh)  
Proprietor  
C.P. No.- 15806

This report is to be read with our letter of even date which is annexed as “Annexure –A-1” and forms an integral part of this report.



**ANNEXURE - A-1**

To

**The Members**

**NETWORK LIMITED**

**(CIN: L32209DL1989PLC034797)**

**W-39, Okhla Industrial Area, Phase-II**

**New Delhi-110020**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications were done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
5. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
6. The secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For V K Singh & Co**  
**Company Secretary**

Sd/-  
(Vikash Kumar Singh)  
Proprietor  
C.P. No.- 15806

**Place : New Delhi**

**Date : 03/08/2019**

**ANNEXURE -B**  
**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2019**  
**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company**  
**(Management & Administration) Rules, 2014.**

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L32209DL1989PLC034797
2.	Registration Date	25/01/1989
3.	Name of the Company	NETWORK LIMITED
4.	Category/Sub-category of the Company	Company Limited by Shares
5.	Address of the Registered office & contact details	W-39, Okhla Industrial Area, Phase-II, New Delhi -110020 (B) + 91-11-41067060 (W) www.networklimited.net (E) network.limited@gmail.com
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Alankit Assignments Limited 1E/13 Jhandewalan Extension, New Delhi - 110055, (B) + 91-11-4254 1234 (D) + 91-11-4254 1955 (W) www.alankit.com   (E) ramap@alankit.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Dealing in Securities	6499	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
N.A	N.A	N.A	N.A	N.A

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2018]				No. of Shares held at the end of the year[As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	24290583	741600	25032183	50.93	24290583	741600	25032183	50.93	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	4717400	0	4717400	9.60	4717400	0	4717400	9.60	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter (A)</b>	<b>29007983</b>	<b>741600</b>	<b>29749583</b>	<b>60.53</b>	<b>29007983</b>	<b>741600</b>	<b>29749583</b>	<b>60.53</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	0	800	800	0	0	800	800	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	7500	7500	0.02	0	7500	7500	0.02	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>8300</b>	<b>8300</b>	<b>0.02</b>	<b>0</b>	<b>8300</b>	<b>8300</b>	<b>0.02</b>	<b>0</b>
2. Non-Institutions									
a) Bodies Corp.	14565627	16000	14581627	29.67	14420705	12100	14432805	29.37	-0.30
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	2077067	514720	2591787	5.27	2044040	497497	2541537	5.17	-0.10
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	2201506	0	2201506	4.48	2400178	0	2400178	4.88	0.40
c) Others (specify)									
Non Resident Indians	15695	0	15695	0.032	16095	0	16095	0.033	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2):-</b>	<b>18859895</b>	<b>530720</b>	<b>19390615</b>	<b>39.45</b>	<b>18881018</b>	<b>509597</b>	<b>19390615</b>	<b>39.45</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>18859895</b>	<b>539020</b>	<b>19398915</b>	<b>39.47</b>	<b>18881018</b>	<b>517897</b>	<b>19398915</b>	<b>39.47</b>	<b>0.00</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>47867878</b>	<b>1280620</b>	<b>49148498</b>	<b>100.00</b>	<b>47889001</b>	<b>1259497</b>	<b>49148498</b>	<b>100.00</b>	<b>0</b>

**B) Shareholding of Promoter-**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mr. Gian Vijeshwar	3687400	7.50%	0	3687400	7.50%	0	Nil
2	Mrs. Kusum Vijeshwar	3687400	7.50%	0	3687400	7.50%	0	Nil
3	Mr. Monny Vijeshwar	3666800	7.46%	0	3666800	7.46%	0	Nil
4	Mr. Robin Vijeshwar	4058200	8.26%	0	4058200	8.26%	0	Nil
5	Mr. Gian Vijeshwar & Mr. Monny Vijeshwar	319712	0.65%	0	319712	0.65%	0	Nil
6	Mrs. Kusum Vijeshwar & Mr. Robin Vijeshwar	257088	0.52%	0	257088	0.52%	0	Nil
7	Mr. Pankaj Shrimali	2678000	5.45%	0	2678000	5.45%	0	Nil
8	Mrs. Madhuri Shrimali	3337200	6.79%	0	3337200	6.79%	0	Nil
9	Mr. Pankaj Shrimali & Mrs. Madhuri Shrimali	2224800	4.53%	0	2224800	4.53%	0	Nil
10	Mr. Vinod Suneja	370800	0.75%	0	370800	0.75%	0	Nil
11	Mr. Naveen Suneja	370800	0.75%	0	370800	0.75%	0	Nil
12	Mr. Hitesh Suneja	370800	0.75%	0	370800	0.75%	0	Nil
13	Mr. Praful Kumar	1007	0.00%	0	1007	0.00%	0	Nil
14	Mr Vijay Kumar Sharma	2176	0.00%	0	2176	0.00%	0	Nil
15	Appu Ghar Entertainment Pvt. Ltd	4717400	9.60%	0	4717400	9.60%	0	Nil

**C) Change in Promoters Shareholding (please specify, if there is no change)**

No change in Promoters Shareholding during the year.

**D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	<b>AAS Research &amp; Solutions Private Limited</b>				
	At the beginning of the year	4243600	8.634	4243600	8.634
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	4243600	8.634	4243600	8.634
2	<b>Uninet Strategic Advisory Limited</b>				
	At the beginning of the year	4121743	8.386	4121743	8.386
	Bought during the year	-	-	-	-
	Sold during the year	151739	0.309	3970004	8.077
	At the end of the year	3970004	8.077	3970004	8.077

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
3	<b>San Share Shoppe Private Limited</b>				
	At the beginning of the year	3709000	7.547	3709000	7.547
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	3709000	7.547	3709000	7.547
4	<b>Paliwal Infrastructure Private Limited</b>				
	At the beginning of the year	1100000	2.238	1100000	2.238
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	1100000	2.238	1100000	2.238
5	<b>Paliwal Overseas Private Limited</b>				
	At the beginning of the year	834000	1.697	834000	1.697
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	834000	1.697	834000	1.697
6	<b>ANS Private Limited</b>				
	At the beginning of the year	169695	0.352	169695	0.352
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	169695	0.352	172445	0.352
7	<b>Raj Chawla and Sons HUF</b>				
	At the beginning of the year	161506	0.329	161506	0.329
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	161506	0.329	161506	0.329
8	<b>Religare Finvest Limited</b>				
	At the beginning of the year	93677	0.191	93677	0.191
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	93677	0.191	93677	0.191
9	<b>Sanjay Mittal</b>				
	At the beginning of the year	80002	0.163	80002	0.163
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	80002	0.163	80002	0.163
10	<b>VSL Securities Pvt. Ltd.</b>				
	At the beginning of the year	60000	0.122	60000	0.122
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	60000	0.122	60000	0.122



Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>1</b>	<b>Ashok Sawhney</b>				
	At the beginning of the year	2040000	4.151	2040000	4.151
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	2040000	4.151	2040000	4.151
<b>2</b>	<b>Pankaj Shrimali</b>				
	At the beginning of the year	4902800	9.98	4902800	9.98
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	4902800	9.98	4902800	9.98

\* KMPs does not hold any shares at the end of financial year 2018-2019.

#### V) INDEBTEDNESS -

The Company had no indebtedness with respect to secured or Unsecured Loans or Deposits during the financial year 2018-19.

#### VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

Remuneration to Managing Director, Whole-time Directors and/or Manager:

Particulars	Name of Directors, Manager & KMP								In Lac
	Manager & Director	Non-Executive			Independent Directors				Total
	Aman Sawhney	Ashok Swahney	Pankaj Shrimali	Avinash Chander Sharma	Vijay Kalra	Gauri Shanker Goyal	Umong Sethi	Neena Sethi	
Sitting Fee	0.10	0.10	0.10	0.15	0.10	0.10	0.10	0.10	0.85
Fee in terms of Professional Capacity	-	-	6.45	-	-	-	-	-	6.45
Total Managerial Remuneration	0.10	0.10	6.55	0.15	0.10	0.10	0.10	0.10	7.30

**VII) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board of Directors

Date: 10.08.2019  
Place: New Delhi

Sd/-  
ASHOK SAWHNEY  
DIRECTOR

Sd/-  
AMAN SAWHNEY  
DIRECTOR & MANAGER

## 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance deals with the laws, procedures and practices which determine Company's ability to take managerial decisions and in particular relations with shareholders, customers, suppliers and employees. The objective of Good Corporate Governance is to enhance the long-term shareholders value and maximize interest of other stakeholders. The Company believes that the systems and actions must dovetail for enhancing the performance and shareholder's value in the long term. The Company is conscious of its responsibility as a good corporate citizen. The Company values transparency, professionalism and accountability.

## 2. BOARD OF DIRECTORS

The Board of Directors along with its Committees provides leadership and guidance to the Company's management and supervises the Company's performance. As at March 31, 2019, the Board of Directors ("Board") comprises of Eight Directors, of which seven are Non-Executive Directors. The Company has a non-executive chairman and four independent directors, comprise half of the total strength of the Board.

The composition of the Board and directorship held as on 31<sup>st</sup> March, 2019:

Name of the Directors	Indian Listed Companies (1)	No of Directorship held in all Public companies	Committee Membership (2)	Committee Chairmanship (2)
<b>Non-Executive</b>				
Mr. Ashok Sawhney	-	02	-	-
Mr. Avinash Chander Sharma	-	01	-	-
Mr. Pankaj Shrimali	01	-	01	02
<b>Executive</b>				
Mr. Aman Sawhney	-	01	-	-
<b>Independent Directors</b>				
Mr. Vijay Kalra	-	-	-	-
Mr. Umong Sethi	-	-	-	-
Mrs. Neena Sethi	-	-	-	-
Mr. G.S Goyal	-	-	-	-

**Notes:** (1) Excluding directorship in Network Limited and Private, Foreign and section 8 Companies.

(2) As required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosure includes membership/ chairmanship of the audit committee and stakeholder relationship committee in Indian public companies (listed and unlisted).

### Board Meetings & Directors' Attendance Records

During the Financial Year 2018-19, (Four) meetings of the Board of Directors were held on May 01, 2018, August 14, 2018, November 15, 2018 and February 04, 2019. The intervening period between the Board Meetings was well within the maximum time gap of four months as prescribed by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of Directors	No. of Board Meeting	Attendance at the Board Meeting	Whether attended Last AGM
Mr. Ashok Sawhney	4	4	Yes
Mr. Aman Sawhney	4	4	Yes
Mr. Avinash Chander Sharma	4	3	No
Mr. Pankaj Shrimali	4	3	No
Mr. Vijay Kalra	4	4	Yes
Mr. G S Goyal	4	4	Yes
Mr. Umong Sethi	4	4	Yes
Mrs. Neena Sethi	4	4	No

### MEETING OF INDEPENDENT DIRECTORS

In order to comply with the requirement of the Companies Act 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Independent Directors met once without the presence of Executive Directors and management personnel to discuss matters pertaining to the Company's affairs. During the year 2018-19 no new Independent Director was appointed.

The details of the familiarization programmes imparted to the Independent Directors are available on the website of the Company [www.networklimited.in](http://www.networklimited.in).

### PERFORMANCE EVALUATION OF BOARD OF DIRECTORS

Pursuant to 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 annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Stakeholders' Grievance Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board Effectiveness, Key Stakeholders connect, Ethics and Compliances, Evaluation of Company's Performance, Project Management and Internal Control and Audits. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, effective participation in Board/Committee Meetings, independence of judgement, safeguarding the interest of the Company and its minority shareholders, providing of expert advice to Board, provide deliberations on approving related party transactions etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

### 3. AUDIT COMMITTEE

#### (a) Terms of Reference

The Audit Committee has been constituted as per Section 177(1) of the Companies Act, 2013 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The Audit Committee is responsible for effective supervision of the financial reporting process, ensuring financial and accounting controls and compliance with financial policies of the Company. The other roles and terms of reference of Audit Committee covers areas mentioned under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 177(1) of the Companies Act, 2013, besides other terms as may be referred by the Board of Directors from time to time.

#### (b) Composition

The Audit Committee was constituted by the Board with 4 Independent Directors, 1 Executive and 1 Non-Executive with Independent Director as its Chairman.

#### (c) Attendance

The Committee met four (4) times during the Financial Year 2018-2019 on the following dates: May 01, 2018, August 14, 2018, November 15, 2018 and February 04, 2019.

Name of the Directors	Category	Designation	Attendance at the Audit Committee Meeting
Mr. Vijay Kalra	Non - Executive Independent	Chairman	04
Mr. Ashok Sawhney	Non - Executive	Member	04
Mr. Aman Sawhney	Executive	Member	04
Mr. G S Goyal	Non - Executive Independent	Member	04
Mr. Umong Sethi	Non - Executive Independent	Member	04
Mrs. Neena Sethi	Non - Executive Independent	Member	04

### 4. STAKEHOLDERS RELATIONSHIP COMMITTEE

#### Terms of Reference

- Stake Holders Relationship, Grievance and Share Transfer Committee oversees and reviews all matters connected with the securities transfers and also looks into redressing of shareholders complaints like transfer of shares, non-receipt of annual reports etc.

- The Committee oversees the performance of the Registrar and Transfer agents and recommends measures for overall improvement in the quality of investor services.

#### Composition

Name of the Directors	Category	Designation	Attendance at the Stakeholders relationship Committee Meeting
Mr. Ashok Sawhney	Non-Executive	Chairman	4
Mr. Aman Sawhney	Executive	Member	4
Mr. Avinash Chander Sharma	Non-Executive	Member	3

The Committee met four (4) times during the Financial Year 2018-2019 on the following dates: May 01, 2018, August 14, 2018, November 15, 2018 and February 04, 2019.

#### Name and designation of Compliance Officer:

Mr. Vikas Jain, Company Secretary

Email-id for Investor Grievances: [network.limited@gmail.com](mailto:network.limited@gmail.com)

#### Number of Shareholders complaints received.

During the year ended March 31, 2019, No complaint was received from the shareholders. There were no pending complaints as at the year end.

### 5. NOMINATION & REMUNERATION COMMITTEE

#### BRIEF TERM OF REFERENCE

- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- Act as Selection and Compensation Committee to evaluate suitability of candidates for various senior positions and determine appropriate compensation package for them. Selection of related persons whether or not holding place of profit in the Company to be carried out strictly on merit and where applicable, be subjected to review by the Audit Committee of and/or the Board with approval at each stage being obtained by disinterested Independent Directors only.
- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- Devising a policy on the Board diversity.
- Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable.
- Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/Committee thereof, and, any other benefits such as Commission, if any, payable to the Non- Executive Directors.

#### Composition & Attendance

Name of the Directors	Category	Designation	Attendance at the Nomination & Remuneration Committee Meeting
Mr. Vijay Kalra	Independent Director	Chairman	2
Mr. Ashok Sawhney	Non-Executive	Member	2
Mr. Umong Sethi	Independent Director	Member	2

#### Role of Nomination & Remuneration Committee

The Nomination and Remuneration Committee is responsible:

- To devise a policy on diversity of Board; to review the composition of the Board, adequacy of number of members on the Board and board diversity annually; and to make appropriate recommendations to correct any imbalance therein;



- 2 To formulate criteria for determining qualifications, positive attributes and independence of a director;
- 3 To identify persons who are qualified to become directors, and who may be appointed in senior management positions in accordance with the criteria laid down in the policy;
- 4 To recommend a remuneration policy for the Directors / KMP / SMP so appointed / re-appointed ensuring that level and composition of remuneration is reasonable and sufficient to attract, retain and motivate them and comprises of an ideal balance of fixed and variable compensation that is linked to meeting appropriate performance benchmarks, and within the frame work of the said policy, to recommend remuneration for such persons from time to time;
- 5 To formulate criteria for evaluation of performance of the independent directors, such evaluation is to be done by the Board (excluding the directors being evaluated);
- 6 To formulate criteria for evaluation of performance of the non-independent directors and the Board as a whole, such evaluation is to be done by the independent directors exclusively in their separate meeting;
- 7 To formulate criteria for evaluation of the Chairman's performance, to be done by the independent directors exclusively in their separate meeting;
- 8 To recommend to the Board the appointment and removal of directors and senior management;
- 9 Succession planning for Directors, KMP and SMP, and overseeing the transition process;
- 10 To carry out any other function as is mandated by the Board from time to time and / or required by the statute and listing agreement or any amendment or modification therein, from time to time;
- 11 To perform such other functions as may be necessary or appropriate for the performance of its duties.

#### 6. ANNUAL GENERAL MEETING

Financial Year	Location	Date	Time	No. of Special Resolution (s) passed
2017-18	MPCU Shah Auditorium, Shree Delhi Gujrati Samaj Marg, Civil Lines, New Delhi - 110 054	25.09.2018	11.00 A.M	Four
2016-17	MPCU Shah Auditorium, Shree Delhi Gujrati Samaj Marg, Civil Lines, New Delhi - 110 054	20.09.2017	11.00 A.M	Five
2015-16	MPCU Shah Auditorium, Shree Delhi Gujrati Samaj Marg, Civil Lines, New Delhi - 110 054	28.09.2016	11.00 A.M	One

#### POSTAL BALLOT

No resolution was put through Postal Ballot in the last year and no special resolutions requiring postal ballot are being placed for shareholder's approval in Annual General Meeting.

#### 7. DISCLOSURES

##### (a) Related Party Transactions

The particulars of transactions between the Company and its related parties as per the accounting standard are set out in Note No. 21 of Notes to Accounts of the Annual Report. However, these transactions are not likely to have potential conflict with the Company's interest.

##### (b) Non-compliance by the Company, Penalties, Strictures

The Company has complied with various rules and regulations prescribed by the Stock Exchange, Securities and Exchange Board of India or statutory authorities relating to capital markets during the last three years. No penalties and strictures have been imposed by them on the company in this regard.

##### (c) Disclosure of Accounting Treatment:

The Company has followed Indian Accounting Standards (Ind-AS) in the preparation of its financial statements, pursuant to the notification issued by Ministry of Corporate Affairs dated February 16, 2015 regarding the Companies (Indian Accounting Standards) Rules, 2015.

##### (d) Compliance with Secretarial Standards

The Applicable Secretarial Standards issued under section 118 of the Companies Act 2013 have been complied with

**e) Code for prevention of Insider -Trading Practices:**

In accordance with the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015, as amended from time to time, your Company has adopted a Code of Internal Procedure and Conduct for regulating, monitoring and reporting of trading by insiders and Code of Fair Disclosure of Unpublished Price Sensitive Information to ensure prevention of Insider Trading in the Organization.

**8. MEANS OF COMMUNICATION**

- (a) The unaudited quarterly, half-yearly and audited yearly financial results of the company are sent by e-mail and also by courier service to the Bombay Stock Exchange.
- (b) The Quarterly / half-yearly / annual accounts results are published in the English and Hindi Newspaper.
- which newspaper normally published in Financial Express (English) and Jansatta (Hindi)
  - Any website where displayed [www.networklimited.net](http://www.networklimited.net)
  - whether it also displays official news release No
  - whether presentations made to institutional investors or to analyst No
- (c) The Annual Report which includes inter alia, the Director's Report, the report on Corporate Governance and the Management Discussion and Analysis.

**9. GENERAL SHAREHOLDERS INFORMATION**

**i) Annual General Meeting**

**Day & Date**

Tuesday, 24<sup>th</sup> September, 2019

**Time**

10.30 AM.

**Venue**

MPCU Shah Auditorium,  
Shree Delhi Gujarati  
Samaj Marg, Delhi - 110 054

**ii) Financial Calendar**

Financial Reporting for the quarter ended  
30<sup>th</sup> June, 2019

10.08.2019

Financial Reporting for the quarter and Half year  
Ended 30<sup>th</sup> September, 2019

within 45 days from  
the end of the quarter

Financial Reporting for the quarter ended  
31<sup>st</sup> December, 2019

within 45 days from  
the end of the quarter

Audited Results for the financial year ended  
31<sup>st</sup> March, 2020

within sixty days from  
the end of last quarter  
31<sup>st</sup> March, 2020

**iii) Dates of Book Closure**

24<sup>th</sup> September, 2019

17<sup>th</sup> September, 2019 to  
(Both days inclusive)

**iv) Dividend Payment Date**

Not applicable

**v) Listing on Stock Exchange:** The Shares of the Company are listed on the Bombay Stock Exchange Ltd, Listing fees for the year 2019-2020 has been paid.

**vi) Stock Code/ Symbol:** 523558 at the Bombay Stock Exchange Ltd (BSE).

**vii) Market Price Data:** High/ low of market price of the Company's equity shares traded frequently on BSE during the last financial year were as follows:

Month	High	Low	Month	High	Low
Apr-18	5.42	4.09	Oct-18	3.15	2.58
May-18	4.20	3.80	Nov-18	2.64	2.17
Jun-18	3.61	3.43	Dec-18	2.90	2.11
Jul-18	-	-	Jan-19	2.69	2.50
Aug-18	3.35	3.35	Feb-19	2.60	2.28
Sep-18	3.35	3.04	Mar-19	2.30	1.90

Source: [www.bseindia.com](http://www.bseindia.com)

## viii) Registrar and Share Transfer Agent &amp; Share Transfer System –

M/s. Alankit Assignments Limited is the Registrar and Share Transfer Agent for the shares of the Company in both physical as well as electronic modes. All correspondence with regard to share transfers and matters related therewith may directly be addressed to the Registrar and Share Transfer Agents at the address given below:

**Name :** Alankit Assignments Limited

**Address :** Alankit House, 1E/13  
Jhandewalan Extn.,  
New Delhi-110 055

**Telephone No :** 011-42541955

**Fax No. :** 011-42540064

- ix) **Share Transfer System:** The Company's shares are traded on BSE Ltd (BSE) compulsorily in Demat mode. Physical shares which are lodged with the Registrar & Transfer Agent or Company for transfer are processed and returned to the shareholders duly transferred within the time stipulated under the Listing Agreement subject to the documents being in order.

x) Distribution of Shareholding as on 31<sup>st</sup> March, 2019:

Share Held	31.03.2019			
	No. of Share holders	% of Share holders	No. of Shares held	% of Share holding
1-500	6362	91.15	778214	1.58
501-1000	254	3.64	211388	0.43
1001-5000	260	3.73	612045	1.25
5001-10000	37	0.53	286976	0.58
10001 and above	67	0.95	47259875	96.16
<b>TOTAL</b>	<b>6980</b>	<b>100</b>	<b>49148498</b>	<b>100</b>

xi) Categories of Shareholding as on 31<sup>st</sup> March 2019:

Category	Category of Shareholder	Number of Shareholders	Total Numbers of Shares	As a percentage
A	Shareholding of Promoter and Promoter Group			
	1. Indian	15	29749583	60.53
	2. Foreign	-	-	-
<b>Total Shareholding of Promoter and Promoter Group</b>		15	29749583	60.53
B	Public Shareholding			
	1. Institutions	5	8300	0.02
	2. Non-institutions	6960	19390615	39.45
<b>Total Public Shareholding</b>		6965	19398915	39.47
C	Non Promoter-Non-Public			
	C1. Shares underlying DRs	-	-	-
	C2. Share held by Employee Trusts	-	-	-
<b>Total (A+B+C)</b>		<b>6980</b>	<b>49148498</b>	<b>100</b>

- xii) **Dematerialization of shares and liquidity:** As on 31st March, 2019 about 97.37% of the Company's equity paid-up capital had been dematerialized. Trading in equity shares of the Company at the Stock Exchange is permitted compulsorily in demat mode.
- xiii) There are no outstanding GDRs/ ADRs/ Warrants and other convertible instruments.
- xiv) **Address for Correspondence:** The shareholders may send their communication grievances/ queries to the Registrar and Share Transfer Agents at their Address mentioned above or to the Company at:

**Regd. Office:**

W-39, Okhla Industrial Area, Phase II,  
New Delhi-110 020

- 10. Compliance Certificate on Corporate Governance:** Certificate from the M/s. V K Singh & Co., Practicing Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to Director's Report forming part of the Annual Report.

**11. CEO/CFO Certification**

As required by Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the certificate duly certified by Mr. Aman Sawhney, Director & Manager and Mr. Ashok Kumar, Chief Financial Officer of the Company was placed before the Board at its meeting held on 10th August, 2019. This certificate is annexed to the report.

**12. Compliance of Code of Conduct**

As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company has laid down a Code of Conduct for all the Board Members and Senior Management personnel of the Company, All the Board Members and senior management personnel have affirmed their compliance with the said Code of Conduct for the financial year ended 31<sup>st</sup> March, 2019.

**For and on behalf of the Board of Directors**

Date : 10.08.2019  
Place : New Delhi

Sd/-  
ASHOK SAWHNEY  
DIRECTOR

Sd/-  
AMAN SAWHNEY  
DIRECTOR & MANAGER

### CEO/CFO CERTIFICATION

We the undersigned, in our respective capacities as Manager & Director and Chief Financial Officer of Network Limited, to the best of our knowledge and belief certify that:

- a) We have reviewed the financial statements and cash flow statements for the year ended 31st March, 2019 and to the best of our knowledge and belief:
  - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the company during the year ended 31st March, 2019 are fraudulent, illegal or violate the company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the Auditors and Audit Committee and steps have been taken to rectify these deficiencies.
- d) We further certify that:
  - i) There have not been any significant changes in internal control over financial reporting during the year under reference;
  - ii) There have not been any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - iii) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over **financial reporting**;

Date: 10.08.2019  
Place: New Delhi

Sd/-  
AMAN SAWHNEY  
DIRECTOR & MANAGER

Sd/-  
ASHOK KUMAR  
CHIEF FINANCIAL OFFICER

### CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

We have examined the compliance of Corporate Governance by Network Limited for the year ended March 31, 2019, as per the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the regulations of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the regulations of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

On the basis of information and explanation given to us and as per the records maintained by the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2019.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR V K SINGH & CO.  
Company secretary

Sd/-  
(VIKASH KUMAR SINGH)  
Proprietor  
M. No.- A42789  
C.P. No.-15806

Date : 10.08.2019  
Place : New Delhi



### **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

**The Members of  
Network Limited  
W-39, Okhla Industrial Area, Phase-II,  
New Delhi-110020**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Network Limited having CIN L32209DL1989PLC034797 and having registered office at W-39, Okhla Industrial Area, Phase-II, New Delhi- 110020 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority

Sr. No.	Name of Director	DIN	Date of appointment in company
1.	Mr. Ashok Sawhney	00303519	27/05/2008
2.	Mr. Pankaj Shrimali	00013142	18/02/2005
3.	Mr. Aman Swhney	00323283	17/05/2010
4.	Mr. Avinash Chander Sharma	00438711	27/05/2008
5.	Mr. Gauri Shanker Goyal	00601765	30/06/2009
6.	Mr. Vijay Kalra	01062644	10/01/2007
7.	Mr. Umong Sethi	05330983	06/08/2014
8.	Mr. Neena Sethi	06936951	06/08/2014

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Delhi  
Date : 28<sup>th</sup> May, 2019

Sd/-  
Vikash Kumar Singh  
Company Secretary  
M. No.: A42789  
CP No.: 15806

**Unique Document Identification Number (UDIN) for this document is 19089895AAAAEQ3619**

## **TO THE MEMBERS OF NETWORK LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying Ind AS financial statements of Network Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs of the Company as at March 31, 2019, and its Loss, total other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income,

the Cash Flow Statement and the statement of Changes in Equity dealt with by this report are in agreement with the books of account.

- (d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with relevant Rules of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure B**.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations as on balance sheet date which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For B.K. Sood & Co.**  
 Chartered Accountants  
 F R N 000948N  
**Sd/-**  
**CA NITIN JAIN**  
 Partner  
 M. No. 089895

Place: New Delhi  
 Date: 28<sup>th</sup> Day of May, 2019

#### ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- i. In respect of its fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The management had physically verified the fixed assets during the year. According to the information and explanations given to us no material discrepancies were noticed on such verification.
  - (c) As per the information and explanations provided to us, there are no immovable fixed assets in the name of the company.
- ii. The Company does not have any inventory other than Securities and commodities. Accordingly, the provisions of Clause 3 (ii) of the Order are not applicable to the Company.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.
- iv. In our opinion and according to the information and explanations given to us, the company has complied with the provision of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guaranties and security.
- v. The Company has not accepted any deposits, under the provisions of Sections 73 to 76 or any other relevant provisions of the Act, and the rules framed there under during the year under report.
- vi. According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 for the Company.
- vii. According to the information and explanations given to us in respect of statutory dues:
  - (a) The Company is generally regular in depositing undisputed statutory dues, including Income-tax, Service Tax, Goods and Service Tax (GST), Cess and other material statutory dues applicable to it with the appropriate authorities.
  - (b) There were no undisputed amounts payable in respect of Provident Fund, Income-tax, Service Tax, Goods and Service Tax (GST), Cess and other material statutory dues in arrears as at

March 31, 2019 for a period of more than six months from the date they became payable.

- (c) We are informed that there are no dues in respect of Income Tax, Service Tax, Goods and Service Tax (GST), and Cess which have not been deposited on account of any dispute.
- viii. According to the information and explanations given to us and the records examined by us, the Company has not taken any loans from financial institutions and banks nor has it issued any debentures. Accordingly, the provisions of clause 3 (viii) of the Order is not applicable to the Company.
- ix. The company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, the provisions of clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- xi. According to the information and explanations given to us and the records examined by us, the company has not been paid managerial remuneration during the year. Accordingly, the provisions of clause 3 (xi) of the Order is not applicable to the Company.
- xii. In our opinion and According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions of clause 3 (xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and the records examined by us, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and therefore, the provisions of clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non – cash transactions with directors or persons connected with the Directors.
- xvi. In our opinion and according to the information and explanations given to us, the Company is not

required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For B.K. Sood & Co.**  
Chartered Accountants  
F R N 000948N  
Sd/-  
**CA NITIN JAIN**  
Partner  
M. No. 089895

Place: New Delhi

Date: 28<sup>th</sup> Day of May, 2019

#### **ANNEXURE "B" TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 2(f) under Report on Other Legal and Regulatory Requirements' section of our report of even date)

#### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of ('the Company') as of 31 March, 2019 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountant of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on

Auditing, issued by ICAI and prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with the accounting

principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Ind AS Financial Statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountant of India.

**For B.K. Sood & Co.**  
Chartered Accountants  
F R N 000948N  
Sd/-  
**CA NITIN JAIN**  
Partner  
M. No. 089895

Place: New Delhi  
Date: 28<sup>th</sup> Day of May, 2019



## BALANCE SHEET AS AT 31ST MARCH, 2019



(Amount in Rs.)			
Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
a) Property, Plant and Equipment	3	187,346	111,371
b) Financial Assets			
i) Investments	4	44,282,000	51,660,000
ii) Other Non-Current Financial Assets	5	-	2,053
<b>Total Non-Current Assets</b>		<b>44,469,346</b>	<b>51,773,424</b>
<b>Current Assets</b>			
a) Inventories	6	1,544,904	12,202,358
b) Financial Assets			
i) Trade Receivables	7	11,434,340	-
ii) Cash and Cash Equivalents	8	582,036	578,219
iii) Other financial assets	9	140,000	100,000
<b>Total Current Assets</b>		<b>13,701,280</b>	<b>12,880,577</b>
<b>TOTAL ASSETS</b>		<b>58,170,626</b>	<b>64,654,001</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
a) Equity Share Capital	10	98,296,996	98,296,996
b) Other Equity	11	(40,404,255)	(36,228,966)
<b>Total Equity</b>		<b>57,892,741</b>	<b>62,068,030</b>
<b>LIABILITIES</b>			
<b>Current Liabilities</b>			
a) Financial Liabilities			
i) Trade Payables	12	-	2,395,693
b) Other Current Liabilities	13	277,885	190,278
<b>Total Current Liabilities</b>		<b>277,885</b>	<b>2,585,971</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>58,170,626</b>	<b>64,654,001</b>

See accompany notes forming part of the financial statements 1 to 24

As per our report of even date

For and on behalf of  
**B. K. Sood & Co.**  
Chartered Accountants  
Firm Registration No. 000948N

For and On behalf of the Board of Directors

Sd/-  
**Nitin Jain**  
Partner  
M. No. 089895

Sd/-  
**ASHOK SAWHNEY**  
DIRECTOR  
DIN 00303519

Sd/-  
**AMAN SAWHNEY**  
DIRECTOR & MANAGER  
DIN 00323283

Place : New Delhi  
Date : 28.05.2019

Sd/-  
**ASHOK KUMAR**  
C.F.O

Sd/-  
**VIKAS JAIN**  
COMPANY SECRETARY



STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2019



Particulars	Note No.	For the year ended 31st March 2019	For the year ended 31st March 2018
<b>Revenue from Operations</b>			
Sales	14	50,314,619	51,270,203
Other Income	15	99,075	97,864
<b>Total Income</b>		<b>50,413,694</b>	<b>51,368,067</b>
<b>Expenses</b>			
Purchases		40,090,499	50,383,187
Change in Inventories of Stock in Trade		10,657,454	4,438,909
Employee benefits expenses	16	1,397,663	1,312,332
Depreciation and amortization expenses	3	69,991	33,228
Other Expenses	17	2,373,376	2,044,224
<b>Total Expenses</b>		<b>54,588,984</b>	<b>58,211,879</b>
<b>Profit / (Loss) before exceptional items and tax</b>		<b>(4,175,289)</b>	<b>(6,843,812)</b>
<b>Exceptional items</b>		<b>-</b>	<b>-</b>
<b>Profit / (Loss) before tax</b>		<b>(4,175,289)</b>	<b>(6,843,812)</b>
Less: Tax Expenses		-	-
<b>Profit / (Loss) after tax</b>		<b>(4,175,289)</b>	<b>(6,843,812)</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified to Profit &amp; Loss</b>			
Fair Value Change of Equity Instruments		-	(53,856,527)
Share in aggregate comprehensive income of the associates (net tax)		-	-
<b>Total Other Comprehensive Income for the year</b>		<b>-</b>	<b>(53,856,527)</b>
<b>Total Comprehensive Income for the year</b>		<b>(4,175,289)</b>	<b>(60,700,339)</b>
<b>Earning Per Equity Share :</b>			
a) Basic (Rs.)		(0.08)	(1.24)
a) Diluted (Rs.)		(0.08)	(1.24)

See accompany notes forming part of the financial statements 1 to 24

As per our report of even date

For and on behalf of  
**B. K. Sood & Co.**  
Chartered Accountants  
Firm Registration No. 000948N

For and On behalf of the Board of Directors

Sd/-  
**Nitin Jain**  
Partner  
M. No. 089895

Sd/-  
**ASHOK SAWHNEY**  
DIRECTOR  
DIN 00303519

Sd/-  
**AMAN SAWHNEY**  
DIRECTOR & MANAGER  
DIN 00323283

Place : New Delhi  
Date : 28.05.2019

Sd/-  
**ASHOK KUMAR**  
C.F.O

Sd/-  
**VIKAS JAIN**  
COMPANY SECRETARY

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019**



(Amount in Rs.)

Particulars	Equity Share Capital	Other Equity						Total
		Reserve & Surplus				Other Comprehensive Income		
		Capital Redemption Reserve	Securities Premium Reserve	Capital Reserve	Retained Earnings	Equity Instrument through other Comprehensive Income	Share in aggregate other Comprehensive Income of Associate(s)	
Balance as at 1st April 2017	98,296,996	400,000	76,412,986	19,910,683	(49,225,449)	(22,557,652)	(469,196)	122,768,369
Total Other Comprehensive Income for the year (Net of Tax)	-	-	-	-	-	(53,856,527)	-	(53,856,527)
Profit / (Loss) for the year	-	-	-	-	(6,843,812)	-	-	(6,843,812)
Balance as at 31st March, 2018	98,296,996	400,000	76,412,986	19,910,683	(56,069,261)	(76,414,179)	(469,196)	62,068,032
Balance as at 01st April, 2018	98,296,996	400,000	76,412,986	19,910,683	(56,069,261)	(76,414,179)	(469,196)	62,068,032
Total Other Comprehensive Income for the year (Net of Tax)	-	-	-	-	-	-	-	-
Profit / (Loss) for the year	-	-	-	-	(4,175,289)	-	-	(4,175,289)
Amount transferred to Retained Earning on Sale of Investment recognized through Other Comprehensive Income (Net of Tax)	-	-	-	-	(39,674,199)	39,674,199	-	-
Balance as at 31st March, 2019	98,296,996	400,000	76,412,986	19,910,683	(99,918,749)	(36,739,980)	(469,196)	57,892,741

See accompany notes forming part of the financial statements 1 to 24

As per our report of even date

**For and on behalf of**  
**B. K. Sood & Co.**  
**Chartered Accountants**  
**Firm Registration No. 000948N**

**For and On behalf of the Board of Directors**

**Sd/-**  
**Nitin Jain**  
**Partner**  
**M. No. 089895**

**Sd/-**  
**ASHOK SAWHNEY**  
**DIRECTOR**  
**DIN 00303519**

**Sd/-**  
**AMAN SAWHNEY**  
**DIRECTOR & MANAGER**  
**DIN 00323283**

**Place : New Delhi**  
**Date : 28.05.2019**

**Sd/-**  
**ASHOK KUMAR**  
**C.F.O**

**Sd/-**  
**VIKAS JAIN**  
**COMPANY SECRETARY**

# CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019



(Amount in Rs.)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
<b>A Cash Flow from Operating Activities</b>		
Profit / (Loss) before exceptional items and tax	(4,175,289)	(6,843,812)
Adjustments for:		
Depreciation	69,991	33,228
Property, Plant & Equipment written off	3,074	
Operating (Loss) / Profit before working capital changes	<u>(4,102,224)</u>	<u>(6,810,584)</u>
Adjustments for :		
Inventories	10,657,454	4,438,909
Trade and other receivables	(11,434,340)	-
Other financial assets	(37,947)	(100,000)
Trade payables and other liabilities	(2,308,086)	2,338,682
Cash generated from / (used in) operations	<u>(3,122,919)</u>	<u>6,677,591</u>
<b>Net Cash from / (used in) Operating Activities (A)</b>	<u><b>(7,225,144)</b></u>	<u><b>(132,993)</b></u>
<b>B Cash flow from Investing Activities</b>		
Purchase of Property, Plant and Equipment & Intangible Assets	(149,040)	(123,500)
Investment	7,378,000	-
Share in Partnership Firm	-	-
<b>Net Cash from / (used in) Investing Activities (B)</b>	<u><b>7,228,960</b></u>	<u><b>(123,500)</b></u>
<b>C Cash flow from Financing Activities</b>		
<b>Net cash from / (used in) Financing Activities (C)</b>	<u><b>-</b></u>	<u><b>-</b></u>
Opening balance of Cash & Cash equivalents	578,219	834,712
Closing balance of Cash & Cash equivalents	582,036	578,219
<b>Net Increase / (Decrease) in Cash and Cash equivalents</b>	<u><b>3,816</b></u>	<u><b>(256,493)</b></u>
<b>Total (A) + (B) + (C)</b>	<u><b>3,816</b></u>	<u><b>(256,493)</b></u>

See accompany notes forming part of the financial statements 1 to 24

As per our report of even date

**For and on behalf of**  
**B. K. Sood & Co.**  
**Chartered Accountants**  
**Firm Registration No. 000948N**

**For and On behalf of the Board of Directors**

**Sd/-**  
**Nitin Jain**  
**Partner**  
**M. No. 089895**

**Sd/-**  
**ASHOK SAWHNEY**  
**DIRECTOR**  
**DIN 00303519**

**Sd/-**  
**AMAN SAWHNEY**  
**DIRECTOR & MANAGER**  
**DIN 00323283**

**Place : New Delhi**  
**Date : 28.05.2019**

**Sd/-**  
**ASHOK KUMAR**  
**C.F.O**

**Sd/-**  
**VIKAS JAIN**  
**COMPANY SECRETARY**

## NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

### Note - 1 GENERAL INFORMATION

Network Limited is a listed company engaged in Trading & Investment in Capital Market and Futures & Options segment. Company's shares are listed in BSE.

### Note - 2 SIGNIFICANT ACCOUNTING POLICIES

#### (A) BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements of the company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules 2015 as amended from time to time by the Ministry of Corporate Affairs (MCA), the provisions of Companies Act, 2013, and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Financial statements of the company are prepared under the historical cost convention except for the certain financial assets and liabilities measured at fair value as mentioned in applicable accounting policies.

#### (B) USE OF ESTIMATES AND JUDGEMENTS

The preparation of the financial statements is in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates.

#### (C) REVENUE RECOGNITION

Revenue is measured at the fair value of the consideration received or receivable. Revenue is generally accounted on accrual or as they are earned or incurred except in case of significant uncertainty. Revenue from investing / trading in shares, securities etc. is recognized on trade dates on first in first out basis. Revenue from Derivative Instruments & any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss, except for the effective portion of cash flow hedges. In respect of completed transactions pending settlement process, necessary treatment is given in the accounts for the Profits/Losses arising from these transactions. Dividend income is recognized when the right to receive is established, which is generally when shareholders approve the dividend.

#### (D) EXPENDITURE

Expenses are accounted for on accrual basis.

#### (E) PROPERTY, PLANT AND EQUIPMENT (PPE)

Property, plant and equipment are stated at cost less accumulated depreciation. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition. After the initial recognition the property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in the statement of profit or loss.

#### (F) DEPRECIATION

Depreciation on Property, plant and equipment has been provided on straight line method (S.L.M.) on pro-rata basis at the rates and in the manner specified in Schedule II of the Companies Act, 2013.

**(G) INVENTORIES**

Inventories are valued at cost or Net Realizable Value, whichever is less on FIFO method. Cost includes purchase price, taxes and other incidental expenses, wherever applicable.

**(H) FINANCIAL INSTRUMENTS****Initial Recognition:**

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables/payables and where cost of generation of fair value exceeds benefits, which are initially measured at transaction price. Transaction costs directly related to the acquisition or issue of the financial assets and financial liabilities (other than financial assets and financial liabilities through profit & loss account) are added to or deducted from the cost of financial assets or financial liabilities. Transaction cost directly attributed to the acquisition of financial assets or financial liabilities at fair value through profit & loss account are recognized

**Subsequent Recognition:**

Non-derivative financial instruments

i). **Financial assets carried at amortized cost:** A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount

ii). **Financial assets at fair value through other comprehensive income:** A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments (all being not held for trading), to present the subsequent changes in fair value in other comprehensive income based on its business model.

iii). **Financial assets at fair value through profit or loss:** A financial asset which is not classified in any of the above categories (including investment in units of mutual funds) is subsequently fair

iv). **Financial liabilities:** Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value

**I) FINANCIAL LIABILITIES**

Financial liabilities are initially recognized at the fair value of the consideration received less directly attributable transaction cost. Subsequent to initial measurement, financial liabilities are measured at amortized cost. The difference in the initial carrying amount of the financial liabilities and their redemption value is recognized in the statement of profit & loss over the contractual term using the effective interest rate method. This category includes the following class of liabilities; trade and other payables, borrowing; and other financial liabilities. Financial liabilities are further classified as current and non-current depending whether they are payable within 12 months from the balance date or beyond. Financial liabilities are derecognized when the company is discharged from its obligation;

**J) EARNING PER SHARE**

Basic Earning per share is computed using Weighted Average Number of Equity Share Outstanding during the year. Diluted Earning per share is computed using weighted Average Number of Equity and Dilutive Equity equivalent share outstanding during the year end.

**K) TAX ON INCOME**

Current tax are measured at the amounts expected to be paid using the applicable tax rates and tax laws. Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the profit & loss account in the year of change. Deferred tax assets and deferred tax liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and

**L) INVESTMENTS**

Investments are classified into Long term and Current Investment based on the intent of the management at the time of the acquisition. Long term investments are stated at cost less diminution in value of such investment other than temporary diminution.

**M) IMPAIRMENT****Financial Assets (Other than at Fair Value):**

The company assesses at each balance sheet date whether a financial assets or a group of financial assets is

**Non Financial Assets :**

If internal/external indication suggest that an asset of the company may be impaired, the recoverable amount of the asset is determined on the balance sheet date and if it is less than its carrying amount, the carrying amount of asset is reduced to the said recoverable amount. The recoverable amount is measured as the higher of the fair value less cost of disposal and value of use of such asset which is determined by the present value of the estimated future cash flows.

Assessment is also done at each balance sheet date as to whether there is any indication that the impairment loss recognized in prior period may no longer exist or may be decreased, a reversal of an impairment loss for an asset is recognized in the Statement of Profit and Loss.

**N) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

A provision is recognized, if as a result of past event the company has present legal or constructive obligations that is reasonably estimable and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pretax rate that reflects current market assessments of the time value of money and the risk specific to liability. Contingent liabilities are disclosed for possible obligations arising out of uncertain events not wholly in control of the company. Contingent assets are not recognized in the financial statements. However due disclosures are made in the financial statements for the

**O) TRADE & OTHER PAYABLES**

These amounts represent liabilities for services received by the company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortized cost using the effective interest method.

**P) SEGMENT REPORTING**

The Company operates in only one segment i.e., Capital Market operations, hence segment reporting in accordance with the Indian Accounting Standard-108 is not applicable.



**Note - 3 Property, Plant and Equipment**


	<b>Plant &amp; Machinery</b>	<b>Office Equipment</b>	<b>Furniture &amp; Fixtures</b>	<b>Total</b>
<b>Gross Carrying Value</b>				
As at 1st April 2017	36,500	85,475	300,000	421,975
Addition During the year	123,500	-	-	123,500
Deduction During the year	-	-	-	-
<b>As at 31st March 2018</b>	<b>160,000</b>	<b>85,475</b>	<b>300,000</b>	<b>545,475</b>
Addition During the year	132,050	16,990	-	149,040
Deduction During the year	36,500	24,975	-	61,475
<b>As at 31st March 2019</b>	<b>255,550</b>	<b>77,490</b>	<b>300,000</b>	<b>633,040</b>
<b>Depreciation / Amortisation</b>				
As at 1st April 2017	34,675	81,201	285,000	400,876
Provided for the year	33,228	-	-	33,228
Deduction During the year	-	-	-	-
<b>As at 31st March 2018</b>	<b>67,903</b>	<b>81,201</b>	<b>285,000</b>	<b>434,104</b>
Provided for the year	68,797	1,194	-	69,991
Deduction During the year	34,675	23,726	-	58,401
<b>As at 31st March 2019</b>	<b>102,025</b>	<b>58,669</b>	<b>285,000</b>	<b>445,694</b>
<b>NET CARRYING VALUE</b>				
<b>As at 1st April 2017</b>	<b>1,825</b>	<b>4,274</b>	<b>15,000</b>	<b>21,099</b>
<b>As at 31st March 2018</b>	<b>92,097</b>	<b>4,274</b>	<b>15,000</b>	<b>111,371</b>
<b>As at 31st March 2019</b>	<b>153,525</b>	<b>18,821</b>	<b>15,000</b>	<b>187,346</b>

Particulars		Face Value	As at 31st March, 2019 Number Amount	As at 31st March, 2018 Number Amount
I.	<b>Measured at Cost</b>			
A.	<b>Equity Instruments</b>			
	<b>Unquoted : Fully Paid-Up</b>			
	International Amusement Limited	1920000	25,766,000	1920000 25,766,000
	Appu Ghar Securities & Solutions Private Limited	200000	10,000,000	200000 10,000,000
	Appu Ghar Entertainment Private Limited	291000	8,416,000	291000 8,416,000
	Uninet Strategic Advisory Limited	-	-	1215505 7,378,000
	<b>Total (I)</b>		<b>44,182,000</b>	<b>51,560,000</b>
B.	<b>Investment in Partnership Firm</b>		100,000	100,000
	<b>Total (II)</b>		<b>100,000</b>	<b>100,000</b>
	<b>Total (I + II)</b>		<b>44,282,000</b>	<b>51,660,000</b>
<b>Note 5</b>	<b>Other Non-Current Financial Assets</b>			
	Fixed Deposit for a period more than 12 Month*		-	1,253
	Interest Accrued deposit with bank		-	800
			-	<b>2,053</b>
<b>Note 6</b>	<b>INVENTORIES</b>			
	Inventories		1,544,904	12,202,358
			<b>1,544,904</b>	<b>12,202,358</b>
<b>Note 7</b>	<b>TRADE RECEIVABLES</b>			
	<b>Current - Unsecured</b>			
	Considered Good		11,434,340	-
			<b>11,434,340</b>	-
<b>Note 8</b>	<b>CASH &amp; BANK BALANCES</b>			
	<b>Cash &amp; Cash Equivalents</b>			
	Balance with Banks:			
	- On Current Accounts		573,180	573,920
	- Cash on Hand		8,856	4,299
			<b>582,036</b>	<b>578,219</b>
<b>Note 9</b>	<b>OTHER FINANCIAL ASSETS</b>			
	Advances to Employees		66,000	100,000
	Security Deposit		74,000	-
			<b>140,000</b>	<b>100,000</b>

	As at 31st March, 2019	As at 31st March, 2018
<b>AUTHORISED CAPITAL</b>		
26,25,00,000 Equity Shares of Rs.2/- each	525,000,000	525,000,000
(Previous Year 5,25,00,000 Equity Shares of Rs.10/- each)	60,000,000	60,000,000
6,00,000 Preference share of Rs.100/- each	<b>585,000,000</b>	<b>585,000,000</b>

**ISSUED, SUBSCRIBED AND PAID UP CAPITAL**

4,91,48,498 Equity Shares of Rs.2/- each	98,296,996	98,296,996
	<b>98,296,996</b>	<b>98,296,996</b>

a) **RIGHTS, PREFERENCE AND RESTRICTIONS**

The company has only one class of shares referred to as equity shares having a par value of Rs.2/- each (Previous Year of Rs.2/- each). Holder of equity shares is entitled to one vote per share.

b) **THE RECONCILIATION OF NUMBER OF EQUITY SHARES OUTSTANDING AND AMOUNT OF SHARE CAPITAL IS SET OUT**

Particulars	As at 31.03.2019		As at 31.03.2018	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
At the beginning	49148498	98,296,996	49148498	98,296,996
Add: During the year	-	-	-	-
At the end	<b>49,148,498</b>	<b>98,296,996</b>	<b>49,148,498</b>	<b>98,296,996</b>

c) **THE DETAILS OF SHAREHOLDER HOLDING MORE THAN 5% SHARES IS SET OUT BELOW :**

Name of Shareholders	As at 31st March, 2019		As at 31st March, 2018	
	Number	%	Number	%
Mr. Gian Vijeshwar	4007112	8.15	4007112	8.15
Mrs. Kusum Vijeshwar	3944488	8.03	3944488	8.03
Mr. Monny Vijeshwar	3666800	7.46	3666800	7.46
Mr. Robin Vijeshwar	4058200	8.26	4058200	8.26
Mr. Pankaj Shrimali	4902800	9.98	4902800	9.98
Mrs. Madhuri Shrimali	3337200	6.79	3337200	6.79
Appu Ghar Entertainment Pvt. Ltd.	4717400	9.60	4717400	9.60
San Share Shoppe Pvt. Ltd.	3709000	7.55	3709000	7.55
AAS Research & Solutions Pvt. Ltd.	4243600	8.63	4243600	8.63
Uninet Strategic Advisory Ltd	3970004	8.08	4121743	8.39

Particulars	Reserve & Surplus				Other Comprehensive Income	
	Capital Redemption Reserve	Securities Premium Reserve	Capital Reserve	Retained Earnings	Equity Instrument through other Comprehensive Income	Share in aggregate other Comprehensive Income of Associate(s)
<b>Balance as at 1st April 2017</b>	400,000	76,412,986	19,910,683	(49,225,449)	(22,557,652)	(469,196)
Fair Value Changes in Equity Instruments	-	-	-	-	(53,856,527)	-
Profit / (Loss) for the year	-	-	-	(6,843,812)	-	-
<b>Balance as at 31st March 2018</b>	400,000	76,412,986	19,910,683	(56,069,261)	(76,414,179)	(469,196)
Fair Value Changes in Equity Instruments	-	-	-	-	-	-
Profit / (Loss) for the year	-	-	-	(4,175,289)	-	-
Amount transferred to Retained Earning on Sale of Investment recognized through Other Comprehensive Income (Net of Tax)	-	-	-	(39,674,199)	39,674,199	-
<b>Balance as at 31st March 2019</b>	400,000	76,412,986	19,910,683	(60,244,550)	(76,414,179)	(469,196)
						<b>(40,404,255)</b>

**Note-12 TRADE PAYABLES**

Trade Payables

As at	As at
31st March 2019	31st March 2018
-	2,395,693
-	<b>2,395,693</b>

**Note-13 OTHER CURRENT LIABILITIES**

Expenses Payable  
Statutory Dues

277,885	177,985
-	12,293
<b>277,885</b>	<b>190,278</b>

	For the period ended 31st March 2019	For the year ended 31st March 2018
<b>Note-14 Revenue from Operations</b>		
Sales	50,314,619	51,270,203
	<b>50,314,619</b>	<b>51,270,203</b>
<b>Note-15 OTHER INCOME</b>		
Dividend Income	99,075	97,864
	<b>99,075</b>	<b>97,864</b>
<b>Note-16 EMPLOYEE BENEFITS EXPENSES</b>		
Establishment Expenses	1,319,951	1,239,887
Staff Welfare Expenses	77,712	72,445
	<b>1,397,663</b>	<b>1,312,332</b>
<b>Note-17 OTHER EXPENSES</b>		
Advertisement	42,488	69,889
Travelling & Conveyance	77,975	60,667
Audit Fees	100,000	100,000
Books & Periodicals	2,720	17,347
AGM Expenses	162,575	125,399
Rent / Hire Charges	223,000	178,800
Printing and Stationery	30,002	70,056
Postage & Courier	430	108,774
Communication Expenses	45,003	32,093
Fees & Subscription Charges	27,800	126,598
Listing Fees	314,022	460,000
Professional and legal Charges	876,076	272,332
Repair and Maintenance	76,402	114,878
Electricity & Water Charges	32,829	36,722
Festival Expenses	9,387	32,548
Sitting Fee	67,000	145,000
Service Tax & GST paid on Expenses	265,686	72,904
Write off Fixed Assets	3,074	-
Misc. Expenses	16,907	20,216
	<b>2,373,376</b>	<b>2,044,224</b>

**18 CONTINGENT LIABILITIES**

a) claims against the Company not acknowledged as debts in respect of:-

	For the Year	Previous Year
	In Lacs	in Lacs
Pending Litigations	10.79	11.62

b) The Company has provided following Equity Shares as margin against Derivative Products.

Description	No. of Shares
Arvind Ltd	2,000
Manali Petrochemicals Ltd	9,500
Reliance Power Ltd	99,699

**19 Basic and Diluted Earnings per Share**

(Rs. In Lacs)

Particulars	For the Year	Previous Year
Profit / (Loss) for the year	(4,175,289)	(60,700,339)
Weighted Average number of equity shares (nos.)	49148498	49148498
Earning per Share (basic & diluted )	(0.08)	(1.24)

**20 Amount paid / payable to Auditors:**

(Rs. In Lacs)

Particulars	Current Year	Previous Year
Audit Fees	1.00	1.00
Others	-	0.20

**21 Disclosure under Indian Accounting Standard- 24 "Related Party Disclosures" issued by The Institute of Chartered**
**A. List of related parties**
**a). Directors / Key Managerial Personnel**

Mr. Ashok Sawhney	- Director
Mr. Aman Sawhney	- Director / Manager
Mr. Pankaj Shrimali	- Director
Mr. Avinash Chander Sharma	- Director
Mr. Vijay Kalra	- Independent Director
Mr. Gauri Shanker Goyal	- Independent Director
Mr. Umong Sethi	- Independent Director
Mrs. Neena Sethi	- Independent Director
Mr. Ashok Kumar	- Chief Financial Officer
Mr. Vikas Jain	- Company Secretary

**b). Firms and Companies in which directors/KMP's are interested:**

Uninet Strategic Advisory Limited  
Sadhna Dials Private Limited



B). The Company has entered into transactions with certain parties listed above during the year under consideration.  
Details of these transactions are as follows

(Rs. In Lacs)

Description	Firms and Companies in which directors/KMP's are interested		Directors	
	This Year	Previous Year	This Year	Previous year
Sitting Fee paid to all Directors	-	-	0.85	1.45
Professional / Advisory Charges	-	-	6.45	-
Loan Taken/Repaid	-	-	17.25	-
Sale of Investment	73.78	-	-	-
Rent Paid	1.30	-	-	-
<b>Closing Balance ( DR )</b>	57.53	-	-	-
<b>Closing Balance ( CR )</b>	-	-	-	-

- 22 Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from October, 2 2006 certain disclosure are required to be made relating to Micro, Small & Medium Enterprises. There have been no reported cases of delays in payments to Micro and Small Enterprises or of interest payments due to delays in such payments.
- 23 Foreign Currency Transactions: Nil
- 24 Previous Year's figures have been regrouped / rearranged wherever necessary.

As per our report of even date

For and on behalf of  
B. K. Sood & Co.  
Chartered Accountants  
Firm Registration No. 000948N

For and On behalf of the Board of Directors

Sd/-  
Nitin Jain  
Partner  
M. No. 089895

Sd/-  
ASHOK SAWHNEY  
DIRECTOR  
DIN 00303519

Sd/-  
AMAN SAWHNEY  
DIRECTOR & MANAGER  
DIN 00323283

Place : New Delhi  
Date : 28.05.2019

Sd/-  
ASHOK KUMAR  
C.F.O

Sd/-  
VIKAS JAIN  
COMPANY SECRETARY

## NOTE



**NETWORK LIMITED**  
W-39, Okhla Industrial Area, Phase II, New Delhi – 110020  
Ph. 011-41067060, E-mail: [network.limited@gmail.com](mailto:network.limited@gmail.com)  
Website: [www.networklimited.net](http://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 30<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday 24<sup>th</sup> September 2019 at 10.30 a.m. at MPCU Shah Auditorium, Shree GujratiSamajMarg, Civil Lines, Delhi-110054 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. 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, 2019.
2. To pass ordinary resolution for Re-appointment of Mr. Ashok Sawhney (DIN – 00303519) as a Director of the Company.
3. To pass ordinary resolution for Re-appointment of Mr. AvinashChander Sharma (DIN – 00438711) as a Director of the Company.
4. 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 \_\_\_\_\_ 2019

Signature of Shareholder \_\_\_\_\_

Signature of Proxy Holder (s) \_\_\_\_\_

Affix One Rupee Revenue Stamp
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**Note:**

1. 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.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 30<sup>th</sup> Annual General Meeting.

