

NOTICE

Notice is hereby given that 32nd Annual General Meeting of Shareholders of Rich Universe Network Limited (CIN: L51100UP1990PLC012089) will be held on Saturday, 24th day of September, 2022 at 02:30 P.M at the registered office of the company at 7/125 (C-2), IInd Floor, Swaroop Nagar, Kanpur - 208002, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements for the financial year ended on 31st March, 2022 and the Reports of Board of Directors and Auditor's thereon.
2. To appoint a director in place of Mr. Sanjay Gupta (DIN: 00335369), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), following resolution as an ordinary resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, Srivastava S & Co. Chartered Accountants (ICAI Firm Registration No. 015187C), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of 5 years from the conclusion of this Annual General Meeting (AGM) of the Company till the conclusion of the 37th AGM of the Company to be held in 2027 to examine and audit the accounts of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and Regulations 19(4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, notifications read with Schedule IV of the said Act, Mr Bharat Yadav (DIN : 09463704), who was appointed as an Additional Director of the Company with effect from 12th January, 2022 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 24th September 2022."

5. To re-appoint Mr. Shashwat Agarwal as Managing Director and in this regard, to pass, the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder as amended from time to time, read with Schedule V to the Act (including any statutory modifications or re-enactment thereof for the time being in force) as recommended by the Nomination & Remuneration Committee in their meeting held on 05th day of March, 2022 and subject to approval of the members of the company by way of passing of ordinary resolution at their meeting to be held after approval by the Board of Directors and such other consents, sanctions and permission as may be required under law, if any, Mr. Shashwat Agarwal (DIN: 00122799), Chairman & Managing Director of the Company whose tenure is liable to be determined on 31st March, 2022, be and is hereby re-appointed as Chairman & Managing Director of the Company, for a further period of 05 (Five) years effective from 1st April, 2022 to 31st March, 2027 on the following terms and conditions:-

Term of Appointment:

Five Years with effect from 01st April, 2022

I) Salary

Rs. 1,25,000 per month

II) Perquisites

1. House Rent Allowance

Rs. 1,00,000/- per month

2. Medical Reimbursement

As may be decided by the Nomination and Remuneration Committee/ Board.

3. Club Fee

Fees of Clubs subject to a maximum of two clubs excluding admission and life membership Fees.

4. Leave Travel Concession

For the Managing Director and his family once in a year incurred in accordance with the rules of the company.

5. Personal accidental Insurance

In accordance with the rules of the company.

6. Car

The company will provide a Car with driver to the Managing Director. Car used for the Company's business will not be considered as perquisites. Use of car for private purpose will be billed by the company.

7. Entertainment Expenses

The Managing Director shall be entitled to the reimbursement of entertainment expenses actually incurred for the business of the company.

8. Telephone

The company will provide telephone at the residence of Managing Director. Telephone used for the Company's business will not be considered as perquisites. Personal long distance calls for private purpose will be billed by the company.

11. Leave

The Managing director shall be entitled to privilege leave with pay not exceeding one month for every eleven months of completed service. Leave not availed of may be encashed.

12. Other Allowances

As may be decided by the Nomination and Remuneration Committee/Board of Directors from time to time in compliance with applicable laws, rules, regulations and Acts.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the term of office of the Managing Director, the Company will pay him remuneration by way of salary and perquisites not exceeding the ceiling laid down in Part II of Schedule V of the Companies Act, 2013 (Including any statutory modification or re-enactment thereof, for time being in force) as may be applicable from time to time.

RESOLVED FURTHER THAT Mr. Shashwat Agarwal in Capacity of managing director would be entrusted in the power's authorities, functions, duties, responsibilities etc. by the Board of Directors of the company, from time to time.

“RESOLVED FURTHER THAT Mr. Sanjay Gupta (DIN: 00335369), Whole Time Director of the Company and Astha Chaturvedi, Company Secretary of the company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters, things as are considered necessary and

expedient to give effect to this resolution including filing of necessary forms with the office of Registrar of Companies.”

For Rich Universe Network Limited

**Sd/-
(Astha Chaturvedi)
Company Secretary
M. No. - A37369**

Date: - 05.08.2022

Place: - Kanpur

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The Proxy Form should be lodged with the Company at the Registered Office at least 48 hours before the time of the Meeting.**
- 2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.**
- 3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.**
- 4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.**
- 5. The Register of Members and Share Transfer Books will remain closed from September 17th, 2022 to September 24th, 2022 (both days inclusive) for the purpose of AGM.**
- 6. Shareholders are requested to promptly notify any changes in their address to the Company's Registrar and Share Transfer Agents, Skyline Financial Services Private Limited.**
- 7. Members who have not registered their e-mail id addresses so far are requested to register their email address in case of physical holding with the Company and in case of demat holding with the Depository Participant.**

8. Electronic copy of the notice of the 32nd Annual General Meeting of the Company inter alia indicating the e-voting procedure along with the attendance slip and proxy form is being sent to all the members whose e-mail address are registered with the Company/Depository Participant for communication purposes unless any member has requested for a hard copy of the same.
9. All documents referred to in the Notice and the annexure to notice shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of the 32nd Annual General Meeting of the Company.
10. Members are requested to bring their identity cards along with copy of Annual Report to the Meeting.
11. Members desirous of obtaining any information concerning accounts of the Company are requested to address their questions to the Company Secretary, so as to reach at least 7 days before the date of meeting, to enable the information required to be made available at the Meeting, to the extent possible.
12. 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 demat / electronic form, the nomination form may be filed with the respective Depository Participant.
13. Corporate Members are requested to send to the Company, a duly certified copy of the Board resolution/Power of Attorney, authorizing their representatives to attend and vote at the Annual General Meeting.

6. ELECTRONIC DISPATCH OF ANNUAL REPORT-

In accordance with, the General Circular No. 2/2021 dated 13th January, 2021 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

Information of Directors being appointed/re-appointed as required under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2:-

| | |
|---|------------------|
| Name of the Director | Mr. Sanjay Gupta |
| Date of Birth | 07.10.1971 |
| Date of Appointment on the Board | 01.05.2002 |
| Number of Shares held in the Company | 0 |
| Number of Meetings of the Board attended/held | 9/9 |
| | |

| | |
|--|------------------------------------|
| Directorships held in other public companies (excluding foreign companies and Government Bodies) | 2 |
| Chairman/Member in the committees of the Boards of Companies in which he is Director (includes only Audit Committee, Stakeholder relationship Committee and Nomination and Remuneration Committee) | Nil |
| Expertise | Accounting, Finance and Investment |
| Relationship between director's inter-se, if any | No |

| | |
|--|------------------|
| Name of the Director | Mr. Bharat Yadav |
| Date of Birth | 02.03.1978 |
| Date of Appointment on the Board | 12.01.2022 |
| Number of Shares held in the Company | 0 |
| Number of Meetings of the Board attended/held | 1/1 |
| Directorships held in other public companies (excluding foreign companies and Government Bodies) | Nil |
| Chairman/Member in the committees of the Boards of Companies in which he is Director (includes only Audit Committee, Stakeholder relationship Committee and Nomination and Remuneration Committee) | Nil |
| Expertise | Business |
| Relationship between director's inter-se, if any | No |

| | |
|--|--|
| Name of the Director | Mr. Shashwat Agarwal |
| Date of Birth | 23/12/1961 |
| Date of Appointment on the Board | 16/07/1990 |
| Number of Shares held in the Company | 0 |
| Number of Meetings of the Board attended/held | 9/9 |
| Directorships held in other public companies (excluding foreign companies and Government Bodies) | 2 |
| Chairman/Member in the committees of the Boards of Companies in which he is Director (includes only Audit Committee, Stakeholder relationship Committee and Nomination and Remuneration Committee) | <p>1. Nikki Global Finance Limited</p> <p>a) Audit Committee Member</p> <p>b) Nomination and Remuneration Committee Member</p> <p>c) Stakeholder Relationship Committee Member</p> |

| | |
|--|---------------------------|
| Expertise | Business & Capital Market |
| Relationship between director's inter-se, if any | No |

7. Procedure for remote E-voting:

In accordance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and the Secretarial Standards issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members the facility to exercise their right to vote at the 32nd AGM through electronic means and the business may be transacted through the e-voting services provided by the National Securities Depository Limited.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The e-voting facility is available from 9.00 a.m. on Wednesday, September 21, 2022 to 5.00 p.m. on Friday, September 23, 2022. The e-voting module shall be disabled by NDSL for voting thereafter. During this period, shareholders of the Company, holding shares either in physical or dematerialised (demat) form, as on the cut-off date, Saturday, September 17, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, September 17, 2022

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful |

authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of

| | |
|--|---|
| | <p>e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) 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*****. |
| b) 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***** |
| c) 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*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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 to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) 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

- (ii) 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'.
 - (iii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) 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.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically

How to cast your vote electronically

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to fcsfaibhav@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Yogesh Tiwari at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@richuninet.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@richuninet.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

1. Book Closure Dates will be from Saturday, September 17, 2022 to Saturday, September 24, 2021, (both days inclusive).
2. Mr. Vaibhav Agnihotri of M/s. V. Agnihotri & Associates, Practicing Company Secretaries, (Membership No. FCS 10363) has been appointed as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

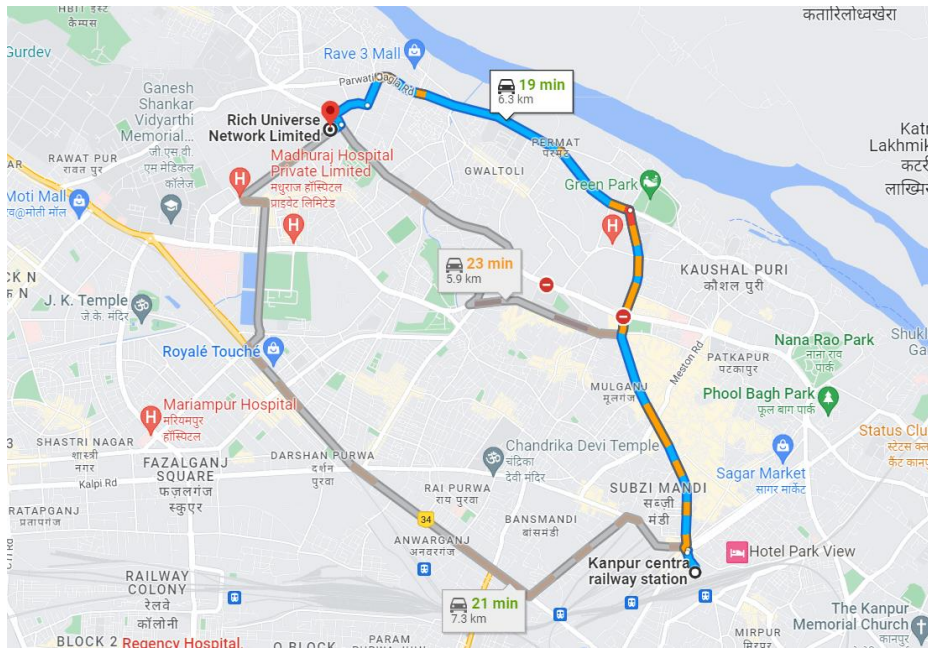
The results of entire e-voting along with Scrutinizer's report shall be placed on the Company's website www.richuninet.com within 2 days of passing resolutions at the AGM of the Company and communicated to stock exchanges, where the shares of the Company are listed.

Contact Details:

| | |
|-------------------------------------|--|
| Company | : Rich Universe Network Limited Regd. Office: IInd Floor, 7/125, C-2, Swaroop Nagar, Kanpur -208002 CIN: L51100UP1990PLC012089 E-mail ID: investors@richuninet.com / rcfsl@rediffmail.com Tele: 0512-2540293 |
| Registrar and Transfer Agent | : Skyline Financial Services Private Limited D-153, 1 st Floor, Okhla Industrial Area, Phase-1, New Delhi - 110020. E-mail ID: admin@skylinerta.com Tel: +91-11-64732681 to 88 Fax : +91-11-26812682 |
| e-Voting Agency | : National Securities Depository Limited E-mail ID: evoting@nsdl.co.in Phone : 1800 1020 990 / 1800 224 430 |
| Scrutinizer | : Mr. Vaibhav Agnihotri of M/s V. Agnihotri & Associates Practising Company Secretaries Email ID: fcsvaibhav@gmail.com Phone : 9839104031 |

ROUTE MAP TO THE VENUE OF AGM

IIND FLOOR, 7/125, C-2, SWAROOP NAGAR, KANPUR -208002



ATTENDANCE SLIP

32ND ANNUAL GENERAL MEETING - SEPTEMBER 24, 2022

RICH UNIVERSE NETWORK LIMITED

Regd. Office: IInd FLOOR, 7/125, C-2, SWAROOP NAGAR, KANPUR - 208002

CIN: L51100UP1990PLC012089

DP ID/Client ID/Folio No.

No. of shares held

I Certify that I am a member/proxy for the member of the Company.

I, hereby record my presence at the 32nd Annual General Meeting held on Saturday September 24, 2022 at 02:30 p.m. at IInd Floor, 7/125, C-2, Swaroop Nagar, Kanpur - 208002

Name of the Member -----

Name of the Proxy -----

Signature -----

Note: Please complete this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall. Members are requested to bring their copy of the Annual Report for reference at the meeting.

PROXY FORM (MGT-11)

{Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014}

32ND ANNUAL GENERAL MEETING - SEPTEMBER 24, 2022

RICH UNIVERSE NETWORK LIMITED
Regd. Office: IInd FLOOR, 7/125, C-2, SWAROOP NAGAR, KANPUR - 208002
CIN: L51100UP1990PLC012089

| | |
|-------------------------|--|
| Name of the member(s) : | |
| Registered Address : | |
| E-mail ID : | |
| Folio No/Client ID : | |
| DP ID : | |

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

| | |
|------------|------------|
| Name: | Address: |
| E-mail ID: | Signature: |

or failing him/her

| | |
|------------|------------|
| Name: | Address: |
| E-mail ID: | Signature: |

or failing him/her

| | |
|------------|------------|
| 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 32nd Annual General Meeting of the Company, to be held on Saturday, September 24, 2022 at 02:30 p.m. at IInd Floor, 7/125, C-2, Swaroop Nagar, Kanpur - 208002 and at any adjournment thereof in respect of such resolutions as are indicated below:

| S.NO | RESOLUTION | VOTE | |
|------|---|------|---------|
| | | FOR | AGAINST |
| 1. | Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2022 | | |
| 2. | To appoint a director in place of Mr. Sanjay Gupta (DIN: 00335369), who retires by rotation and being eligible, offers himself for re-appointment | | |
| 3. | Appointment of Statutory Auditors of the Company | | |
| 4. | Regularization of Mr. Bharat Yadav as an Independent Director of the Company | | |
| 5. | Re-Appointment of Mr. Shashwat Agarwal as Chairman & Managing Director of the Company | | |

Signed this day of 2022.

Signature of shareholder:

Affix 1
Rupees
Revenue
Stamp

Signature of Proxy holder(s):

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. A person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member.

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item No. 4 and Item No. 5 of the accompanying Notice dated August 5, 2022:

Item No. 4:-

The Board of Directors at their meeting held on 12th January, 2022, appointed Mr. Bharat Yadav as an Additional Director of the Company on the recommendation of Nomination and Remuneration Committee. According to the provisions of Section 161 of the Companies Act 2013, he holds office as Additional Director only up to the date of the ensuing Annual General Meeting.

Mr. Bharat Yadav has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act read with the rules made thereunder for appointment as an Independent Director and he is independent of the management.

Mr. Bharat Yadav is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Bharat Yadav as an Independent Director is now being placed before the Members for their approval. The Board of Directors recommends the said resolution for your approval.

Mr. Bharat Yadav is deemed to be interested in the said resolution as it relates to his appointment. None of the other Directors or key managerial personnel or their relatives, in anyway, concerned or interested in the said resolution.

Item No. 5:-

The Board of Directors, on the recommendation of Nomination and Remuneration Committee of the Company at their meeting held on 14th day of March, 2022 re-appointed Mr. Shashwat Agarwal (DIN: 00122799) as Chairman and Managing Director of the Company for further period of 5 (five) years commencing from day of 1st April, 2022 to 31st day of March, 2027, subject to approval of the Members of the Company at the ensuing annual general meeting to be held for the Financial Year 2021-22.

Tenure of Mr. Shashwat Agarwal as Chairman & Managing Director of the Company is liable to expire on 31.03.2022, Mr. Shashwat Agarwal has been re-appointed on such terms and conditions as mutually agreed between him and the board of the company. Details of terms and conditions are given in resolution no. 5 of this notice.

The Statement containing information as required under Schedule V to the Companies Act, 2013, to the extent applicable, is given hereunder.:

Information about the Appointee:

Background Details - Mr. Shashwat Agarwal is actively involved in day to day

business activities of the company since its incorporation. With his efforts and decision making process, the company has its recognition in its segment among the investors spread throughout country.

Basically, Mr. Shashwat Agarwal (60) is commerce graduate and he is actively involved in capital market since 1987 and has experience of more than 33 years. He has very good understanding of capital and financial market. His strength also includes strong relationship management, international alliances/tie ups and business development.

Job profile and his suitability.— Mr. Shashwat Agarwal is entrusted with substantial powers of the management of the company by virtue of Articles of the Company or an agreement with the Company or a resolution passed in its general meeting or by its Board of Directors subject to the superintendence, control and direction of the Board of Directors, regulations made by the company in general meeting and the restrictions imposed by the Companies Act, 2013 (erstwhile subject to provisions of Companies Act, 1956) and shall do all his power to promote, develop and extend the business of the company. He has managed the company's business in very effective and efficient manner. The challenging business environment requires review of operations, monitoring and decision making on day to day basis besides strategic guidance and advice on ongoing basis for upgradation and expansion/diversification activities in which the company would be immensely benefitted by his matured and timely advise.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel - Other than entitlements of remuneration as set out above for his services as Chairman & Managing Director of Rich Universe Network Limited, Mr. Shashwat Agarwal has directly or indirectly no other pecuniary relationship with the company or any other Director or managerial personnel of the company except as shareholder/promoter through his relatives.

Keeping in view the qualifications, rich and varied experience and managerial skills of Mr. Shashwat Agarwal, the Board of Directors recommends the passing of the proposed resolution as an ordinary resolution in compliance with provisions of the Companies Act, 2013 read with rules made thereunder.

Other than Mr. Shashwat Agarwal, none of other Directors or Key Managerial Personnel of the Company or their relatives (except as shareholder(s)/promoter(s) through his relatives) is concerned or interested in the resolution at Item No. 5 of the accompanying Notice.

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

For Rich Universe Network Limited

Sd/-
(Astha Chaturvedi)
Company Secretary
M. No. - A37369

Date: - 05.08.2022
Place: - Kanpur