RICH

25TH ANNUAL REPORT
2014-15

RICH UNIVERSE NETWORK LIMITED
(FORMERLY KNOWN AS RICH CAPITAL & FINANCIAL SERVICES LTD.)
CIN: L65921UP1990PLC012089

REGD. OFF.: 7/125, C-2, IIND FLOOR, SWAROOP NAGAR, KANPUR – 208002

Phones: 0512-3258312, 3258204 Fax: 0512-3072718
e-mail:rcfsl@rediffmail.com, investors@richuninet.com
Website:richuninet.com

BOARD OF DIRECTORS

Mr. Shashwat Agarwal	(DIN: 00122799)
Chairman & Managing Director	
Mr. Rajeev Agarwal	(DIN: 00122877)
Whole Time Director	
Mr. Sanjay Gupta	(DIN: 00335369)
Whole Time Director	
Mr. Manoj Kumar	(DIN: 02855139)
Director	
Mr. Dhrupesh Kumar Shah	(DIN: 02883598)
Director	
Mrs. Kavita Awasthi	(DIN: 03106803)
Director	

Ms. Nancy Jain
Company Secretary

Auditors:
Mr. Mukesh Rajani
Rajani Mukesh & Associates
Chartered Accountants
510, Prem Ratan Vatika,
7/180, Swaroop Nagar, Kanpur – 208 002

Registered Office:
7/125, C-2, IInd Floor,
Swaroop Nagar, Kanpur – 208002

CIN: L65921UP1990PLC012089

Registrar & Transfer Agent:
SKYLINE FINANCIAL SERVICES PVT. LTD.
D-153/A, 1st Floor, Okhla, Industrial area,
Phase 1, New Delhi – 110020

Bankers

HDFC Bank
State Bank of India

NOTICE

Notice is hereby given that 25th Annual General Meeting of Shareholders of Rich Universe Network Limited (CIN: L65921UP1990PLC012089) will be held on Wednesday, the 30th day of September, 2015 at 10:30 A.M. at the Registered Office of the Company at 7/125 (C-2), IInd Floor, Swaroop Nagar, Kanpur – 208002, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited statement of Profit and Loss Account of the Company for the financial year ended on 31st March, 2015 and Balance Sheet as at that date and the Reports of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Rajeev Agarwal (DIN: 00122877), 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 Section 139 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, if any and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies appointment of M/s Rajani Mukesh & Associates, Chartered Accountants (ICAI Firm Registration No. 004072C), as auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of twenty seventh Annual General Meeting of the Company to be held in the year 2017 at 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, read with Schedule IV of the said Act, Mrs. Kavita Awasthi (DIN : 03106803), who was appointed as an Additional Director of the Company with effect from 25th March, 2015 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 25th March, 2015."

5. To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:-

"RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and in partial modification of the relevant resolution passed at the Annual General Meeting of the Company held on 30.09.2013, which stood amended by a resolution passed at Annual General Meeting of the Company held on 30.09.2014, consent of the Company be and is hereby accorded to the revision in terms of remuneration of Mr. Shashwat Agarwal, (DIN: 00122799), Chairman & Managing

Director of the Company, by way of change in the maximum amount of basic salary & House Rent Allowance paid or payable to Mr. Shashwat Agarwal w.e.f. 01.04.2015 as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice, for the remaining period of his tenure i.e. upto 31.03.2016."

"RESOLVED FURTHER THAT except for the aforesaid revision in maximum amount of basic salary, house rent allowance & consequential increase in the benefits or perquisites paid or payable to Mr. Shashwat Agarwal, all other terms and conditions of his appointment/re-appointment as Chairman & Managing Director of the Company, as approved by the resolution passed at the Annual General Meeting of the Company held on 30.09.2013, which stood amended by a resolution passed at Annual General Meeting of the Company held on 30.09.2014, shall remain unchanged."

"RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to fix or alter or vary the remuneration paid/payable to Mr. Shashwat Agarwal, including the monetary value thereof, to the extent as recommended by the nomination and remuneration committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013 read with Schedule V to the Companies Act, 2013."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial during the term of office of the Chairman & 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."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

6. To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:-

"RESOLVED that pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and in partial modification of the relevant resolution passed at the Annual General Meeting of the Company held on 30.09.2013 which stood amended by a resolution passed at Annual General Meeting of the Company held on 30.09.2014, consent of the Company be and is hereby accorded to the revision in the remuneration of Mr. Sanjay Gupta, (DIN: 00335369), Whole Time Director of the Company, by way of change in the maximum amount of basic salary paid/payable to Mr. Sanjay Gupta w.e.f. 01.04.2015, as recommended by the nomination and remuneration committee from time to time and as set out in the explanatory statement annexed to the notice, for the remaining period of his tenure i.e. upto 31.03.2018."

"RESOLVED FURTHER THAT except for the aforesaid revision in salary & consequential increase in the benefits or perquisites paid or payable to Mr. Sanjay Gupta, all other terms and conditions of his appointment as Whole Time Director of the Company, as approved by the resolution passed at the Annual General Meeting of the

Company held on 30.09.2013, which stood amended by a resolution passed at Annual General Meeting of the Company held on 30.09.2014, shall remain unchanged."

"RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to alter or vary the scope of remuneration of Mr. Sanjay Gupta (DIN: 00335369), Whole Time Director of the Company, including the monetary value thereof, to the extent as recommended by the nomination and remuneration committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013 read with Schedule V to the Companies Act, 2013."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial during the term of office of the Whole Time 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."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

7. To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:-

"RESOLVED that pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and in partial modification of the relevant resolution passed at the Annual General Meeting of the Company held on 30.09.2013 which stood amended by a resolution passed at Annual General Meeting of the Company held on 30.09.2014, consent of the Company be and is hereby accorded to the revision in the remuneration of Mr. Rajeev Agarwal, (DIN: 00122877), Whole Time Director of the Company, by way of change in the maximum amount of basic salary paid/payable to Mr. Rajeev Agarwal w.e.f. 01.04.2015, as recommended by the nomination and remuneration committee from time to time and as set out in the explanatory statement annexed to the notice, for the remaining period of his tenure i.e. upto 31.03.2018."

"RESOLVED FURTHER THAT except for the aforesaid revision in salary & consequential increase in the benefits or perquisites paid or payable to Mr. Rajeev Agarwal, all other terms and conditions of his appointment as Whole Time Director of the Company, as approved by the resolution passed at the Annual General Meeting of the Company held on 30.09.2013, which stood amended by a resolution passed at Annual General Meeting of the Company held on 30.09.2014, shall remain unchanged."

"RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to alter or vary the scope of remuneration of Mr. Rajeev Agarwal (DIN: 00122877), Whole Time Director of the Company, including the monetary value thereof, to the extent as recommended by the nomination and remuneration committee from time to time as may be considered appropriate, subject to the overall limits specified

by this resolution and the Companies Act, 2013 read with Schedule V to the Companies Act, 2013."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial during the term of office of the Whole Time 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."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

8. To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:-

"RESOLVED, that pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), Clause IV of the Memorandum of Association be and is hereby altered by replacing the existing Clause IV with the following new Clause IV:

Clause IV.

"The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on shares held by them."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

9. To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, a new set of Articles of Association, placed before the Members, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

For Rich Universe Network Limited

Company Secretary

Place: - Kanpur
Date: - 04.09.2015

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, 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. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote in their behalf at the Meeting.

4. The Register of Members and Share Transfer Books of the Company will be closed from Friday, September 25, 2015 to Wednesday, September 30, 2015, both days inclusive.

5. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6. Additional information pursuant to clause 49 of the listing agreement in respect of the Directors seeking appointment / re-appointment as mentioned under items nos. 2 and 4 of this notice is appended. Further, the Company is in receipt of relevant disclosures / consents from the Directors pertaining to their appointment / re-appointment.

7. Copies of all documents referred to in the notice are available for inspection at the registered office of the Company during normal business hours on all working days, Except Saturdays, Sundays and Public Holidays, between 11:00 a.m. to 1:00 p.m. upto date of the annual general meeting of the Company.

8. Members seeking any information with regard to accounts are requested to write to the Company Secretary at least ten days in advance of annual general meeting, to enable the Company to keep the information ready.

9. Members are requested to:

   a. Bring their copy of the annual report and attendance slip for the meeting.
   b. Note that all correspondence relating to share transfers should be addressed to Registrar and Transfer Agent of the Company, viz. Skyline Financial Services Private Limited, at D-153, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi - 110020.
   c. Quote their DP ID No. /Client ID No. or folio number in all their correspondence.

10. Members are requested to notify immediately any change in their addresses to the Company's Registrar and Share Transfer Agents, Skyline Financial Services Private Limited for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.

11. SEBI & the Ministry of Corporate Affairs encourages paperless communication as a contribution to greener environment. Members holding shares in physical mode are requested to register their e-mail ID's with Skyline Financial Services Private Limited, the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

12. The annual report 2014-15 along with the notice of annual general meeting, attendance slip & proxy form is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

13. **Voting Options:**
Voting through Electronic means:

    (i) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the remote e-voting platform of Central Depository Services (India) Limited ("remote e-voting").

    (ii) The facility for voting through poling paper shall be made available 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 polling paper.

14. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. 24th September, 2015, shall be entitled to avail the facility of remote e-voting or voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

15. A person who has acquired the shares and has become a member of the Company after the despatch of the Notice of the AGM and prior to the Cut-off date i.e. 24th September, 2015, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part and may obtain their login ID and Password.

16. The remote e-voting will commence on Saturday, 26th September, 2015 at 9:00 a.m. and will end on Tuesday, 29th September, 2015 at 5:00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. 24th September, 2015, may cast their vote electronically. The

members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.

17. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

18. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.

19. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. 24th September, 2015.

20. The Company has appointed CS Sarvesh S. Srivastava, practicing company secretary (Membership No. 7719; CP No. 3719) to act as the scrutinizer for conducting remote e-voting process as well as the voting through Poll Paper at the AGM, in a fair and transparent manner.

21. The procedure and instructions for remote e-voting are, as follows:

(i) The remote e-voting facility is available at the link www.evotingindia.com.

(ii) The remote e-voting facility will be available during the following voting period:

Start Date & Time	End Date & Time
September 26, 2015 9:00 a.m.	September 29, 2015 5:00 p.m.

(iii) Log on to the remote e-voting website www.evotingindia.com.

(iv) Click on "Shareholders" tab.

(v) Now, select "**RICH UNIVERSE NETWORK LIMITED**" from the drop down menu and click on "SUBMIT".

(vi) Enter your User ID:

- For CDSL: 16 digits beneficiary ID
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID
- For Members holding shares in Physical Form should enter folio number registered with the Company

(vii) Thereafter, enter the image verification Code as displayed and click on "Login" tab.

(viii) If you are holding shares in demat form and had earlier logged on to www.evotingindia.com and casted your vote for any company electronically, then your existing login id and password are to be used. If you have forgotten the password then enter User ID and the image verification code and click on forgot password & enter the details as prompted by the system.

(ix) If you are first time user, then fill up the following details in the appropriate boxes:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/ Depository Participant, are requested to use first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records in respect of your shareholding in the Company in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vi).

(x) After entering these details appropriately, click on "SUBMIT" tab.

(xi) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xii) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.

(xiii) Click on the relevant EVSN on which you choose to vote.

(xiv) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xv) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xvi) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvii) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.

(xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xix) Instructions for Non – Individual Members and Custodians:

- Non-Individual Members (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
- A scan copy of the Board Resolution and Power of Attorney ("POA") which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

(xx) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting by polling papers and thereafter unblock the votes cast through remote 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.

(xxi) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.richuninet.com and on the website of CDSL i.e www.cdslindia.com within three days of the passing of the Resolutions at the 25th Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

(xxii) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at https://www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact Details:

Company	:	Ms. Nancy Jain, Company Secretary Rich Universe Network Limited Regd. Office: IInd Floor, 7/125, C-2, Swaroop Nagar, Kanpur -208002 CIN: L65921UP1990PLC012089 E-mail ID: investors@richuninet.com
Registrar and Transfer Agent	:	Skyline Financial Services Private Limited D-153, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi - 110020. Tel: +91-11-64732681 to 88 Fax : +91-11-26812682
remote e-voting Agency	:	Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com Phone : 022- 22723333/ 8588
Scrutinizer	:	CS Sarvesh S. Srivastava, Practising Company Secretary E-mail ID: sarvesh_srifcs@yahoo.co.in

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 Nos. 4 to 9 of the accompanying Notice dated September 4, 2015:

Item No. 4: -

The Board of Directors at their meeting held on 25th March, 2015, appointed Mrs. Kavita Awasthi as an Additional Director of the Company. According to the provisions of Section 161 of the Companies Act 2013, she holds office as Additional Director only up to the date of the ensuing Annual General Meeting. The Company has received notice under Section 160 of the Companies Act, 2013 from Mrs. Kavita Awasthi signifying her candidature as an Independent Director of the Company.

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

Mrs. Kavita Awasthi is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Kavita Awasthi 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.

Mrs. Kavita Awasthi is deemed to be interested in the said resolution as it relates to her appointment. None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution.

Item No. 5: -

At the AGM held on 30th September, 2013, which stood amended on 30th September, 2014, the Members of the Company had approved of the appointment and terms of remuneration of Mr. Shashwat Agarwal as Chairman & Managing Director of the Company for a period of 3 years from 1st April, 2013, including inter alia salary upto a maximum of Rs. 2,00,000 per month and House Rent Allowance of Rs. 50,000 per month, with authority to the Board to fix his salary within the above mentioned scale. It is proposed to revise the maximum basic salary paid or payable to Mr. Shashwat Agarwal upto Rs. 4,00,000 per month and House Rent Allowance to Rs. 1,00,000 per month with effect from 1st April 2015 for the remainder of his term upto 31st March, 2016 with proportionate increase in the benefits related to his salary, if any, subject to the approval of the Members of the Company. The Board of Directors which term shall be deemed to include any Committee of the Board constituted to exercise its powers, shall have power to fix, alter or vary the scope of remuneration of Mr. Shashwat Agarwal paid or payable within maximum limit as approved by the members of the company on recommendation of nomination and remuneration committee from time to time. The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time. All other terms and conditions of appointment/re-appointment of Mr. Shashwat Agarwal as Chairman & Managing

Director of the Company, as approved at the AGM of the Company held on 30th September, 2013, which stood amended at AGM held on 30the September, 2014, shall remain unchanged. In compliance with the provisions of Sections 196 and 197 read with Schedule V to the Act, the revised terms of remuneration of Mr. Shashwat Agarwal are now being placed before the Members for their approval.

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

I. General Information :

(1) Nature of Industry – The Company is engaged in the financial business.
(2) Date of Commencement of Business – 21st August, 1990.
(3) Financial Performance based on given indicators: The company earned a net profit of Rs. 1,07,523.12 for the year ended 31st March, 2015 as compared to net profit of Rs. 1,02,835.31 during the previous year.
(4) Foreign Investments or Collaborators – NIL

II. Information about the Appointee:

(1) 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 is commerce graduate and he is actively involved in capital market since 1987 and has experience of more than 25 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.

(2) Past Remuneration - The past remuneration package of Mr. Shashwat Agarwal was consisting monthly basic salary of Rs. 1,25,000.00 – 2,00,000.00 besides allowances, perquisites and other benefits as approved by the members at the time of appointment/re-appointment of Mr. Shashwat Agarwal and in accordance with the company's practice, rules and regulations in force from time to time.

(3) 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. Mr. Shashwat Agarwal 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.

(4) Remuneration Proposed – proposed remuneration is of basic scale of Rs. 1,25,000.00 – 4,00,000.00 & House Rent Allowance of Rs. 1,00,000.00 per month earlier HRA was Rs. 50,000.00 per month with proportionate increase in the benefits related to his salary, if any, subject to the approval of the Members of the Company, other terms and conditions shall remain unchanged as approved by the members at Annual General Meeting held on 30th September, 2013 which stood amended at Annual General Meeting held on 30th September, 2014 at the time of appointment/re-appointment of Mr. Shashwat Agarwal.

(5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person - The executive remuneration in the industry is on rise. The Nomination & Remuneration Committee constituted by the Board perused remuneration of managerial personnel in the financial sector and other companies comparable with the size of the company, industry benchmark in general, and accorded due cognizance to all these factors before approving the remuneration as proposed here in above. Considering qualifications, background, experience and competence of Mr. Shashwat Agarwal and the responsibility shouldered by him as Managing Director, in terms of remuneration are considered to be fair, just and reasonable.

(6) 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 himself or his relatives.

III. Other Information:

(1) Reasons for Inadequate Profit: As the company is in financial sector and the performance of the company was not satisfactory due to up and down in security market & unfavorable monetary environment.

(2) Steps or proposed to be taken for improvement: The Company has initiated several steps for restoring profitability by considering diversification its business activities from time to time in terms of amendment made in its object clause. The company has also initiated various measures towards achieving organizational and operating efficiencies and strengthening core competencies. With the above steps, the company is expected to perform reasonably well in future by focusing on new areas and explored its business activities.

(3) Expected increase in productivity and profits in measurable terms - In addition to steps proposed to be taken for improvement as detailed above, key focus areas would be profit maximization, operational efficiencies, cost and working capital containment. Barring unforeseen circumstances, the overall outlook for the current financial year 2015-16 seems to be positive and the management is optimistic of achieving improvements in the company's performance. However, it is extremely difficult in present scenario to predict profits in measurable terms but the above initiatives are expected to improve productivity and profitability.

IV. Disclosures:

The required disclosures as to remuneration package, etc. are appropriately made in the report on Corporate Governance annexed to and forming a part of Annual Report every year, which may be referred to.

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 a special resolution in compliance with provisions of the Companies Act, 2013 read with rules made thereunder.

Other than Mr. Shashwat Agarwal, none of the Directors or Key Managerial Personnel of the Company or their relatives (except as shareholders) are concerned or interested in the Resolution at Item No.5 of the accompanying Notice.

The Board recommends the Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Item No. 6:

At the AGM held on 30th September, 2013, which stood amended on 30th September, 2014, the Members of the Company had approved of the appointment and terms of remuneration of Mr. Sanjay Gupta as Whole Time Director of the Company for a period of 5 years from 1st April, 2013, including inter alia salary upto a maximum of Rs. 25,000 per month which stood increased to Rs. 28,000 per month on AGM geld on 30th September, 2014, with authority to the Board to fix his salary within the above mentioned scale. It is proposed to revise the maximum basic salary paid or payable to Mr. Sanjay Gupta to Rs. 50,000 per month with effect from 1st April 2015 for the remainder of his term upto 31st March, 2018 with proportionate increase in the benefits related to his salary, if any, subject to the approval of the Members of the Company. The Board of Directors which term shall be deemed to include any Committee of the Board constituted to exercise its powers, shall have power to fix, alter or vary the scope of remuneration of Mr. Sanjay Gupta paid or payable within maximum limit as approved by the members of the company on recommendation of nomination and remuneration committee from time to time. The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time. All other terms and conditions of appointment/re-appointment of Mr. Sanjay Gupta as Whole Time Director of the Company, as approved at the AGM of the Company held on 30th September, 2013, which stood amended at AGM held on 30th September, 2014, shall remain unchanged. In compliance with the provisions of Sections 196 and 197 read with Schedule V to the Act, the revised terms of remuneration of Mr. Sanjay Gupta are now being placed before the Members for their approval.

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

I. General Information :

(1) Nature of Industry – The Company is engaged in the financial business.
(2) Date of Commencement of Business – 21st August, 1990.

(3) Financial Performance based on given indicators: The company earned a net profit of Rs. 1,07,523.12 for the year ended 31st March, 2015 as compared to net profit of Rs. 1,02,835.31 during the previous year.

(4) Foreign Investments or Collaborators – NIL

II. Information about the Appointee:

(1) Background Details – Mr. Sanjay Gupta is actively involved in day to day business activities of the company since year 2002.
Mr. Sanjay Gupta is graduate and has experience of more than 10 years in capital and financial market.

(3) Past Remuneration - The past remuneration of Mr. Sanjay Gupta was Rs. 25,000.00 per month which stood increased to Rs. 28,000 per month at Annual General Meeting of the Company held on 30th September, 2014 besides other allowances, perquisites and other benefits as approved by members at Annual General Meeting held on 30th September, 2013 which also amended at Annual General Meeting held on 30th September, 2014 and in accordance with the company's practice, rules and regulations in force from time to time.

(4) Job profile and his suitability – Mr. Sanjay Gupta is overlooking day to day business affairs of the company subject to the superintendence, control and direction of the Board of Directors, the provisions of Memorandum and Articles of Association, regulations made by the company in general meeting and the restrictions imposed by the Companies Act, 2013 (erstwhile subject to the provisions of the Companies Act, 1956). Mr. Sanjay Gupta has managed the company's business in very effective and efficient manner.

(5) Remuneration Proposed – proposed monthly remuneration is Rs. 50,000.00 with proportionate increase in the perquisites / benefits related to his salary, if any, subject to the approval of the Members of the Company.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person - The executive remuneration in the industry is on rise. Considering qualifications, background, experience and competence of Mr. Sanjay Gupta and the responsibility shouldered by him as Whole Tome Director, in terms of remuneration are considered to be fair, just and reasonable.

(7) 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 Whole Time Director of Rich Universe Network Limited, Mr. Sanjay Gupta has directly or indirectly no other pecuniary relationship with the company or any other Director or managerial personnel of the company.

III. Other Information:

(1) Reasons for Inadequate Profit: As the company is in financial sector and the performance of the company was not satisfactory due to up and down in security market & unfavorable monetary environment.

(2) Steps Taken for improvement: The Company has initiated several steps for restoring profitability by diversifying its business activities in terms of

amendment made in Memorandum of Association. The company has also initiated various measures towards achieving organizational and operating efficiencies and strengthening core competencies. With the above steps, the company is expected to perform reasonably well in future by focusing on new areas and explored its business activities.

(3) Expected increase in productivity and profits in measurable terms - In addition to steps proposed to be taken for improvement as detailed above, key focus areas would be profit maximization, operational efficiencies, cost and working capital containment. Barring unforeseen circumstances, the overall outlook for the current financial year 2015-16 seems to be positive and the management is optimistic of achieving improvements in the company's performance. However, it is extremely difficult in present scenario to predict profits in measurable terms but the above initiatives are expected to improve productivity and profitability.

IV. Disclosures:

The required disclosures as to remuneration package, etc. are appropriately made in the report on Corporate Governance annexed to and forming a part of Annual Report every year, which may be referred to.

Keeping in view the qualifications and varied experience and managerial skills of Mr. Sanjay Gupta, the Board of Directors recommends the passing of the proposed resolution as a special resolution in compliance with provisions of the Companies Act, 2013.

Other than Mr. Sanjay Gupta, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution at Item No. 6 of the accompanying Notice.

The Board recommends the Resolution at Item No. 6 of the accompanying Notice for approval by the Members of the Company.

Item No. 7:

At the AGM held on 30th September, 2013, which stood amended on 30th September, 2014, the Members of the Company had approved of the appointment and terms of remuneration of Mr. Rajeev Agarwal as Whole Time Director of the Company for a period of 5 years from 1st April, 2013, including inter alia salary upto a maximum of Rs. 25,000 per month, with authority to the Board to fix his salary within the above mentioned scale. It is proposed to revise the maximum basic salary paid or payable to Mr. Rajeev Agarwal to Rs. 50,000 per month with effect from 1st April 2015 for the remainder of his term upto 31st March, 2018 with proportionate increase in the benefits related to his salary, if any, subject to the approval of the Members of the Company. The Board of Directors which term shall be deemed to include any Committee of the Board constituted to exercise its powers, shall have power to fix, alter or vary the scope of remuneration of Mr. Rajeev Agarwal paid or payable within maximum limit as approved by the members of the company on recommendation of nomination and remuneration committee from time to time. The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time. All other terms and conditions of appointment/re-appointment of Mr. Rajeev Agarwal as Whole Time Director of the Company, as approved at the AGM of the Company held on 30th September, 2013, which stood amended at AGM held on 30the

September, 2014, shall remain unchanged. In compliance with the provisions of Sections 196 and 197 read with Schedule V to the Act, the revised terms of remuneration of Mr. Rajeev Agarwal are now being placed before the Members for their approval.

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

I. General Information :

(1) Nature of Industry – The Company is engaged in the financial business.

(2) Date of Commencement of Business – 21st August, 1990.

(3) Financial Performance based on given indicators: The company earned a net profit of Rs. 1,07,523.12 for the year ended 31st March, 2015 as compared to net profit of Rs. 1,02,835.31 during the previous year.

(4) Foreign Investments or Collaborators – NIL

II. Information about the Appointee:

(1) Background Details – Mr. Rajeev Agarwal is actively involved in day to day business activities of the company since its incorporation.
Mr. Rajeev Agarwal is law graduate and has experience of more than 20 years in capital and financial market.

(3) Past Remuneration - The past remuneration of Mr. Rajeev Agarwal was Rs. 25,000.00 per month besides allowances, perquisites and other benefits as approved by members at Annual General Meeting held on 30th September, 2013which stood amended at AGM held on 30th September, 2014 and in accordance with the company's practice, rules and regulations in force from time to time.

(4) Job profile and his suitability – Mr. Rajeev Agarwal is overlooking day to day business affairs of the company subject to the superintendence, control and direction of the Board of Directors, the provisions of Memorandum and Articles of Association, regulations made by the company in general meeting and the restrictions imposed by the Companies Act, 2013 (erstwhile subject to the provisions of Companies Act, 1956). Mr. Rajeev Agarwal has managed the company's business in very effective and efficient manner.

(5) Remuneration Proposed – proposed monthly remuneration is Rs. 50,000.00 with proportionate increase in the perquisites / benefits related to his salary, if any, subject to the approval of the Members of the Company.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person - The executive remuneration in the industry is on rise. Considering qualifications, background, experience and competence of Mr. Rajeev Agarwal and the responsibility shouldered by him as Whole Time Director, in terms of remuneration are considered to be fair, just and reasonable.

(6) 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 Whole Time Director of Rich Universe Network Limited, Mr. Rajeev 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 himself or his relatives).

III. Other Information:

(1) Reasons for Inadequate Profit: As the company is in financial sector and the performance of the company was not satisfactory due to up and down in security market & unfavorable monetary environment.

(2) Steps Taken for improvement: The Company has initiated several steps for restoring profitability by diversifying its business activities in terms of amendment made in Memorandum of Association. The company has also initiated various measures towards achieving organizational and operating efficiencies and strengthening core competencies. With the above steps, the company is expected to perform reasonably well in future by focusing on new areas and explored its business activities.

(3) Expected increase in productivity and profits in measurable terms - In addition to steps proposed to be taken for improvement as detailed above, key focus areas would be profit maximization, operational efficiencies, cost and working capital containment. Barring unforeseen circumstances, the overall outlook for the current financial year 2015-16 seems to be positive and the management is optimistic of achieving improvements in the company's performance. However, it is extremely difficult in present scenario to predict profits in measurable terms but the above initiatives are expected to improve productivity and profitability.

IV. Disclosures:

The required disclosures as to remuneration package, etc. are appropriately made in the report on Corporate Governance annexed to and forming a part of Annual Report every year, which may be referred to.

Keeping in view the qualifications and varied experience and managerial skills of Mr. Rajeev Agarwal, the Board of Directors recommends the passing of the proposed resolution as a special resolution in compliance with provisions of the Companies Act, 2013.

Other than Mr. Rajeev Agarwal, none of the Directors or Key Managerial Personnel of the Company or their relatives (except as shareholders) are concerned or interested in the Resolution at Item No. 7 of the accompanying Notice.

The Board recommends the Resolution at Item No. 7 of the accompanying Notice for approval by the Members of the Company.

Item No. 8:

In order to comply with the provisions of Sections 4(1)(d)(i), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

Consent of the shareholders by passing a Special Resolution is required in this regard.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution at Item No. 8 of the accompanying Notice.

The Board of Directors recommends the aforesaid resolution for approval by the members as Special Resolution.

Item No. 9:

The Articles of Association of the Company currently in force were originally adopted when the Company was incorporated under the Companies Act, 1956.

The Articles of Association were amended from time to time in accordance with the provisions of the Companies Act, 1956. With the introduction of the Companies Act, 2013, it is proposed to amend the existing Articles of Association to make it consistent with the provisions of Companies Act, 2013 including the Rules framed thereunder.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the business hours on all working days except Saturdays, Sundays and public holidays, between 11:00 a.m. to 1:00 p.m., up to the date of the Annual General Meeting and a copy thereof will also be available at the meeting venue for inspection by the members. The proposed draft Articles of Association is available on the Company's website at www.richuninet.com for perusal by the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution at Item No. 9 of the accompanying Notice.

The Board commends the Special Resolution set out at Item no. 9 for the approval of Members.

For Rich Universe Network Limited

Company Secretary

Place: - Kanpur
Date: - 04.09.2015

BRIEF PROFILE OF DIRECTORS BEING APPOINTED / RE-APPOINTED AS PER CLAUSE 49 OF LISTING AGREEMENT

Name of Director	Date of Birth	Qualification	Nature of Expertise	Name of Public Companies in which he/she holds Directorship	Name of Public Companies of which he/she holds Membership/Chairmanship
Mr. Rajeev Agarwal	06/03/1969	Law Graduate	20 years experience in capital and financial market	Big Brokers House Stocks Limited Rich International Financial Services Limited Horizon Commtrade Limited	Nomination and Remuneration Committee of Rich Universe Network Limited
Mrs. Kavita Awasthi	07/06/1975	Post Graduate	5 years experience in capital market	Nikki Global Finance Limited Cityon Systems (India) Limited	Nil

DIRECTOR'S REPORT

Your Directors have pleasure in presenting the 25th Annual Report together with the Audited Statement of Accounts for the year ended on 31st March, 2015.

FINANCIAL RESULTS:

The financial results of the Company are fairly reasonable:-

S. NO.	PARTICULARS	YEAR ENDED 31ST MARCH 2015 AMOUNT (Rs.)
1.	Profit after Tax	107523.12
2.	Depreciation	91577.00
3.	Cash Profit for the year	199100.12

RESERVES:

Net profit after tax has been transferred to general reserves to meet out future contingencies, if any.

DIVIDEND:

The Board of Directors does not recommend any dividend.

DEPOSITS:

The Company has no public deposits as of date and will not accept any deposits without prior approval of the Statutory Authorities concerned.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. Details

The details of the investments made by company is given in the financial statements.

MATERIAL CHANGES AND COMMITMENTS:

No material changes and commitments affecting the financial position of your Company have occurred between April 1, 2015 and the date of signing of this Report.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Auditors is subject to provisions of the Companies Act, 2013 and rules made thereunder. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

The Internal Audit Department monitors and evaluates the efficiency and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. Rajeev Agarwal retires by rotation and being eligible offers himself for re-appointment. Your Directors recommend his reappointment.

During the year, the Board of Directors appointed Mrs. Kavita Awasthi as an Additional Director with effect from 25th March, 2015, to hold office up to the date of forthcoming Annual General Meeting. Being eligible, Mrs. Kavita Awasthi offered herself to be appointed as the Independent Woman Director of your Company.

Pursuant to the provisions of Section 149 of the Act, which came into effect from 1st April, 2014, Mr. Manoj Kumar, Mr. Govind Das Agarwal and Mr. Dhrupesh Kumar Shah were appointed as Independent Directors at the Annual General Meeting of the Company held on 30th September, 2014, Mr. Govind Das Agarwal has resigned from directorship during the current financial year 2015-16. The terms and conditions of appointment of Independent Directors are as per Schedule IV of the Act. Your Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges and there has been no change in the circumstances which may affect their status as Independent Director during the year.

As required under Clause 49 of the Listing Agreement with the Stock Exchange, the information on the particulars of the Directors proposed for appointment/ re-appointment has been given in the Notice of the Annual General Meeting.

The Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 2nd September, 2015 recommended and approved the revision in monthly remuneration paid or payable to Mr. Shashwat Agarwal, Chairman & Managing Director, Mr. Sanjay Gupta & Mr. Rajeev Agarwal, Whole Time Directors of the Company subject to the approval of members of the Company at the forthcoming Annual General Meeting of the Company.

Pursuant to the provisions of Section 203 of the Act, which came into effect from April 1, 2014, the appointments of Key Managerial Personnel were formalized during the financial year 2014-15. There has been change (s) in Key Managerial Personnel during the current financial year 2015-16 due to resignation(s).

BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Clause 49 of the Listing Agreements ("Clause 49").

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

NUMBER OF MEETINGS OF THE BOARD:

Ten meetings of the board were held during the year. For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, state the following:

a. that in the preparation of the annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
b. that such accounting policies have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the profit of the Company for the year ended on that date;
c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
d. that the annual financial statements have been prepared on a going concern basis;
e. that proper internal financial controls were in place and that the financial control were adequate and were operating effectively;
f. that proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

AUDITORS & AUDITOR'S REPORT:

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, M/s Rajani Mukesh & Associates, Chartered Accountants (ICAI Firm Registration No. 004072C), were appointed as statutory auditors of the Company from the conclusion of the twenty fourth annual general meeting (AGM) of the Company held on September 30, 2014 till the conclusion of the twenty Seventh annual general meeting (AGM) to be held in the year 2017, subject to ratification of their appointment at every AGM.

The Company has received a letter from statutory auditors to the effect that their re-appointment, if made, would be within the provision prescribed under Section 139 of the Companies Act, 2013. Your Directors recommend their re-appointment.

The auditor's report does not contain any qualifications, reservations or adverse remarks & Notes to the financial statements referred in the Auditors Report are self-explanatory and therefore do not call for any comments under Section 134 of the Companies Act, 2013.

SECRETARIAL AUDITOR'S REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the rules made thereunder, the Company had appointed Mr. Pushp Raj Singh, Practising Company Secretary to undertake the Secretarial Audit of the Company but due to resignation tendered by Mr. Pushp Raj Singh, Company appointed another Secretarial Auditor. The Secretarial Audit Report for financial year 2014-15 is annexed, which forms part of this report as **Annexure-A**. There were no qualifications, reservation or adverse remarks given by Secretarial Auditor of the Company.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in Form MGT-9 are annexed to this Report as **Annexure-B**.

RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Code has been placed on the Company's website www.richuninet.com. The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Company has established a vigil mechanism to be known as the 'Whistle Blower Policy' for its Directors and employees, to report instances of unethical behaviour, actual or suspected, fraud or violation of the Company's Code of Conduct. The aim of the policy is to provide adequate safeguards against victimization of whistle blower who avails of the mechanism and also provide direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases.

Accordingly, 'Whistle Blower Policy' has been formulated with a view to provide a mechanism for the Directors and employees of the Company to approach the Ethics Counsellor or the Chairman of the Audit Committee of the Company.

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees willing to raise a concern about serious irregularities within the Company.

PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

BUSINESS RISK MANAGEMENT:

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & Clause 49 of the listing agreement, the company has constituted a business risk management committee. The details of the committee and its terms of reference are set out in the corporate governance report forming part of the Boards report.

At present the company has not identified any element of risk which may threaten the existence of the company.

INFORMATION PURSUANT TO SECTION 134(3) OF THE COMPANIES ACT, 2013

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any, member is interested in inspecting the same, such member may write to the Company Secretary in advance.

AUDIT COMMITTEE:

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report.

INDEPENDENT DIRECTOR'S MEETING:

The Independent Directors met on 25th March, 2015, without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of non-independent directors and the Board as a whole; the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO: NIL

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Separate reports on Corporate Governance compliance and Management Discussion and Analysis as stipulated by Clause 49 of the Listing Agreement forms part of this Annual Report along with the required Certificate from Statutory Auditors of the Company regarding compliance of the conditions of Corporate Governance as stipulated by Clause 49 of the Listing Agreement.

In compliance with Corporate Governance requirements as per Clause 49 of the Listing Agreement, your Company has formulated and implemented a Code of Business Conduct and Ethics for all Board members and senior management personnel of the Company, who have affirmed the compliance thereto.

ACKNOWLEDGEMENTS:

Your directors take this opportunity to extend their thanks to the customers, business, partners, business associates and bankers of the Company for their continued support during the year. The directors also sincerely acknowledge the dedication and commitment of the employees of the company at all levels.

FOR RICH UNIVERSE NETWORK LIMITED

Place: Kanpur
Date: 04.09.2015

(Shashwat Agarwal)
C.M.D.
DIN: 00122799

(Rajeev Agarwal)
Director
DIN: 00122877

ANNEXURE -A

KAUSHAL SAXENA
COMPANY SECRETARIES

118/71, Kaushalpuri
Kanpur –208012
cskaushalsaxena@gmail.com
Mobile No: 9839084865

FORM NO.-MR-3 (SECRETARIAL AUDIT REPORT)

FOR THE FINANCIAL YEAR ENDED 2014-2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members of
Rich Universe network Limited
Regd. Off.:- 7/125, C-2 IInd Floor, Swaroop Nagar
Kanpur-208002
CIN: L65921UP1990PLC012089

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rich Universe Network Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of Rich Universe Network Limited books, papers, minute books, forms and 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31-03-2015, 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Rich Universe Network Limited ("The Company") for the period ended on March 31, 2015 according to the provisions of:

1. The Companies Act, 2013 (**the Act**) and the Rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the Rules and Regulations made There under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company:-
    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, 1992;
    c. The Securities and Exchange Board of India (Issue of Capital and Disclosure

KAUSHAL SAXENA * C.P. No. 11327 * COMPANY SECRETARY

Requirements) Regulations, 2009;

d. The Securities and Exchange Board of India (Employee stock option Scheme and Employee Stock Purchase Scheme) Guidelines1999,
e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
f. The Securities and Exchange Board of India (Registrar to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We 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 Listing Agreements entered into by the Company with the BSE.

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

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were 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.

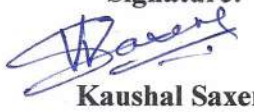
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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.

Place: Kanpur

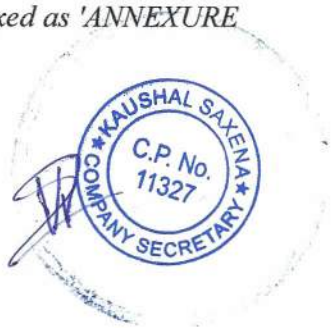
Date: 04.09.2015

Signature:



Kaushal Saxena
COP: 11327

Note : This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.



"ANNEXURE A - TO THE SECRETARIAL AUDIT REPORT"

To,
The Members,
Rich Universe Network Limited
Kanpur

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

1. Maintenance of secretarial record 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 verification was 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. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date: 04/09/2015
Place: Kanpur

Signature
Kaushal Saxena
C.P. No. : 11327

KAUSHAL SAXENA * C.P. No. 11327 * COMPANY SECRETARY

Annexure B

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on 31st March, 2015

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	L65921UP1990PLC012089
2.	Registration Date	16 July, 1990
3.	Name of the Company	Rich Universe Network Limited
4.	Category/Sub-category of the Company	Company Limited By Shares / Finance Company
5.	Address of the Registered office & contact details	IInd Floor, 7/125, C-2, Swaroop Nagar, Kanpur - 208002 Tel: 0512 - 2540293, 3258312 Fax: 512 - 3072718
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Private Limited D-153, 1st Floor, Okhla Industrial Area Phase-1, New Delhi -110020 Tel : 011 -64732681-88 Fax: 011 -26812682 Email: admin@skylinerta.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	Shares	64990	100.00

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

Sr. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/SUBSIDIARY/ASSOCIATE	% of shares held	Applicable Section
1	-	-	-	-	-
2	-	-	-	-	-

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

i: **Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01.04.2014]				No. of Shares held at the end of the year [As on 31.03.2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) **Indian**									
a) Individual/ HUF	1045253	-	1045253	14.41	1047572	-	1047572	14.44	0.03

b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (1)	**1045253**	-	**1045253**	**14.41**	**1047572**	-	-	**14.44**	**0.03**
(2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**1045253**	-	**1045253**	**14.41**	**1047572**	-	-	**14.44**	**0.03**
B. Public Shareholding									
1. **Institutions**									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	4750	-	4750	0.07	4750	-	4750	0.07	0.00
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)									
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	--	-	-	-	-	-	-
g) FIIs	--	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	**4750**	-	**4750**	**0.07**	**4750**	-	**4750**	**0.07**	**0.00**
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	930153	5000	935153	12.89	1000963	5000	1005963	13.87	0.98
ii) Overseas	-	-	-	-	-	-	-	-	-
b) **Individuals**									

i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	667420	447000	1114420	15.37	753387	446700	1200087	16.55	1.18
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1739596	1947900	3687496	50.84	1651520	1947900	3599420	49.63	(1.21)
c) Others:									
Non Resident Indians	244	-	244	0.00	998	0	998	0.01	0.01
Hindu Undivided Family	463901	-	463901	6.40	394010	0	394010	5.43	(0.97)
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	1583	-	1583	0.02	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	**3802897**	**2399900**	**6202797**	**85.52**	**3800878**	**2399600**	**6200478**	**85.49**	**(0.03)**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**3807647**	**2399900**	**6207547**	**85.59**	**3805628**	**2399600**	**6205228**	**85.56**	**(0.03)**
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**4852900**	**2399900**	**7252800**	**100.00**	**4853200**	**2399600**	**7252800**	**100.00**	-

B) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2014)			Shareholding at the end of the year (As on 31.03.2015)			% 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	Rajeev Agarwal	700	0.01	0.00	700	0.01	0.00	0.00
2	Shashwat Agarwal	496603	6.85	0.00	0	0	0.00	(6.85)
3	Kavita Agarwal	547950	7.56	0.00	1046872	14.43	0.00	6.87

C) **Change in Promoters' Shareholding**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
01	Shashwat Agarwal				
	(a) At the beginning of the Year	496603	6.85	496603	6.85
	(b) changes during the Year	(496603)	6.85	0	0.00
	(c) At the end of the year	0	0.00	0	0.00
02	Rajeev Agarwal				
	(a) At the beginning of the Year	700	0.01	700	0.01
	(b) changes during the Year	0	0.00	0	0.00
	(c) At the end of the year	700	0.01	700	0.01
03	Kavita Agarwal				
	(a) At the beginning of the Year	547950	7.56	547950	7.56
	(b) changes during the Year	498922	6.88	1046872	14.43
	(c) At the end of the year	1046872	14.43	1046872	14.43

** one of promoter has gifted his entire shareholding to another promoter of the company.*

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

Sl. No.	Name of the shareholders	Shareholding at the beginning of the year as on 01.04.2014		Shareholding at the end of the year as on 31.3.2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Ashok Kumar Sharma				
	(a) At the beginning of the Year	348900	4.81	348900	4.81
	(b) changes during the Year	-	-	-	-
	(c) At the end of the year	348900	4.81	348900	4.81
2	Subodh Agarwal				
	(a) At the beginning of the Year	260600	3.59	260600	3.59
	(b) changes during the Year	-	-	-	-
	(c) At the end of the year	260600	3.59	260600	3.59
3	Scope Vyapar Pvt. Ltd.				
	(a) At the beginning of the Year	223949	3.09	223949	3.09
	(b) changes during the Year	-	-	-	-
	(c) At the end of the year	223949	3.09	223949	3.09
4	Renu Agarwal				
	(a) At the beginning of the Year	218800	3.02	218800	3.02
	(b) changes during the Year	-	-	-	-
	(c) At the end of the year	218800	3.02	218800	3.02
5	Bisan Chandra Agarwal				
	(a) At the beginning of the Year	157600	2.17	157600	2.17

	(b) changes during the Year (c) At the end of the year	- 157600	- 2.17	- 157600	- 2.17
6	Sanjay Singh (a) At the beginning of the Year (b) changes during the Year (c) At the end of the year	145400 - 145400	2.00 - 2.00	145400 - 145400	2.00 - 2.00
7	Rishi Kant Awasthi (a) At the beginning of the Year (b) changes during the Year (c) At the end of the year	134200 - 134200	1.85 - 1.85	134200 - 134200	1.85 - 1.85
8	Mukesh Kumar Agarwal (a) At the beginning of the Year (b) changes during the Year (c) At the end of the year	125200 - 125200	1.73 - 1.73	125200 - 125200	1.73 - 1.73
9	Deepak Kumar Agarwal (a) At the beginning of the Year (b) changes during the Year (c) At the end of the year	120000 - 120000	1.65 - 1.65	120000 - 120000	1.65 - 1.65
10	Awadhesh Chandra Agarwal (a) At the beginning of the Year (b) changes during the Year (c) At the end of the year	115700 - 115700	1.60 - 1.60	115700 - 115700	1.60 - 1.60

E) **Shareholding of Directors and Key Managerial Personnel:**

Sr No	**Shareholder's Name**	**Shareholding**		**Date***	**Increase/ (Decrease) in shareholding**	**Reason**	**Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)**	
		No. of shares at the beginning (01.04.2015)/ end of the year (31.03.2015)	**% of total shares of the company**				**No. of shares**	**% of total shares of the company**
01	Shashwat Agarwal (Chairman & Managing Director & KMP) (a) At the beginning of the Year (b) changes during the Year (c) At the end of the year	496603 (496603) 0	6.85 6.85 0.00	31.03.2015	(496603)	Gift	496603 0.00 0.00	6.85 0.00 0.00
02	Rajeev Agarwal Whole Time Director (a) At the beginning of the Year (b) changes during the Year (c) At the end of the year	700 0	0.01 0.00	01.04.2014 - 31.03.2015	0	No movement during the year	700 0.00	0.01 0.00

		700	0.01				700	0.01
03	Sanjay Gupta Whole Time Director							
	(a) At the beginning of the Year	0	0.00	01.04.2014	0	No movement during the year	0.00	0.00
	(b) changes during the Year	0	0.00	-			0.00	0.00
	(c) At the end of the year	0	0.00	31.03.2015			0.00	0.00
04	Manoj Kumar (Director)							
	(a) At the beginning of the Year	0	0.00	01.04.2014	0	No movement during the year	0.00	0.00
	(b) changes during the Year	0	0.00	-			0.00	0.00
	(c) At the end of the year	0	0.00	31.03.2015			0.00	0.00
05	Dhrupesh Kumar Shah (Director)							
	(a) At the beginning of the Year	500	0.01	01.04.2014		No movement during the year	500	0.01
	(b) changes during the Year	0	0.00	-	0		0	0.00
	(c) At the end of the year	500	0.01	31.03.2015			500	0.01
06	Kavita Awasthi (Director)							
	(a) At the beginning of the Year	0	0.00	01.04.2014		No movement during the year	0	0.00
	(b) changes during the Year	0	0.00	-	0		0	0.00
	(c) At the end of the year	0	0.00	31.03.2015			0	0.00
07	Bulbul Agarwal* (CFO)							
	(a) At the beginning of the Year	0	0.00	01.04.2014	0	No movement during the year	0	0.00
	(b) changes during the Year	0	0.00	-			0	0.00
	(c) At the end of the year	0	0.00	31.03.2015			0	0.00
08	Shubhi Srivastava** (CS)							
	(a) At the	0	0.00	01.04.2014			0	0.00

	beginning of the Year	0	0.00	-	0	No movement during the year	0	0.00
	(b) changes during the Year	0	0.00	31.03.2015				
	(c) At the end of the year						0	0.00

* Bulbul Agarwal has resigned from the company during the current financial year 2015-16.
** Shubhi Srivastava has resigned from the company w.e.f. 31.03.2015.

F) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amount in Rupees)

	Secured Loans excluding deposits	**Unsecured Loans**	**Deposits**	**Total Indebtedness**
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	-	-	-	
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

G) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

(In Rupees)

Sr.No.	**Particulars of Remuneration**	**Name of MD / WTD / Manager**			**Total Amount**
		Shashwat Agarwal Managing Director	**Rajeev Agarwal WTD**	**Sanjay Gupta WTD**	
1.	**Gross salary (excluding Commission)**				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	2400000	240000	336000	2976000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	

	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	
2.	Stock Option	-	-	-	
3.	Sweat Equity	-	-	-	
4.	Commission	-	-	-	
	- as % of profit	-	-	-	
5.	Others, Allowances	-	-	-	
	Total	2400000	240000	336000	2976000
	Ceiling as per the Act	Profit is insufficient or inadequate, hence remuneration has been paid subject to provisions of Companies Act, 2013 read with Schedule V to the said Act (erstwhile Schedule XIII to the Companies Act, 1956) and ceiling is as per Schedule V. Overall remuneration which can be paid upto Rs. 84 lacs subject to compliance of Schedule V.			

B. **Remuneration to other Directors:**

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Manoj Kumar	Dhrupesh Kumar Shah	Govind Das Agarwal*	Kavita Awasthi**	
	Independent Directors • fee for attending board committee meetings • Commission • Others, please	- - -	- - -	- - -	- - -	- - -
	Total (1)	-	-	-		-
	Other Non- Executive Directors • fee for attending board committee meetings • Commission • Others, please	- - -	- - -	- - -	- - -	- - -
	Total (2)	-	-	-		-
	Total (B) = (1+2)	-	-	-		-
	Total Managerial Remuneration	-	-	-		
	Overall ceiling as the Act	Overall ceiling will be subject to the provisions of Companies Act, 2013, if paid.				

* Govind Das Agarwal resigned from the Board w.e.f. 08.05.2015.
** Kavita Awasthi joined the Board w.e.f. 25.03.2015.

C. **Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

(Amt. in Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	CS	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.45*	0.98	1.43

	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	others, specify.			
5	Others, please specify	-	-	-
	Total	**0.45**	**0.98**	**1.43**

** Ms. Bulbul Agarwal has joined since February, 2015 & resigned from July, 2015.*

*** Ms. Shubhi Srivastava has joined since July, 2014 and resigned from March, 2015*

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

No penalties/punishment/compounding of offences were levied during the year under the Companies Act, 2013.

For Rich Universe Network Ltd

Company Secretary

CORPORATE GOVERNANCE REPORT

1. A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Rich Universe Network Limited (formerly known as "Rich Capital & Financial Services Limited) is committed to Good Corporate Governance. The fundamental objective of Rich's Corporate Governance is "enhancement of the long-term shareholder value while at the same time protecting the interest of other stakeholders". Rich's Code of Corporate Governance has been drafted in compliance with the code of "Corporate Governance" as promulgated by the Securities and Exchange Board of India (SEBI) on 25.01.2000.

2. BOARD OF DIRECTORS

The Board of Directors of Rich Universe Network Limited is comprised of 6 Directors. Three are Executive and three are Independent. During the Financial Year 2014-15, 10 meetings of the Board were held. These meeting were held on 28-05-2014, 14-07-2014, 30-07-2014, 05-09-2014, 30-09-2014, 30-10-2014, 30-01-2015, 09-02-2015, 25-03-2015 & 31-03-2015.

Details of Director's attendance and other particulars are given below:

Director	No. of Board Meeting held	No. of Board Meeting attended	Last AGM Attendance (Yes / No)	No. of Memberships in Boards of other public Co.'s
Shashwat Agarwal	10	10	Yes	9
Rajeev Agarwal	10	10	Yes	3
Sanjay Gupta	10	10	Yes	3
Manoj Kumar	10	10	Yes	1
Dhrupesh Kumar Shah	10	10	Yes	NIL
Govind Das Agarwal*	10	9	No	1
Kavita Awasthi**	10	1	No	2

*Govind Das Agarwal resigned from directorship of the Company w.e.f. 08.05.2015.
** Kavita Awasthi joined the Board w.e.f. 25.03.2015.

3. AUDIT COMMITTEE

The Board has set up the Audit Committee with majority of Independent Directors. Composition of Audit Committee is as under:

COMPOSITION

Mr. Manoj Kumar	Chairman, Non Executive/Independent Director
Mr. Dhrupesh Kumar Shah	Member, Non Executive/Independent Director
Mr. Govind Das Agarwal*	Member, Non Executive/Independent Director
Mr. Shashwat Agarwal	Executive Director

Meeting and attendance during the year

Members	Meeting Held	Meeting Attended
Mr. Manoj Kumar	4	4
Mr. Dhrupesh Kumar Shah	4	4
Mr. Govind Das Agarwal	4	4
Mr. Shashwat Agarwal	4	4

The scope of activities and powers of Audit Committee includes the areas prescribed under the Clause 49 of the Listing Agreement and section 177 of the Companies Act, 2013.

* Mr. Govind Das Agarwal has resigned from directorship of the company w.e.f. 8th May, 2015.
On resignation of Mr. Govind Das Agarwal, Audit Committee was re-constituted and Mrs. Kavita Awasthi was appointed as member of the committee.

4. STAKEHOLDER RELATIONSHIP COMMITTEE:

At the Board Meeting held on 28th May 2014, Stakeholders Relationship Committee is re-named/constituted in place of Shareholders' Grievances Committee pursuant to the section 178 of the Companies Act, 2013

Composition

Mr. Govind Das Agarwal*	Chairman (Non-Executive/Independent Director)
Mr. Dhrupesh Kumar Shah	Non-Executive Director/Independent Director
Mr. Manoj Kumar	Non-Executive Director/Independent Director
Mr. Shashwat Agarwal	Executive Director

Meeting and attendance during the year

Members	Meeting Held	Meeting Attended
Mr. Govind Das Agarwal	4	4
Mr. Dhrupesh Kumar Shah	4	4
Mr. Manoj Kumar	4	4
Mr. Shashwat Agarwal	4	4

Ms. Shubhi Srivastava, Company Secretary was the Compliance Officer of the company during the financial year 2014-15, to provide secretarial support to the Committee. During the year, the Company resolved the complaints received from the shareholders within reasonable period. There is no complaint which has remained un-addressed
Ms. Shubhi Srivastava has resigned from the post of Company Secretary w.e.f. 31st March, 2015 and Ms. Nancy Jain has joined our office as Company Secretary and now, she will provide secretarial support to the committee.

* Mr. Govind Das Agarwal has resigned from directorship of the company w.e.f. 8th May, 2015.

On resignation of Mr. Govind Das Agarwal, Stakeholder Relationship Committee was re-constituted and Mrs. Kavita Awasthi was appointed as member of the committee and elected as Chairman in place of Mr. Govind Das Agarwal.

M/s. Sarvesh S. Srivastava, Practicing Company Secretaries is conducting Reconciliation of Share Capital Audit, for the Company.

5. NOMINATION AND REMUNERATION COMMITTEE

The nomination and Remuneration Committee was constituted on 28th May, 2014 in compliance with the provisions of section 178 of the Companies Act, 2013 and Clause 49(IV) of the revised Listing Agreement with Stock Exchange.

The terms of reference of the Nomination and Remuneration Committee cover all the areas mentioned under Clause 49(IV) of the revised Listing Agreement with the Stock Exchanges and Section 178 of the Companies Act, 2013. The broad terms of reference of the Nomination and Remuneration Committee therefore include recommending a policy relating to remuneration and employment terms of Executive Chairman, directors and senior management personnel, adherence to the remuneration/employment policy, also to prepare, administrate and monitor Company's Employees Stock Options Plans / Scheme from time to time, as finally approved by the Board of Directors. Preparing the criteria and identify persons who may be appointed as directors or senior management of the Company, preliminary evaluation of every Director's performance, Board diversity, compliance of the Code for Independent Directors referred to in Schedule IV of the Companies Act, 2013, compliance with the Company's Code of Conduct by Directors and employees of the Company, reporting non-compliances to the Board of Directors, recommending draft of the report required under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 which will form part of the Directors Report to Shareholders, monitor loans to employees and any other matters which the Board of Directors may direct from time to time.

Composition of Committee

Mr. Dhrupesh Kumar Shah	Chairman, Non Executive/Independent Director
Mr. Manoj Kumar	Member, Non Executive/Independent Director
Mr. Govind Das Agarwal*	Member, Non Executive/Independent Director
Mr. Rajeev Agarwal	Executive Director

Meeting and attendance during the year

Members	Meeting Held	Meeting Attended
Mr. Dhrupesh Kumar Shah	4	4
Mr. Manoj Kumar	4	4
Mr. Govind Das Agarwal	4	4
Mr. Rajeev Agarwal	4	4

* Mr. Govind Das Agarwal has resigned from directorship of the company w.e.f. 8th May, 2015.

At present, Directors are not paid any fees for attending any Committee Meetings.

On resignation of Mr. Govind Das Agarwal, Nomination and Remuneration Committee was re-constituted and Mrs. Kavita Awasthi was appointed as member of the committee.

Policy for selection and Appointment of Directors and their Remuneration

Criteria of selection of Non-executive Directors:

The Non-executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of marketing, finance, taxation, law, governance and general management. In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-a-vis the Company so as to enable the Board to discharge its function and duties effectively.

The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

i. Qualification, expertise and experience of the Directors in their respective fields;
ii. Personal, Professional or business standing;
iii.Diversity of the Board.

In case of re-appointment of Non-executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

Remuneration

The Non-executive Directors shall be entitled to receive sitting fees for each meeting of the Board attended by them, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and reimbursement of expenses for participation in the Board Meetings.

Presently no sitting fees are being paid to any Directors.

MD & Executive Director (s) – Criteria for selection / appointment

For the purpose of selection of the MD & Executive Director(s), the Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfils such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration for the MD & Executive Director(s):

At the time of appointment or re-appointment, the MD & Executive Director (s) shall be paid such remuneration as may be mutually agreed between the Company (which includes the Committee and the Board of Directors) and the MD & Executive Director (s) within the overall limits prescribed under the Companies Act, 2013. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

The remuneration of the MD & Executive Director (s) comprises of fixed and variable component as per the provisions of Companies Act, 2013. The fixed component comprises salary, allowances, perquisites, amenities and other benefits.

Remuneration Policy for the Senior Management Employees:

In determining the remuneration of the Senior Management Employees, the Committee shall ensure the relationship of remuneration and performance benchmark is clear.

The Executive Chairman will carry out the individual performance review based on the respective defined objectives, qualification, expertise, experience and other factors whilst recommending the annual increment and performance incentive to the Committee for its review and approval.

Compliance Officer

Ms. Shubhi Srivastava was serving the company as Company Secretary cum Compliance Officer and she has resigned from the post of Company Secretary of the Company w.e.f. 31.03.2015.

PERFORMANCE EVALUATION OF THE BOARD

After taking into consideration one to one 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 culture, execution and performance of specific duties, obligations and governance; pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, 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, Appointment and Remuneration Committees.

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, independence of judgement, safeguarding the interest of the Company and its minority shareholders 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 who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

Independent Directors Meeting

During the year under review, the Independent Directors met on March 25, 2015, inter alia, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole;
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Non executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the meeting.

6. SHAREHOLDER'S MEETINGS

Details of last three AGMs held

Year	Date	Venue	Time
2011-12	28.09.2012	7/125, C-2, Second Floor, Swaroop Nagar, Kanpur – 208002	10:30 A. M.
2012-13	30.09.2013	7/125, C-2, Second Floor, Swaroop Nagar, Kanpur – 208002	10:30 A. M.
2013-14	30.09.2014	7/125, C-2, Second Floor, Swaroop Nagar, Kanpur – 208002	10:30 A. M.

Business

Year	Special Resolution passed
2013-2014	1. Alteration in Articles of Association of the Company 2. Increase in remuneration of Mr. Sanjay Gupta, WTD
2012-2013	1. Increase in remuneration of Mr. Shashwat Agarwal, CMD 2. Increase in Remuneration of Mr. Rajeev Agarwal, WTD 3. Increase in Remuneration of Mr. Sanjay Gupta, WTD
2011-2012	No Special Resolution passed

No businesses were transacted through Postal Ballot during last 3 years at Annual General Meeting except shifting of Registered of Registered Office of the Company from the State of Uttar Pradesh to State of Delhi through Postal Ballot Notice dated 20th January, 2012.

Whether Special Resolution(s) were put through Postal Ballot last year, details of voting pattern, person who conducted the postal ballot exercise, propose to be conducted through postal ballot and procedures for postal ballot:- No special resolution(s) was passed in last year through postal ballot.

7. DISCLOSURES

Disclosures on materially significant related party transactions i.e., transactions of the Company of material nature, with its founders, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large.

Nil

Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange(s) or SEBI or any Statutory Authority, on any matter related to capital market during the last three years: details have been disclosed in financial statements.

However trading of shares on Patna and Delhi Stock Exchange has been remaining suspended since long.

To the extent possible, the Company has complied with the mandatory requirement of this clause.

8. MEANS OF COMMUNICATION

Half-Yearly report sent to each household shareholders.

No

The financial results of all four quarters were published in The Times of India and Dainik Aaj. These were not sent individually to the shareholders.

The Company's results or official news are displayed on a web site www.richuninet.com

Whether the Management Discussion and Analysis section is a part of the Annual Report or not.

Yes

9. In line with the recent amendments made to Securities made to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, Rich has formulated policy on Prevention of Insider Trading applicable to the Company's Directors and all employees. This policy was adopted in its Board Meeting dated 12th April, 2003.

10. GENERAL INFORMATIONS

(a). Annual General Meeting:

Date: - 30th September, 2015
Time: - 10:30 A.M.

Venue: - 7/125, (C-2), Second Floor, Swaroop Nagar,
Kanpur – 208002
Phones: 0512-3258312, 3258204
Fax: 0512-3072718
E-mail: rcfsl@rediffmail.com, investors@richuninet.com
Website: www.richuninet.com

(b). Registered Office:

7/125, (C-2), Second Floor, Swaroop Nagar,
Kanpur – 208002
Phones: 0512-3258312, 3258204
Fax: 0512-3072718
E-mail: rcfsl@rediffmail.com, investors@richuninet.com

(c). Financial Year: - 1st April to 31st March

(d). Date of Book Closure: - 25-09-2015 to 30-09-2015(Both days Inclusive)

(e). Registrar & Share Transfer Agent

Skyline Financial Services Private Limited
D-153/A, 1st Floor, Okhla Industrial Area,
Phase-1, New Delhi – 110020
Phone No. – 011-26292682 Fax No. - 011-26292681
E-mail: admin@skylinerta.com

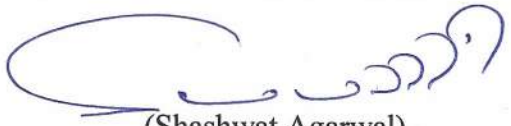
11. As per Clause 49 of the Listing Agreement with Stock Exchange, Company is required to obtain a Certificate from the Auditor of the company regarding compliance of conditions or Corporate Governance. Since the Company has implemented the Corporate

Governance Code during the FY 2007-08, the Auditor's Certificate in respect of Compliance thereof is enclosed in this Annual Report.

DECLARATION

I, Shashwat Agarwal, Chairman cum Managing Director of Rich Universe Network Limited, hereby declare that all the members of the Board and the Senior Management personnel have affirmed compliance with the Code of Conduct for the year ended 31st March, 2015

For Rich Universe Network Limited



(Shashwat Agarwal)
C.M.D.
DIN:00122799

Place: Kanpur
Date: 04.09.2015

CERTIFICATION BY CHAIRMAN & MANAGING DIRECTOR

To,
The Board of Directors,
Rich Universe Network Limited

I, the undersigned, in my capacity as Chairman & Managing Director of Rich Universe Network Limited ("the Company"), to the best of our knowledge and belief certify that:

(a) We have reviewed the financial statements and the cash flow statement for the Financial Year ended 31st March, 2015 and based on our knowledge and belief, we state that :

(i) these statements do not contain any materially untrue statement or omit any material fact or contain any 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 the existing accounting standards, applicable laws and regulations.

(b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.

(c) We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.

(d) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

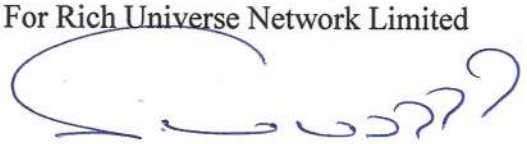
(e) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:

(i) significant changes, if any, in the internal control over financial reporting during the year;

(ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

For Rich Universe Network Limited



Place: Kanpur
Date: 04.09.2015

(Shashwat Agarwal)
C.M.D.
DIN:00122799

Management Discussion & Analysis

ECONOMIC OVERVIEW

The economic conditions in the country in the current fiscal have been challenging with inflation being the major factor driving economic policy. Policy formulation has become more complicated and Indian rupee has tended to remain weak against major international currencies. There was overall slowdown in the economy of the country.

FINANCIAL PERFORMANCE

Due to overall slowdown in the economy of country, the company achieved profit of Rs. 1,07,523.12 during the year under review and it is expected that the company will perform better in coming years.

OPPORTUNITIES AND STRENGTHS

The Company is searching for new avenues. Your company continues to focus on the diversification its business activities. Although business opportunities are available, additional resources continues to be constraint.

BUSINESS OVERVIEW

The company has good recognition among its shareholders spread throughout country. The company has evolved new vision and focus. The company has a strategy to diversify its business activities in coming years.

RISKS AND CONCERNS

The Capital market industry in which your Company is operating is subject to extensive regulation. The Company evaluates the technological obsolescence and the associated risk and makes investment accordingly

IINTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has satisfactory internal control system. The Company including subsidiaries has an adequate system of internal controls to ensure accuracy of accounting records, compliance with all laws & regulations and compliance with all rules, procedures & guidelines prescribed by the management. An extensive internal audit is carried out by independent firm of Chartered Accountants. An internal team of inspection also regularly visits branches for ensuring regulatory compliance. Post audit reviews are also carried out to ensure follow up on the observations made.

HUMAN CAPITAL

The company recognizes that its success is deeply embedded in the success of the human resources. The company has significantly scaled up its activities through investment in people and infrastructure. The company nurtures its employees through healthy working atmosphere that ensures equal opportunity for growth and challenge to all the equal opportunity for growth and challenge to all employees. The company believes in creating business leaders by employing best talent in the industry, providing opportunities, empowerment by delegations, training and taking care of their growth.

CAUTIONERY STATEMENT

The statements made in this report describe the company's objectives and projections that may be forward looking statement within the meaning of applicable laws and regulations. The actual result might differ materially from those expressed or implied depending on the economic conditions, government policies and other incidental factors which are beyond the control of the company. The company is not under any obligation to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

RAJANI MUKESH & ASSOCIATES

Chartered Accountants

510, Prem Ratan Vatika,
7/180, Swaroop Nagar, Kanpur – 208 002.
Phones: Off. 0512-3043251, Mob : 09839035251, 09307929209
e-mail : rajani.ca@gmail.com, pleaseemailrajani@gmail.com

AUDITOR' S CERTIFICATE
(Under Clause 49 of Listing Agreement)

TO THE MEMBER OF RICH UNIVERSE NETWORK LIMITED

We have examined the compliance of conditions of Corporate Governance by Rich Universe Network Limited (the Company), for the year ended on 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the Company with Stock Exchange (s) in India.

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 conditions of the 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 conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

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 RAJANI MUKESH & ASSOCIATES
CHARTERED ACCOUNTANTS

RAJANI MUKESH & ASSOCIATES CHARTERED ACCOUNTANTS M.No. 090098

(C.A. MUKESH RAJANI)
Proprietor

Place: Kanpur
Date: 27.05.2015

RAJANI MUKESH & ASSOCIATES

Chartered Accountants

510, PremRatanVatika,
7/180, Swaroop Nagar, Kanpur – 208 002.
Phones: Off. 0512-3043251, Mob : 09839035251, 09307925209
e-mail : rajani.ca@gmail.com

INDEPENDENT AUDITOR'S REPORT

To the Members ofRich Universe Network Limited, Kanpur.
(Previously known as Rich Capital & Financial Services Limited)

Report on the Financial Statements

We have audited the accompanying Financial Statements of the unit **M/s Rich Universe Network Limited, 7/125 (C-2), IInd Floor, Swaroop Nagar, Kanpur** which comprise the Balance Sheet as at **31st March 2015**, and the statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of 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 in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

RAJANI MUKESH & ASSOCIATES ★ CHARTERED ACCOUNTANTS ★ M.No. 073098

Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the company has not completely followed Schedule II of the companies Act 2013 for depreciation of fixed assets & its effect on Profit & Loss a/c, the aforesaid 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;

a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;

b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and

c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 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 appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.

f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:

   i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements.

   ii) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

   iii) As informed by the company, there were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund

PLACE:KANPUR
DATED:27.05.2015
M.No.:073098
PAN :AANPR6167J

For RAJANI MUKESH & ASSOCIATES,
CHARTERED ACCOUNTANTS,

RAJANI MUKESH & ASSOCIATES CHARTERED ACCOUNTANTS M.No. 073098

(C.A.MUKESH RAJANI)
Proprietor

Annexure to the Auditors' Report

Referred to in paragraph 5 of our report of even date

Re: Rich Universe Network Limited
(Previously known as Rich Capital & Financial Services Limited)

On the basis of such checks as we considered appropriate and according to the information and Explanations given to us during the course of our audit, we report that:

(i) In respect of its fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.

(b) As explained to us, fixed assets have been physically verified by the management during the year in accordance with the phased programmeof verification adopted by the management which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(ii) In respect of its inventory:

(a) As explained to us, the inventories of finished goods, semi-finished goods, stores, spare parts and raw materials were physically verified at regular intervals/ (at the end of the year) by the Management. In case of inventories lying with third parties, certificates of stocks holding have been received.

(b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification of stocks as compared to book records.

(iii) In respect of loans, secured or unsecured, granted to the parties covered in register maintained under section 189 of the Companies Act 2013:

According to the information and explanations given to us,the Company has not granted any loans to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013; and therefore paragraph 3(iii) of the Order is not applicable.

(iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods (and/services). During the course of our Audit, we have not observed any continuing failure to correct major weaknesses in internal control.

(v) The company has not received any public deposits during the year.

(vi) As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company.

(vii) In respect of statutory dues:

(a) According to the records of the company and information and explanations given to us,the Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, employees state insurance (ESI), Investor Education and Protection Fund, Income-tax, Tax deducted at sources, Tax collected at source, Professional Tax, Sales Tax, value added tax (VAT), Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it, with the appropriate authorities.

(b) According to the information and explanations given to us,the disputed statutory dues in respect of Income-tax, Wealth Tax, Custom Duty, Excise Duty, sales tax, VAT, Cess and other material statutory dues that have not been deposited on account of matters pending before appropriate authorities are as follows:

Nature of dues / Payments	Amount due (Rs. In Lacs)	Period of which the amount Relates	Forum where amount is pending
Income Tax	216.59	A.Y.2002-03	High Court*
Income Tax	41.55	A.Y.2001-02	-do-*
Income Tax	114.99	A.Y.2000-01	-do-*
Income Tax	67.88	A.Y.1999-00	-do-*
Income Tax	0.49	A.Y.1993-94	-do-*
Income Tax	0.64	A.Y.1994-95	-do-*
Income Tax	2.45	A.Y.1995-96	-do-*
	444.59		
Amount Paid(I.Tax)	27.72	EARLIER YEARS	I.T. DEPTT.
SEBI	12.54	EARLIER YEARS	SEBI
Service Tax	3.20	A.Y. 2011-12	S.TAX DEPTT.
Balance Due	432.61		

* the above has not been acknowledged as debt as on 27.05.2015.

(c) There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.

(viii) The company does not have the accumulated losses at the end of financial year. The company has not incurred any Cash losses during the financial covered by our Audit and the immediately preceding financial year.

(ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions, banks and debenture holders.

(x) In our opinion, and according to the information and the explanation given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions during the year.

(xi) The company has not obtained any term loan during the year, so this para of order is not applicable.

(xii) 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.

For RAJANI MUKESH & ASSOCIATES
CHARTERED ACCOUNTANTS

(C.A. MUKESH RAJANI)
Proprietor

Place: Kanpur
Date: 27.05.2015

PART - I BALANCE SHEET AS AT 31.03.2015

RICH UNIVERSE NETWORK LTD.

7/125 (C-2), IInd Floor, Swaroop Nagar, Kanpur.

S. No.	Particulars	Notes on Accounts No.	As at 31.03.2015	As at 31.03.2014
I	**CAPITAL AND LIABILITIES:**			
(1)	**Shareholder's funds**			
	(a) Share Capital	2	72528000.00	72528000.00
	(b) Reserve and Surplus	3	3347157.82	3236374.70
			75875157.82	**75764374.70**
(2)	**Share Application Money:**		0.00	0.00
(3)	**Non- Current Liabilities:**			
	(a) Long Term Borrowing		0.00	0.00
	(b) Deferred Tax Liabiliities (Net)		0.00	0.00
	(c) Long Term Provisions		0.00	0.00
(4)	**Current Liabilities:**			
	(a) Short- Term Borrowing		0.00	0.00
	(b) Trade Payables	4	41828.27	93955.65
	(c) Other Current Liabilities		0.00	0.00
	(d) Short- Term Provisons	5	464652.00	128350.00
	TOTAL		**76381638.09**	**75986680.35**
II	**ASSETS:**			
(1)	**Non-Current Assets:**			
	(a) Fixed Assets			
	(i) Tangible Assets	6	349936.88	514263.57
	(ii) Intangible Assets		0.00	0.00
	(iii) Capital Work-in Progress		0.00	0.00
	(iv) Intangible Assets under development		0.00	0.00
	(b) Non Current Investment	7	1010750.00	10750.00
	(c) Deferred Tax Assets (Net)		0.00	0.00
(2)	**Current Assets:**			
	(a) Trade Receivable	8	131599.00	0.00
	(b) Cash and Cash Equivalents	9	848559.37	290899.35
	(c) Inventories	10	800023.00	919525.33
	(d) Short-Term Loans and Advances	11	68226551.64	71232864.90
	(e) Other Current Assets	12	5014218.20	3018377.20
	TOTAL		**76381638.09**	**75986680.35**
Summary of significant accounting policies		1		

The accompanying notes are an integral part of these financial statements

As per our report of even date
For Rajani Mukesh & Associates,
Chartered Accountants,

RAJANI MUKESH & ASSOCIATES CHARTERED ACCOUNTANTS M.No. 073098

(CA Mukesh Rajani)
M. No. 073098
FRN. 004072C
PAN : AANPR6167J

For and on behalf of Board of Directors

Shashwat Agarwal	Rajeev Agarwal
C.M.D.	**Director**
DIN: 00122799	DIN: 00122877

For Rich Universe Network Ltd.

Agarwal

Chief Financial Officer

Place : Kanpur
Date : 27.05.2015

PART - II STATEMENT OF PROFIT AND LOSS

RICH UNIVERSE NETWORK LTD.

7/125 (C-2), IInd Floor, Swaroop Nagar, Kanpur.

	Particulars	Notes on Accounts No.	As at 31.03.2015	As at 31.03.2014
	1		2	3
I	**Revenues from Operations**	13	50291394.34	51271111.34
II	**Other Income**	14	5938635.21	6243094.70
	Total Revenues (A)		56230029.55	57514206.04
III	**Expenses:**			
	Cost of Sale	15	50263728.17	52393504.69
	Employee benefits Expenses	16	184205.00	1416215.00
	Finance Cost	17	1239.14	870.00
	Depreciation and Amortization Expenses	18	91577.00	132909.04
	Other Expenses	19	5555605.12	3467872.00
	Total Expenses (B)		**56096354.43**	**57411370.73**
IV	**Profit before exceptional & extra ordinary items & Tax (A-B)**		133675.12	102835.31
V	**Exceptional / Extra Ordinary Items**		0.00	0.00
VI	**Profit before Income Tax**		133675.12	102835.31
VII	**Tax Expenses**			
	(1) Current Income Tax	20	26152.00	0.00
	(2) Deferred Income Tax		0.00	0.00
	(3) Others		0.00	0.00
	Total		26152.00	0.00
	Profit for the period after tax (VI -VII) (PAT)		107523.12	102835.31
VIII	**Earnings Per Equity Share:**			
	(1) Basic	21	0.01	0.01
	(1) Diluted		0.01	0.01

The accompanying notes are an integral part of these financial statements

As per our report of even date
For Rajani Mukesh & Associates,
Chartered Accountants

MUKESH & ASSOCIATES CHARTERED ACCOUNTANTS

(CA Mukesh Rajani)
M. No. 073098
FRN. 004072C
PAN : AANPR6167J

Place : Kanpur
Date : 27.05.2015

For and on behalf of Board of Directors

Shashwat Agarwal	Rajeev Agarwal
C.M.D.	**Director**
DIN: 00122799	DIN: 00122877

For Rich Universe Network Ltd.

Agarwal

Chief Financial Officer

RICH UNIVERSE NETWORK LIMITED,
7/125 (C-2), IInd Floor, Swaroop Nagar, Kanpur.

2. Share Holder's Fund as at 31.03.2015

In Rs.

Particulars	31.03.2015	31.03.2014
Authorised	400000000.00	400000000.00
40000000 (40000000) Equity Shares EQUITY of Rs. 10/- Par Value		
Issued		
7252800 (7252800) Equity Shares EQUITY of Rs. 10/- Par Value	72528000.00	72528000.00
Subscribed		
7252800 (7252800) Equity Shares EQUITY of Rs. 10/- Par Value	72528000.00	72528000.00
Paid-up		
7252800 (7252800) Equity Shares EQUITY of Rs. 10/- Par Value	72528000.00	72528000.00
TOTAL	**72528000.00**	**72528000.00**
Note: The figures in Brackets relates to the previous year.		

2.1 Details of Shares for Preceeding Five Year

Particulars	31.03.2015	31.03.2014	31.03.2013	31.03.2012	31.03.2011
Number of Equity Shares Bought Back	0.00	0.00	0.00	0.00	0.00
Number of Preference Share Reedeemed	0.00	0.00	0.00	0.00	0.00
Number of Equity Share Issue as Bonus Share	0.00	0.00	0.00	0.00	0.00
Number of Preference Share Issue as Bonus Share	0.00	0.00	0.00	0.00	0.00
Number of Equity Shares Allotted for Contracts	0.00	0.00	0.00	0.00	0.00
without payment Received in Cash	0.00	0.00	0.00	0.00	0.00
Number of Preference Shares Allotted for Contracts	0.00	0.00	0.00	0.00	0.00
without payment Received in Cash	0.00	0.00	0.00	0.00	0.00
	0.00	0.00	0.00	0.00	0.00

2.2 Reconciliation as at 31.03.2015

Particulars	31.03.2015		31.03.2014	
	Number of Share	Amount	Number of Share	Amount
Number of Shares at the beginning	7252800	72528000.00	7252800	72528000.00
Add: Issue	0.00	0.00	0.00	0.00
Less: Brought Back	0.00	0.00	0.00	0.00
Add: Other	0.00	0.00	0.00	0.00
Number of Shares at the end	**7252800**	**72528000.00**	**7252800**	**72528000.00**

2.3 Details of Shareholders Holding more than 5% shares as at 31.03.2015

	31.03.2015		31.03.2014	
Name of the Shareholders	**No.Of shares**	**% Shareholding**	**No.Of shares**	**% Shareholding**
HORIZON PORTFOLIO LIMITED	0	0.00	834300	11.50
KAVITA AGARWAL	1046872	14.43	737820	10.17
SHASHWAT AGARWAL	0	0.00	734403	10.13
CITYON INFRASTRUCTURE PRIVATE LIMITED	0	0.00	377812	5.21

3. Reserve and Surplus as at 31.03.2015

Particulars	31.03.2015	31.03.2014
Hedging Reserve-Opening	0.00	0.00
Addition	0.00	0.00
Deduction	0.00	0.00
Balance	0.00	0.00
Profit and Loss- Opening	3236374.70	3466858.39
Amount Transferred from Statement of P&L	107523.12	102835.31
Income tax refund AY 2012-13	3260.00	0.00
Amount Transferred from Sundries	0.00	0.00
Others	0.00	0.00
TOTAL	3347157.82	3569693.70
Appropriation and Allocation		
Income Tax & Service Tax	0.00	333319.00
Balance C/o to Balance Sheet	**3347157.82**	**3236374.70**

RAJANI MUKESH & ASSOCIATES
CHARTERED ACCOUNTANTS
M.No. 073098

4-Current Liabilities (Trade Payable) as at 31.03.2015

Particular	31.03.2015	31.03.2014
Trade Payable		
Horizon Portfolio Ltd.	-20546.73	-1905.35
Sky Line Financial Services Ltd.	62375.00	95861.00
TOTAL	**41828.27**	**93955.65**

5-Current Liabilities (Short Term Provision) as at 31.03.2015

Particular	31.03.2015	31.03.2014
Short Term Provision		
Audit Fees Payable	30000.00	30000.00
Legal Expenses Payable	11250.00	0.00
Salaries Payable	268000.00	0.00
TDS Payable	129250.00	94361.00
Provision for Income tax	26152.00	3989.00
TOTAL	**464652.00**	**128350.00**

7- Non Current Investment as at 31.03.2015

Particulars	31.03.2015	31.03.2014
500 Equity Shares J.V.L.	10750.00	10750.00
NEW E WORLD SERVICES LTD.	1000000.00	0.00
	1010750.00	**10750.00**

8- Trade Recevables as at 31.03.2015

Particulars	31.03.2015	31.03.2014
Sundry Debtors	131599.00	0.00
	131599.00	**0.00**

9- Current Assets (Cash & Cash Equivalents) as at 31.03.2015

Particulars	31.03.2015	31.03.2014
Cash in Hand	527106.67	243370.51
Balance with Bank	321452.70	47528.84
	848559.37	**290899.35**

10- Current Assets (Inventories) as at 31.03.2015

Particulars	31.03.2015	31.03.2014
Closing Stock	800023.00	919525.33
	800023.00	**919525.33**

11- Current Assets (Short Term Loans & Advances) as at 31.03.2015

Particulars	31.03.2015	31.03.2014
Loans & Advances		
(Unsecured, considered good unless otherwise stated)	68187251.64	71193564.90
Staff Advances	39300.00	39300.00
	68226551.64	**71232864.90**

12- Current Assets (Other Current Assets) as at 31.03.2015

Particulars	31.03.2015	31.03.2014
TDS	8852.00	195.00
Security Deposits (Including UPSE Security Deposit of Rs. 2,50,000/-)	625341.00	265341.00
Income tax (Under Appeal)	2772216.20	2752216.20
SEBI(Under Protest)	1253750.00	0.00
Service Tax (Under Protest)	320330.00	0.00
Prepaid Expenses	33729.00	625.00
	5014218.20	**3018377.20**

RAJANI MUKESH & ASSOCIATES
CHARTERED ACCOUNTANTS
M.No. 073098

13- Revenue from Operations for the year ended 31.03.2015

Particulars	31.03.2015	31.03.2014
Sale of Product		
Sales	50291394.34	51271111.34
	50291394.34	**51271111.34**

14- Other Income for the year ended 31.03.2015

Particulars	31.03.2015	31.03.2014
Interest		
Interest Received	5846106.90	6111631.00
Dividend		
Dividend	4473.00	2073.00
Other Income	0.00	129390.70
Interest on IT Refund	5.00	0.00
Profit on sale of car	88050.31	0.00
	5938635.21	**6243094.70**

15-Cost of Sales for the year ended 31.03.2015

Particulars	31.03.2015	31.03.2014
Opening Stock	919525.33	1505514.00
Add: Purchases	50144225.84	51807516.02
	51063751.17	53313030.02
Less: Closing Stock	800023.00	919525.33
	50263728.17	**52393504.69**

16- Employee Benefits Expenses for the year ended 31.03.2015

Particulars	31.03.2015	31.03.2014
Salary, Wages & Bonus		
Salries to Employees	184205.00	1416215.00
	184205.00	**1416215.00**

17- Finance Costs for the year ended 31.03.2015

Particulars	31.03.2015	31.03.2014
Interest Expenses		
Bank Charges		
Bank Charges & Bank Interest	1239.14	870.00
	1239.14	**870.00**

18- Depreciation & Amortization Expenses for the year ended 31.03.2015

Particulars	31.03.2015	31.03.2014
Depreciation & Amortization Expenses		
Depreciation on Fixed Assets	91577.00	132909.04
	91577.00	**132909.04**

19- Other Expenses for the year ended 31.03.2015

Particulars	Notes No.	31.03.2015	31.03.2014
Advertisement & Publicity.		158340.00	114298.00
Auditor's Remuneration	22	30000.00	30000.00
Computer Expenses.		1750.00	1400.00
Electricity Expenses.		236871.00	214371.00
General Expenses		24342.00	20590.00
Generator Expenses.		22175.00	20000.00
AGM Exp.		38990.00	35630.00
Internet Expenses		66055.00	58710.00
Income Tax		8040.00	0.00
Legal Fees		89200.00	60208.00
Salaries to Director	23	2976000.00	2200000.00
Membership Fees		0.00	18540.00
Newspaper & Periodicals.		1245.00	1100.00
Office Expenses		44105.00	40800.00

PAJANI MUKESH & ASSOCIATES
CHARTERED ACCOUNTANTS
M.No. 073098

Postage & Telegram.		10129.00	8010.00
Repair & Maintenance.		5682.00	4271.00
Share Demat Charges		1002.00	2055.00
Share Regn. & transfer Exp.		67871.00	97817.00
Stock Exchange Listing Fees		146093.00	61798.00
Telephone Expenses		66370.00	75731.00
Travelling Expenses		18600.00	89025.00
Vehicle Running & Maintence Exp		43052.00	100736.00
Insurance Exp.		14122.00	10383.00
Rent		1440000.00	120000.00
Printing & stationery		36185.00	82399.00
CDSL Charges		5618.00	0.00
Interest on TDS		3369.00	0.00
M To M		399.12	0.00
		5555605.12	**3467872.00**

20- Tax Expenses (Current Income Tax) for the year ended 31.03.2015

Particulars	31.03.2015	31.03.2014
Current Tax (TDS)	26152.00	0.00
	26152.00	**0.00**

21- Earning per Equity Share as at 31.03.2015

Particulars	31.03.2015	31.03.2014
Number of Shares used in Computing EPS		
Basic	7252800.00	7252800.00
Diluted	7252800.00	7252800.00
Weighted Average number of Shares		
Number of Shares for basic EPS calculation	7252800.00	7252800.00
Number of Shares for dilutive calculation	7252800.00	7252800.00
Profit after Tax	107523.12	102835.31
EPS	0.01	0.01

22- Auditor's Remuneration for the year ended 31.03.2015

Particulars	31.03.2015	31.03.2014
Auditor's Remuneration :		
Statutory Audit Fees	30000.00	30000.00
	30000.00	**30000.00**

23- Salary to Directors for the year ended 31.03.2015

Particulars	31.03.2015	31.03.2014
Shashwat Agarwal, CMD	2400000.00	1800000.00
Rajeev Agarwal, Director	240000.00	200000.00
Sanjay Gupta, Director	336000.00	200000.00
	2976000.00	**2200000.00**

RICH UNIVERSE NETWORK LIMITED,

7/125 (C-2), IInd Floor, Swaroop Nagar, Kanpur.

6- Non Current Assets (Tangible Assets / Fixed Assets) as at 31.03.2015

S.No.	Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK	
		01.04.2014	Addition	Sale Adjustment	31.03.2015	Up to Previous Year	For the year	31.03.2015	31.03.2015	31.03.2014
1	Air Conditioners	283480.92	0.00	0.00	283480.92	149424.52	18647.00	168071.52	115408.55	134056.40
2	Cars	676953.59	0.00	121950.10	555003.49	525617.49	29386.00	555003.49	0.00	151336.10
3	Computers	161991.62	0.00	0.00	161991.62	126504.87	14194.00	140698.87	21292.58	35486.75
4	Furniture & Fixtures	158755.78	0.00	0.00	158755.78	100257.20	10588.00	110845.20	47910.84	58498.58
5	Generator	18626.69	0.00	0.00	18626.69	9818.41	1225.00	11043.41	7583.48	8808.28
6	Office Equipments	122365.02	49200.00	0.00	171565.02	64498.83	8049.00	72547.83	99016.90	57866.19
7	Refrigerator	60189.73	0.00	0.00	60189.73	31726.50	3959.00	35685.50	24504.18	28463.23
8	Television	43574.23	0.00	0.00	43574.23	22967.89	2866.00	25833.89	17740.81	20606.34
9	Counting Machine	29897.28	0.00	0.00	29897.28	15759.31	1967.00	17726.31	12171.31	14137.95
10	Mobile	10580.84	0.00	0.00	10580.84	5577.09	696.00	6273.09	4308.23	5003.75
	Total	**1566415.70**	**49200.00**	**121950.10**	**1493665.60**	**1052152.11**	**91577.00**	**1143729.11**	**349936.88**	**514263.57**

RAJANI MUKESH & ASSOCIATES ★ CHARTERED ACCOUNTANTS ★ M.No. 073098

RICH UNIVERSE NETWORK LIMITED, KANPUR.

7/125 (C-2), IInd Floor, Swaroop Nagar, Kanpur.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2015

	For the year Ended 31, March 2015 Amount (Rs.)	For the year Ended 31, March 2014 Amount (Rs.)
Cash flows from operating activities		
Net profit after taxation,and extraordinary item		
Adjustments for :	107,523.12	102,835.31
Depreciation	91,577.00	132,909.04
Amount Transferred to Sundries	3,260.00	(333,319.00)
Operation profit before working capital changes	**202,360.12**	**(97,574.65)**
Change in Current Assest	998,375.59	375,978.00
Change in Current Liabilities	284,174.62	(443,094.35)
Cash flows from investing activities		
Purchase of Investment	1,000,000.00	-
Purchase of fixed Assets	49,200.00	-
Sale of fixed Assets	121,949.69	-
Net in cash and cash equivalents	557,660.02	(164,691.00)
Cash and Cash equivalents beginning of year	**290,899.35**	**455,590.35**
Cash and Cash equivalents at end of year (see Note1)	**848,559.37**	**290,899.35**

Notes:1
Figures in brackets indicate cash outflow
Notes:2
This is the cash flow statement referred to in our report of even date prepared under the indirect method,setout in AS-3 issued by the Institute of Chartered Accountants of India.

As per our report of even date
For Rajani Mukesh & Associates,
Chartered Accountants,

MUKESH & ASSOCIATES CHARTERED ACCOUNTANTS M.No. 073098

(CA Mukesh Rajani)
M. No. 073098
FRN. 00472C
PAN : AANPR6127L

Place : Kanpur
Date : 27.05.2015

For and on behalf of Board of Directors

Shashwat Agarwal
C.M.D.
DIN: 00122799

Rajeev Agarwal
Director
DIN: 00122877

For Rich Universe Network Ltd.

Agarwal

Chief Financial Officer

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS

1. **SYSTEM OF ACCOUNTING**

   The accounts are prepared on accrual basis under historical cost convention and to comply in all material aspects with applicable accounting standards in India, issued by the institute of chartered accountants of India and the relevant provisions of the companies act, 1956 & 2013.

2. **INVENTORIES**

   The practice of the company is to value closing stock at lower of cost or net realizable value.

3. **INVESTMENTS**

   Long term investments are carried at cost price

4. **FIXED ASSETS**

   FIXED Assets are stated at cost of acquisition less depreciation as per Companies Act 1956.

5. **DEPRECIATION**

   On Assets acquired and put to, is provided on Written Down Value Method.

6. **REVENUE RECOGNITION**

   Revenue is recognized on accrual basis.

7. **PROVISIONS, CONTINGENT LIABILITY & CONTIGENT ASSETS**

   Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events in the Notes. Contingent Assets are neither recognized not disclosed in the financial statements.

8. **BORROWING COST**

   Borrowing costs that are attributable to the acquisition/construction of qualifying assets are capitalized as part of cost of such assets. A quality asset is an asset that requires a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred.

9. **TAXES ON NCOME**

   Provision for tax on income for the year (i.e. Current tax) is made after considering the various Deductions/relieves admissible under the income Tax Act 1961 as per the normal provisions of the act. Deferred tax assets are not recognized as per the conservative approach.

10. **IMPAIRMENT OF ASSETS**

    The company assess at each Balance sheet date whether there is any indication that an asset mat be impaired. It any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than the carrying amount, the carrying amount is reduced to the recoverable amount. The reduction is treated as an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

11. No Prior period items are present.

12. The current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of business. The provisions for all known liabilities are adequate and not in excess of the amount considered reasonably necessary. These amount are subject to confirmation.

13. Gross deprecation for the year Rs. **91,577.00** (Prev. Yr. Rs. **132,909.04**).

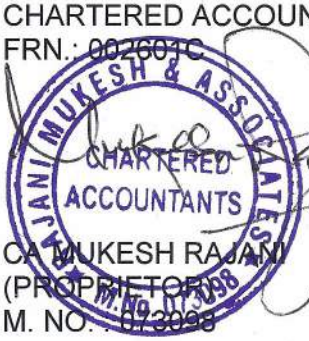
14. No Commission on Sales has been paid or is payable as at date.

15. During the year under consideration no borrowing cost has capitalized by the company in accordance with the Accounting Standard 16. 'Borrowing Cost' issued by the Institute of Chartered Accountants of India.

16. The figure of the previous year have been regrouped/ rearranged wherever necessary in order to make them comparable with the figures of the current year.

17. Figures have been rounded off to the two decimals places.

In terms of our attached report of even date
For RAJANI MUKESH & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN.: 002601C



CA MUKESH RAJANI
(PROPRIETOR)
M. NO.: 073098

Date : 27/05/2015
Place: KANPUR

For RICH UNIVERSE NETWORK LTD.

SHASHWAT AGARWAL
(DIRECTOR)
DIN : 00122799

RAJEEV AGARWAL
(DIRECTOR)
DIN : 00122877

For Rich Universe Network Ltd.
Agarwal
Chief Financial Officer

Rich Universe Network Limited
Regd. Office: 7/125, C-2, IInd Floor,
Swaroop Nagar, Kanpur
CIN: L65921UP1990PLC012089

Form No. MGT-11
Proxy Form

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

CIN : L65921UP1990PLC012089

Name of the Company : Rich Universe Network Limited

Regd. Office: 7/125, C-2, IInd Floor, Swaroop Nagar, Kanpur

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

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 : ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Wednesday, the 30th day of September, 2015 at 10.30 a.m. at 7/125, C-2, IInd Floor, Swaroop Nagar, Kanpur -208002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

1. Adoption of audited financial statements for the financial year ended 31st March, 2015 (Ordinary Resolution).
2. Re-appointment of Mr. Rajeev Agarwal who retires by rotation (Ordinary Resolution).
3. Re-appointment of M/s. Rajani Mukesh & Associates, Chartered Accountants, Kanpur as Statutory Auditors of the Company and fixing their remuneration (Ordinary Resolution).

Special Business

4. Appointment of Mrs. Kavita Awasthi as an Independent Director (Ordinary Resolution).
5. Increase in remuneration of Mr. Shashwat Agarwal, Chairman & Managing Director (Special Resolution).
6. Increase in remuneration of Mr. Sanjay Gupta, Whole Time Director (Special Resolution).
7. Increase in remuneration of Mr. Rajeev Agarwal, Whole Time Director (Special Resolution).
8. Amendment in Liability Clause of the Memorandum of Association (Special Resolution).
9. Adoption of new set of Articles of Association in compliance with new Companies Act, 2013 (Special Resolution).

Signed this ..... day of ..... 2015.

Signature of shareholder: .....

Affix 1 Rupees Revenue Stamp

Signature of Proxy holder(s): .....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

Rich Universe Network Limited
Regd. Office: 7/125, C-2, IInd Floor,
Swaroop Nagar, Kanpur
CIN: L65921UP1990PLC012089

ATTENDANCE SLIP

Full name of the member attending.....

Full name of the joint-holder.....

(To be filled in if first named Joint – holder does not attend meeting)

Name of Proxy.....

(To be filled in if Proxy Form has been duly deposited with the Company)

I, hereby record my presence at the 25th Annual General Meeting held at 7/125, C-2, IInd Floor, Swaroop Nagar, Kanpur -208002 on Wednesday, 30th September, 2015 at 10.30 a.m.

Folio No..... DP ID No. *..... Client ID No.*.....

* Applicable for members holding shares in electronic form.

No. of Share(s) held..... .....

Member's / Proxy's Signature

RICH UNIVERSE NETWORK LIMITED

(Formerly Known as Rich Capital & Financial Services Limited)
Regd. Office: 7/125, (C-2), 2nd FLOOR, SWAROOP NAGAR, KANPUR- 208002• PHONES: 0512-3072757, 3258312•FAX: 0512-3072718
CIN: L65921UP1990PLC012089 •E-mail: rcfsl@rediffmail.com •investors@richuninet.com• website: richuninet.com

POLLING PAPER

ASSENT / DISSENT FORM FOR VOTING ON AGM RESOLUTIONS

1. Name(s) & Registered Address of the sole / first named Member :

2. Name(s) of the Joint-Holder(s), if any :

3. i) Registered Folio No. :
   ii) *DP ID No. & Client ID No.
   [*Applicable to Members holding shares in dematerialized form]

4. Number of Share(s) held :

5. I / We hereby exercise my / our vote in respect of the following resolutions to be passed for the business stated in the Notice of the 25th Annual General Meeting dated September 4, 2015, by conveying my / our assent or dissent to the resolutions by placing tick (√) mark in the appropriate box below:

S. No.	RESOLUTION	No. of Shares	I / We assent to (FOR)	I / We dissent to (FOR)
	Ordinary Business			
1	Adoption of Financial Statements for the financial year ended March 31, 2015 and Reports of Board of Directors and Auditors thereon.			
2	Appointment of a director in place of Mr. Rajeev Agarwal, who retires by rotation and being eligible, offers himself for re- appointment.			
3	Appointment of M/s Rajani Mukesh & Associates, Chartered Accountants, Kanpur as Statutory Auditors of the Company and to fix their remuneration.			
	Special Business			
4	Appointment of Kavita Awasthi as Director.			
5	To increase in remuneration of Mr. Shashwat Agarwal, Chairman & Managing Director.			
6	To increase in remuneration of Mr. Sanjay Gupta, Whole Time Director.			
7	To increase in remuneration of Mr. Rajeev Agarwal, Whole Time Director.			
8	To amend Liability Clause of Memorandum of Association of the Company in line with the Companies Act, 2013.			
9	To adopt new set of Articles of Association of the Company in line with the Companies Act, 2013.			

Place:
Date:

.....
Signature of the Member
or
Authorized Representative

Notes: (i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
(ii) Please read the instructions printed in notice carefully before exercising your vote.