

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 E-mail : rcfsl@rediffmail.com ● richcapital@rediffmail.com

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22(1) of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that, Pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) (“the rules”) Secretarial Standard-2 on General Meeting (the “SS-2”), and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and other applicable laws and regulations, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”). Notice is hereby given that the resolutions appended to this notice are proposed to be passed by the members as Special and Ordinary Resolution by means of Postal ballot through remote electronic voting (remote e-voting). Proposed resolution, along with explanatory statement pertaining to the said resolution, pursuant to section 102(1) of the Companies Act, 2013 read with applicable regulations of SEBI (ICDR) Regulations 2018 setting out the information and material facts, is appended herewith for your consideration.

In terms of the circulars issued by the Ministry of Corporate Affairs, Government of India (the “MCA”) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and Circular No. No. 20/2021 dated December 08, 2021 (the “MCA Circulars”) read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, issued by SEBI and in view of the continuing COVID-19 pandemic requiring social distancing, companies were advised to take all decisions requiring members’ approval, other than items of ordinary businesses or businesses where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

This Postal Ballot is accordingly being initiated in compliance with the MCA and SEBI Circulars. Further, as provided in the said MCA and SEBI Circulars, hard copy of Postal Ballot Notice, Postal Ballot Forms and pre-paid business envelope, will not be sent to the shareholders for this Postal Ballot. The Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository/depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system.

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The Board of Directors of the Company proposes to obtain the consent of the shareholders by way of Postal Ballot for the matters as considered in the Resolutions appended below. Proposed resolutions, along with explanatory statement pertaining to the said resolution, pursuant to Section 102(1) of the Companies Act, 2013, setting out the information and material facts, are appended herewith for your consideration.

In light of the MCA Circulars, for remote e-voting and for this postal ballot, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the remote e-voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company by email through their registered email address to rcfsl@rediffmail.com , providing requisite details like Name of Shareholder, PAN No., DP/Client ID, folio no. and certificate no (in case of physical shareholding). Member who does not receive the Postal Ballot Notice may send an e-mail to rcfsl@rediffmail.com and obtain a copy of Postal Ballot Notice.

The Company has engaged the services of National Security Depository Limited (NSDL) to provide remote e-voting facility to the Members of the Company. Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through remote e-voting only. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting their votes through NSDL e-Voting system.

The remote e-voting facility is available at the link: www.evoting.nsdl.com from Wednesday, June 25, 2025 (09:00 A.M.) and will end on Thursday, July 24, 2025 (05:00 P.M.). Please refer to the instructions for casting votes by remote e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out. Only members entitled to vote (Refer to Point 8 of the Notes attached with this notice) are entitled to vote through the remote e-voting facility provided by the Company through NSDL.

The Explanatory Statement pertaining to the resolutions proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

Pursuant to Rule 22(5) of the “Rules”, the Board of Directors of the Company (the “Board”), has appointed Mr. Abhishek Prakashchand Chhajed, Partner of SCS and Co. LLP (LLPIN: AAV-1091) Company Secretary in Practice (Firm Unique Code: L2020GJ008700) as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.

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The Scrutinizer will submit his report to the Chairman or any other person authorized by him after completion of the scrutiny of Postal Ballots and e-voting on or before 5.00 p.m. on Friday, July 25, 2025 at the Registered Office of the company at IInd Floor, 7/125, C-2, Swaroop Nagar, Kanpur-208002, Uttar Pradesh, India. The said results will also be displayed at the notice board of the Registered Office of the Company, intimated to the BSE Ltd (BSE) where the Company's Shares are listed and displayed on the website of the Company i.e. www.richuninet.com.

**By order of the Board of Directors,
Rich Universe Network Limited**

Sd/-

**Shashwat Agarwal
Managing Director
DIN: 00122799**

**Place: Uttar Pradesh
Date: June 24, 2025**

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ITEM OF BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT:

SPECIAL BUSINESSES

RESOLUTION 1:

TO CONSIDER AND APPROVE INCREASE IN AUTHORISED SHARE CAPITAL:

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any of the Companies Act, 2013 (the ‘Act’) and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of Concerned Registrar of Companies, and such other approvals as may be required in this regard, the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from the present Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 60,00,00,000/- (Rupees Sixty Crore Only) divided into 6,00,00,000 (Six Crore) Equity Shares of Rs. 10/- (Rupees Ten) each and that existing Clause 5 of the Memorandum of Association of the Company be substituted by following new Clause 5:

“5. The Authorised Share Capital of the Company is Rs. 60,00,00,000/- (Rupees Sixty crore Only) divided into 6,00,00,000 (Six crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.”

**By Order of the Board of Directors
For, Rich Universe Network Limited**

Date: 24.06.2025

Place: Uttar Pradesh

**Regd. Office: IInd Floor, 7/125, C-2,
Swaroop Nagar, Kanpur-208002, Uttar
Pradesh, India.**

**SD/
SHASHWAT AGARWAL
MANAGING DIRECTOR
DIN: 00122799**

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RESOLUTION 2:

TO CONSIDER AND APPROVE ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION AND ADOPTION OF A NEW SET OF MEMORANDUM OF ASSOCIATION IN CONFORMITY WITH THE PROVISIONS OF THE COMPANIES ACT, 2013:

To consider, and if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to Section 13 & other applicable provisions, if any, of the Companies Act, 2013 including Rules made thereunder as well as any other applicable laws for the time being in force & such other approvals, permissions and sanctions, as may be necessary, consent of the members of the Company, be and is hereby accorded to alter the existing Main Object Clause of the Memorandum of Association of the Company, by adding the following new clause to the Object Clause of the Memorandum of Association of the Company:

Clause 3. (A) 8. To carry on the business of providing information technology (IT) services and solutions, including but not limited to software development, IT consultancy, digital transformation, cloud computing, cybersecurity, blockchain, system integration, networking, and IT infrastructure management for clients across various sectors, both in India and abroad.

9. To develop, design, implement, maintain, license, distribute, market and sell solutions and products based on data science, machine learning, deep learning, neural networks, and all other branches of artificial intelligence (AI), including natural language processing, computer vision, robotics, and automation.

10. To carry on the business of data management services, including data collection, data mining, data warehousing, data analysis, data processing, data security, data governance, database management, and data lifecycle solutions, including structured and unstructured data for individuals, businesses, institutions, and governments.

11. To undertake research and development in the fields of information technology, artificial intelligence, and data sciences, and to establish labs, centers, platforms and knowledge repositories to foster innovation, incubation, and commercialization of intellectual property in such domains and Developing cutting-edge technologies and scalable solutions.

RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, which was framed as per the provisions of the Companies Act, 1956, be and is hereby substituted and replaced in its entirety with a new set of Memorandum of Association in conformity with the Companies Act, 2013.

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RESOLVED FURTHER THAT the draft copy of the amended MOA as tabled before the members, be and is hereby approved and adopted.

RESOLVED FURTHER THAT any Directors of the Company be and are hereby severally authorized to take all steps and to do all acts and things (including signing documents, delegating persons, etc.) for this purpose in order to give full and complete effect to this resolution”.

**By Order of the Board of Directors
For Rich Universe Network Limited**

Date: 24.06.2025

Place: Uttar Pradesh

**Regd. Office: IInd Floor, 7/125, C-2,
Swaroop Nagar, Kanpur-208002, Uttar
Pradesh, India.**

**SD/
SHASHWAT AGARWAL
MANAGING DIRECTOR
DIN: 00122799**

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RESOLUTION 3:

TO CONSIDER AND APPROVE ADOPTION OF A NEW SET OF ARTICLES OF ASSOCIATION IN CONFORMITY WITH THE PROVISIONS OF THE COMPANIES ACT, 2013:

To consider, and if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals as may be necessary, the consent of the members be and is hereby accorded to adopt a new set of Articles of Association of the Company in substitution and to the complete exclusion of the existing Articles of Association of the Company, which was earlier framed under the Companies Act, 1956, so as to align the same with the provisions of the Companies Act, 2013 and the rules made thereunder.

RESOLVED FURTHER THAT the new set of Articles of Association, as placed before the meeting, be and is hereby approved and adopted as the Articles of Association of the Company.

RESOLVED FURTHER THAT any Directors of the Company be and are hereby severally authorized to take all steps and to do all acts and things (including signing documents, delegating persons, etc.) for this purpose in order to give full and complete effect to this resolution”.

**By Order of the Board of Directors
For, Rich Universe Network Limited**

Date: 24.06.2025

Place: Uttar Pradesh

**Regd. Office: IInd Floor, 7/125, C-2,
Swaroop Nagar, Kanpur-208002, Uttar
Pradesh, India.**

**SD/
SHASHWAT AGARWAL
MANAGING DIRECTOR
DIN: 00122799**

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NOTES:

1. Pursuant to Section 102(1) of the Companies Act 2013 and Secretarial Standard 2 on General Meeting, an explanatory Statement setting out material facts relating to the proposed resolutions are appended to this notice.
2. In compliance with the provisions of Sections 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to all members of the Company. The Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating remote e-voting.
3. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Friday, June 20, 2025 by email to those members who have registered their email IDs with the Company / Depository. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on Friday, June 20, 2025. Member who does not receive the postal ballot notice may send an email to rcfsl@rediffmail.com or may apply to NSDL at evoting@nsdl.co.in and obtain a copy of postal ballot notice. The copy of postal ballot notice may also be downloaded from website of Company at www.richuninet.com and website of e-Voting Agency at www.evoting.nsdl.com.
4. Any query/grievance may please be addressed to Shashwat Agarwal, Managing Director with respect to the voting by remote electronic means at: Email id: rcfsl@rediffmail.com or to NSDL at evoting@nsdl.co.in.
5. The Shareholders are requested to note that in terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
6. The members have to vote through remote e-voting platform only.
7. The Portal for remote E-voting will remain open for the Members for exercising their votes during Wednesday, June 25, 2025 (09:00 A.M.) and will end on Thursday, July 24, 2025 (05:00 P.M.). (Both days inclusive). During this period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on Friday, June 20, 2025 (cut-off date), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.

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Please note that remote E-voting module shall be disabled for voting by NSDL after the last date and time.

8. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
9. The Scrutinizer's decision on the validity of the voting shall be final.
10. A copy of the Postal Ballot Notice is also available on the website of the Company viz. www.richuninet.com and e-voting website viz. www.evoting.nsdl.com and at the corporate announcement sections of the websites of the Bombay Stock Exchange Limited on which the equity shares of the Company are listed.
11. The Board of Directors have appointed Mr. Abhishek Prakashchand Chhajed, partner of SCS AND Co. LLP (LLPIN: AAV-1091) Company Secretary in Practice (Firm Unique Code: L2020GJ008700) as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner and to receive and scrutinize the votes received through remote e-voting platform. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.
12. The Resolutions will be taken as passed effectively on Thursday, July 24, 2025, being last date for voting, if the result of the voting indicates that the requisite votes, as required for Special resolution/Ordinary resolution, had received assenting to the Resolution. The result of the voting will be declared on Friday, July 25, 2025 at the Registered Office of the Company. The result of the voting will also be posted on the Company's website www.richuninet.com and communicated on the same day to stock exchange, registrar and share transfer agent and e-voting agency.
13. Resolutions approved by the members through Postal Ballots /remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.
14. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Skyline Financial Services Pvt Ltd, Registrar and Share Transfer Agent of the Company.

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INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on **Wednesday, June 25, 2025 (09:00 A.M.)** and will end on **Thursday, July 24, 2025 (05:00 P.M.)** The remote e-voting module shall be disabled by NSDL for voting thereafter. Members, whose names appear in the Register of Members / Beneficial Owners as on the **cut-off date i.e. Friday, June 20, 2025** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, June 20, 2025**.

HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM?

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

STEP 1. ACCESS TO NSDL E-VOTING SYSTEM

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
ZZ	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</p>

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Type of shareholders	Login Method
	<ol style="list-style-type: none"> If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digitdemat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to</p>

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Type of shareholders	Login Method
their depository participants	NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

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

B) [Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.](#)

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

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(Formerly Known as Rich Capital & Financial Services Limited)

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FAX : 0512-3072718 E-mail : rcfsl@rediffmail.com ● richcapital@rediffmail.com

- a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

STEP 2. CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM.

How to cast your vote electronically on NSDL e-Voting system?

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

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GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csabprofessional@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

CONTACT DETAILS

Company	RICH UNIVERSE NETWORK LIMITED IInd Floor, 7/125, C-2, Swaroop Nagar, Kanpur-208002, Uttar Pradesh, India. Phone No.: 0512-3072757, 3258312; Email: rcfsl@rediffmail.com Web: www.richuninet.com
Registrar and Transfer Agent	Skyline Financial Services Pvt Ltd, D-153A, 1st Floor Okhla Industrial Area, Phase-1, New Delhi-110020. Tel.: +91-11-40450193-97, 26812682-83, CIN: U74899DL1995PTCO71324 Email: info@skylinerta.com , Website: www.skylinerta.com
E-Voting Agency & VC / OAVM	Email: evoting@nsdl.co.in NSDL help desk: 1800 1020 990 and 1800 22 44 30 You may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com
Scrutinizer	Mr. Abhishek Prakashchand Chhajed, partner of SCS AND Co. LLP (LLPIN: AAV-1091) Company Secretary in Practice Contact Person: Mr. Abhishek Chhajed Email: csabprofessional@gmail.com ; M. No.: +91 94088 12129

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3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs.compliance@ranjeet.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs2013.ohrl@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode](#).

Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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

(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard 2 on General Meetings)

Item No. 1:

The existing Authorized Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.

The Board in its Meeting held on June 19, 2025 approved and recommended increasing the Authorised Share Capital to 60,00,00,000/- (Rupees Sixty crore Only) divided into 6,00,00,000 (Six crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each of ranking pari-passu with the existing Equity Shares in all respects, as per the Memorandum and Articles of Association of the Company. Consequently, Clause of the Memorandum of Association would also require alteration so as to reflect the changed Authorized Share Capital.

The proposal for increase in Authorized Share Capital and amendment of Memorandum of Association of the Company requires approval of the Members.

The Board recommends the Resolution set out in Item no. 1 for approval of the Members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

**By Order of the Board of Directors
For, Rich Universe Network Limited**

Date: 24.06.2025

Place: Uttar Pradesh

**Regd. Office: IInd Floor, 7/125, C-2,
Swaroop Nagar, Kanpur-208002, Uttar
Pradesh, India.**

**SD/
SHASHWAT AGARWAL
MANAGING DIRECTOR
DIN: 00122799**

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Item No. 2:

The Board of Directors, at its meeting held on June 19, 2025 considered and approved the proposal to expand the scope of the Company's business activities in view of the evolving business environment and strategic plans of the Company. Accordingly, it is proposed to insert new clauses in the Object Clause of the Memorandum of Association (MOA) to include certain additional activities which the Company may pursue in future, including but not limited to IT services, data analytics, artificial intelligence, consultancy, etc.

In order to ensure alignment with the provisions of the Companies Act, 2013, it is also proposed to adopt a new set of MOA in the format prescribed under Table A of Schedule I of the Companies Act, 2013, which removes references to the erstwhile Companies Act, 1956.

Pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable rules, the alteration of the Object Clause and adoption of a new set of Memorandum of Association requires the approval of the shareholders by way of a special resolution.

A copy of the existing and proposed Memorandum of Association of the Company is available for inspection at the Registered Office of the Company during business hours on all working days up to the last date of postal ballot.

The Board recommends the Special Resolution as set out in the accompanying Notice for approval of the members.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

**By Order of the Board of Directors
For, Rich Universe Network Limited**

Date: 24.06.2025

Place: Uttar Pradesh

**Regd. Office: IInd Floor, 7/125, C-2,
Swaroop Nagar, Kanpur-208002, Uttar
Pradesh, India.**

**SD/
SHASHWAT AGARWAL
MANAGING DIRECTOR
DIN: 00122799**

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Item No. 3:

The existing Articles of Association (“AOA”) of the Company are based on the provisions of the Companies Act, 1956 and contain references to various sections and provisions of the erstwhile Act, which are no longer in force.

Further it is considered desirable to align the Articles of Association of the Company with the provisions of the Companies Act, 2013 and the rules made thereunder.

Accordingly, the Board of Directors at its meeting held on June 19, 2025 has approved and recommended the adoption of a new set of Articles of Association in place of the existing Articles of Association of the Company, subject to approval of the shareholders by way of a Special Resolution.

The draft of the new Articles of Association is available for inspection at the Registered Office of the Company during business hours on all working days up to the last date of postal ballot.

Pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, approval of the shareholders by way of a Special Resolution is required for adoption of a new set of Articles of Association.

The Board recommends the Special Resolution set out in the Notice for approval of the members.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

**By Order of the Board of Directors
For, Rich Universe Network Limited**

Date: 24.06.2025

Place: Uttar Pradesh

**Regd. Office: IInd Floor, 7/125, C-2,
Swaroop Nagar, Kanpur-208002, Uttar
Pradesh, India.**

**SD/
SHASHWAT AGARWAL
MANAGING DIRECTOR
DIN: 00122799**