

RICH

24TH ANNUAL REPORT 2013-14

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
Websit:richuninet.com

BOARD OF DIRECTORS

Mr. Shashwat Agarwal	Chairman & Managing Director
Mr. Rajeev Agarwal	Director
Mr. Sanjay Gupta	Director
Mr. Manoj Kumar	Director
Mr. Dhruv K. Shah	Director
Mr. Govind Das Agarwal	Director
Ms. Shubhi Srivastava	Company Secretary

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

Registered Office

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

Registrar & Transfer Agent

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

Auditors

HDFC Bank
State Bank of India

Bankers

NOTICE

Notice is hereby given that 24th Annual General Meeting of Shareholders of the Company will be held on Tuesday, the 30th day of September, 2014 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 Profit and Loss Account of the Company for the financial year ended on 31st March, 2014 and Balance Sheet as at that date and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Shashwat Agarwal (DIN: 00122799), who retires by rotation and is eligible for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), following resolution as an ordinary resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 139 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, M/s Rajani Mukesh & Associates, Chartered Accountants (ICAI Firm Registration No. 004072C) be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of twenty seventh AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

4. Appointment of Mr. Manoj Kumar as an Independent Director

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, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, Mr. Manoj Kumar (DIN: 02855139), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from September 30, 2014 upto September 29, 2019.”

5. Appointment of Mr. Dhruv Kumar Shah as an Independent Director

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, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, Mr. Dhruv Kumar Shah (DIN: 02883598), a non-executive Director of the Company, who

has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from September 30, 2014 upto September 29, 2019.”

6. Appointment of Mr. Govind Das Agarwal as an Independent Director

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, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, Mr. Govind Das Agarwal (DIN: 05116695), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from September 30, 2014 upto September 29, 2019.”

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

"RESOLVED THAT pursuant to the provision of Section 14 and other applicable provisions, if any of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force, and subject to approvals, permissions and sanctions from the appropriate authority, if any, the Articles of Association of the Company be and are hereby altered in the manner set out herein below:

ii) The Existing Article No. 93 be deleted and be replaced with the following article:

93. A Managing or Whole Time Director shall be liable to retirement by rotation (save as otherwise provided in a contract in terms of provisions of the Act or Rules made thereunder or in a resolution passed by Board or Shareholders of the Company). He shall, however, be subject to the same provisions as to resignation and removal as are applicable to the other Directors. He shall ipso facto immediately, cease to be a Managing or Whole Time Director if he ceases to hold the office of Director for any reason whatsoever save that if he shall vacate office whether by, retirement by rotation or otherwise under the provisions of the Companies Act 2013 at any Annual General Meeting and shall be reappointed as a Director at the same meeting, he shall not, by reason only of such vacation, cease to be a Managing or Whole Time Director."

iii) The following Article be inserted as Article No. 66(c) after existing Article No. 66(b)

Article No. 66(c) - Electronic Voting

A member may exercise his vote at a meeting by electronic means in accordance with section 108 of the Companies Act 2013 and shall vote only once."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all the requisite, incidental, consequential and necessary steps to implement the forgoing resolution and to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate in the best interest of the Company, to settle any question, query, doubt or difficulty that may

arise in this regard, and to execute/publish all such notices, applications, deeds, agreements, documents, papers, undertakings/bonds and writings as may be necessary and required for giving effect to this resolution".

8. Variation in terms of appointment of Mr. Shashwat Agarwal, Managing Director

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, the approval of the Company be and is hereby accorded to vary the terms of appointment of Mr. Shashwat Agarwal (DIN: 00122799), Managing Director of the company, by making his office liable to retire by rotation."

9. Variation in terms of appointment of Mr. Rajeev Agarwal, Whole Time Director

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, the approval of the Company be and is hereby accorded to vary the terms of appointment of Mr. Rajeev Agarwal (DIN: 00122877), Whole Time Director of the company, by making his office liable to retire by rotation."

10. Variation in terms of appointment of Mr. Sanjay Gupta, Whole Time Director

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, the approval of the Company be and is hereby accorded to vary the terms of appointment of Mr. Sanjay Gupta (DIN: 00335369), Whole Time Director of the company, by making his office liable to retire by rotation."

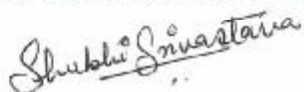
11. To consider and, if thought fit, to pass, with or without modification, the following resolution as Special Resolution:-

"RESOLVED THAT in accordance with the provisions of Section 197, 198, read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and subject to such consents, sanctions and permissions as may be necessary in law, consent of members of the company be and is hereby accorded for increase in monthly remuneration of Shri Sanjay Gupta (DIN: 00335369), Whole Time Director of the company from Rs. 25,000.00 to Rs. 28,000.00, w.e.f. 1st November, 2013 on the such terms and conditions as set out in the Explanatory Statement attached to this notice."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year 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 as may be applicable from time to time."

“RESOLVED FURTHER THAT the Whole Time Director will not be entitled to any sitting fee for the meetings of the company.”

For Rich Universe Network Limited



(Shubhi Srivastava)

Company Secretary

PAN No. EBXPS1250Q , M.No - A35908

Place: - Kanpur

Date: - 05.09.2014

NOTES:

- a. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the business under Item Nos. 4 to 9 set out above and details as required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges in respect of Directors seeking appointment/re-appointment at this Annual General Meeting are annexed hereto.
- b. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.

The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member.

- c. 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.
- d. Only registered Members of the Company may attend and vote at the Annual General Meeting.
- e. 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.
- f. The Register of Members and Transfer Books of the Company will be closed from Thursday, September 25, 2014 to Tuesday, September 30, 2014, both days inclusive.
- g. The Ministry of Corporate Affairs (MCA), Govt. of India has taken a Green Initiative by allowing paperless compliance by the Companies and has permitted Companies to

issue copies of Annual Report by e-mail to the Shareholders. The Listing Agreement with the Stock Exchanges requires the Company to send soft copies of the Annual Report and Accounts to those Members who have registered their e-mail addresses for the purpose. The Members can register their e-mail addresses with the Registrar and Transfer Agent of the Company. The registration by the Members will contribute towards furtherance of the “Green Initiative in Corporate Governance” announced by MCA. Further, Your Company is providing e-voting facility to all its members. Notice, e-voting form along with the detailed procedure of e-voting are being sent by electronic mode to all the shareholders whose email ids are registered with the Company unless a shareholder has requested for a hard copy of the same. For shareholders who have not registered their email ids with the Company, physical copies of the aforesaid documents are being sent by the permitted mode. The said details are also available on the website of the Company www.richuninet.com

- i Pursuant to the provisions of Section 108 of the Companies Act, 2013, the rules made thereunder and Clause 35B of the Listing Agreement entered into with the Stock Exchange(s), the Company is providing an option to the shareholders to exercise their right to vote by electronic means (E-voting). Instructions for e-voting are attached to this notice and these instructions form integral part of this notice.

INSTRUCTIONS FOR E-VOTING

1. In compliance with provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the Members to exercise their right to vote by electronic means on all Resolutions set forth in the Notice convening the 24th Annual General Meeting to be held on September 30, 2014, through Central Depository Services (India) Limited {CDSL}.
2. The e-voting facility is available at the link www.evotingindia.com.
3. The e-voting facility will be available during the following voting period:

Start Date & Time	End Date & Time
September 23, 2014 10:01 Hrs	September 25, 2014 18:00 Hrs

4. The instructions to Members for e-voting are as under:-
 - (i) Log on to the e-voting website www.evotingindia.com.
 - (ii) Click on “Shareholders” tab.
 - (iii) Now, select “**RICH UNIVERSE NETWORK LIMITED**” from the drop down menu and click on “SUBMIT”.
 - (iv) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID. For CDSL: 16 digits beneficiary ID.	Folio Number registered with the Company

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio 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.

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: **AUTEV1234Z** in the PAN field.

Please enter any one of the details in order to login. In case either of the details is not recorded with the depository, please enter the default date: **13/06/2014** in the DOB field.

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

(vi) 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 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.

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

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

(ix) 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.

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

(xi) 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.

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

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

(xiv) If Demat account holder has forgotten the changed password, then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

- (xv) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- (xvi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at <https://www.evotingindia.co.in> under help section or write an email to helpdesk.evoting@cdslindia.com.

5. General Instructions

- a. The e-voting period commences on September 23, 2014 at 10:01 Hrs and ends on September 25, 2014 at 18:00 Hrs. During this period, the shareholders of the Company, holding shares either in physical form or dematerialised form, as on the cut-off date (record date) of August 29, 2014, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of August 29, 2014.
- c. The Board of Directors of the Company has appointed M/s. P.R. Singh & Co., Practicing Company Secretaries, to act as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- d. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unlock the votes in presence of at least two witnesses, not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- e. The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website: <http://www.richuninet.com> and on the website of CDSL: www.cdslindia.com within two days of passing of the Resolutions at the 24th Annual General Meeting of the Company and communicated to Stock Exchange(s).

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 6 of the accompanying Notice dated September 4, 2014:

Item Nos. 4 to 6

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr. Manoj Kumar, Mr. Dhruv Kumar Shah and Mr. Govind Das Agarwal as Independent Directors at various times, in compliance with the requirements of the said clause.

As per the provisions of Section 149(4) which has come into force with effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement which would be effective from October 1, 2014 inter alia stipulates the conditions for the appointment of Independent Directors by a listed company. The Nomination & Remuneration Committee has recommended the appointments of these Directors as Independent Directors from September 30, 2014 upto September 29, 2019.

The above Independent Directors have given a declaration to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, the above Independent Directors fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Directors and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of the above Directors as Independent Directors is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the Meeting.

ITEM NO. 7

i) Article No. 93: Pursuant to Section 149(13) of Companies Act 2013, the independent directors are not liable to retire by rotation. Further Section 152 (6) stipulates that 2/3rd of the total number of directors of the public company should be liable to retire by rotation and out of such directors, 1/3rd should retire by rotation at every Annual General Meeting of the company. To meet the requirement of the Companies Act, 2013, Company has to modify the relevant articles of its Articles of Association, which restrict the retirement of Managing Director (MD)/ Whole Time Directors (WTD) by rotation. Accordingly, Article 93 are proposed to be amended to provide that MD/WTD will also be liable to retire by rotation (save as otherwise provided in a contract in terms of provisions of the Act or Rules made hereunder or in a resolution passed by Board or Shareholders of the Company).

ii) Article No. 66(c): Section 108 of Companies Act, 2013 provides that a member may exercise his vote through electronic means. In order to provide such facility to the members of your Company, the new article is being inserted in Articles of Association of your Company.

ITEM NO. 8

The provisions of the Companies Act, 2013 including provisions in relation to appointment of directors have been notified with effect from 1 April 2014. In accordance with Section 152(6) of the Companies Act, 2013, the period of office of at least two-third Directors of the Company shall liable to determination by retirement by rotation. Since the provisions of Section 152(6) are not applicable to Independent Directors, to ensure compliance with the provisions of Section 152(6), it is proposed that the terms of appointment of Mr. Shashwat Agarwal be amended to provide that he shall be liable to retire by rotation at the Annual General Meeting of the Company as per the provisions of Section 152(6) of the Companies Act, 2013. The other terms and conditions of his appointment including remuneration approved at the annual general meeting held on September 30, 2013 shall remain unchanged.

Mr. Shashwat Agarwal is interested in the resolution set out respectively at Item No. 8 of the Notice with regard to his respective appointments.

ITEM NO. 9

The provisions of the Companies Act, 2013 including provisions in relation to appointment of directors have been notified with effect from 1 April 2014. In accordance with Section 152(6) of the Companies Act, 2013, the period of office of at least two-third Directors of the Company shall liable to determination by retirement by rotation. Since the provisions of Section 152(6) are not applicable to Independent Directors, to ensure compliance with the provisions of Section 152(6), it is proposed that the terms of appointment of Mr. Rajeev Agarwal be amended to provide that he shall be liable to retire by rotation at the Annual General Meeting of the Company as per the provisions of Section 152(6) of the Companies Act, 2013. The other terms and conditions of his appointment including remuneration approved at the annual general meeting held on September 30, 2013 shall remain unchanged.

Mr. Rajeev Agarwal is interested in the resolution set out respectively at Item No. 9 of the Notice with regard to his respective appointments.

ITEM NO. 10

The provisions of the Companies Act, 2013 including provisions in relation to appointment of directors have been notified with effect from 1 April 2014. In accordance with Section 152(6) of the Companies Act, 2013, the period of office of at least two-third Directors of the Company shall liable to determination by retirement by rotation. Since the provisions of Section 152(6) are not applicable to Independent Directors, to ensure compliance with the provisions of Section 152(6), it is proposed that the terms of appointment of Mr. Sanjay Gupta be amended to provide that he shall be liable to retire by rotation at the Annual General Meeting of the Company as per the provisions of Section 152(6) of the Companies Act, 2013. The other terms and conditions of his appointment including remuneration approved at the annual general meeting held on September 30, 2013 shall remain unchanged except change in remuneration.

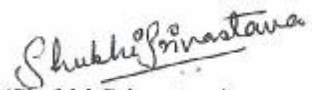
Mr. Sanjay Gupta is interested in the resolution set out respectively at Item No. 10 of the Notice with regard to his respective appointments.

ITEM No. 11

The Board of Directors at their meeting held on 30th day of October, 2013, increased monthly remuneration payable to Mr. Sanjay Gupta (DIN: 00335369), whole time director of the company by Rs. 3,000.00 per month i.e. from Rs. 25,000.00 from Rs. 28,000.00 w.e.f. 1st November, 2013 other terms and conditions shall remain same as approved at Annual General Meeting held on September 30, 2013.

None of Directors are interested in the said resolution except Mr. Sanjay Gupta.

For Rich Universe Network Limited


(Shubhi Srivastava)
Company Secretary
PAN No. EBXPS1250Q , M.No - A35988

Place: - Kanpur
Date: - 05.09.2014

DIRECTOR'S REPORT

Your Directors have pleasure in presenting the 24th Annual Report together with the Audited Statement of Accounts for the year ended on 31st March, 2014.

FINANCIAL RESULTS:

The financial results of the Company are fairly reasonable:-

S. NO.	PARTICULARS	YEAR ENDED 31 ST MARCH 2014 AMOUNT (Rs.)
1.	Profit after Tax	102835.31
2.	Depreciation	132909.04
3.	Cash Profit for the year	235744.35

DEPOSITS:

The Company has not accepted any deposits within the meaning of Section 58 A of the Companies Act, 1956, during the year under review.

PARTICULARS OF EMPLOYEES:

There is no employee in the Company whose particulars are required to be given in accordance with provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended upto date.

DIRECTORS:

In accordance with the provisions of the new Companies Act, 2013 and after making amendment in Articles of Association, Mr. Shashwat Agarwal, is liable to retire by rotation and being eligible, offers himself for re-appointment. The Company has, pursuant to the provisions of Clause 49 of the Listing Agreements entered into with Stock Exchanges, appointed Mr. Manoj Kumar, Mr. Dhruv Shah and Mr. Govind Das Agarwal as independent Directors of the Company for 5 years.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Your Directors state herewith a Director's Responsibility Statement indicating therein:

- {a} That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- {b} That the directors had selected such accounting policies and applied them consistently and made judgment & estimates that are reasonable & prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the period.
- {c} That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for

safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

{d} That the directors had prepared the annual accounts on a going concern basis.

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

AUDITOR'S REPORT:

Comments made by Auditors in their report are self-explanatory and need no further elucidation.

STATUTORY AUDITOR:

M/s Rajani Mukesh & Associates, Chartered Accountants (ICAI Firm Registration No. 004072C), who are the Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting. It is proposed to re-appoint them to examine and audit the accounts of the Company for three years to hold office from the conclusion of this AGM till the conclusion of the twenty seventh AGM of the Company to be held in the year 2017 subject to ratification of their appointment at every AGM. M/s Rajani Mukesh & Associates have, under Section 139(1) of the Companies Act, 2013 and the Rules framed thereunder furnished a certificate of their eligibility and consent for re-appointment.

CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the Listing Agreement, a Certificate from M/s Rajani Mukesh & Associates, Chartered Accountants, Kanpur, has been annexed to the report.

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



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



(Rajeev Agarwal)
Director
DIN: 00122877

Place: Kanpur
Date: 05.09.2014

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 2013-14, 6 meetings of the Board were held. These meetings were held on 28-05-2013, 30-07-2013, 23-10-2013, 30-10-2013, 30-01-2014 & 24.02.2014.

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	6	6	Yes	7
Rajeev Agarwal	6	6	Yes	3
Sanjay Gupta	6	6	Yes	3
Manoj Kumar	6	6	Yes	1
Dhrupesh Kumar Shah	6	6	Yes	NIL
Govind Das Agarwal	6	6	No	1

3. AUDIT COMMITTEE

Terms of Reference

1. Oversee Company's financial reporting process and disclosure of its financial information to ensure the financial statements are correct, sufficient and credible.
2. Recommend appointment and removal of statutory auditors, fixation of audit fee and approve payment for other services.
3. Review the adequacy of internal control systems with the Management, Statutory and internal auditors.
4. Review the Company's financial and risk management policies.

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. Dhruv Shah	4	4
Mr. Govind Das Agarwal	4	4
Mr. Shashwat Agarwal	4	4

4. NOMINATION AND REMUNERATION COMMITTEE

Terms of Reference

The Remuneration Committee reviews the policy on remuneration packages for Executive Directors, their Service Contracts, Stock Option details etc. No remuneration is paid to non executive /independent director.

Composition

Mr. Dhruv 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. Dhruv Shah	4	4
Mr. Manoj Kumar	4	4
Mr. Govind Das Agarwal	4	4
Mr. Rajeev Agarwal	4	4

Remuneration Policy

The Committee recommends the remuneration payable to Executive Directors, based on their contribution to the growth and development of the Company.

Details of remuneration paid / payable to all the Directors during F.Y. 2013-14:

Mr. Shashwat Agarwal - Rs. 18,00,000/-
Mr. Rajeev Agarwal - Rs. 2,00,000/-
Mr. Sanjay Gupta - Rs. 2,00,000/-

5. STAKEHOLDER RELATIONSHIP COMMITTEE

Terms of Reference

The Investor's Grievance Committee facilitates prompt and effective redressal of shareholder's complaints and the reporting of the same to the Board periodically.

Composition

Mr. Govind Das Agarwal	Chairman (Non-Executive/Independent Director)
Mr. Dhruv 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. Dhruv Shah	4	4
Mr. Manoj Kumar	4	4
Mr. Shashwat Agarwal	4	4

The Board has designated Ms. Shubhi Srivastava, Company Secretary as Compliance Officer, to provide secretarial support to the Committee. During the year, the Company resolved the complaints received from the shareholders with in reasonable period.

Compliance Officer

Ms. Shubhi Srivastava is serving the company as Company Secretary cum Compliance Officer.

6. SHAREHOLDER'S MEETINGS

Details of last three AGMs held

Year	Date	Venue	Time
2010-11	30.09.2011	7/125, C-2, Second Floor, Swaroop Nagar, Kanpur – 208002	10:30 A. M.
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.

Whether Special Resolutions 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 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.

Nil

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

8. MEANS OF COMMUNICATION

Half-Yearly report sent to each household shareholders.

No

Quarterly results which newspapers normally published in; any website, where displayed; whether it also displays official new releases; and the presentations made to institutional investors or to the analysts.

The quarterly results are generally published in The Times of India and Dainik Aaj.

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, 2014

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: - 25-09-2014 to 30-09-2014(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, 2014

For Rich Universe Network Limited



(Shashwat Agarwal)

C.M.D.

DIN:00122799

Place: Kanpur

Date: 05.09.2014

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. 1,02,835.31 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.

INTERNAL CONTROL SYSTEMS

The company has proper and adequate internal control systems to ensure that all the assets are safeguarded and that all transactions are authorized, recorded and reported correctly. Regular internal audit and checks are carried out to ensure that the responsibilities are executed effectively and that the systems are adequate. The Audit Committee of the company overviews the internal audit function and internal control systems and procedures to ensure the efficient conduct of business. The company maintains adequate internal control systems, which is designed to provide assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards of assets, the reliability of financial controls and compliance with applicable laws and regulations. The company has implemented suitable controls to ensure all the resources are utilized optimally, financial transactions are reported with accuracy and that there is strict compliance with applicable laws and regulations.

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 ON CORPORATE GOVERNANCE (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, 2014, as stipulated in Clause 49 of the Listing Agreement of the said 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 Corporate Governance. It is neither an audit nor an expression of an 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**



**(C.A. MUKESH RAJANI)
Proprietor**

**Place: Kanpur
Date: 28.05.2014**



RAJANI MUKESH & ASSOCIATES

Chartered Accountants

510, Prem Ratan Vatika,

7/180, Swaroop Nagar, Kanpur – 208 002.

Phones: Off. 0512-3043251, Mob : 09839035251, 09307925209

e-mail : rajani.ca@gmail.com

AUDITOR'S REPORT

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

1. 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 2014**, 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.

2. Management's responsibility for the Financial Statements

Management is responsible for 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 "the Act"). This responsibility includes the design, implementation and maintenance of internal control 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.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 the auditor's 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, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements 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 management, 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.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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, 2014;
- (b) in the case of the Profit and Loss Account, of the profit/ loss 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

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:

a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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 [and proper returns adequate for the purposes of our audit have been received from branches not visited by us];


c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account [and with the returns received from branches not visited by us];

d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;

e. on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

PLACE: KANPUR
DATED: 28.05.2014
M.No.: 073098
PAN : AANPR6167J

For **RAJANI MUKESH & ASSOCIATES,**
CHARTERED ACCOUNTANTS,

(C.A. MUKESH RAJANI)
Proprietor

Annexure

Referred to in paragraph 5 of our report of even date

Re: Rich Universe Network Limited

(Previously known as Rich Capital & Financial Services Limited)

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) The Company has a programme for physical verification of fixed assets on a rotational basis, which in our opinion is reasonable having regard to the nature of business. Accordingly, the management during the year has physically verified certain fixed assets and no material discrepancies were noticed by such verification.
(c) During the year, there was no substantial disposal of fixed assets.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals.
(b) The procedures for physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification as compared to book records.
- (iii) The company has neither granted nor taken any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (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 and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls in respect of these areas.
- (v) (a) According to the information and explanation provided by the management, we are of the opinion that the transactions of Purchase of goods and Materials and sale of goods, materials and services aggregating during the year to Rs.500000/- or more in respect of each party in Pursuance of contracts or engagements entered into the register maintained under section 301 have been so entered.
(b) In our opinion and according to the information and explanations given to us the transaction with parties with whom transactions exceeding value of Rupees five lakhs have been entered into during the financial year are at prices which are reasonable having regards to the prevailing market prices at the relevant time.
- (vi) The company has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of section 58A and 58AA of the Companies Act,1956 and the rules framed there under apply.
- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.



- (viii) The provision for maintenance of cost records does not apply to the company.
- (ix) (a) The company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, investor education and Protection fund employees state insurance, sales-tax, wealth-tax, custom duty, excise duty, cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of wealth tax, sales-tax, customs duty and excise duty were outstanding, at the year end for a period of more than six months from the date they became payable.
- (b) According to the records of the company, the disputed statutory dues on account of sales tax, income tax, custom duty, wealth tax, excise duty and cess 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	176.39	A.Y. 2004-05	ITAI-Lko
Income Tax	79.91	A.Y. 2007-08	ITAI-Lko
Income Tax	145.20	A.Y.2003-04	ITAI-Lko
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-*
	846.09		
Amount Paid(I.Tax)	27.52		
Balance Due	818.57		

* the above has not been acknowledged as debt as on 28.05.2014.

- (x) The company has no accumulated losses at the end of the financial year and has not incurred any cash losses in the current and immediately preceding financial year.
- (xi) Based on the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
- (xii) The Company has not granted any loans and advances on the basis of security by way of pledge of share debentures and other securities.
- (xiii) In our opinion, the Company is not a Chit and Nidhi / mutual benefit fund / society, Therefore, the provisions of clause 4(xiii) of the order are not applicable to the Company.



- (xiv) In our opinion and according to the information and explanations given to us, the company is not a dealer or trader in securities.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) According to the information and explanations given to us and on overall examination of the balance sheet of the Company, we report that no funds raised on sort term basis have been used for long-term investment No long-term funds have been used to finance short-term assets except working capital.
- (xvii) The company has not made any preferential allotment of share to parties or Companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (xviii) The Company has not raised any money through a public issue during the year.
- (xix) According to the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year.

**For RAJANI MUKESH & ASSOCIATES
CHARTERED ACCOUNTANTS**



Place: Kanpur

Date: 28.05.2014

PART - I BALANCE SHEET AS AT 31.03.2014

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

S. No.	Particulars	Notes on Accounts No.	As at 31.03.2014	As at 31.03.2013
I	<u>CAPITAL AND LIABILITIES:</u>			
(1)	Shareholder's funds			
	(a) Share Capital	2	72528000.00	72528000.00
	(b) Reserve and Surplus	3	3236374.70	3466858.39
			75764374.70	75994858.39
(2)	Share Application Money:		0.00	0.00
(3)	<u>Non- Current Liabilities:</u>			
	(a) Long Term Borrowing		0.00	0.00
	(b) Deferred Tax Liabilities (Net)		0.00	0.00
	(c) Long Term Provisions		0.00	0.00
(4)	<u>Current Liabilities:</u>			
	(a) Short- Term Borrowing		0.00	0.00
	(b) Trade Payables	4	93955.65	18719.00
	(c) Other Current Liabilities		0.00	0.00
	(d) Short- Term Provisions	5	128350.00	646681.00
	TOTAL		75986680.35	76660258.39
II	<u>ASSETS:</u>			
(1)	<u>Non-Current Assets:</u>			
	(a) Fixed Assets			
	(i) Tangible Assets	6	514263.57	647172.61
	(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
	(a) Non Current Investment	7	10750.00	10750.00
	(b) Deferred Tax Assets (Net)		0.00	0.00
(2)	<u>Current Assets:</u>			
	(a) Trade Receivable	8	0.00	117026.33
	(b) Cash and Cash Equivalents	9	290899.35	455590.35
	(c) Inventories	10	919525.33	1505514.00
	(d) Short-Term Loans and Advances	11	71232864.90	70906452.90
	(e) Other Current Assets	12	3018377.20	3017752.20
	TOTAL		75986680.35	76660258.39
	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

(CA Mukesh Rajani)
M. No. 073098
FRN. 00472C
PAN : AANPR6167J

Place : Kanpur
Date : 28.05.2013

For and on behalf of Board of Directors



Shashwat Agarwal
C.M.D.



Rajeev Agarwal
Director

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 31.03.2014	As at 31.03.2013
	1		2	3
I	Revenues from Operations	13	51271111.34	63031087.55
II	Other Income	14	6243094.70	7935055.61
	Total Revenues (A)		57514206.04	70966143.16
III	Expenses:			
	Cost of Sale	15	52393504.69	65826455.86
	Employee benefits Expenses	16	1416215.00	1503042.00
	Finance Cost	17	870.00	1444.00
	Depreciation and Amortization Expenses	18	132909.04	177028.00
	Other Expenses	19	3467872.00	3357276.00
	Total Expenses (B)		57411370.73	70865245.86
IV	Profit before exceptional & extra ordinary items & Tax (A-B)		102835.31	100897.30
V	Exceptional / Extra Ordinary Items		0.00	0.00
VI	Profit before Income Tax		102835.31	100897.30
VII	Tax Expenses			
	(1) Current Income Tax	20	0.00	8805.00
	(2) Deferred Income Tax		0.00	0.00
	(3) Others		0.00	0.00
	Total		0.00	8805.00
	Profit for the period after tax (VI -VII) (PAT)		102835.31	92092.30
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,


(CA Mukesh Rajani)
M. No. 073098
FRN. 00472C
PAN : AANPR6167J

For and on behalf of Board of Directors



Shashwat Agarwal
C.M.D.



Rajeev Agarwal
Director

Place : Kanpur
Date : 28.05.2013

RICH UNIVERSE NETWORK LIMITED,

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

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2014

1. SIGNIFICANT ACCOUNTING POLICIES:

a) The company follows the Mercantile system of accounting in accordance with the applicable mandatory.

i) The company follows the Mercantile system of accounting with the applicable mandatory accounting standard referred to in section 211(3C) of the companies act 1956.

ii) Income on performing assets is recognized in accordance with the provision of prudential.

iii) Divided on shares in accounted for as and when received.

Other income and expenses are accounted for on accrual basis.

b) Fixed Assets:

Fixed Assets are stated at cost less accumulated depreciation.

c) Depreciation :

Depreciation has been provided on pro-rata basis with reference to the date of installation and calculated as per Schedule XIV the provisions of Companies Act 1956.

d) Valuation of Stock:

The Stocks have been valued at cost or market price whichever is less as at year ended.

e) Preliminary Expenses:

The Company has not amortized any preliminary Expenses during the financial year 2013-14

f) Provision for Income Tax:

Provision for Income Tax is made and retained in the accounts on the basis Of estimated tax liability as per the applicable provisions of the Income Tax Act, 1961 and considering any pending litigation and orders in Company's Case.

g) Contingent Liabilities

i) Estimated amount of contract remaining to be executed on Capital Accounts and not provided for : NIL

(Previous Year NIL)

ii) Claims against the company not acknowledged as debts: NIL

(Previous Year NIL)

iii) Uncalled liability on partly paid investment: NIL

(Previous Year NIL)



- h) The company has not entered into any lease agreement after 31.03.1999 therefore provision of 'Accounting Standard -19 on lease' are not applicable.
- i) To the extent information available, there were no outstanding dues towards small scale or ancillary undertaking as on 31.03.2014.
- j) Reportable segment in respect of business operations of the Company has been identified on the basis of nature of activities attached to the segment. There are no secondary reportable segments considering the business operation of the company. Therefore, no disclosure for secondary segment has been made.
- k) The advances received or given are without any stipulation of board of directors regarding their nature and the period for which they have been given or received but as certified by the Board of Directors, Current Assets, Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in Balance Sheet and outstanding balances in the accounts of parties are subject to confirmation.
- l) However, in compliance with Prudential norms of income recognition, provisioning for Bad and Doubtful Debts etc. issued by Reserve Bank of India vide guidelines dated 13.06.1994, the company has, not accrued income in respect of Loans and Advances which are non performing assets as defined therein in terms of set guidelines.
- m) The particulars as required in terms of Paragraph 9BB of NBFC Prudential Norms (Reserve Bank) directions 1998 given in Schedule I-(i) are not applicable.
- n) Payment of Gratuity Act, 1972 and Provident Fund Act 1952 are not presently applicable to the Company. The Company do not have a policy of encashment of unavailed leaves.
- o) Earnings in Foreign Currency : NIL
(Previous Year: Rs. NIL)
- p) Expenses in Foreign Currency : NIL
(Previous Year: Rs. NIL)
- q) The company has identified that there is no impairment of assets and as such no provision is required for the same in terms of accounting standard 28 issued by Institute of Chartered Accountants of India.
- r) Previous year figures have been regrouped/rearranged wherever considered necessary.



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

2. Share Holder's Fund as at 31.03.2014

Particulars	In Rs.	
	31.03.2014	31.03.2013
Authorised	40000000.00	40000000.00
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 Preceding Five Year

Particulars	31.03.2014	31.03.2013	31.03.2012	31.03.2011	31.03.2010
Number of Equity Shares Bought Back	0.00	0.00	0.00	0.00	0.00
Number of Preference Share Redeemed	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 without payment Received in Cash	0.00	0.00	0.00	0.00	0.00
Number of Preference Shares Allotted for Contracts 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 31.03.2014

Particulars	31.03.2014		31.03.2013	
	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 31.03.2014

Name of the Shareholders	No.Of shares	% Shareholding
HORIZON PORTFOLIO LIMITED	834300	11.50
KAVITA AGARWAL	737820	10.17
SHASHWAT AGARWAL	734403	10.13
CITYON INFRASTRUCTURE PRIVATE LIMITED	377812	5.21

3. Reserve and Surplus as at 31.03.2014

Particulars	31.03.2014	31.03.2013
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	3466858.39	3545466.09
Amount Transferred from Statement of P&L	102835.31	92092.30
Amount Transferred from Sundries	0.00	170,700.00
Others	0.00	0.00
TOTAL	3569693.70	3466858.39
Appropriation and Allocation		
Income Tax & Service Tax	333319.00	0.00
Balance C/o to Balance Sheet	3236374.70	3466858.39



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

4-Non Current Liabilities (Trade Payable) as at 31.03.2014

Particular	31.03.2014	31.03.2013
Trade Payable		
Horizon Portfolio Ltd.	-1905.35	0.00
Sky Line Financial Services Ltd.	95861.00	18719.00
TOTAL	93955.65	18719.00

5-Non Current Liabilities (Short Term Provision) as at 31.03.2014

Particular	31.03.2014	31.03.2013
Short Term Provision		
Audit Fees Payable	30000.00	30000.00
Outstanding Liabilities	0.00	11250.00
Salaries Payable	0.00	587500.00
TDS Payable	94361.00	17931.00
Provision for Income tax	3989.00	0.00
Rajani Mukesh & Associates (Tax Audit Fees)	0.00	0.00
TOTAL	128350.00	646681.00

7- Non Current Investment as at 31.03.2014

Particulars	31.03.2014	31.03.2013
500 Equity Shares J.V.L.	10750.00	10750.00
20500 Equity Shares of R.U.N. Ltd.	0.00	0.00
8000 Equity Shares of Cityon Systems India Ltd.	0.00	0.00
TOTAL	10750.00	10750.00

8- Trade Receivables as at 31.03.2014

Particulars	31.03.2014	31.03.2013
Sundry Debtors	0.00	117026.33
TOTAL	0.00	117026.33

9- Non Current Assets (Cash & Cash Equivalents) as at 31.03.2014

Particulars	31.03.2014	31.03.2013
Cash in Hand	243370.51	432099.51
Balance with Bank	47528.84	23490.84
TOTAL	290899.35	455590.35

10- Non Current Assets (Inventories) as at 31.03.2014

Particulars	31.03.2014	31.03.2013
Closing Stock	919525.33	1505514.00
TOTAL	919525.33	1505514.00



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

11- Non Current Assets (Short Term Loans & Advances) as at 31.03.2014

Particulars	31.03.2014	31.03.2013
Loans & Advances (Unsecured, considered good unless otherwise stated)	71193564.90	70890452.90
Staff Advances	39300.00	16000.00
	71232864.90	70906452.90

12- Non Current Assets (Other Current Assets) as at 31.03.2014

Particulars	31.03.2014	31.03.2013
TDS	195.00	195.00
Security Deposits (Including UPSE Security Deposit of Rs. 2,50,000/-)	265341.00	265341.00
Income tax (Under Appeal)	2752216.20	2752216.20
Prepaid Expenses	625.00	0.00
	3018377.20	3017752.20

13- Revenue from Operations for the year ended 31.03.2014

Particulars	31.03.2014	31.03.2013
Sale of Product		
Other Goods	0.00	0.00
Sales	51271111.34	63031087.55
	51271111.34	63031087.55

14- Other Income for the year ended 31.03.2014

Particulars	31.03.2014	31.03.2013
Interest		
Interest Received	6111631.00	6729112.00
Dividend		
Dividend	2073.00	10767.00
Other Income	129390.70	1195176.61
	6243094.70	7935055.61

15- Cost of Sales for the year ended 31.03.2014

Particulars	31.03.2014	31.03.2013
Opening Stock	1505514.00	4764978.00
Add: Purchases	51807516.02	62566991.86
	53313030.02	67331969.86
Less: Closing Stock	919525.33	1505514.00
	52393504.69	65826455.86



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

16- Employee Benefits Expenses for the year ended 31.03.2014

Particulars	31.03.2014	31.03.2013
Salary, Wages & Bonus		
Salries to Employees	1416215.00	1503042.00
	1416215.00	1503042.00

17- Finance Costs for the year ended 31.03.2014

Particulars	31.03.2014	31.03.2013
Interest Expenses		
Bank Charges		
Bank Charges & Bank Interest	870.00	1444.00
	870.00	1444.00

18- Depreciation & Amortization Expenses for the year ended 31.03.2014

Particulars	31.03.2014	31.03.2013
<u>Depreciation & Amortization Expenses</u>		
Depreciation on Fixed Assets	132909.04	177028.00
	132909.04	177028.00

19- Other Expenses for the year ended 31.03.2014

Particulars	Notes No.	31.03.2014	31.03.2013
Accounting Charges		0.00	105000.00
Advertisement & Publicity.		114298.00	129784.00
Auditor's Remuneration	22	30000.00	30000.00
Computer Expenses.		1400.00	7455.00
Electricity Expenses.		214371.00	145319.00
General Expenses		20590.00	12172.00
Generator Expenses.		20000.00	22216.00
AGM Exp.		35630.00	25632.00
Internet Expenses		58710.00	53412.00
Legal Fees		60208.00	118758.00
Salaries to Director	23	2200000.00	2200000.00
Membership Fees		18540.00	8427.00
Newspaper & Periodicals.		1100.00	9329.00
Office Expenses		40800.00	41675.00
Postage & Telegram.		8010.00	7506.00
Repair & Maintenance.		4271.00	7310.00
Share Demat Charges		2055.00	33963.00
Share Regn. & transfer Exp.		97817.00	105740.00
Stock Exchange Listing Fees		61798.00	28105.00
Telephone Expenses		75731.00	55481.00
Travelling Expenses		89025.00	40210.55
Vehicle Running & Maintence Exp		100736.00	109737.45
Insurance Exp.		10383.00	11357.00
Rent		120000.00	0.00
Printing & stationery		82399.00	48687.00
		3467872.00	3357276.00



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

20- Tax Expenses (Current Income Tax) for the year ended 31.03.2014

Particulars	31.03.2014	31.03.2013
Current Tax (TDS)	0.00	8805.00
	0.00	8805.00

21- Earning per Equity Share as at 31.03.2014

Particulars	31.03.2014	31.03.2013
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	102835.31	92092.30
EPS	0.01	0.01

22- Auditor's Remuneration for the year ended 31.03.2014

Particulars	31.03.2014	31.03.2013
Auditor's Remuneration :		
Statutory Audit Fees	30000.00	30000.00
Tax Audit Fees	0.00	0.00
Taxation Charges	0.00	0.00
Other Charges	0.00	0.00
Service Tax	0.00	0.00
	30000.00	30000.00

23- Salary to Directors for the year ended 31.03.2014

Particulars	31.03.2014	31.03.2013
Shashwat Agarwal, CMD	1800000.00	1800000.00
Rajeev Agarwal, Director	200000.00	200000.00
Sanjay Gupta, Director	200000.00	200000.00
	2200000.00	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 31.03.2014

S.No.	Particulars	Rate %	GROSS BLOCK			DEPRECIATION			NET BLOCK		
			01.04.2013	Addition	Sale Adjustment	31.03.2014	Up to Previous Year	For the year	31.03.2014	31.03.2014	31.03.2013
1	Air Conditioners	13.91	283480.92	0.00	0.00	283480.92	127764.35	21660.17	149424.52	134056.40	155716.57
2	Cars	25.89	676953.59	0.00	0.00	676953.59	472748.90	52868.59	525617.49	151336.10	204204.69
3	Computers	40.00	161991.62	0.00	0.00	161991.62	102847.04	23657.83	128504.87	35486.75	59144.58
4	Furniture & Fixtures	18.10	158755.78	0.00	0.00	158755.78	87328.94	12928.26	100257.20	58498.58	71426.84
5	Generator	13.91	18626.69	0.00	0.00	18626.69	8395.21	1423.20	9818.41	8808.28	10231.48
6	Office Equipments	13.91	122365.02	0.00	0.00	122365.02	55149.10	9349.73	64498.83	57866.19	67215.92
7	Refrigerator	13.91	60189.73	0.00	0.00	60189.73	27127.55	4598.95	31726.50	28463.23	33062.18
8	Television	13.91	43574.23	0.00	0.00	43574.23	19638.42	3329.47	22967.89	20606.34	23935.81
9	Counting Machine	13.91	29897.28	0.00	0.00	29897.28	13474.97	2284.34	15759.31	14137.97	16422.31
10	Mobile	13.91	10580.84	0.00	0.00	10580.84	4768.61	808.48	5577.09	5003.75	5812.23
	Total		1566415.70	0.00	0.00	1566415.70	919243.09	132909.04	1052152.13	514263.57	647172.61



RICH UNIVERSE NETWORK LIMITED, KANPUR.

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

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2014

	For the year Ended 31, March 2014 Amount (Rs.)	For the year Ended 31, March 2013 Amount (Rs.)
Cash flows from operating activities		
Net profit after taxation, and extraordinary item		
Adjustments for :	102,835.31	92,092.30
Depreciation	132,909.04	177,028.00
Amount Transferred to Sundries	-	(170,700.00)
Operation profit before working capital changes	235,744.35	98,420.30
Change in Current Asset	375,978.00	338,356.28
Change in Current Liabilities	(443,094.35)	(3,882,240.58)
Cash flows from investing activities		
Purchase of Investment	-	-
Purchase of fixed Assets	-	-
Sale of fixed Assets	-	-
Net in cash and cash equivalents	-	-
Cash and Cash equivalents beginning of year	(2,394,409.65)	1,051,054.35
Cash and Cash equivalents at end of year (see Note1)	2,225,781.65	(2,394,409.65)

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, set out 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,


(CA-Mukesh Rajani)
M. No. 073098
FRN: 0047200. 07/3/98
PAN : AANPR6167J

For and on behalf of Board of Directors


Shashwat Agarwal
C.M.D.


Rajeev Agarwal
Director

Place : Kanpur
Date : 28.05.2013

PROXY FORM
24TH ANNUAL GENERAL MEETING ON 30TH SEPTEMBER, 2014

I/We.....of.....
being a Member/Members of above named Company, hereby appoint.....
..... of or failing
him.....of.....as my/our
Proxy to attend and vote for me/us and on my/our behalf at the Twenty Fourth Annual
General Meeting of the Company, to be held at 7/125, C-2, IInd Floor, Swaroop Nagar,
Kanpur - 208002 on Tuesday, the 30th day of September, 2014 at 10:30 A.M. and at any
adjournment thereof.

Signed at this day of
..... Ledger Folio No.....
.....D.P.Id* Client Id*

Number of Equity
Shares held.....

Signature.....

Affix
Re. 1/-
Revenue
Stamp

NOTES:

1. The Proxy need not be a member.
 2. This Proxy duly signed across 1 Rupee Revenue Stamp should reach the Registered Office of the Company not less than 48 hours before the time fixed for the Meeting.
- * Applicable for members holding shares in electronic form.

----- T E A R H E R E -----

ATTENDANCE SLIP

I, hereby record my presence at the Twenty Fourth Annual General Meeting being held on Tuesday, the 30th day of September, 2014 at 10.30 A.M. at 7/125, C-2, IInd Floor, Swaroop Nagar, Kanpur - 208002.

- 1.Full Name of the Shareowner/Proxy
(In Block Letters)
2. Ledger Folio No. D.P. Id.*
Client Id*
3. No. of Equity Shares held
4. Signature of the Shareowner/Proxy
attending

To be used only when First named Shareowner is not attending.

Please give full name of the Joint Holders.

1. Mr./Mrs./MissSignature
 2. Mr./Mrs./MissSignature
- (In Block Letters)

NOTES :

- i. Please fill in this attendance slip and hand it over at the entrance of the hall.
- ii. Shareowners who come to attend the meeting are requested to bring their copies of the Annual Report with them.