

Annexure 7

RICH

**20TH ANNUAL REPORT
2009-10**

RICH CAPITAL AND FINANCIAL SERVICES LTD.

**IInd Floor, 7/125(C-2), SWAROOP NAGAR, KANPUR – 208002
PHONES: 0512-3258312, 3258204 Fax: 0512-3072718**

RICH CAPITAL & FINANCIAL SERVICES LTD.

7/125 (C-2)2nd FLOOR, SWAROOP NAGAR, KANPUR - 208 002 *PHONES : 0512-3072757, 3258312, 3258204
FAX : 0512-3072718 *E-mail : rctsi@rediffmail.com/richcapital@rediffmail.com

NOTICE

Notice is hereby given that 20th Annual General Meeting of shareholders of the company will be held on Thursday 30.09.2010 at 10:30 AM at the Registered Office of the company at 7/125(C-2),1Ind Floor, Swaroop Nagar, Kanpur .208002 to transact the following business:

Ordinary Business

1. To receive, consider and adopt Profit & Loss A/c of the company for the period ended on 31st March 2010 and Balance Sheet of the company as on that date alongwith reports of Board of Directors and Auditor thereon.
2. To appoint a Director in place of Mr. Sanjay Gupta, who retires by rotation, and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Rajeev Agarwal, who retires by rotation, and being eligible offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s) following resolution as an ordinary resolution.

"Resolved that M/s Rajani Mukesh & Associates, Chartered Accountant, auditors of the company who retires at the ensuing Annual General Meeting be and are hereby reappointed as auditors of the company to hold the office from the conclusion of this A.G.M. till the conclusion of next A.G.M. of the company. And that the Board of Directors of Company be and is and is hereby authorized to fix their remuneration".

Special Business

5. To consider and if thought fit to pass with or without modification following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections, 255,256 and 257 of the Companies Act,1956 and all other applicable provisions, if any, of the said Act, Mr. Sanjay Tandon, who was appointed as an Additional Director in terms of section 260 of the said Act, be and is hereby appointed as a director whose period of office is liable to determination by retirement of directors by rotation."
6. To consider and if thought fit to pass with or without modification following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 255,256 and 257 of the Companies Act,1956 and all other applicable provisions, if any, of the said Act, Mr. Anoop Kumar Gupta, who was appointed as an Additional Director in terms of section 260 of the said Act, be and is hereby appointed as a director whose period of office is liable to determination by retirement of directors by rotation."
7. To consider and if thought fit to pass with or without modification following resolution as Ordinary Resolution:

DELHI OFFICE : 215, DELHI CHAMBER, DELHI GATE, DELHI - 2
PHONE : 011 - 4156395

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"RESOLVED THAT pursuant to the provisions of sections 255,256 and 257 of the Companies Act,1956 and all other applicable provisions, if any, of the said Act, Mr. Manoj Kumar, who was appointed as an Additional Director in terms of section 260 of the said Act, be and is hereby appointed as a director whose period of office is liable to determination by retirement of directors by rotation.

For Rich Capital & Financial Services Ltd.



(SHASHWAT AGARWAL)
C.M.D.

Place: Kanpur
Date: 25.08.2010

NOTES:

1. A member entitled to attend and vote at the meeting may appoint one or more proxy(ies) to attend and vote in his stead and proxy need not be a member of the company.
2. Duly filled in proxy form should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.
3. Register of Members and shares transfer books will remain closed from Monday the 27th September 2010 to Thursday the 30th September 2010 (both the days inclusive)
4. Member holding shares in electronic form are requested to notify change in their address to their depository participant.
5. Explanatory Statement in respect of item no 5, 6 & 7 pursuant to section 173 of the Companies Act 1956, is annexed hereto.

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Annexure-I

Explanatory Statement

(Pursuant to section 173 of the Companies Act, 1956)

Item No. 5, 6 & 7

Mr. Sanjay Tandon, Mr. Anoop Kumar Gupta and Mr Manoj Kumar were appointed by the Board of Directors as Additional Directors of the Company w.e.f. 10-12-2009 in accordance with the provisions of section 260 of the Companies Act, 1956 and they cease to be directors of the company at the ensuing Annual General Meeting of the Company. Pursuant to the provisions of section 256 of the Companies Act, 1956 company has received notices from Mr. Sanjay Tandon, Mr. Anoop Kumar Gupta and Mr Manoj Kumar along with sum of Rs. 1,500/- showing their willingness to be appointed as a director whose period of office is liable to determination by retirement of directors by rotation. Your directors, therefore, recommend the Resolutions under Items No.5,6 & 7 to be passed as Ordinary Resolutions.

None of the Directors of the company is directly or indirectly interested in the resolution except as shareholders generally.

For Rich Capital & Financial Services Ltd.


(SHASHWAT AGARWAL)
C.M.D.

Place: Kanpur
Date: 25.08.2010

DELHI OFFICE : 215, DELHI CHAMBER, DELHI GATE, DELHI - 2
PHONE : 011 - 4156395

RICH CAPITAL AND FINANCIAL SERVICES LTD.

DIRECTORS' REPORT TO THE SHARE HOLDERS
FOR THE YEAR ENDED ON 31ST MARCH 2010

Your Directors have pleasure in presenting the Twentieth Annual Report together with the Audited Statement of Accounts for the year ended on 31st March 2010.

FINANCIAL RESULTS:

S. NO.	PARTICULARS	YEAR ENDED 31 ST MARCH 2010 Amount (Rs.)
1.	Profit before Tax	80795.65
2.	Depreciation	305338.61
3.	Cash Profit for the year	386134.26

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 Companies Act, 1956 Mr.Sanjay Gupta & Rajeev Agarwal will retire by rotation at the ensuing Annual General Meeting and he being eligible have offered themselves for re-appointment.

During the year Mr. Dhruvesh Shah and Mr. K.K.Agarwal resigned from the directorship of the Company w.e.f. 10-12-2009. Board take on record its appreciation for their association with the company.

During the Year Mr. Manoj Kumar, Mr. Anoop Kumar Gupta and Mr. Sanjay Tandon were appointed as Additional Directors of the Company w.e.f.10-12-2009

DIRECTORS' RESPONSIBILITY STATEMENT:

Your Director enclose herewith a Directors Responsibility Statement indicating therein:

- a) That in the preparation of the annual accounts, the applicable accounting standards had been followed alongwith 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

RICH CAPITAL AND FINANCIAL SERVICES LTD.

- c) view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for the period.
- d) That the Directors had taken proper and sufficient care for the maintenance 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.
- e) That the Directors had prepared the annual accounts on a going concern basis.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUT GO :

NIL

AUDITORS, REPORT :

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

APPOINTMENT OF AUDITORS:

Mr. Mukesh Rajani, Chartered Accountant, Kanpur, being eligible has expressed his willingness for re-appointment as Auditors of the Company.

CORPORATE GOVERNANCE:

Pursuant to clause 49 of the Listing Agreement a certificate from M/s. Rajani Mukesh & Associates, Chartered Accountant, 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. Directors also sincerely acknowledge the dedication and commitment of employees of the company at all levels.

FOR RICH CAPITAL & FINANCIAL SERVICES LTD.


(RAJEEV AGARWAL)
Director


(SHASHWAT AGARWAL)
C.M.D.

PLACE: Kanpur
DATE : 25.08.2010

AUDIT REPORT

&

PROFIT & LOSS ACCOUNT

&

BALANCE SHEET AS AT 31.03.2010

OF

RICH CAPITAL & FINANCIAL SERVICES LTD.

*11nd Floor, 7/125(C-2), SWAROOP NAGAR,
KANPUR.*

PHONES:

OFFICE : 3043251

MOBILE: 9839035251

e-mail : rajani.ca@gmail.com

RAJANI MUKESH & ASSOCIATES,

CHARTERED ACCOUNTANTS,

510, PREM RATAN VATIKA,

7/180, SWAROOP NAGAR , KANPUR-2