

RICH

27TH ANNUAL REPORT 2016-17

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: 0512-3391881, Tele fax: 0512-2540293
e-mail: rcfsl@rediffmail.com, investors@richuninet.com
Website: www.richuninet.com**

BOARD OF DIRECTORS

Mr. Shashwat Agarwal (DIN: 00122799)
Chairman & Managing Director

Mr. Rajeev Agarwal (DIN: 00122877)
Whole Time Director

Mr. Sanjay Gupta (DIN: 00335369)
Whole Time Director

Mr. Manoj Kumar (DIN: 02855139)
Director (Independent)

Mr. Dhruv Kumar Shah (DIN: 02883598)
Director (Independent)

Mrs. Kavita Awasthi (DIN: 03106803)
Director (Independent)

Mr. Suresh Chandra Verma
Chief Financial Officer

Ms. Disha Bajpai
Company Secretary

Auditors:

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

Registered Office:

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

CIN: L65921UP1990PLC012089

Registrar & Transfer Agent:

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

Bankers

HDFC Bank
State Bank of India

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NOTICE

Notice is hereby given that 27th Annual General Meeting of Shareholders of Rich Universe Network Limited (CIN: L65921UP1990PLC012089) will be held on Thursday, the 28th day of September, 2017 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 businesses:

ORDINARY BUSINESSES

1. To receive, consider and adopt the audited financial statements for the financial year ended on 31st March, 2017 including the Balance Sheet and the Profit and Loss Account of the Company for the financial year ended on 31st March, 2017 and notes thereto and the Reports of Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Mr. Shashwat Agarwal (DIN: 00122799), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), following resolution as an ordinary resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) readwith the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, Vibhor Agarwal & Associates, Chartered Accountants (ICAI Firm Registration No. 015525C), be and are hereby appointed as Statutory Auditors of the Company in place of Rajani Mukesh & Associates, the retiring auditors of the Company, to hold office for a period of 5 years from the conclusion of this, the 27th Annual General Meeting (AGM) of the Company till the conclusion of the 32nd AGM of the Company to be held in 2022 (subject to ratification of their appointment at every AGM by the members of the Company, if so required under the Act) to examine and audit the accounts of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

For Rich Universe Network Limited •


(Disha Bajpai)
Company Secretary
M. No. A37897

Date: - 28.08.2017
Place: - Kanpur

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON POLL ON HIS / HER / THEIR BEHALF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company 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, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Blank Proxy Form (MGT 11) is annexed to this Report. Proxies submitted on behalf of Limited Companies, Societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. Corporate Members intending to send their authorized representatives to attend the meeting in terms of Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the Board Resolution authorising such representative to attend and vote in their behalf at the Meeting.
3. The Register of Members and Share Transfer Books of the Company will be closed from Thursday, September 21, 2017 to Thursday, September 28, 2017, both days inclusive.
4. 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.
5. Additional Information pursuant to the SEBI (LODR) Regulations, 2015 and SS-2 in respect of all Directors seeking re-appointment as mentioned under item no. 2 in the notice of Annual General Meeting is provided hereunder. The said Director has furnished necessary documents/ declarations for his re-appointment.

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

Name of the Director	Mr. Shashwat Agarwal
Date of Birth	23.12.1961
Date of Appointment on the Board	16.07.1990
Number of Shares held in the Company	Nil
Number of Meetings of the Board attended/held	7/7
Directorships held in other public companies (excluding foreign companies and Government Bodies)	8
Chairman/Member in the committees of the Boards of Companies in which he is Director (includes only Audit Committee, Stakeholder relationship Committee and Nomination and Remuneration Committee)	2
Disclosure of relationship between director inter-se	No Relationship

** Mr. Shashwat Agarwal is Member in Audit Committee of this Company and member in Audit Committee of another Company.*

6. Members, who are holding multiple folios, are requested to get their holdings consolidated.
7. There is no Unclaimed/Unpaid Dividend during the financial year 2016-17.
8. Notice of Annual General Meeting with complete Annual Report for the Financial Year 2016-17 is available for inspection by the Members of the Company at the registered

office during normal business hours on all working days, Except Saturdays, Sundays and Public Holidays, between 11:00 a.m. to 1:00 p.m. upto the date of the Annual General Meeting of the Company i.e. 28th September, 2017.

9. Members/Proxy(ies)/Authorized Representatives are requested to:

- a. Bring their copy of the annual report and duly filled attendance slip(s) to attend the meeting and produce it at the entrance, for admission to the Meeting venue.
- b. Note that all correspondence relating to share transfers should be addressed to Registrar and Transfer Agent of the Company, viz. Skyline Financial Services Private Limited, at D-153, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi -110020, Ph. No. 011-26812682-83/64732681-88, E-mail: admin@skylinerta.com.
- c. Quote their DP ID No. /Client ID No. or folio number in all their correspondence.

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

11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by sending an email at: investors@richuninet.com stating subject as 'TO REGISTER E-MAIL ID' or to an email to our Registrar and Transfer agent, M/s. Skyline Financial Services Private Limited at: admin@skylinerta.com. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request. Thus the Annual Report 2016-17 along with the notice of Annual General Meeting, Attendance Slip & Blank Proxy Form (MGT 11) are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of these documents. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

12. Please note that the meeting is for members or their proxies only. Please avoid being accompanied by non members and children.

13. Members of the Company can opt any one of the mode for Voting:

- (i) Re-mote E-voting
- (ii) E-voting at Venue of Annual General Meeting
- (iii) Through Ballot / Poll Papers at venue of Annual General Meeting

Members are requested to opt only one mode of voting and if the Members opted more than one mode then vote cast through E-voting (including term Remote E-voting) will prevail and voting cast by other modes will be treated invalid.

14. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on cutoff date September 21, 2017.

15. The Scrutinizer will submit his consolidated report (i.e. including voting by all means- Voting through Re-mote E-voting, E-voting at venue of Annual General Meeting and through Ballot/Poll Paper) to the Chairman or any other Director after the completion of voting at Annual General Meeting not later than September 30, 2017 and the results of voting will be declared by the Chairman or any other Director on or before September 30, 2017 at the Registered Office of the Company at 7/125, C-2, IInd Floor, Swaroop Nagar,

Kanpur – 208002 and will also be displayed on the website of the Company i.e. www.richuninet.com and communicated to the Stock Exchange and also to the agency which is providing Re-mote E-voting Facility or E-voting at Venue of Annual General Meeting of the Company.

16. Voting through Electronic means:

- (i) In compliance with the Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means on the items mentioned in the notice. The facility of voting through electronic means is provided through the e-voting platform of Central Depository Services (India) Limited (herein after referred as CDSL).
- (ii) The facility of electronic voting and Ballot/Poll Paper shall be provided to the Members at the Annual General Meeting who have not yet cast their vote through Re-mote E-voting.

17. A person who has acquired the shares and has become a Member of the Company after the despatch of the Notice of the AGM and prior to the Cut-off date i.e. 21st September, 2017, shall be entitled to exercise his/her vote for all the items specified in the Notice of AGM.

18. The e-voting will commence on Monday, September 25, 2017 at (9:00 a.m.) and will close on Wednesday, 27th September, 2017 at (5:00 p.m.). During this period, the Members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. September 21, 2017, may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the electronic voting module shall be disabled for voting by CDSL thereafter.

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

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

21. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. September 21, 2017.

22. The Company has appointed Ms. Neha Jain, Practicing Company Secretary, Kanpur (Membership No. 8123; CP No. 10628) as the Scrutinizer for Re-mote E-voting and voting at Annual General Meeting through Ballot/Poll Paper and E-voting at AGM, in a fair and transparent manner.

23. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins Monday, September 25, 2017 at (9:00 a.m.) and ends on Wednesday, 27th September, 2017 at (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. September 21, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

If you have forgotten the changed login password, then enter user ID and image verification code and click on Forgot Password and enter the details as promoted by the system.

- (vii) If you are holding shares in physical form or first time user in case holding shares in demat form, follow the steps given below:

	For Members holding shares in Demat Form (First time user) and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Date of Birth (DOB) OR Dividend Bank Details	<p>Enter the Date of Birth (in dd/mm/yyyy format) or Dividend Bank Details as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Rich Universe Network Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from app Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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 www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact Details:

Company	: Rich Universe Network Limited Regd. Office: IInd Floor, 7/125, C-2, Swaroop Nagar, Kanpur -208002 CIN: L65921UP1990PLC012089 E-mail ID: investors@richuninet.com Phone No.: 0512-3391881, TelFax: 0512-2540293
Registrar and Transfer Agent	: Skyline Financial Services Private Limited D-153, 1 st Floor, Okhla Industrial Area, Phase-1, New Delhi - 110020. Tel: +91-11-64732681 to 88 Fax : +91-11-26812682
e-Voting Agency	: Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com Phone : 022- 22723333/ 8588
Scrutinizer	: Ms. Neha Jain Practising Company Secretary E-mail ID: nehajain115@gmail.com Phone : 0512-2332397

EXPLANATORY STATEMENT

Item No. 3:- This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

Section 139(2) of the Act read with the Companies (Audit and Auditors) Rules, 2014, has mandated all listed companies and certain categories of unlisted public companies and private companies to mandatorily rotate their auditors (whether such auditor is an individual or a firm) once their auditor has served office as an auditor for a period of 10 or more consecutive years (Rotation Period). In this regard, the third proviso to Section 139(2) of the Act has provided a moratorium period, wherein companies incorporated prior to 1st April 2014, have been provided a time period of 3 years from such date to comply with the requirement to rotate their auditors. Therefore, beginning 1st April 2017; all companies who are required to rotate their auditors under the Act, will have to rotate their existing auditors (Current Auditor), if the Current Auditor has held office as such company's auditor for a period of 10 years or more.

Rajani Mukesh & Associates are the Statutory Auditors of the Company as they have been the Company's statutory auditors for more than 10 years.

After a rigorous process with respect to selection of statutory auditors of the Company, which included several rounds of discussion with various firms, their partners and personnel, Vibhor Agarwal & Associates, Chartered Accountants (ICAI Firm Registration No. 015525C), was identified to be the next Statutory Auditor of the Company. Vibhor Agarwal & Associates is a firm of Chartered Accountants registered with The Institute of Chartered Accountants of India. Vibhor Agarwal & Associates has valid Peer Review certificate. It is primarily engaged in providing audit and assurance services to its clients.

The term of appointment is for 5 years, subject to ratification by members at each succeeding AGM, if so required under the Act.

Vibhor Agarwal & Associates have consented to the said appointment and confirmed that their appointment, if made, would be in accordance with Section 139 read with Section 141 of the Act.

Accordingly, approval of the members is being sought for the proposal contained in the Resolution set out at Item No. 3 of the accompanying Notice.

The Board commends the Resolution at Item No. 3 of the accompanying Notice for approval by the members of the Company.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their respective relatives are concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

For Rich Universe Network Limited


(Disha Bajpai)
Company Secretary
M. No. A37897

Date: - 28.08.2017

Place: - Kanpur