

RICH

28TH ANNUAL REPORT 2017-18

RICH UNIVERSE NETWORK LIMITED
(FORMERLY KNOWN AS RICH CAPITAL & FINANCIAL SERVICES LTD.)
CIN: L51100UP1990PLC012089

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

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

BOARD OF DIRECTORS

Mr. Shashwat Agarwal <i>Chairman & Managing Director</i>	(DIN: 00122799)
Mr. Rajeev Agarwal <i>Whole Time Director</i>	(DIN: 00122877)
Mr. Sanjay Gupta <i>Whole Time Director</i>	(DIN: 00335369)
Mr. Manoj Kumar <i>Director (Independent)</i>	(DIN: 02855139)
Mr. Dhruv Kishan Shah <i>Director (Independent)</i>	(DIN: 02883598)
Mrs. Kavita Awasthi <i>Director (Independent)</i>	(DIN: 03106803)

Mr. Suresh Chandra Verma
Chief Financial Officer

Ms. Disha Bajpai
Company Secretary

Auditors:

Mr. Vibhor Agarwal
Vibhor Agarwal & Associates
Chartered Accountants
24/15, Birhana Road, Kanpur – 208 001

Registered Office:

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

CIN: L51100UP1990PLC012089

Registrar & Transfer Agent:

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

Bankers

HDFC Bank
State Bank of India

INDEX		
S. No.	Content	Page No.
1	Notice	1-15
2	Director's Report	16-38
3	Corporate Governance	39-50
4	Management Discussion & Analysis Report	51-52*
5	Certificate on Corporate Governance	53
6	Auditor's Report	54-61
7	Balance Sheet	62
8	Profit & Loss Account	63
9	Notes to accounts	64-69
10	Cash Flow Statement	70
11	Significant Accounting Policies	71-72
12	Proxy	73-74
13	Attendance Slip	75

NOTICE

Notice is hereby given that 28th Annual General Meeting of Shareholders of Rich Universe Network Limited (CIN: L51100UP1990PLC012089) will be held on Wednesday, 26th day of September, 2018 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 BUSINESS

1. To receive, consider and adopt the audited financial statements for the financial year ended on 31st March, 2018 including the Balance Sheet and the Profit and Loss Account of the Company for the financial year ended on 31st March, 2018 and notes thereto and the Reports of Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Mr. Rajeev Agarwal (DIN: 00122877), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), following resolution as an ordinary resolution:-

“RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the Annual General Meeting held on September 28, 2017, the appointment of Vibhor Agarwal & Associates, Chartered Accountants (Firm registration number: 015525C) as the Statutory Auditor of the Company to hold office till the conclusion of the next AGM be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2019, in consultation with the auditors.”

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act (including any statutory modifications or re-enactment thereof for the time being in force) as recommended by the Nomination & Remuneration Committee of the Company and such other consents, sanctions and permission as may be required under law, if any, consent of the members of the Company be and is hereby accorded to approve re-appointment of Mr. Rajeev Agarwal (DIN: 00122877), as Whole Time Director of the Company for a further period of 3 (Three) years effective from 1st April, 2018 to 31st March, 2021, liable to retire by rotation subject to the condition that his tenure will not be effected by such retirement and will be re-appointed in the same meeting, on the following terms and conditions:-

1) Salary

Rs. 50,000/- per month

House Rent Allowance

Rs. 10,000/- per month

II) Perquisites

1. Medical Reimbursement

Medical expenses incurred by the Whole Time Director, of himself and his family subject to a Ceiling of one month's salary per year or three months salary over a period of three years.

2. Leave Travel Concession

For the Whole Time Director and his family once in a year incurred in accordance with the rules of the company.

3. Personal accidental Insurance

Of an amount the annual premium of which shall not exceed Rs.2,000/-

4. Car

The company will provide a Car with driver to the Whole Time Director. Car used for the Company's business will not be considered as perquisites. Use of car for private purpose will be billed by the company.

5. Telephone

The company will provide telephone at the residence of Whole Time Director. Telephone used for the Company's business will not be considered as perquisites. Personal long distance calls for private purpose will be billed by the company.

6. Provident Fund

Contribution to provident fund, superannuation fund or annuity fund as per the Company's Rules.

7. Gratuity

Gratuity shall be paid at half a month's salary for each completed year of service.

8. Leave

The Whole Time Director shall be entitled to privilege leave with pay not exceeding one month for every eleven months of completed service. Leave not availed of may be encashed.

"RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include the Remuneration or any other Committee of the Board constituted to exercise its powers conferred by this resolution) be and is hereby authorized and empowered to approve annual increments in Salary with consequential increase in all other perquisites and benefits, etc. of Mr. Rajeev Agarwal effective from 1st April or any other date, each year within the maximum limit approved by members of the company subject to the limits stipulated under Schedule V to the Companies Act, 2013."

"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 (Including any statutory modification or re-enactment thereof, for time being in force) 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.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act (including any statutory modifications or re-enactment thereof for the time being in force) as recommended by the Nomination & Remuneration Committee of the Company and such other consents, sanctions and permission as may be required under law, if any, consent of the members of the Company be and is hereby accorded to approve re-appointment of Mr. Sanjay Gupta (DIN: 00335369), as Whole Time Director of the Company for a further period of 3 (Three) years effective from 1st April, 2018 to 31st March, 2021, liable to retire by rotation subject to the condition that his tenure will not be effected by such retirement and will be re-appointed in the same meeting, on the following terms and conditions:-

I) **Salary**

Rs. 50,000/- per month

House Rent Allowance

Rs. 10,000/- per month

II) **Perquisites**

1. **Medical Reimbursement**

Medical expenses incurred by the Whole Time Director, of himself and his family subject to a Ceiling of one month’s salary per year or three months salary over a period of three years.

2. **Leave Travel Concession**

For the Whole Time Director and his family once in a year incurred in accordance with the rules of the company.

3. **Personal accidental Insurance**

Of an amount the annual premium of which shall not exceed Rs.2,000/-

4. **Car**

The company will provide a Car with driver to the Whole Time Director. Car used for the Company’s business will not be considered as perquisites. Use of car for private purpose will be billed by the company.

5. **Telephone**

The company will provide telephone at the residence of Whole Time Director. Telephone used for the Company’s business will not be considered as perquisites. Personal long distance calls for private purpose will be billed by the company.

6. **Provident Fund**

Contribution to provident fund, superannuation fund or annuity fund as per the Company’s Rules.

7. Gratuity

Gratuity shall be paid at half a month's salary for each completed year of service.

8. Leave

The Whole Time Director shall be entitled to privilege leave with pay not exceeding one month for every eleven months of completed service. Leave not availed of may be encashed.

"RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include the Remuneration or any other Committee of the Board constituted to exercise its powers conferred by this resolution) be and is hereby authorized and empowered to approve annual increments in Salary with consequential increase in all other perquisites and benefits, etc. of Mr. Sanjay Gupta effective from 1st April or any other date, each year within the maximum limit approved by members of the company subject to the limits stipulated under Schedule V to the Companies Act, 2013."

"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 (Including any statutory modification or re-enactment thereof, for time being in force) 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



(Disha Bajpai)
Company Secretary
M. No. A37897

Date: - 27.08.2018

Place: - Kanpur

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER / THEIR BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A 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.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote in their behalf at the Meeting.
4. The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, September 19, 2018 to Wednesday, September 26, 2018, both days inclusive.
5. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Additional Information pursuant to the Listing Agreement with the Stock Exchange 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. Rajeev Agarwal
Date of Birth	06.03.1969
Date of Appointment on the Board	16.07.1990
Number of Shares held in the Company	700
Number of Meetings of the Board attended/held	10/10
Directorships held in other public companies (excluding foreign companies and Government Bodies)	3
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)	Nil

7. Members, who are holding multiple folios, are requested to get their holdings consolidated.
8. Notice of Annual General Meeting with complete Annual Report for the Financial Year 2017-18 are 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 date of the Annual General Meeting of the Company i.e. September 26, 2018.

9. Members/Proxy(ies) 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-I, 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 2017-18 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 19, 2018.

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 at Annual General Meeting to the Chairman or any other Director after the completion of voting at Annual General Meeting not later than September 28, 2018 and the results of voting will be declared by the Chairman or any other Director on or before September 28, 2018 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. 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. 19th September, 2018, 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 Sunday, September 23, 2018 at (9:00 a.m.) and will close on Tuesday, 25th September, 2018 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 19, 2018, 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 19, 2018.
22. The Company has appointed Ms. Neha Jain, Practicing Company Secretary, Kanpur (Membership No. 8123; CP No. 10628) as the Scrutinizer for electronic voting process and voting at Annual General Meeting through Ballot/Poll Paper, in a fair and transparent manner.

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

- (i) The voting period begins Sunday, September 23, 2018 at (9:00 a.m.) and ends on Tuesday, 25th September, 2018 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) September 19, 2018 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 / Members.

(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.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form 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. *
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) 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.