

RICH UNIVERSE NETWORK LIMITED

(Formerly Known as Rich Capital & Financial Services Limited)

Regd. Office: 7/125, (C-2), 2nd FLOOR, SWAROOP NAGAR, KANPUR – 208002

PHONES: 7880884461 E-mail: rcfsl@rediffmail.com

Date: 21.08.2025

To,
The Deputy General Manager,
Department of Corporate Services,
BSE LIMITED
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001

REG.: RICH UNIVERSE NETWORK LTD. (SCRIP CODE- 530271)

SUB.: ANNUAL REPORT FOR 35TH ANNUAL GENERAL MEETING

Dear Sir/ Ma'am,

In connection with the aforesaid subject, please find enclosed herewith the copy of the Annual Report of the 35th Annual General Meeting of the company, scheduled to be held on Tuesday, 16th September, 2025, at 04:15 P.M. at the Registered office of the company at 7/125, (C-2), 2nd Floor, Swaroop Nagar, Kanpur- 208002.

Please take it on your record and oblige us.

Thanking you.

FOR RICH UNIVERSE NETWORK LIMITED

SHASHWAT AGARWAL
(MANAGING DIRECTOR)
(DIN: 00122799)



WEBSITE: WWW.RICHUNINET.COM

2025



ANNUAL REPORT

CIN: L51100UP1990PLC012089

Regd. Off.: 7/125, C-2, IInd Floor,
Swaroop Nagar, Kanpur – 208002

E-mail: rcfsl@rediffmail.com



CORPORATE INFORMATION

Board Of Directors

Mr. Shashwat Agarwal
(DIN: 00122799)
Managing Director

Mr. Yugank Gadi
(DIN:10734950)
Chairman & Independent Director

Mr. Rajeev Agarwal
(DIN: 00122877)
Executive Director

***Mr. Dhruv Kumar Shah**
(DIN: 02883598)
Independent Director
* Term Expired on 18.09.2024

***Mrs. Kavita Awasthi**
(DIN: 03106803)
Independent Director
* Term Expired on 03.04.2025.

Mr. Gyan Singh
(DIN: 07385171)
Independent Director

Mr. Zubair Ahmad
Chief Financial Officer

Mrs. Astha Chaturvedi
Company Secretary

Mrs. Sushila Aggarwal
(DIN: 10918000)
Independent Director

Mr. Rupesh Kumar Mittal
(DIN:01036455)
Non-Executive Director

Mr. Mitesh Milanbhai Solanki
(DIN: 09829435)
Non-Executive Director

Auditors:

M/s. Srivastava S & Co.
(Chartered Accountants)
112/206-A, Swaroop Nagar,
Kanpur – 208002

Secretarial Auditors:

CS Vaibhav Agnihotri
M/S. V. Agnihotri & Associates
Company Secretaries
401, Kan Chambers, 14/113,
Civil Lines, Kanpur – 208001

Office:

Registered: 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 1, New Delhi – 110020

Bankers

Yes Bank Limited

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MANAGING DIRECTOR'S LETTER

Dear Shareholders,

I trust this letter finds you in good health and high spirits.

As we reflect on the financial year 2024–25, I would like to share a few thoughts on the overall performance and direction of Rich Universe Network Limited. The year continued to present challenges across various fronts, and like the previous year, we have not been able to achieve the desired financial outcome.

While the results have been below expectations, we have used this period to strengthen our internal processes and prepare the company for a more stable and sustainable future. Our team has remained focused on improving operational efficiencies and maintaining discipline in management.

It is important to recognize that while the road has been difficult, the foundation of our business remains intact. We are committed to navigating these testing times with resilience, and we are optimistic that the steps being taken today will lead to a stronger tomorrow.

We deeply value your continued trust and support. Your belief in the long-term potential of the company motivates us to work harder and remain focused on restoring growth and creating lasting value.

Thank you once again for standing by us.

Warm regards,

Shashwat Agarwal

Managing Director

Rich Universe Network Limited.

Notice of 35th Annual General Meeting

Notice is hereby given that 35th Annual General Meeting of Shareholders of Rich Universe Network Limited (CIN: L51100UP1990PLC012089) will be held on Tuesday, 16th day of September, 2025 at 04:15 P.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, 2025, and the Reports of the 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, to offer himself for re-appointment.

SPECIAL BUSINESS

3. *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 Section 149, 150 152, 161 read with any other applicable provisions (if any) of the Companies Act, 2013, read with Schedule V of the Companies Act, 2013, consent of the member is hereby accorded for the regularization of Mrs. Sushila Aggarwal (DIN:10918000) as Non-Executive Independent Director for five consecutive years i.e., from 28th January, 2025 to 28th January, 2030, who was earlier appointed as an additional director in the Board Meeting held on 28th January, 2025, to hold office up to the date of the ensuing Annual General Meeting.

“RESOLVED FURTHER THAT any of the Directors/ KMP of the Company be and are hereby responsible to do all such acts, deeds and things as may be necessary and expedient to give effect to the aforesaid resolution.”

4. *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 section 152,161,179 of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules made there under, read with the Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded for the regularisation of Mr. Rupesh Kumar Mittal (DIN:01036455) who was

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appointed as Additional Director by the Board of Directors at its meeting held on 19th June, 2025 to hold office up to the date of the ensuing Annual General Meeting, be and is hereby appointed as the Non-Executive Non-Independent Director of the Company.

RESOLVED FURTHER THAT any of the Board of Directors or KMP of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

5. *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 section 152, 161, 179 of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules made there under, read with the Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded for the regularization of Mr. Mitesh Milanbhai Solanki (DIN: 09829435) who was appointed as Additional Directors of the Company by the Board of Directors at its meeting held on 19th June, 2025 to hold office up to the date of ensuing Annual General Meeting, be and is hereby appointed as the Non-Executive Non-Independent Director of the Company.

RESOLVED FURTHER THAT any of the Board of Directors or KMP of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

6. *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 Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendations of the Board of Directors and Audit Committee, the consent of the members be and is hereby accorded to appoint M/s. V. Agnihotri & Associates, Peer-reviewed Practicing Company Secretaries Firm, as the Secretarial Auditor of the Company for a period of five financial years commencing from FY 2025–26 to FY 2029–30, to conduct the secretarial audit of the Company and submit reports as prescribed under the applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix and revise, from time to time, the remuneration payable to the Secretarial Auditor and to do all such acts, deeds, matters, and things as may be necessary, desirable or expedient to give effect to this resolution."

For Rich Universe Network Limited

(Astha Chaturvedi)
Company Secretary
M. No. - A37369

Date: 05.08.2025
Place: Kanpur.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The Proxy Form should be lodged with the Company at the Registered Office at least 48 hours before the time of the Meeting.
2. 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 shareholder.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. The Register of Members and Share Transfer Books will remain closed from September 9th, 2025, to September 16th, 2025 (both days inclusive) for AGM.
6. Shareholders are requested to promptly notify any changes in their address to the Company's Registrar and Share Transfer Agents, Skyline Financial Services Private Limited.
7. Members who have not registered their e-mail id addresses so far are requested to register their email address in case of physical holding with the Company and in case of demat holding with the Depository Participant.
8. Electronic copy of the notice of the 35th Annual General Meeting of the Company inter alia indicating the e-voting procedure along with the attendance slip and proxy form is being sent to all the members whose e-mail address are registered with the Company/Depository Participant for communication purposes unless any member has requested for a hard copy of the same.
9. All documents referred to in the Notice and the annexure to notice shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of the 35th Annual General Meeting of the Company.
10. Members are requested to bring their identity cards along with copy of Annual Report to the Meeting.

11. Members desirous of obtaining any information concerning accounts of the Company are requested to address their questions to the Company Secretary, so as to reach at least 7 days before the date of meeting, to enable the information required to be made available at the Meeting, to the extent possible.
12. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in demat / electronic form, the nomination form may be filed with the respective Depository Participant.
13. Corporate Members are requested to send to the Company, a duly certified copy of the Board resolution/Power of Attorney, authorizing their representatives to attend and vote at the Annual General Meeting.
14. Electronic Dispatch of Annual Report-In accordance with, the General Circular No.09/2024 dated September 19, 2024 issued by MCA and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
15. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655, dated November 03, 2021, shareholders holding shares in physical form are required to update their KYC in a way as prescribed in the above-mentioned circular till 31st December, 2025 otherwise the matter would be referred to the administering authority under the Benami Transactions (Prohibitions) Act, 1988.
16. Pursuant to SEBI Circular SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, a special window for re-lodgment of transfer request of physical shares have been opened for a period of six months from July 07, 2025 till January 06, 2026.

17. 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:

1. Name of the Director	Mr. Shashwat Agarwal
A brief resume of the director	He is a B.Com graduate with rich experience in securities and financial markets. He possesses strong expertise in capital market operations, investment strategies, and financial regulations. Known for his deep market understanding and insightful interpretation of trends, he plays a key role in shaping the company's financial and strategic decisions
Nature of expertise in specific functional areas	Business & Capital Market
Relationship between director's inter-se, if any	N.A
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board, along with listed entities from which the person has resigned in the past three years.	Nikki Global Finance Limited. Audit Committee (Member) Not resigned from any Listed Company in the past three years.
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	N.A
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	N.A

2. Name of the Director	Ms. Sushila Aggarwal
A brief resume of the director	She holds a postgraduate degree in finance and economics. She brings strong domain knowledge and business insight, contributing effectively to strategic planning and decision-making. Her practical experience and financial acumen make her a key driver

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	of the company's long-term growth and stability.
Nature of expertise in specific functional areas	Business & Finance
Relationship between director's inter-se, if any	N.A
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board, along with listed entities from which the person has resigned in the past three years.	<p>Cityon Systems India Limited</p> <ul style="list-style-type: none"> • Audit Committee (Chairperson) • Nomination and Remuneration Committee • Stakeholder Relationship Committee. (Member) <p>Nikki Global Finance Limited</p> <ul style="list-style-type: none"> • Audit Committee (Member) • Nomination and Remuneration Committee (Chairperson) • Stakeholder Relationship Committee. (Chairperson) <p>Not resigned from any Listed Company in the past three years.</p>
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer item No.3 of the Explanatory statement given below.

3. Name of the Director	Mr. Rupesh Kumar Mittal
A brief resume of the director	Business Leader with over 26 years of career success in spearheading leadership functions such as Commercial Operations, P&L Ownership, Financial Planning & Analysis, Business Operational Excellence.
Nature of expertise in specific functional areas	Business & Finance
Relationship between director's inter-se, if any	N.A
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board, along with listed entities from which the person has resigned in the past three years.	N.A Not resigned from any Listed Company in the past three years.
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	N.A

4. Name of the Director	Mr. Mitesh Milanbhai Solanki
A brief resume of the director	Having over 10 years of experience in the field of Accounting, Financial Planning & Analysis.
Nature of expertise in specific functional areas	Business & Finance
Relationship between director's inter-se, if any	N.A
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board, along with listed entities from which the person has resigned in the past three years.	N.A; Not resigned from any Listed Company in the past three years.

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Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	N.A

18. Procedure for remote E-voting:

In accordance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and the Secretarial Standards issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members the facility to exercise their right to vote at the 35th AGM through electronic means and the business may be transacted through the e-voting services provided by the National Securities Depository Limited.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The e-voting facility is available from 9.00 a.m. Saturday, September 13, 2025, to 5.00 p.m. on Monday, September 15, 2025. The e-voting module shall be disabled by NDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date), Tuesday, September 9, 2025, may cast their vote electronically. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 9, 2025.

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

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





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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under the ‘IDeAS’ section. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value-Added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-</p>

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	<p>Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through the Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to log in and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - I. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - II. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) if you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to fcsvaibhav@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders

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available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to rcfsl@rediffmail.com.
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to rcfsl@rediffmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
 3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
18. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
19. Book Closure Dates will be from Tuesday, September 9, 2025, to Tuesday, September 16, 2025 (both days inclusive).
20. Mr. Vaibhav Agnihotri of M/s. V. Agnihotri & Associates, Practicing Company Secretaries, (Membership No. FCS 10363) has been appointed as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

Notice

21. The results of entire e-voting along with Scrutinizer's report shall be placed on the Company's website www.richuninet.com within 2 days of passing resolutions at the AGM of the Company and communicated to stock exchanges, where the shares of the Company are listed.

CONTACT DETAILS

Company	Rich Universe Network Limited
Regd. Office:	IIInd Floor, 7/125, C-2, Swaroop Nagar Kanpur - 208002
Branch Office:	
CIN:	L51100UP1990PLC012089
E-mail ID:	rcfsl@rediffmail.com

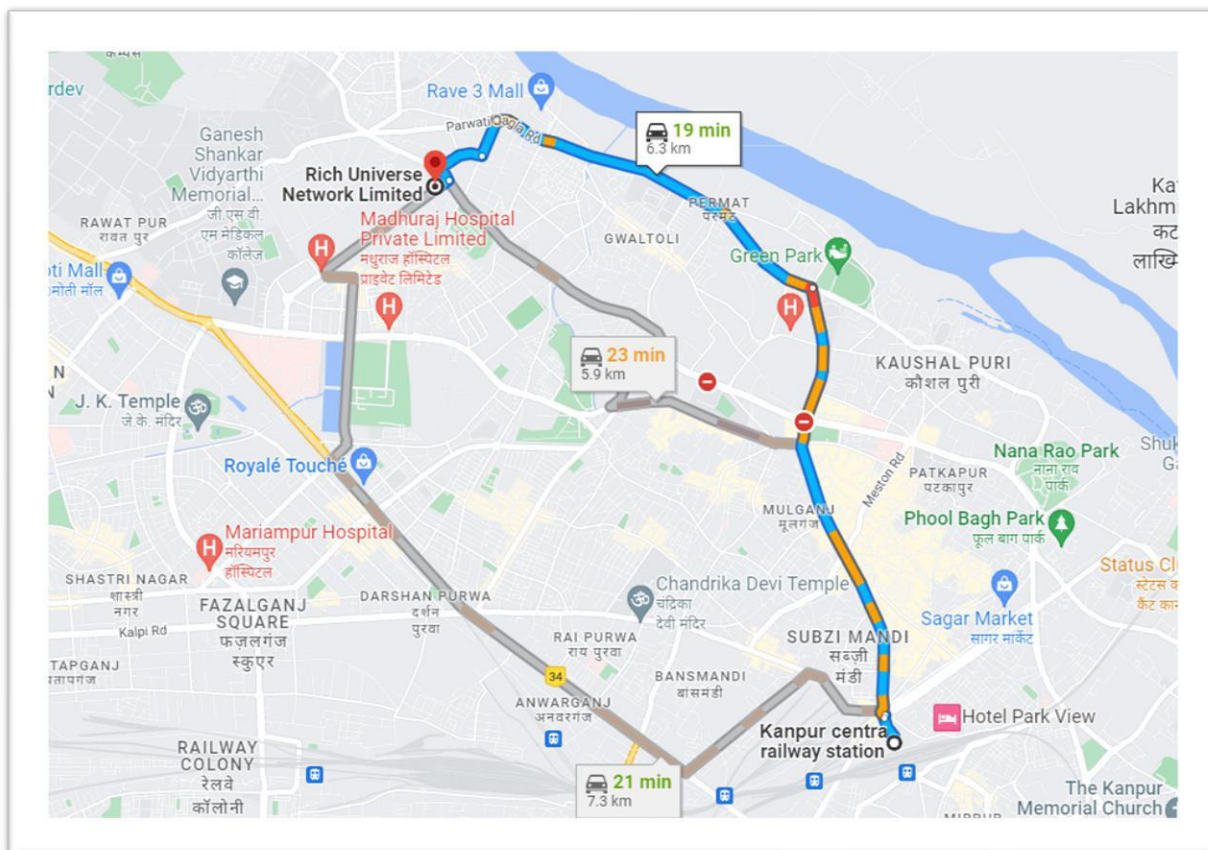
Registrar and Transfer Agent	Skyline Financial Services Private Limited
Address	D-153, 1 st Floor, Okhla Industrial Area, Phase-1, New Delhi - 110020
E-mail ID	admin@skylinerta.com
Tel	91-11-64732681 to 88
Fax	+91-11-26812682

e-Voting Agency	National Securities Depository Limited
E-mail ID:	evoting@nsdl.co.in
Phone	1800 1020 990 / 1800 224 430

Scrutinizer	Mr. Vaibhav Agnihotri of M/s V. Agnihotri & Associates Practising Company Secretaries
Email ID:	fcsvaibhav@gmail.com
Phone :	9839104031

ROUTE MAP TO THE VENUE OF AGM

IIND FLOOR, 7/125, C-2, SWAROOP NAGAR, KANPUR -208002



ATTENDANCE SLIP

35th ANNUAL GENERAL MEETING – SEPTEMBER 16, 2025

RICH UNIVERSE NETWORK LIMITED

Regd. Office: IInd FLOOR, 7/125, C-2, SWAROOP NAGAR, KANPUR - 208002

CIN: L51100UP1990PLC012089

DP ID/Client ID/Folio No.

No. of shares held

I Certify that I am a member/proxy for the member of the Company.

I, hereby record my presence at the 35th Annual General Meeting held on Tuesday September 16 2025 at 04:15 p.m. at IInd Floor, 7/125, C-2, Swaroop Nagar, Kanpur - 208002

Name of the Member -----

Name of the Proxy -----

Signature -----

Note: Please complete this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall. Members are requested to bring their copy of the Annual Report for reference at the meeting.

PROXY FORM (MGT-11)

{Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules, 2014}

35th ANNUAL GENERAL MEETING – SEPTEMBER 16, 2025

RICH UNIVERSE NETWORK LIMITED

Regd. Office: IInd FLOOR, 7/125, C-2, SWAROOP NAGAR, KANPUR - 208002

CIN: L51100UP1990PLC012089

Name of the member(s)	
Registered Address	
E-mail ID	
Folio No/Client ID	
DP ID	

I / We, being the member(s) of the above-named Company hold
..... shares, hereby appoint:

Name:	Address:
E-mail ID:	Signature:

or failing him/her

Name:	Address:
E-mail ID:	Signature:

or failing him/her

Name:	Address:
E-mail ID:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on Tuesday, September 16, 2025 at 04:15 p.m. at IInd Floor, 7/125, C-2, Swaroop Nagar, Kanpur - 208002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Notice

S.NO	RESOLUTION	VOTE	
		FOR	AGAINST
1.	Adoption of Balance Sheet, Statement of Profit & Loss, Report of Board of Directors, and Auditors for the financial year 31st March, 2025		
2.	Appointment of director in place of Mr. Shashwat Agarwal (DIN: 00122799), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Regularization of Mrs. Sushila Aggarwal as an Independent Director of the Company for 5 years.		
4.	Regularization of Mr. Rupesh Kumar Mittal as a Non-Executive Non-Independent Director of the Company.		
5.	Regularization of Mr. Mitesh Milanbhai Solanki as a Non-Executive Non-Independent Director of the Company.		
6.	Appointment of M/s. V. Agnihotri & Associates as Secretarial Auditor for 5 years.		

Signed this day of 2025.

Signature of shareholder:

Signature of Proxy holder(s):

Affix 1
Rupees
Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. 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.

EXPLANATORY STATEMENT

Item No.3:

Mrs. Sushila Aggarwal was appointed as an Additional Director (Non-Executive Independent Director) on the Board of the Company with effect from 28th January, 2025, under the provisions of Section 161(1) of the Companies Act, 2013, and Articles of Association of the Company.

As per the provisions of Section 161 of the Companies Act, 2013, an Additional Director holds office only up to the date of the ensuing Annual General Meeting.

In the opinion of the Board, Mrs. Sushila Aggarwal is a person of integrity and possesses relevant expertise and experience for her appointment as Independent Director the skills and capabilities required for the role and the manner in which the proposed person meets such requirements

- **Corporate Governance:** Actively involved in board-level decisions and governance practices.
- **Financial Literacy:** Holds a postgrad degree in finance and economics with strong financial understanding.
- **Strategic Thinking:** Contributes to long-term planning and growth strategies.
- **Regulatory Awareness:** Knowledge of financial regulations and compliance frameworks.
- **Independence & Integrity:** Maintains objectivity and acts in the company's best interest.

The Board recommends the resolution set out in the accompanying Notice for the approval of the members of the Company.

None of the Directors, Key Managerial Personnel or their relatives, except Mrs. Sushila Aggarwal, is concerned or interested, financially or otherwise, in the resolution set out at Item No. [3] of the Notice.

Item No.4:

The Board of Directors of the Company, at its meeting held on 19th June, 2025, appointed Mr. Rupesh Kumar Mittal (DIN: 01036455) as an Additional Director of the Company in the capacity of Non-Executive, Non-Independent Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act 2013, and read with Companies (Appointment and Qualification of Directors) Rule, 2014 and applicable provisions if any, of the Companies Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of the provisions of the said section, Mr. Rupesh Kumar Mittal holds office as Additional Director up to the date of this Annual General Meeting. Mr. Rupesh Kumar Mittal has consented to act as Director and confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013. The Board is of the opinion that Mr. Rupesh Kumar Mittal possesses relevant skills, expertise, and integrity to serve as a Director of the Company. The Company has received declarations from her confirming compliance with the conditions prescribed under applicable laws.

A brief profile of Mr. Rupesh Kumar Mittal, along with other details, as required under Regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 issued by ICSI, is annexed to the Notice.

The Board recommends the resolution for the appointment of Mr. Rupesh Kumar Mittal as Non-Executive, Non-Independent Director for approval by the members.

None of the Directors, Key Managerial Personnel or their relatives, except Rupesh Kumar Mittal, is concerned or interested, financially or otherwise, in the resolution set out at Item No. [4] of the Notice.

Item No.5:

The Board of Directors of the Company, at its meeting held on 19th June, 2025, appointed Mr. Mitesh Milanbhai Solanki (DIN: 09829435) as an Additional Director of the Company in the capacity of Non-Executive, Non-Independent Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act 2013, and read with Companies (Appointment and Qualification of Directors) Rule, 2014 and applicable provisions if any, of the Companies Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of the provisions of the said section, Mr. Mitesh Milanbhai Solanki holds office as Additional Director up to the date of this Annual General Meeting. Mr. Mitesh Milanbhai Solanki has consented to act as Director and confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013.

A brief profile of Mr. Mitesh Milanbhai Solanki along with other details, as required under Regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 issued by ICSI, is annexed to the Notice.

Notice

The Board recommends the resolution for the appointment of Mr. Mitesh Milanbhai Solanki as Non-Executive, Non-Independent Director for approval by the members.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Mitesh Milanbhai Solanki, is concerned or interested, financially or otherwise, in the resolution set out at Item No. [4] of the Notice.

Item No.6

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, on the recommendation of the Audit Committee, has appointed (V. Agnihotri and Associates), Practicing Company Secretary firm, (COP No. 21596), as the Secretarial Auditor of the Company for a term of five financial years commencing from the financial year [2025-26 to 2029-30], to conduct the secretarial audit under the provisions of the Companies Act, 2013 and rules made thereunder subject to the approval of members in their meeting.

CS Vaibhav Agnihotri, proprietor of (V. Agnihotri and Associates), Practicing Company Secretary, has relevant experience in corporate laws, SEBI regulations, and governance practices. Further, he has consented to the said appointment and confirmed his eligibility and independence under the Act and relevant regulations.

The Board recommends the resolution for the appointment of CS Vaibhav Agnihotri (V. Agnihotri and Associates) as Secretarial Auditor of the Company for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution.

For Rich Universe Network Limited

(Astha Chaturvedi)
Company Secretary
M. No. - A37369

Date: - 05.08.2025

Place: - Kanpur

DIRECTOR'S REPORT

Your directors have the pleasure of presenting the 35th Annual Report together with the Audited Statement of Accounts for the year ended on 31st March, 2025.

FINANCIAL RESULTS:

Financial Results of the Company for the year under review, along with figures for the previous year are as follows:

Particulars	Amount in (Rs.)	
	31.03.2025	31.03.2024
Total Revenue	2,51,256	15,06,326
Total Expenses	31,83,334	23,85,093
Profit/(Loss) before Depreciation and Tax (PBT)	(29,32,078)	(8,78,767)
Less: Depreciation	0.00	0.00
Profit/(Loss) before Tax	(2,932,078)	(8,78,767)
Less: Provision for taxation		0.00
Profit/(Loss) after Tax (PAT)	(2,932,078)	(8,78,767)
EPS (Basic)	(0.04)	(0.12)
Diluted	(0.04)	(0.12)

STATE OF THE COMPANY'S AFFAIRS AND NATURE OF BUSINESS:

During the year under review, the Company has not changed any of its nature of business and is involved in financial services.

DEPOSITS:

The Company has not accepted any deposit from public/shareholders in accordance with Section 73 & 76 of the Companies Act, 2013 and, as such, no amount on account of principal or interest on public deposits was outstanding on the date of the Balance Sheet.

DIVIDEND:

In order to conserve the resources of the Company and for future expansion and growth of the company, the Board of Directors does not recommend any dividend for the F.Y 2024-25.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the year under review, the particulars of loans or guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 if any, have been disclosed in the financial statements.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143, IF ANY:

There were no frauds reported by the auditors during the financial year in purview.

MAINTENANCE OF COST RECORDS BY THE COMPANY:

The provision relating to the maintenance of Cost Records by the Company is not applicable to the Company.

TRANSFER TO RESERVES:

During the year Company has not transferred any amount to any special Reserve.

MATERIAL CHANGES AND COMMITMENTS:

During the period from 1st April, 2025 to the date of the Directors' Report, the following material changes have been approved by the members via postal ballot and e-voting that may affect the financial position of the Company;

- Increase in Authorised Share Capital of the Company from existing Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 60,00,00,000/- (Rupees Sixty Crore Only) divided into 6,00,00,000 (Six Crore) Equity Shares of Rs. 10/- (Rupees Ten) each and subsequent amendment in the Memorandum of Association.
- Addition of new business activities in the object clause of the Memorandum of Association and adoption of a new set of Memorandum of Association.
- Adoption of a new set of Articles of Association in conformity with the provisions of the Companies Act, 2013.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Auditors is subject to provisions of the Companies Act, 2013 and rules made thereunder. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board and to the Chairman and Managing Director.

The Internal Auditor monitors and evaluates the efficiency and adequacy of the internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Directors:

During the year, there were the following changes in the directorship of the company:

- **Mr. Rajeev Agarwal** (DIN: 00122877) was appointed as an Executive Director on 20th August, 2024, owing to the change in designation from Whole-Time Director.
- **Mr. Shashwat Agarwal** (DIN: 00122799) retires by rotation in the ensuing Annual General Meeting and, being eligible offers himself for re-appointment. The Directors recommend his re-appointment in the ensuing Annual General Meeting.
- **Mr. Yugank Gadi** (DIN: 10734950) was appointed as the Non-Executive Independent Director of the Company on 19th September, 2024. Later on, he was appointed as the Chairman of the Company on 5th August, 2025.
- **Mr. Dhruv Kumar Shah** (DIN: 02883598) ceased to be the Non-Executive Independent Director owing to the expiration of his 2nd term of Directorship on 18th September, 2024.
- **Mrs. Sushila Agarwal** (DIN: 10918000) was appointed as additional director on 28th January, 2025. The board recommends the regularization of her appointment as Non-Executive Independent Director for a term of 5 years (i.e., 28.01.2025 to 28.01.2030).

- **Mr. Rupesh Kumar Mittal** (DIN:01036455) was appointed as an Additional Director on 19th June, 2025. The Board recommends his appointment as Non-Executive Non-Independent Director.
- **Mr. Mitesh Milanbhai Solanki** (DIN: 09829435) appointed as an Additional Director on 19th June, 2025. The Board recommends his appointment as Non-Executive Non-Independent Director.

Declaration by the Independent Directors of the Company:

Your Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there has been no change in the circumstances from last Financial Year which may affect their status as Independent Director during the year.

As required under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of the Directors proposed for appointment/re-appointment have been given in the Notice of the Annual General Meeting.

Key Managerial Personnel:

During the year, there were no changes in Key Managerial Personnel.

Board Evaluation:

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Companies Act, 2013 read with rules made thereunder and under Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria

such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed by the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, state the following:

- a. that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that directors have selected such accounting policies and applied consistently and judgments and estimates that are reasonable and 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 that period;
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The Directors have prepared the annual accounts on a going concern basis;
- e. The Directors have laid down such internal financial controls that are adequate and operating effectively;
- f. The Directors have devised systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

AUDITORS & AUDITOR'S REPORT:

Statutory Auditor

M/s Srivastava S & Co. Chartered Accountants (ICAI Firm Registration No. 015187C) were appointed as Statutory Auditors of the Company to hold office for a period of 5 years from the Annual General Meeting (AGM) held for the F.Y 2022-2023 till the conclusion of AGM to be held in year 2027.

The auditor's report does not contain any qualifications, reservations or adverse remarks and Notes to the financial statements referred in the Auditors Report are self-explanatory and therefore, do not call for any comments under Section 134 of the Companies Act, 2013.

Secretarial Auditor's Report:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the rules made thereunder, the Company has appointed M/s V. Agnihotri & Associates, Practicing Company Secretaries, Kanpur to undertake the Secretarial Audit of the Company for the Financial Year 2024-25. The Secretarial Audit Report for the financial year 2024-25 is annexed, which forms part of this report as **Annexure-A**.

As per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 w.e.f. 13.12.2024, the appointment of the Secretarial Auditor shall be for 5 consecutive years, duly approved by shareholders in their Annual General Meeting. Considering the above, the board recommends the appointment of M/s V. Agnihotri & Associates, a peer-reviewed practising Company Secretary Firm as Secretarial Auditor for a term of 5 years, i.e., (2025-26 to 2029-30).

RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year if any, were on arm's length basis and were in the ordinary course of the business. Further, there were no materially significant with the related party transactions during the year made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons. Since, there were no material contracts/arrangements made during the year, and all such contracts/arrangements were made in ordinary course of business and at arm's length basis and details of such transactions have been

given in financial statements of the Company and this fact has been mentioned in attached **Annexure- in FORM AOC-2**. Details of all such contracts/arrangements are available for inspection at the Registered Office of the Company till ensuing Annual General Meeting and if any, member is interested in inspecting the same, such member may write to the Company Secretary in advance.

CODE OF CONDUCT:

All the Members of the Board and all the employees of the Company have followed the policy of Code of Conduct in the course of day-to-day business operations of the Company. The Code has been placed on the Company's website www.richuninet.com. The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the workplace, in business practices and in dealing with stakeholders. All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

SECRETARIAL STANDARDS OF ICSI:

The Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS – 1) and General Meetings (SS – 2) issued by the Institute of Company Secretaries of India and approved by the Central Government.

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:

No company has become or ceased to be its Subsidiaries, Joint Venture or Associate Company, during the financial year under review.

DISCLOSURES OF COMMITTEE

Audit Committee:

The Audit Committee comprises the following Directors:

DIN	NAME	DESIGNATION	CATEGORY
*02883598	Mr. Dhrupesh Kumar Shah	Chairman	Independent Director
*03106803	Mrs. Kavita Awasthi	Member	Independent Director
07385171	Mr. Gyan Singh	Member	Independent Director
00122799	Mr. Shashwat Agarwal	Member	Executive Director
*10734950	Mr. Yugank Gadi	Chairman	Independent Director
*10918000	Mrs. Sushila Agarwal	Member	Independent Director

**Mr. Dhrupesh Kumar Shah ceased to be the director of the Company on 18.09.2024. Mr. Yugank Gadi and Mrs. Sushila Agarwal were appointed as Non-Executive Independent Directors of the Company on 19.09.2024 and 28.01.2025, respectively. The term of Kavita Awasthi expired on 03.04.2025.*

The Committee met four times during the year on 22/05/2024, 08/08/2024, 07/11/2024, and 28/01/2025 and played an important role during the year. It coordinated with the Statutory Auditors, Internal Auditors and other key Managerial Personnel of the Company and has rendered guidance in the areas of internal audit and control, finance and accounts.

All the recommendations made by the Audit Committee were accepted by the Board.

Stakeholders Relationship Committee:

The Stakeholder Relationship Committee comprises of the following directors:

DIN	NAME	DESIGNATION	CATEGORY
*03106803	Mrs. Kavita Awasthi	Chairman	Independent Director
*02883598	Mr. Dhrupesh Kumar Shah	Member	Independent Director
07385171	Mr. Gyan Singh	Member	Independent Director
*10734950	Mr. Yugank Gadi	Member	Independent Director
*10918000	Mrs. Sushila Agarwal	Chairman	Independent Director

**Mr. Dhruv Kumar Shah ceased to be the director of the Company on 18.09.2024. Mr. Yugank Gadi and Mrs. Sushila Agarwal were appointed as Non-Executive Independent Directors of the Company on 19.09.2024 and 28.01.2025, respectively. The term of Kavita Awasthi expired on 03.04.2025.*

The Committee has met once during the year on 07/11/2024. The Committee supervised the usual requests received for Dematerialization, transfer/transmission of shares, and resolved or answered the complaints of members.

Nomination and Remuneration Committee:

The Nomination and Remuneration Committee comprises of the following directors:

DIN	NAME	DESIGNATION	CATEGORY
*02883598	Mr. Dhruv Kumar Shah	Chairman	Independent Director
03106803	Mrs. Kavita Awasthi	Member	Independent Director
07385171	Mr. Gyan Singh	Member	Independent Director
*10734950	Mr. Yugank Gadi	Chairman	Independent Director
*10918000	Mrs. Sushila Agarwal	Member	Independent Director

**Mr. Dhruv Kumar Shah ceased to be the director of the Company on 18.09.2024. Mr. Yugank Gadi and Mrs. Sushila Agarwal were appointed as Non-Executive Independent Directors of the Company on 19.09.2024 and 28.01.2025, respectively. The term of Kavita Awasthi expired on 03.04.2025.*

The Nomination and Remuneration Committee recommends to the Board the suitability of candidates for appointment as Key Managerial Personnel, Directors and the remuneration packages payable to them and other employees and their evaluation as well. The Nomination and Remuneration committee met on 08.08.2024, 20.08.2024 and 13.01.2025 during the year.

Vigil Mechanism / Whistle Blower Policy:

The Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Company has established a vigil mechanism to be known as the 'Whistle Blower Policy' for its directors and employees, to report instances of unethical behavior, actual or suspected, fraud or violation of the Company's

Directors' Report

Code of Conduct. The aim of the policy is to provide adequate safeguards against victimization of whistle blower who avails of the mechanism and also provide direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases.

Accordingly, 'Whistle Blower Policy' has been formulated with a view to provide a mechanism for the Directors and employees of the Company to approach the Ethics. The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees willing to raise a concern about serious irregularities within the Company.

Number of Meetings of the Board:

Five meetings of the Board were held during the year. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The dates are as follows: 22.05.2024, 08.08.2024, 20.08.2024, 07.11.2024, 28.01.2025.

Director	Designation	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	Executive Director, MD	5	5	Yes	1
*Rajeev Agarwal	Executive Director	5	5	No	1
*Dhrupesh Kumar Shah	Non-Executive - Independent Director	3	3	Yes	0
Kavita Awasthi	Non-Executive Independent Director	5	5	Yes	3
Gyan Singh	Non-Executive -Independent Director	5	5	No	3
Yugank Gadi	Non-Executive -Independent Director	2	2	Yes	2

Directors' Report

Sushila Agarwal	Non-Executive -Independent Director	0	0	N.A	2
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**Mr. Dhruvesh Kumar Shah, ceased to be the director of the Company on 18.09.2024. The designation of Mr. Rajeev Agarwal was changed from Whole-time director to executive director on 20.08.2024. Mr. Yugank Gadi and Mrs. Sushila Agarwal were appointed as Non-Executive Independent Directors of the Company on 19.09.2024 and 28.01.2025, respectively. Additionally, the term of Mrs. Kavita Awasthi expired on 03.04.2025.*

Prevention of Insider Trading:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

Business Risk Management:

The main identified risks at the Company are business operating risks. Your Company has established a comprehensive business risk management policy to ensure the risk to the Company's continued existence as a going concern and to its development are identified and addressed on timely basis. Risk management strategy as approved by the Board of Directors is implemented by the Company Management.

Corporate Social Responsibility Statement:

As the company does not fall under the eligibility criteria under section 135 of the Companies Act, 2013 so there is no requirement of Corporate Social Responsibility Statement.

STATEMENT OF PARTICULARS OF EMPLOYEES

Details pursuant to provisions of section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 are as stated as under:-

S. No.	Requirement of Rule 5(1)	Disclosure
1.	The ratio of remuneration of each director to the median remuneration of the employees for the financial year.	Managing Director Mr. Shashwat Agarwal 5.51 Executive Director Rajeev Agarwal, 1.47
2.	Percentage increase in remuneration of each director, CFO, CEO, CS or Manager in the financial year.	Percentage increase in remuneration of: a) Directors:- N/A b) MD:- N/A c) CFO:- N/A d) CEO:- N/A e) Company Secretary:-N/A
3.	The percentage increase/decrease in the median remuneration of employees in the financial year.	N/A
4.	The number of permanent employees on the rolls of the Company.	There were 2 employees on the rolls of the Company as on March 31, 2025.
5.	Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2024-2025 and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	N/A

Directors' Report

6	Affirmation that the remuneration is as per the remuneration policy of the Company	We affirm that the remuneration paid to employees and KMPs was based on the Remuneration Policy.
---	--	--

A) Details of every employee of the Company as required pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: -

- Drawing salary of 102 Lakhs or above for the Year, if employed throughout the year- NIL
- Drawing salary of 8.5 Lakhs p/m or above for a month, if employed for part of the year- NIL
- Drawing salary more than the salary of MD and having 2% stake in the Company- NIL

B) No Managing Director or Whole-Time Director of the Company is receiving any commission from the Company as well as from the Holding Company or Subsidiary Company of the Company.

Personnel

a) The employees of the Company continue to render their full co-operation and support to the Management. The Directors wish to place on records their appreciation to all the employees for their co-operation.

b) Information as per Section 197 (2) of the Act read with rules 5(2) and 5(3) of the companies (Appointment and remuneration of managerial personal) Rules, 2014 forming part of the Director's Report for the year ended 31st March, 2025 is not required to be furnished as no employees was employed for Rs.1,02,00,000/- or more per year or Rs.8,50,000/- or more per month for any part of the Year.

Independent Directors Meeting:

The Independent Directors met on 28th January, 2025, without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of non-independent directors and the Board as a whole; the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information

between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

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

The information required under Section 134(3)(M) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 is as under: -

- **Conservation of Energy**

- a) Energy Conservation Measures taken: The Company has taken all measures for conservation of energy most economically.
- b) The steps taken by the Company for utilizing alternate source of energy: - No such steps have been taken by the Company.
- c) The capital Investments on energy conservation equipment's: - No such investment has been made by the Company
- d) Impact of measures at (a) above for energy conservation: -These measures have led to consumption of energy more economically.

- **Technology Absorption:**

Since there is no manufacturing activity in the Company hence the information under this heading does not apply to the Company.

- **Foreign Exchange Earnings and Outgo:**

Since there is no activity in this field, this heading does not apply to the Company.

CORPORATE GOVERNANCE REPORT

Pursuant to the provisions of Regulation 15 (2), which is stated hereunder:

(2) The compliance with the corporate governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 26A, 27 and clauses (b) to (i) and (f) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V shall not apply, in respect of -

(a) listed entity having paid-up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty-five crore, as on the last day of the previous financial year

[Provided that where the provisions of regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V become applicable to a listed entity at a later date, it shall ensure compliance with the same within six months from such date:]

Provided further that once the corporate governance provisions as specified in regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V become applicable to a listed entity, they shall continue to remain applicable till such time the equity share capital and the net-worth of such entity reduces and remains below the specified threshold for a period of three consecutive financial year"

On the last day of the previous Financial Year, our share capital and Net worth didn't exceed Rs 10 Crore and Rs 25 Crore, respectively; therefore, the clauses of Corporate Governance are exempted for us. However, we have complied with the provisions of Corporate Governance as and when required for good corporate management practices.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There was no such order passed by the Regulations or Courts or Tribunals that may impact the going concern status and the company's operations in the future.

DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016

During the year under review, there were no applications made or proceedings pending in the name of the Company under the Insolvency and Bankruptcy Code, 2016.

DETAILS OF DIFFERENCE BETWEEN THE AMOUNTS OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH REASON THEREOF

During the year under review, there has been no one time settlement of Loans taken from Banks and Financial Institution.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN:

There were no complaints received during the financial year 2024-25 and hence no complaint is outstanding as on 31.03.2025 for redressal. Further Company ensures that there is a healthy and safe atmosphere for every

women employee at the workplace and made the necessary policies for safe and secure environment for women employee.

The following is a summary of sexual harassment complaints received and disposed off during the year 2024-25:

- No. of Complaints received : NIL
- No. of Complaints disposed off : NIL
- No. of Complaints Pending : NIL

SHARE REGISTRAR AND TRANSFER AGENT

Skyline Financial Services Private Limited is the Registrar & Transfer Agent for the company registered at New Delhi and is registered with SEBI as R & TA. The contact details of the same are mentioned at the beginning of the Report. The investors are kindly requested to address their queries, if any, to the R & TA. However, in case of any difficulties, they are always welcome to contact the Company's Company Secretary & Compliance Officer, the contact particulars of whom are contained in the Report.

REGISTRATION OF INDEPENDENT DIRECTORS WITH INDEPENDENT DIRECTOR'S DATABANK

As per Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, all existing and upcoming independent directors are required to apply to the Indian Institute of Corporate Affairs (IICA) for inclusion of their names in the Independent Directors Databank.

All the Independent Directors have registered themselves with the Independent Director's Databank.

THE WEB ADDRESS, WHERE ANNUAL RETURN REFERRED TO IN SUB-SECTION (3) OF SECTION 92 HAS BEEN PLACED

The Annual Returns of the company for the previous financial years are available at <https://richuninet.com/investors/> for convenience of the shareholders.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has duly complied with the applicable provisions of the Secretarial Standards as issued by the Institute of Company Secretaries of India.

KEY FINANCIAL RATIOS FOR THE F.Y 2024-2025 AS COMPARED TO F.Y 2023-2024

RATIOS	F.Y.24-25	F.Y.23-24
(a) Current Ratio	1.043	1.556
(b) Debt- Equity Ratio	0.220	0.204
(c) Debt Service Coverage Ratio	N.A	N.A.
(d) Return on equity ratio	-4.0%	-1.2%
(e) Inventory Turnover Ratio	0.83	4.80
(f) Net Capital Turnover Ratio	7.16%	2.23%

MATERNITY BENEFIT:

During the period under review, the Company has complied with the applicable provisions of the Maternity Benefit Act.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis report is attached in the Annual Report as Annexure C.

INTERNAL FINANCIAL CONTROL

The Company has in place adequate internal financial controls with reference to financial statements. During the financial year, such controls were tested and no reportable material weakness in the design or operation was observed.

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
Managing Director
DIN: 00122799

Rajeev Agarwal
Executive Director
DIN: 00122877

Date: 05.08.2025

Place: Kanpur

GENERAL SHAREHOLDER INFORMATION:**(a) Company Registration Details:**

The Company Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L51100UP1990PLC012089.

(b) Annual General Meeting: (Day, Date, Time and Venue) Tuesday, September 16, 2025 at 04:15 p.m. 7/125 (C-2), IInd Floor, Swaroop Nagar, Kanpur – 208002.

(c) Financial Year:

Financial Year – April 1 to March 31

(d) Book Closure Date:

Tuesday, September 9, 2025 to Tuesday, September 16, 2025, (both days inclusive). However, no dividend is being declared.

(e) Listing:

Equity Shares of the Company are actively listed on BSE.

Scrip Code: 530271

ISIN: INE652D01014

BSE Limited

Phirize Jeejeephoy Towers,

Dalal Street, Mumbai – 400001

(f) Market Price Data:

Monthly Open, High, Low and Close price and the trading volumes on BSE of equity shares of the Company are hereunder:

Month	Open Price	High Price	Low Price	Close Price	No. of Shares
Apr 24	17.72	18.23	17.37	18.23	4
May 24	18.34	19.40	17.08	18.00	1,012
Jun 24	18.90	19.84	18.90	19.84	303
Jul 24	20.83	20.83	18.61	18.61	3,202
Aug 24	17.68	17.68	9.17	9.27	15,771
Sep 24	9.46	11.25	8.60	9.75	60,664
Oct 24	9.94	12.18	8.50	12.18	1,58,437
Nov 24	12.42	13.42	12.25	12.71	1,09,685
Dec 24	12.46	13.90	10.02	13.80	4,56,826
Jan 25	14.48	15.50	12.74	13.90	1,44,993
Feb 25	14.25	14.58	11.83	11.99	21,203
Mar 25	11.75	13.64	10.83	11.84	22,506

(g) Registrar and Transfer Agents:

Members/Shareholders are requested to correspond with the Company's Registrar and Transfer Agent quoting their Folio No./DP ID & Client ID at the following address:

Skyline Financial Services Private Limited
D-153/A, 1st Floor, Okhla Industrial Area,
Phase-1, New Delhi – 110020
Phone Nos. – 011-26812682-83/64732681-88, Fax No. - 011-26292681
E-mail: admin@skylinerta.com

(i) Shareholding Pattern as on March 31, 2025:

Category	No. of Shares	% of Holding
(A) Promoters Holding		
Individuals	897618	12.38%
Bodies Corporate	0	0%
Sub-Total (A)	897618	12.38%
(B) Non-Promoters Holding		
(1) Financial Institutions/Banks	4750	0.07%
Sub-Total (B) (1)	4750	0.07%
(2) Non-Institutions		
Bodies Corporate	976591	13.47%
Individuals	5196546	71.64%
Non-Resident Indians	3454	0.05%
HUF	163832	2.26%
Others	10,009	0.14%
Sub-Total (B) (2)	6350551.68	87.56
Sub-Total (B)	6355182	87.62
Grand Total (A+B)	72,52,800	100%

(j) CEO and CFO Certification:

The Managing Director and Chief Financial Officer of the Company give an annual Compliance Certificate in accordance with Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The annual compliance certificate given by the Managing Director and Chief Financial Officer is attached in Annual Report as Annexure B.

DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT

I, Shashwat Agarwal, Managing Director of the Company, hereby declare that, all the members of the Board and the Senior Management personnel have confirmed their compliance with the Code of Conduct for the year ended March 31, 2025.

For Rich Universe Network Limited

Place: Kanpur
Date: 05.08.2025

(Shashwat Agarwal)
Managing Director
DIN: 00122799

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March 2025

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]*

To,

The Members,

RICH UNIVERSE NETWORK LIMITED

(L51100UP1990PLC012089)

REG. OFFICE: IInd FLOOR, 7/125, C-2,

SWAROOP NAGAR,

KANPUR -208002

We have conducted the Secretarial Audit of the compliance of applicable Statutory Provisions and the adherence to good corporate practices by **RICH UNIVERSE NETWORK LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **RICH UNIVERSE NETWORK LIMITED** (the company's) books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and; authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by “the Company” for the financial year ended on 31st March 2025, to the extent applicable, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(Not applicable during the year);**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - (a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- (vi) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;**(Not applicable during the year);**

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable during the year);**
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable during the year);**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable during the year);**
- (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable during the year);**
- (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable during the year);**
- (vii) Other Acts- As per the information provided by the company, its officers and authorized representative, there are no such other acts/s specifically applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India. (as amended from time to time).
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with BSE Limited.

To the best of our understanding, during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except as mentioned below.

We further report that based on the information provided by the company, its officers and its authorized representatives during the conduct of the audit, and also on the report by respective department heads /Company Secretary/CFO, taken on record by the Board of Directors of the Company, in our opinion, adequate system and processes and control mechanism exist in the company to monitor and to ensure the compliance with applicable general laws to the extent applicable to it.

We further report, that the compliance by the company of the applicable financial laws, like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by statutory financial auditor and other designated professionals.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. None of the directors were disqualified during the year. The changes in the composition of the Board of Directors/KMP that took place during the period under review were made in compliance with the provisions of the Act. Mr. Rajeev Agarwal was re-appointed as director of the company, who was liable to retire by rotation in the Annual General Meeting held on 18.09.2024. Further, his designation was changed from Whole-Time Director to Executive Director on 20.08.2024. Mr. Yugank Gadi (DIN: 10734950) was appointed as Non-Executive Independent Director in the Annual General Meeting held on 18.09.2024. The term of Mr. Dhruv Shah (DIN:02883598), Independent Director, expired on 18.09.2024, following the completion of the second tenure of 5 years. Mrs. Sushila Aggarwal (DIN:10918000) was appointed as Additional Director under the category of Non-Executive Independent Director on 28.01.2025.

The board met five times during the year, which took place on 22.05.2024, 08.08.2024, 20.08.2024, 07.11.2024, 28.01.2025. Further, the Annual General Meeting of the Company took place on 18.09.2024. The register of members

was closed from September 11, 2024, to September 18, 2024 (both days inclusive) for the Annual General Meeting.

All the requisite disclosures were duly furnished in the respective outcomes filed with the BSE and all the events/information upon occurrence were disclosed to the Stock Exchange following the guidelines of materiality pursuant to the provisions of Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance. In addition to this, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions are carried through unanimously.

We further report that all the meetings of the Committees took place as per the Compliance of Secretarial standards -1 as issued by the Institute of Company Secretaries of India.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances under applicable laws/Acts/Regulations to the Company.

This report is to be read with our letter of even date which is annexed as "**Annexure - A**" and forms an integral part of this Report.

Date: 05.08.2025

Place: Kanpur

For V. Agnihotri & Associates.

(Prop: Vaibhav Agnihotri)

FCS No. 10363

C P No.: 21596

UDIN: F010363G000939456

Peer Review No: 2065/2022

“ANNEXURE – A” TO THE SECRETARIAL AUDIT REPORT

To,

The Members,

RICH UNIVERSE NETWORK LIMITED

(L51100UP1990PLC012089)

REG. OFFICE: IInd FLOOR, 7/125, C-2,

SWAROOP NAGAR,

KANPUR -208002

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the Audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices we have followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For V. Agnihotri & Associates.

(Prop: Vaibhav Agnihotri)

C P No.: 21596

Peer Review No:2065/2022

FCS No. 10363

UDIN: F010363G000939456

Place: Kanpur

Date: 05.08.2025

ANNEXURE B

CEO/CFO CERTIFICATION

(Pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015)

In terms of Regulation 17(8) of SEBI (LODR) Regulations, 2015, the Managing Director of the Company has certified to the Board that:

- (a) We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2025, and to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statements or omit any material fact or contain any statements that might be misleading.
 - (ii) These statements together present a true and fair view of the Company's affairs and comply with the existing accounting standards, applicable laws and regulations.
- (b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year that are fraudulent, illegal, or violative of the Company's Code of Conduct.
- (c) We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the code of conduct as adopted by the Company.
- (d) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (e) We have indicated to the auditors and the audit committee that:
 - (i) there has not been any significant change in internal control over financial reporting during the year;

- (ii) there has not been any significant changes in the accounting policies during the year requiring disclosure in the notes to the financial statements;
- (ii) We are not aware of any instances during the year of significant fraud with involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Rich Universe Network Limited

Zubair Ahmad
C.F.O

Shashwat Agarwal
M.D.
(DIN:00122799)

Place: Kanpur
Date: 28/05/2025

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to clause 10 of Part C of Schedule V of LODR)

To,
The Members,
RICH UNIVERSE NETWORK LIMITED
IInd FLOOR, 7/125, C-2, SWAROOP NAGAR,
KANPUR UP 208002 IN

This Certificate is issued in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number ('DIN') status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs ('MCA'), or any such other Statutory Authority.

S.No.	Name of Director	DIN	Date of Appointment in Company
1.	SHASHWAT AGARWAL	00122799	16/07/1990
2.	RAJEEV AGARWAL	00122877	16/07/1990
3.	*DHRUPESH KUMAR SHAH	02883598	07/11/2011
4.	*KAVITA AWASTHI	03106803	25/03/2015
5.	GYAN SINGH	07385171	02/03/2023
6.	YUGANK GADI	10734950	18/09/2024
7.	SUSHILA AGGARWAL	10918000	28/01/2025

**The date of appointment is as per the MCA portal. Further, the terms of Mr. Dhruv Kishan Shah and Mrs. Kavita Awasthi expired on 18th September, 2024 and 3rd April, 2025, respectively, owing to completion of the second term of the Independent Director.*

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This

certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For V. Agnihotri & Associates
Company Secretaries

Vaibhav Agnihotri
FCS: 10363/C.P. No.: 21596
PEER REVIEW NO: 2065/2022
Place: Kanpur
UDIN: F010363G000405307
Date:28/05/2025

FORM NO. AOC -2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014].

1. Details of contracts or arrangements or transactions not at arm's length basis: N.A.
 - a. Name (s) of the related party & nature of relationship-
 - b. Nature of contracts/arrangements/transactions-
 - c. Duration of the contracts/arrangements/transactions-
 - d. Salient terms of the contracts or arrangements or transaction including the value, if any-
 - e. Justification for entering into such contracts or arrangements or transactions-
 - f. Date(s) of approval by the Board-
 - g. Amount paid as advances, if any:
 - h. Date on which the special resolution was passed in General meeting as required under first proviso to Section 188-
2. Details of material contracts or arrangements or transactions at arm's length basis: **see note given below***.
 - a. Name (s) of the related party & nature of relationship-
 - b. Nature of contracts/arrangements/transactions-
 - c. Duration of the contracts/arrangements/transactions-
 - d. Salient terms of the contracts or arrangements or transactions including the value, if any-
 - e. Date(s) of approval by the Board, if any:
 - f. Amount paid as advances, if any:

*Note: all the contracts or arrangements or transactions were made in ordinary course of business and at arm's length basis during the financial year 2024-25.

MANAGEMENT DISCUSSION & ANALYSIS

ECONOMIC OVERVIEW

The global economic environment during the year remained uncertain, impacted by ongoing geopolitical tensions, fluctuating commodity prices, and tightening monetary policies by major central banks. While some regions showed signs of recovery, the overall pace remained slow and uneven. The domestic economy showed relative resilience, supported by infrastructure development, policy support, and consumption-led growth. However, certain sectors continued to face challenges related to supply chain constraints, inflationary pressures, and subdued demand.

OUTLOOK

Looking ahead, the business environment is expected to gradually improve as inflation stabilizes and policy rates ease. The Company remains committed to navigating these uncertain times through focused operational strategies, product innovation, and cost optimization. Efforts will continue to realign the business with market realities, identify growth opportunities, and enhance stakeholder value. However, near-term challenges such as rising input costs, liquidity constraints, and competitive pressures may continue to impact performance.

FINANCIAL PERFORMANCE

During the year under review, the Company reported an increase in losses compared to the previous financial year, primarily due to higher operating expenses and continued pressures on revenue generation. While efforts were undertaken to optimize resources and improve efficiencies, these measures were insufficient to offset the impact of challenging market conditions. The management remains focused on implementing corrective strategies to improve the financial position and drive a gradual turnaround.

OPPORTUNITIES AND STRENGTHS

The Company's core strengths lie in its experienced management, operational stability, and strong market presence. With evolving industry trends and supportive policies, the Company is well-positioned to explore new markets, enhance efficiencies, and deliver sustainable growth.

BUSINESS OVERVIEW

The company enjoys a strong reputation among its shareholders nationwide. The company has developed a fresh vision and a clear focus. In the upcoming years,

the company has formulated a strategy to expand and diversify its business operations.

With a robust portfolio spanning, the company leverages advanced technology and industry expertise to drive growth and create value for stakeholders. Committed to excellence and sustainability, Our Company continues to expand its reach while adapting to market trends and customer needs. Our strategic vision is centered on enhancing operational efficiency and fostering long-term success in an ever-evolving business landscape.

RISKS AND CONCERNS

The Company faces risks related to operations, credit, collateral, and liquidity. These are mitigated through strong internal controls, prudent lending practices, conservative loan-to-value ratios, and diversified long-term funding. However, external factors such as economic shifts or regulatory changes may still pose challenges, requiring ongoing monitoring and adaptability.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a robust internal control system designed to safeguard assets, ensure accurate financial reporting, and maintain operational integrity. These controls are supported by regular internal audits, management reviews, and well-documented policies. Significant focus is placed on process inspection, risk monitoring, and fraud prevention, with substantial investments made in systems aligned with regulatory and operational requirements.

HUMAN CAPITAL

Human resources play a vital role in the growth and success of the Company. We believe that our employees are our most valuable asset, and we are committed to fostering a work environment that encourages learning, innovation, and collaboration. The Company focuses on attracting, retaining, and nurturing talent through continuous training, performance-driven culture, and employee engagement initiatives. We emphasize professional development and ensure that our workforce is aligned with the Company's goals and values, enabling us to respond effectively to dynamic business needs.

DISCLOSURES

Listed entities are required to maintain transparency and ensure timely, accurate, and adequate disclosures to protect investor interests and uphold market integrity. These disclosures include financial results, shareholding patterns, related party transactions, material events under Regulation 30 of SEBI (LODR) Regulations, 2015. The Company ensures full compliance with all applicable disclosure requirements mandated by SEBI, stock exchanges, and other regulatory bodies. Timely and fair disclosures are made through appropriate channels to maintain investor confidence and support informed decision-making.

CAUTIONERY STATEMENT

This Management Discussion and Analysis may contain forward-looking statements based on current expectations and assumptions. Actual results may differ materially due to various factors, including economic conditions, regulatory changes, market developments, and other uncertainties. Readers are advised to refer to the financial statements and accompanying notes for a comprehensive understanding.

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Rich Universe Network Limited,
7/125 (C-2), IInd Floor, Swaroop Nagar, Kanpur.
Report on the Audit of the Standalone Financial Statements.

Opinion

We have audited the accompanying standalone financial statements of **Rich Universe Network Limited** ("the Company"), which comprise the Standalone Balance Sheet as at **March 31, 2025**, the Standalone Statement of Profit and Loss (including Other Comprehensive Income) , its Standalone Cash flow statement and the Statement of Changes in Equity for the year then ended and notes to financial statements, including a summary of significant accounting policies and other explanatory information ("herein after referred as financial statements") being prepared and submitted by company pursuant to the requirement of Regulation 33 of SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 ,as amended (the "Listing Regulation").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the with the Indian Accounting Standards as prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rule 2015, as amended (IND AS) and other accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2025 and its loss for the ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statement

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial

statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020, issued by the Central Government of India in terms of section 143(11) of the Act, we give in the **Annexure A**,

a statement on the matters specified in Para 3 and 4 of the said order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there are any material foreseeable losses.
 - iii. As explained, there has been no amount required to be transferred to the Investor Education and Protection Fund by the Company.
 - g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**
 - h) On the basis of the written representations received from the directors as on 31 March, 2025;
 - i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the Accounts, no funds have been advanced or loaned or invested (either From borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity (ies), Including foreign entities ("intermediaries"), with the understanding, Whether recorded in writing or otherwise, that the intermediary shall, Whether, directly or indirectly lend or invest in other persons or Entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries:

- ii) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity (ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provided any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- iii) Nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- iv) No dividend has been declared or paid during the year by the company.

For SRIVASTAVA S & CO.

Chartered Accountants

FRN: -015187C

(CA Swadesh Chandra Srivastava)

Partner

Membership No. 073915

Place: Kanpur

Date: 28.05.2025

UDIN: 25073915BMIGME6895

“Annexure A” to the Independent Auditor’s Report to the members of Rich Universe Network Limited on its standalone financial statements.

Report on the matters specified in paragraph 3 of the Companies (Auditor’s Report) Order, 2020 (“the Order”) issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 (“the Act”) as referred to in paragraph 3 of ‘Report on Other Legal and Regulatory Requirements’ section.

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i) (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment and relevant details of right-of use assets.
(B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The property, plant and equipment and right-of use assets have been physically verified by the management according to the programme of periodical verification in phased manner which, in our opinion, is reasonable having regard to the size of the company and the nature of its property, plant and equipment. The discrepancies, if any, noticed on such physical verification have been properly dealt with in the books of accounts.
- (c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the title deed of immovable properties are held in the name of the company.
- (d) The Company has not revalued its property, plant and equipment (including right-of use assets) and intangible assets during the year.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii) (a) According to the information and explanation given to us, inventory has been physically verified at reasonable intervals by the management. In our opinion, procedure of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business. Further, we have relied on the management for correct position of the inventory as per management representation letter.
- (b) According to the information and explanations given to us and based on our examinations of the records, in our opinion, the Company has not been sanctioned any

working capital limits on the basis of security of current assets of the Company during the year. Accordingly, the provisions of clause 3(ii) (b) of the Order are not applicable to the company.

- iii) According to the information and explanations given to us and based on our examinations of the records, in our opinion, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties during the year.
- iv) According to the information and explanations given to us and based on our examinations of the records, in our opinion, the Company has not granted any loans or provided any guarantee or security to the parties covered under section 185 and 186 of the Companies Act 2013.
- v) According to the information and explanations given to us, in our opinion, the Company has not accepted any deposits from the public within the meaning of section 73, 74, 75 and 76 of the Act read with the Companies (Acceptance & Deposit) Rules 2014 and other relevant provisions of the Act, to the extent notified. Accordingly, the provisions of clause 3(v) of the said order are not applicable to the Company.
- vi) According to the information and explanations maintenance of cost records under section 148(1) of the Act, prescribed by the Central Government are not applicable to the company.
- vii) In respect of statutory dues:
 - a) According to the records of the company and information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, employees state insurance (ESI), Income-tax, Tax deducted at sources, Tax collected at source, Sales Tax, value added tax (VAT), Goods and Service Tax (GST), Custom Duty, Excise Duty, Cess and any other statutory dues applicable to it, with the appropriate authorities.
 - b) According to the information and explanations given to us, there are some outstanding statutory dues that have not been deposited on account of any dispute which are:

Nature of dues / Payments	Amount due (Rs. In Lacs)	Period of which the amount Relates	Forum where amount is pending
Income Tax	0.49	A.Y.1993-94	High Court*
Income Tax	0.64	A.Y.1994-95	-do-*

Income Tax	2.45	A.Y.1995-96	-do-*
Income Tax	67.88	A.Y.1999-00	-do-*
Income Tax	114.99	A.Y.2000-01	-do-*
Income Tax	41.55	A.Y.2001-02	-do-*
Income Tax	216.59	A.Y.2002-03	-do-*
Amount Paid (I. Tax)	27.72	EARLIER YEARS	I.T. DEPT.
SEBI	12.50	EARLIER YEARS	SEBI
Service Tax	3.20	A.Y. 2011-12	S.TAX DEPT.

- viii) According to the information and explanations given to us, Company has not or disclosed any transaction, previously unrecorded in the books of accounts, in the tax assessments under the Income Tax Act, 1961, as income during the year. Accordingly, the provisions of clause 3(viii) of the Order are not applicable to the company.
- ix) (a) According to the information and explanations given to us and as per the books and records examined by us, in our opinion, the Company has not availed fund based working capital facilities from any banks, financial institutions and lenders. Accordingly, the provisions of clause 3(ix)(a) of the Order are not applicable to the company.
- (b) According to the information and explanations given to us and the records of the Company examined by us including representation received from the management, the Company has not been declared willful defaulter by any bank, financial institution or other lenders or government or any government authority.
- (c) The Company has not availed any Term loans from any banks and financial institution during the year and the said loan was applied for the purpose for which it was obtained.
- (d) On overall examination of the financial statement of the Company, prima facie, funds raised on short term basis have not been used for long term purposes by the Company.
- (e) According to the information and explanations given to us and as per the books and records examined by us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary company.

- f) According to the information and explanations given to us and procedures performed by us, the company has not raised loans during the year on the pledge of securities held in its subsidiary company.
- x) (a) According to the information and explanations given to us and as per the books and records examined by us, the company has not raised money by way of further public offer (including debt instruments). Accordingly, the provisions of paragraph 3(x) (a) of the Order are not applicable to the company.
- (b) According to the information and explanations given to us and as per the books and records examined by us, the company has not made any preferential allotment or private placement of shares or convertible debentures during the year. Accordingly, the provisions of paragraph 3(x) (b) of the Order are not applicable to the company.
- xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or any fraud on the Company has been noticed or reported during the year. Accordingly, the provisions of paragraph 3(xi) (a) and (b) of the Order are not applicable to the company.
- (b) According to the information & explanations and representation made by the management, no whistle- bower complaints have been received during the year (and up to the date of the report) by the company.
- xii) In our opinion, the Company is not a Nidhi Company. Accordingly, the provisions of paragraph 3(xii) (a) to (c) of the Order are not applicable to the company.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by applicable accounting standards.
- xiv) The Company has no internal audit system commensurate with the size and nature of its business.
- xv) In our opinion, and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him and hence the provisions of paragraph 3 (xv) of the Order is not applicable to the Company.
- xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the provision of paragraph 3 (xvi) (a) to (c) of the Order is not applicable to the Company.

- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly provision of paragraph 3 (xvi) (d) of the Order is not applicable.
- xvii) In our opinion, and according to the information and explanations provided to us, The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors during the year. Accordingly, provisions of paragraph (xviii) of the Order are not applicable to the Company.
- xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, has come to our attention, which causes us to believe that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx) In our opinion, and according to the information and explanations given to us, compliance of CSR is not applicable to the company.
- xxi) There has been no adverse auditor remark or any qualifications in other group companies. Accordingly, provision of paragraph 3 (xxi) of the Order is not applicable.

For SRIVASTAVA S AND CO.

Chartered Accountants

FRN: - 015187C

(CA Swadesh Chandra Srivastava)

Partner

Membership No. 073915

Place: Kanpur

Date: 28.05.2025

UDIN: 25073915BMIGME6895

Annexure - 'B' to the Independent Auditor's Report

(The Annexure – 'B' referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March, 2025)

Report on the Internal Financial Control under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of Rich Universe Network Limited ("the Company") as of 31 March, 2025 in conjunction with our audit of the financial statements of the company for the year ended on that date.

Management's Responsibility for internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal

financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of un authorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with

reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2025, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For SRIVASTAVA S AND CO.

Chartered Accountants

FRN: - 015187C

(CA Swadesh Chandra Srivastava)

Partner

Membership No. 073915

Place: Kanpur

Date: 28.05.2025

UDIN: 25073915BMIGME6895

<p align="center"><u>RICH UNIVERSE NETWORK LIMITED</u> 7/125 (C-2), IInd Floor, Swaroop Nagar, Kanpur. CIN : L51100UP1990PLC012089 <u>Standalone Balance Sheet as at 31st March, 2025</u></p>			
	Notes	As at March 31, 2025	As at March 31, 2024
ASSETS			
1) Non Current Assets			
Property, Plant and Equipment	2	8,332	8,332
Investment Property		-	-
Goodwill		-	-
Financial Assets			
Investments	3	10,10,750	10,10,750
Trade Receivables		-	-
Loans	4	10,18,22,985	10,30,83,003
Other Financial Assets			
Non Current Tax Assets (Net)	5	54,750	54,750
Other Non - Current Assets	6	47,88,515	60,63,497
Total Non Current Assets		10,76,85,332	11,02,20,332
2) Current Assets			
Inventories	7	2,64,103	3,43,208
Financial Assets			
Investments		-	-
Trade Receivables	8	8,35,32,735	8,49,47,037
Cash and cash equivalents	9	2,79,209	3,90,432
Bank balances other than (iii) above		-	-
Loans		-	-
Current Tax Assets (Net)			
Other Current Assets	10	1,12,385	76,443
Total Current Assets		8,41,88,432	8,57,57,120
TOTAL ASSETS		19,18,73,764	19,59,77,452
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	7,25,28,000	7,25,28,000
Other equity	12	(16,02,159)	14,07,545
Total Equity		7,09,25,841	7,39,35,545
LIABILITIES			
Non current liabilities			
Financial liabilities			
Borrowings	13	1,55,90,000	1,50,90,000
Other financial liabilities		-	-
Provisions			
Deferred tax liabilities (net)		-	-
Other non-current liabilities	14	2,46,76,881	2,61,68,586
Total non-current liabilities		4,02,66,881	4,12,58,586
Financial liabilities			
Borrowings		-	-
Trade and other payables			
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	15	8,05,57,220	8,05,57,220
Other financial liabilities		-	-
Other Current liabilities	16	97,622	79,100
Provisions	17	26,200	1,47,000
Total Current liabilities		8,06,81,042	8,07,83,320
TOTAL EQUITY AND LIABILITIES		19,18,73,764	19,59,77,452
Contingent Liabilities	35		
<p>Summary of Significant Accounting Policies and other explanatory information.</p> <p>The notes on accounts form an integral part of the financial statements.</p> <p>Signed in terms of our audit report of even date.</p>			
		For & on behalf on the Board	
For Srivastava S & Co.		Shashwat Agarwal	Rajeev Agarwal
Chartered Accountants		M.D.	Whole Time Director
FRN-015187C		DIN:00122799	DIN: 00122877
CA SWADESH CHANDRA SRIVASTAVA			
PARTNER			
Membership No.: 073915			
UDIN: 25073915BMIGME6895		Zubair Ahmad	Astha Chaturvedi
Place : KANPUR		C.F.O.	Company Secretary
Dated: 28.05.2025			

<p style="text-align: center;"><u>RICH UNIVERSE NETWORK LIMITED</u> 7/125 (C-2), IInd Floor, Swaroop Nagar, Kanpur. CIN : L51100UP1990PLC012089 <u>Standalone Statement of Profit & Loss for the year ended 31st of March,2025</u></p>			
PARTICULARS	Note No.	For the year ended 31st March,2025	For the Year ended 31st March,2024
Revenue From Operations	19	-	-
Other Income	20	2,51,256.00	15,06,326.00
Total Income (A)		2,51,256.00	15,06,326.00
Expenses			
(c) Purchase of Stock-in-Trade	21	-	-
(d) Changes in Inventories of Stock-in-trade	22	79,104.71	(59,417.46)
(e) Employee Benefit Expenses	23	17,73,000.00	17,73,000.00
(f) Depreciation, amortisation and impairment		-	-
(g) Other Expenses	24	13,31,229.63	6,71,510.89
Total Expenses (B)		31,83,334.34	23,85,093.43
Profit / (Loss) Before Exceptional Items and Tax (A-B)		(29,32,078)	(8,78,767)
Exceptional Items (C)		-	-
(Loss)/Profit Before Tax (D)		(29,32,078)	(8,78,767)
Tax Expense			
(1) Current Tax		-	-
(2) Deferred Tax		-	-
(3) MAT Credit Entitlement		-	-
Total Tax Expenses (E)		-	-
(Loss)/Profit For the Year (D-E)		(29,32,078)	(8,78,767)
Other Comprehensive Income			
(1) Items that will not be reclassified to profit or loss (net of tax)		-	-
(1) Items that will be reclassified to profit or loss (net of tax)		-	-
Total Comprehensive Income for the year		(29,32,078)	(8,78,767)
Basic Earnings Per Share - (₹)	25	(0.40)	(0.12)
Diluted Earnings Per Share - (₹)		(0.40)	(0.12)
Signed in terms of our audit report of even date.			
For Srivastava S & Co. Chartered Accountants FRN-015187C		For & on behalf on the Board	
CA SWADESH CHANDRA SRIVASTAVA PARTNER Membership No.: 073915		Shashwat Agarwal M.D. DIN:00122799	Rajeev Agarwal Whole Time Director DIN: 00122877
UDIN: 25073915BMIGME6895 Place : KANPUR Dated: 28.05.2025		Zubair Ahmad C.F.O.	Astha Chaturvedi Company Secretary

RICH UNIVERSE NETWORK LIMITED**7/125 (C-2), IInd Floor, Swaroop Nagar, Kanpur.****CIN : L51100UP1990PLC012089****Cash Flow Statement for the Year Ended 31st March , 2025**

	Particulars	Year Ended 31.03.2025	Year Ended 31.03.2024
A:	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit Before Taxes	(29,32,078)	(8,78,767)
	Adjusted for Non Cash Items		
	Income Tax Adjustment	(77,625)	-
	Depreciation	-	-
	Interest & Finance Charges	-	-
	Interest income	-	-
	Operating Profit Before Working Capital Change	(30,09,703)	(8,78,767)
	Change in Working Capital		
	Change in Inventories	79,105	(59,417)
	Change in Trade and other Receivable	39,13,360	12,10,471
	Change in Trade and other Payable	(1,02,278)	(6,89,195)
	Cash Generated From Operations	8,80,484	(4,16,908)
	Income Tax (Paid) / Refund	-	-
	Net Cash Flow from Operating Activities	8,80,484	(4,16,908)
B:	CASH FLOW FROM INVESTING ACTIVITIES		
	Interest income	-	-
	Purchase of property, plant & equipments	-	-
	Increase / (Decrease) in Investments	-	-
	Net Cash Flow from Investing Activities	-	-
C:	CASH FLOW FROM FINANCING ACTIVITIES		
	Increase/(Decrease) in Unsecured Loans	(9,91,705)	1,20,000
	Increase/(Decrease) in Bank Borrowings	-	-
	Interest Paid	-	-
	Net Cash Flow from Financing Activities	(9,91,707)	1,20,000
	INCREASE IN CASH AND CASH EQUIVALENTS	(1,11,223)	(2,96,909)
	Opening Cash & Cash Equivalents	3,90,432	6,87,341
	Closing Cash & Cash Equivalents	2,79,209	3,90,432

For Srivastava S & Co
Chartered Accountants
Firm Reg. No : 015187C

CA Swadesh Chandra Srivastava
(Partner)
Membership No. :

Place: Kanpur
Date: 28.05.2025
UDIN: 25073915BMIGME6895

For & on behalf on the Board

Shashwat Agarwal
M.D.
DIN:00122799

Rajeev Agarwal
Whole Time Director
DIN: 00122877

Zubair Ahmad
C.F.O.

Astha Chaturvedi
Company Secretary

RICH UNIVERSE NETWORK LIMITED

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

CIN : L51100UP1990PLC012089

Standalone Statement of Changes in Equity for the year ended 31st of March,2025**(A) Equity Share Capital**

Particulars	As at 31st March, 2025	As at 31st March, 2024
Balance at the beginning of the year	7,25,28,000.00	7,25,28,000.00
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	-	-
Changes in equity share capital during the current year	-	-
Balance at end of the year	7,25,28,000.00	7,25,28,000.00

(B) Other Equity**Reserves and Surplus**

Particulars	Capital Reserve	Securities Premium Reserve	Retained Earnings	Total
			Surplus as per Statement of Profit and Loss	
Balance on 1st April 2023	-	-	22,86,312.54	22,86,312.54
Add : Total Comprehensive Income	-	-	(8,78,767.43)	(8,78,767.43)
Excess Provision written back			-	-
Adjustment for previous years*			-	-
Less:Appropriation and Allocation			-	-
Transfer to Special Reserve	-	-	-	-
Balance on 31st March 2024			14,07,545.11	14,07,545.11
Balance on 1st April 2024			14,07,545.11	14,07,545.11
Add : Total Comprehensive Income			(29,32,079.34)	(29,32,079.34)
Excess Provision written back			-	-
Adjustment for previous years*			-	-
Less:Appropriation and Allocation			-	-
Transfer to Special Reserve			-	-
Balance on 31st March 2025			(15,24,534.23)	(15,24,534.23)

*As per Ind AS 8, subject to paragraph 43, entity has corrected the material prior period error in FY 2022-2023 related to MAT credit by restating the opening balances of the equity for the earliest prior period which was not booked in the earlier years.

M/S RICH UNIVERSE NETWORK LTD.
(AS ON 31ST MARCH, 2025)

1(A) BACKGROUND:

Rich Universe Network Limited (CIN: L65921UP1990PLC012089) is a leading financial organization with a clear goal to help corporates perceive their business objectives and achieve their targets. Corporates can trust us to make their statement mark in this fast growing one billion plus populous country where young and enormous middleclass people make the nation a great economic power.

1 (B) SIGNIFICANT ACCOUNT POLICIES:

1 Basis of preparation and presentation

i. Statement of Compliance with Ind AS:

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and relevant amendment rules thereafter and accounting principles generally accepted in India. These financial statements have been prepared on going concern basis using the significant accounting policies and measurement bases summarized below. Accounting Policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policy hitherto in use. In those cases, the new accounting policy is adopted in accordance with the transitional provisions stipulated in that Ind AS and in absence of such specific transitional provision; the same is adopted retrospectively for all the periods presented in these financial statements.

ii) Basis of preparation of the financial statements:

The financial statements have been prepared on the historical cost basis except for certain financial assets and liabilities (refer accounting policy regarding financial instruments). The methods used to measure fair values are discussed further in notes to financial statements.

iii) Functional and presentation currency:

These financial statements are presented in Indian rupees (INR), which is company's functional currency. All amounts have been rounded off to nearest lacs unless otherwise indicated.

iv) Operating Cycle:

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013 based on the nature of services rendered and time between the acquisition of asset for providing services and their realization in cash and cash equivalents.

v) Current versus non-current classification:

The company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it satisfies any of the following criteria:

- Expected to be realized or intended to be sold or consumed within normal operating cycle.
- Held primarily for the purpose of trading.
- Expected to be realized within twelve months after the reporting date, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle liability for at least twelve months after the reporting date. A liability is treated as current when it satisfies any of the following criteria:
 - Expected to be settled in the company's normal operating cycle;
 - Held primarily for the purpose of trading;
 - Due to be settled within twelve months after the reporting date; or

- The Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.
- Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments does not affect its classification. Current liabilities include the current portion of non-current financial liabilities. All other liabilities are classified as non-current. The Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

vi. Use of Estimates and Management Judgements:

The preparation of financial statements in conformity with Indian Accounting Standards (Ind AS) requires management of the company to make judgements, estimates and assumptions that affect the reported amount of revenues, expenses, assets, liabilities and related disclosures concerning the items involved as well as contingent assets and liabilities at the balance sheet date. The estimates and management's judgements are based on previous experience and other factors considered reasonable and prudent in the circumstances. Actual results may differ from these estimates.

vii. Property, Plant & Equipment & Capital work in Progress:

Recognition and measurement Property, plant and equipment are tangible items that are held for use in the production or supply for goods and services, rental to others or for administrative purposes and are expected to be used for more than one period. The cost of an item of property, plant and equipment is being recognized as an asset if and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The PPE has been stated at cost less accumulated depreciation. Intangible assets are recognized when it is probable that the future benefits that are attributable to the assets will flow to the Company and the cost of the assets can be measured reliably. Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Depreciation has been provided on WDV Basis Method.

viii. Inventories:

The inventories of shares & securities have been valued at lower of cost price or market value as at 31st March, 2025.

ix. Revenue recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

- **Interest**

Income Interest income from a financial asset is recognized when it is probable that the economic benefit will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

- **Dividend Income**

Dividend income is recognized when the Company's right to receive the dividend is established, it is probable that the economic benefits associated with the dividend

will flow to the entity and the amount of the dividend can be measured reliably i.e. in case of interim dividend, on the date of declaration by the Board of Directors; whereas in case of final dividend, on the date of approval by the shareholders.

x. Expenses:

All expenses are accounted for on accrual basis.

xi. Financial Instruments

Financial Asset Classification The company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and contractual cash flow characteristics of the financial asset.

Initial Recognition and Measurement: All financial assets are recognized initially at fair value, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. The financial assets include equity and debt securities, trade and other receivables, loans and advances, cash and bank balances and derivative financial instruments.

Equity Investments: All the investments have been valued at deemed cost. (Note No. 3 to the financial statements)

Loans: Loans have been carried at amortized cost. (Note No. 8 to the financial statements).

xii. Financial liabilities: Classification Debt and equity instruments issued by the company are classified as either financial liabilities or as equity in accordance with the substance of the contractual agreements and the definitions of financial liability and equity instrument.

Initial recognition and measurement: The company recognizes financial liability when it becomes a party to the contractual provision of the instrument. All financial liabilities are recognized initially at fair value, for financial liability not subsequently measured at FVTPL, at transaction costs that are directly attributable to the issue of financial liability.

Loans: Other loans classified under financial liability have been carried at amortized cost. (Note no. 13 to the financial statements).

xiii. Others:

a. Loans and advances are stated net of provisions for non-performing advances. Balances of various parties are subject to confirmations.

b. The company has not entered into any lease agreement, therefore, provisions of Indian Accounting Standard-116 on 'Leases' are not applicable.

c. To the extent information available, there were no outstanding dues towards small scale or ancillary undertaking as on 31.03.2025.

d. During the year under consideration no borrowing cost has capitalized by the company in accordance with the Indian Accounting Standard 23. 'Borrowing Costs' issued by the Institute of Chartered Accountants of India.

e. The advance received or given is without any stipulation of board of directors regarding them in nature and period for which they are given or received.

xiv. Taxes: Provision for tax on income for the year (i.e. Current tax) is made after considering the various Deductions/relieves admissible under the Income Tax Act 1961 as per the normal provisions of the act. Deferred tax assets are recognized as per the conservative approach.

xv. Provisions: Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement. Provisions are not recognized for future operating losses If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. As mentioned in the notes to account no. 36, the management has stated an amount of Rs. 556.43 lakhs as contingent liability.

Contingent asset is not recognized but disclosed, when possible, asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

For & on behalf on the Board

For Srivastava S & Co.

Chartered Accountants

FRN-015187C

CA SWADESH CHANDRA SRIVASTAVA

PARTNER

Membership No.: 073915

Place : KANPUR

Dated: 28.05.2025

Shashwat Agarwal

M.D.

DIN:00122799

Rajeev Agarwal

Whole Time Director

DIN: 00122877

Zubair Ahmad

C.F.O.

Astha Chaturvedi

Company Secretary

Note: 2 Property, Plant and Equipment

Particulars	Plant and Equipment	Office Equipment	Furniture and Fixtures
Gross Block	60,189.73	1,71,565.02	1,58,755.78
As on 1st April,2024			
Addition During the Year	-	-	-
Deletion During the Year	-	-	-
As on 31st March,2025	60,189.73	1,71,565.02	1,58,755.78
Accumulated Depreciation			
As on 1st April,2024	58,964.47	1,66,853.21	1,56,360.50
Addition During the Year	-	-	-
Deletion During the Year	-	-	-
As on 31st March,2025	58,964.47	1,66,853.21	1,56,360.50
Net Block As on 31st March,2025	1,225.26	4,711.81	2,395.28

Note: 3 Investments

Particulars	As at 31st March, 2025	As at 31st March, 2024
(i) Investment in Equity Instruments (Unquoted)		
J.V.L.	10,750.00	10,750.00
NEW E-WORLD SERVICES LTD.	10,00,000.00	10,00,000.00
Total	10,10,750.00	10,10,750.00

* The above investments have been valued at deemed cost.

Note: 4 Loans

Particulars	As at 31st March, 2025	As at 31st March, 2024
Loans Receivable-Others (carried at amortised cost)		
Considered Good - Secured	-	-
Considered Good - Unsecured	10,18,22,985	10,30,83,003
Loans Receivable which have significant increase in credit risk	-	-
Loans Receivable - Credit Impaired	-	-
Total	10,18,22,985	10,30,83,003

Note: 5 Deferred Tax

Particulars	As at 31st March, 2025	As at 31st March, 2024
Deferred Tax		
i) On account of differences in written down value of Property, Plant & Equipment	54,750	54,750
ii) On account of timing difference of expenses which are allowable under Income Tax laws in subsequent years	-	-
Total	54,750	54,750

Note : 6 Other Non-Current Assets

Particulars	As at 31st March, 2025	As at 31st March, 2024
Security Deposit (Rent)	2,65,341	7,00,341
Security Deposit (Kavita Agarwal)	15,000	1,35,000
Income Tax (Under Appeal)	29,37,844	29,37,844
SEBI (Under Protest)	12,50,000	12,50,000
SERVICE TAX (Under Protest)	3,20,330	3,20,330
MAT Credit Entitlement	-	7,19,982
Total	47,88,515	60,63,497

Note : 7 Inventories

Particulars	As at 31st March, 2025	As at 31st March, 2024
Stock - in Trade*	2,64,103	3,43,208
Total	2,64,103	3,43,208

*As certified by the management

Note : 8 Trade Receivables

Particulars	As at 31st March, 2025	As at 31st March, 2024
Considered Good - Secured	-	-
Considered Good - Unsecured		
1 HORIZON PORTFOLIO LTD	-	-
2 New E-World Services Ltd.	8,12,25,700	8,14,25,700
3 Saurav Misra Enterprises Pvt. Ltd.	-	-
4 P.S. Enterprises	22,17,136	35,17,136
5 RS Wealth Management P. L.	89,899	4,201
Trade Receivable which have significant increase in credit risk	-	-
Trade Receivables – Credit Impaired	-	-
Total Trade Receivable	8,35,32,735	8,49,47,037

Trade Receivables ageing Schedule:					
Particulars	Outstanding for Following periods from due date of payment				
	Less Than 6 months	6 months- 1 year	1-2 Years	2-3 Years	More Than 3 Years
(i) Undisputed Trade Receivables- Considered good	89,899	-	22,17,136	-	8,12,25, 700
(ii) Undisputed Trade Receivables- Which Have Significant increase in credit risk		-	-	-	-
(iii) Undisputed Trade Receivables- Credit impaired	-	-	-	-	-
(iv) Disputed Trade Receivables- Considered good	-	-	-	-	-
(v) Disputed Trade Receivables- Which Have Significant increase in credit risk	-	-	-	-	-
(vi) Disputed	-	-	-	-	-

Note: 9 Cash and Cash Equivalent

Particulars	As at 31st March, 2025	As at 31st March, 2024
Cash in Hand	2,79,190.67	3,90,413.67
<u>Balances with Bank</u>	-	-
In Current Accounts		
Yes Bank Limited	18.25	18.25
Total	2,79,208.92	3,90,431.92

Note: 10 Other Current Assets

Particulars	As at 31st March, 2025	As at 31st March, 2024
Balance with Revenue Authorities:		
TDS Receivable A.Y 2024-2025	-	75,000
GST Receivable	1,12,385	1,443
Total	1,12,385	76,443

Note: 11 Share Capital

Particulars	As at 31st March, 2025	As at 31st March, 2024
AUTHORISED 4,00,00,000 Equity Shares of Rs.10/- each	40,00,00,000.00	40,00,00,000.00
ISSUED, SUBSCRIBED AND PAID UP 72,52,800 Equity Shares of Rs.10/- each fully paid up	7,25,28,000.00	7,25,28,000.00

1. Reconciliation of number of shares outstanding at the beginning and end of the year

Particulars	As at 31st March, 2025	As at 31st March, 2024
No. of Shares at beginning of the year	72,52,800	72,52,800
Allotment of fully paid up shares during the year	-	-
No. of Shares at end of the year	72,52,800	72,52,800

2. Rights, preference, repay ability and restriction, if any, on equity share

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each Shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

3. Equity Shares in the Company held by each shareholder holding more than 5 per cent shares and the number of equity shares held are as under-

Name of the Shareholders	As at 31st March, 2025		As at 31st March, 2024	
	Number of Shares	% of Holding	Number of Shares	% of Holding
Kavita Agarwal	10,46,872	14.43	10,46,872.00	14.43

4. Details of Equity Shares held by Promoters in the are company as under:

S. No	Name	No. of Shares	% of total shares	% Change during the year
1	Kavita Agarwal	10,46,872	14.43	-
2	Rajeev Agarwal	14,878	0.21	-
	Total	10,61,750.00	14.64	-

Note: 12 Other Equity

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a)Securities Premium		
Opening Balance	-	-
Addition	-	-
Closing Balance	-	-
(b) Surplus/(Deficit) in Statement of Profit and loss		
Opening Balance	14,07,545	22,86,313
Addition:		
Profit for the year	(29,32,079)	(8,78,767)
Excess Provision Written Back	-	-
Adjustment for previous years*	(77,625)	-
Less : Appropriation and Allocations		
Transfer to Special Reserve	-	-
Interest on Income Tax	-	-
Interest on TDS	-	-
Closing Balance	(16,02,159)	14,07,545

Note : 13 Long Term Borrowings

Particulars	As at 31st March, 2025	As at 31st March, 2024
Loans From Related Parties	-	-
Other Loans (As per Annexure) (carried at amortised cost)	1,55,90,000	1,50,90,000
	1,55,90,000	1,50,90,000

Note: 14 Other Non-Current Liabilities

Particulars	As at 31st March, 2025	As at 31st March, 2024
Other Payables	-	5,21,117
Rent Payable	-	1,20,000
Indian Bank Limited	2,46,76,881	2,55,27,469
	2,46,76,881	2,61,68,586

Note : 15 Trade Payables

Particulars	As at 31st March, 2025	As at 31st March, 2024
(I) Total Outstanding dues of MSME		
(II) Outstanding dues of creditors other than MSME		
Basos Infra Globe Ltd.	1,18,34,770	1,18,34,770
Bansal Suppliers Pvt. Ltd.	6,86,68,396	6,86,68,396
Sky Line Financial Services Ltd.	54,054	54,054
Total Outstanding dues of creditors other than MSME	8,05,57,220	8,05,57,220

Trade Payables ageing Schedule:					
Particulars	Outstanding for Following periods from due date of payment				
	Less Than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	Total
(i) MSME	-	-	-	-	-
(ii) Others	-	6,86,68,396	-	1,18,88,824	8,05,57,220
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-

Note: 16 Other Current Liabilities

Particulars	As at 31st March, 2025	As at 31st March, 2024
Certification Fees Payable	15,222	1,200
Salary Payable	17,000	-
Statutory Dues Payable:		
TDS Payable	65,400	77,900
GST Payable	-	-
Total	97,622	79,100

Note: 17 Provisions

Particulars	As at 31st March, 2025	As at 31st March, 2024
Provision for Tax	-	-
Audit Fees Payable	26,200	27,000
Provision for Rent	-	1,20,000
Total	26,200	1,47,000

Note: 18 Current Tax Liabilities (net)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Current Tax Liabilities	-	-
Total	-	-

Note : 19 Revenue from Operations

Particulars	For the year ended 31st March,2025	For the Year ended 31st March,2024
Equity Shares	-	-
Sale of Products	-	-
Total	-	-

Note: 20 Other Income

Particulars	For the year ended 31st March,2025	For the Year ended 31st March,2024
Sales of Shares	1,18,131	-
Interest on Income Tax Refund	2,625	6,326
Commission Income	-	15,00,000
Balance W/off	1,30,500	-
Total	2,51,256	15,06,326

Note : 21 Purchase of Stock-in-trade

Particulars	For the year ended 31st March,2025	For the Year ended 31st March,2024
Equity Shares	-	-
Purchase of Goods	-	-
Total	-	-

Note: 22 Changes in Inventory of Stock-in-trade

Particulars	For the year ended 31st March,2025	For the Year ended 31st March,2024
Opening Stock-in-trade		
Equity Shares	3,43,208	2,83,790
Closing Stock-in-trade		
Equity Shares	2,64,103	3,43,208
	79,104.71	(59,417.46)

Note: 23 Employee Benefit Expenses

Particulars	For the year ended 31st March,2025	For the Year ended 31st March,2024
Salary, Bonus & Allowances		
-Employees	3,48,000.00	3,48,000.00
Director's Remuneration	14,25,000.00	14,25,000.00
Total	17,73,000.00	17,73,000.00

Note : 24 Other Expenses

Particulars	For the year ended 31st March,2025	For the Year ended 31st March,2024
Audit Fees	30,000	30,000
Certification Fees for Quarterly Results	8,000	8,000
Advertisement Expenses	39,222	37,058
AGM Expenses	5,280	4,960
Bank Charges	866	701
Depository Daily option expenses	5,18,396	-
Depository Service Charges	79,930	60,000
E- Voting Charges	-	5,455
ROC Fees	4,200	4,200
Generator Expenses	4,651	5,222
Demat Charges	2,960	5,335
Interest	13,650	1,134
Misc. Exp	855	1,320
Electricity Expenses	29,447	24,263
Office Expenses	5,162	843
Postage and Telegram	-	1,849
Printing and stationery	1,860	2,025
Listing Fees	3,25,000	3,25,000
Rent	1,20,000	1,20,000
Telephone & Internet Expenses	6,751	4,723
Share Transfer & Registration Charges	1,17,500	6,180
Software Updation & Maintenance Charges	16,250	22,187
Computer Expenses	1,250	1,056
Total	13,31,229.63	6,71,510.89

Note: 25 Disclosure as required by INDIAN ACCOUNTING STANDARD (IND AD) 33 EARNING PER SHARE

Particulars	For the year ended 31st March,2025	For the Year ended 31st March,2024
EPS is calculated as follows		
Weighted- Average no. of Equity Shares for calculating Basic EPS <u>(A)</u>	72,52,800	72,52,800
Add : Dilutive Impact of Potential Ordinary Shares		-
Weighted- Average no. of Equity Shares for calculating Diluted EPS <u>(B)</u>	72,52,800	72,52,800
Nominal Value of shares (₹)	10.00	10.00
(Loss)/Profit Attributable to Equity Shareholders <u>(C)</u>	(29,32,078)	(8,78,767)
Basic EPS <u>(C/A)</u>	(0.40)	(0.12)
Diluted EPS <u>(C/B)</u>	(0.40)	(0.12)

Note: 26 Payment to Auditor

Particulars	For the year ended 31st March,2025	For the Year ended 31st March,2024
Audit Fees	30,000	30,000
Total	30,000	30,000

Note:27- Salary to Directors & KMP

Particulars	For the year ended 31st March,2025	For the Year ended 31st March,2024
Shashwat Agarwal, CMD	11,25,000	11,25,000
Rajeev Agarwal, Director	3,00,000	3,00,000
Astha Chaturvedi- Company Secretary	1,44,000	1,44,000
Zubair Ahmad, CFO	2,04,000	2,04,000
	17,73,000	17,73,000

28. Title deeds of Immovable Property not held in name of the company: This clause is not applicable to the company.

29. There is no Capital-work-in progress in the company.

30. Intangible assets under development: This clause is not applicable to the company.

31. Details of Benami Property held: No proceedings have been initiated or pending against the company for holding any Benami Property under the Benami Transactions (Prohibition) Act, 1988 and the rules made there under.

32. Wilful defaulter: This clause is not applicable to the company.

33. Relationship with Struck off Companies: The Company does not have any transactions with companies Struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

34. Registration of charges or satisfaction with Registrar of Companies: There are no such charges applicable to the Company.

35. Compliance with number of layers of companies: There are no violations by the Company in respect of number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

36. Compliance with approved Scheme(s) of Arrangements: This clause is not applicable to the company.

37. Contingent Liability: Company has disputed demand before Income Tax Department, SEBI & Service Tax Department which are pending before appropriate forum against the assessment order. Said detail is disclosed in Para (vii) (b) of CARO, 2020 report annexed to Auditor's report. CIT(A) vide its order dated 20.12.2024 has resorted all the income tax assessment order for assessment years 2010-11 to 2016-17 to assessing officer for fresh examination of company income tax cases.

38. The amount of income tax refunds are subject to reconciliation by the management.

39. Ratios:

	F.Y.24-25	F.Y. 23-24
(a) Current Ratio	1.043	1.062
(b) Debt- Equity Ratio	0.220	0.204
(c) Debt Service Coverage Ratio	N.A.	N.A.
(d) Return on equity ratio	-4.0%	-1.19%
(e) Inventory Turnover Ratio	0.83	4.68
(f) Net Capital Turnover Ratio	7.16%	30.29%
(g) Net Profit ratio	(11.67)	(0.58)
(h) Return on Capital Employed	(0.04)	(0.01)