

NOTICE OF THE BOARD MEETING

The Board of Directors,
Rithwik Facility Management Services Limited
RR Tower III, Thiru-Vi-Ka Industrial Estate,
Guindy, Chennai -600 032

Subject:-Notice of Board Meeting to be held on 21/08/2020.

Dear Sirs,

Notice is hereby given that the next meeting of the Board of Directors of **Rithwik Facility Management Services Limited** will be held on Friday the 21st August 2020 at 12:00 P.M at Registered Office of the Company RR Tower III, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai -600 032, to transact the business listed in the agenda attached with this notice.

We would like to inform you that, you may attend the Board Meeting through Video Conference.

The mode of participation may please be confirmed to the undersigned (Mobile No. 9841640309, Email id: info@rithwik.co.in). In the absence of your confirmation, it shall be presumed that you will be attending the Board Meeting physically and not through Video Conference. The conference Id and password will be mailed to you separately.

Kindly make it convenient to attend the meeting.

Yours Truly,

For **RITHWIK FACILITY MANAGEMENT SERVICES LIMITED**



(S Jayapandi)

Company Secretary

M.No.A21909

Date: 14/08/2020



AGENDA OF THE BOARD MEETING

AGENDA FOR THE BOARD MEETING OF RITHWIK FACILITY MANAGEMENT SERVICES LIMITED TO BE HELD ON 21ST AUGUST, 2020.

AGENDA ITEMS /MATTERS TO BE DISCUSSED AT THE MEETING	
S.No	Items /Matters
1	To grant leave of absence, if any
2	To confirm the minutes of last Board Meeting
3	Approval of Draft Notice and date of convening the Annual General Meeting
4	Approval of Draft Directors' Report for the Financial Year 2019-20
5	Approval for the re- appointment of Statutory Auditors
6	Appointment of Secretarial Auditor
7	Appointment of Internal Auditor
8	Book Closure date
9	Appointment of CDSL for conducting E-voting for the 10 th AGM
10	Any other matter with the permission of the Chair
11	Vote of Thanks



Item No:-1 To grant leave of absence, if any

The Board is required to grant leave of absence, if any, to the Director(s) who will not be available to attend the meeting. The Directors may apply for Leave of Absence in the prescribed format of the Company.

Item No:-2 Confirmation of Minutes of Meeting of Board of Directors

The minutes of the previous meeting of Board of Directors held on 20th January, 2020 is to be read, confirmed and signed by the Chairman of the meeting.

Item No:- 3 Approval of Notice and date of convening the Annual General Meeting

The Board may authorise to call and hold the forthcoming 10th Annual General Meeting will be held through Video Conferencing, on Friday the 25th September 2020 at 11.00 a.m in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020 and 17/2020 dated 5th May, 2020, 8th April, 2020 and 13th April, 2020. The Board may also approve of the draft notice as circulated to the Board containing the ordinary business considered at the Annual General Meeting and authorise the Company Secretary to forward the same to the members along with other documents and take all necessary actions in connection with the Annual General Meeting and matters relating thereto.

Draft Resolution:

"RESOLVED THAT pursuant to the provisions of Section 96 of the Companies Act, 2013 read with MCA General Circulars, the 10th Annual General Meeting of the Company be held through Video Conferencing, on Friday the 25th September 2020 at 11.00 a.m, to transact the business as given in the draft notice issued for the same as per the Companies Act, 2013."

"RESOLVED FURTHER THAT Mr.Rithwik Rajshekar Raman Chairman of the Company be and is hereby authorized to sign and issue notice to the members of the Company and to do all other necessary acts for convening of the 10th Annual General Meeting of the Company."

Item No:-4 Approval of Draft Directors' Report for the Financial Year 2019-20

The Board shall approve the draft Directors Report of the Company for the Financial Year ending 31st March 2020. The same shall be forwarded to the shareholders along with Annual Report.

Draft Resolution:

"RESOLVED THAT the draft of the Directors' Report for the year ended 31st March, 2020 as submitted before the meeting, duly initialed by the Chairman of the Meeting for the purpose of identification, be and is hereby considered and approved by the Board and that the same be signed on behalf of the Board of Directors of the Company by Mr.Rithwik Rajshekar Raman, Managing Director and Mr.V Niranjan Rao, Whole -Time Director".



“RESOLVED FURTHER THAT pursuant to provisions stipulated under sub section 3 of Section 179 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, Mr.Rithwik Rajshekar Raman, Managing Director and Mr.V Niranjan Rao, Whole - Time Director of the Company be & is hereby authorized severally to file the resolution with the Registrar of Companies along with requisite e-Form.”

Item No:-5 Approval for the re- appointment of Statutory Auditors

The Chairman apprised the Board and the Statutory Auditors to be appointed, as per the recommendation of the Audit Committee and subject to the approval of the members in the forthcoming Annual General Meeting for auditing the Annual Accounts of the Company for Financial Year 2019-20. A letter of consent and certificate of eligibility is received from the auditors regarding a reappointment was also placed for identification and initialed the same for identification purpose.

Draft Resolution:

RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, Kalyanasundaram & Associates., Chartered Accountants, (FRN No.0054555), retiring auditor of the Company be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, subject to ratification of the appointment by the Members of the Company at every Annual General Meeting as per the provisions of the Companies Act, 2013, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT Mr.Rithwik Rajshekar Raman, Managing Director and Mr.V Niranjan Rao, Whole -Time Director of the Company be & is hereby authorized severally to file the resolution with the Registrar of Companies along with requisite e-Form.”

Item No:-6 Appointment of Secretarial Auditor

The Chairman proposes to appoint Mr. S Vasudevan, Practicing Company Secretary, as the Secretarial Auditor of the Company for the financial year ended 2019-20 and as per the recommendation of the Audit Committee, the Board to consider and approve the appointment of Mr.S Vasudevan, Practicing Company Secretary, as the Secretarial Auditor to conduct the Secretarial Audit of the Company for the financial year ended 2019-20.

Draft resolution:

“RESOLVED THAT pursuant to the provision of Section 204(1) of the Companies Act 2013 rule 9 of the companies (Appointment and Remuneration personnel) Rules 2014 and other applicable provisions if any of the Companies Act 2013, Consent of the Board be and is hereby given for appointment of Mr. S Vasudevan, Practicing Company Secretary to be appointed as



Secretarial Auditor of the Company and Directors of the Company be and are hereby authorized to fix the remuneration with the consent of Audit Committee".

"RESOLVED FURTHER THAT the appointment letter has been placed before the Board and the same has been approved by the Board and the same has been signed by the Chairman of the Board for the purpose of appointment of Mr. S Vasudevan, Practicing Company Secretary as Secretarial Auditor of the Company",

"RESOLVED FURTHER THAT Mr.Rithwik Rajshekar Raman, Managing Director and Mr.V Niranjana Rao, Whole -Time Director of the Company of the Company be and is hereby severally authorized to file necessary forms with Registrar of companies, deeds and things as may be necessary to give effect to the above said resolution".

Item No:-7 Appointment of Internal Auditor

The Chairman informed the Board and the Internal Auditor to be appointed as per the recommendation of the Audit Committee. The draft engagement letter for the appointment of Internal Auditor is placed before the board. The Board to take note of the same and recommend the following resolution.

RESOLVED THAT pursuant to section 138 of the Companies Act, 2013 read with rule 13 of the Companies (Accounts) Rules, 2014, and other applicable provisions of the Act, M/s Suresh V & Associates, Chartered accountants, be and is hereby appointed as internal auditors of the company for the financial year 2020-21 and Mr.Rithwik Rajshekar Raman, Managing Director of the company be and is hereby authorised to fix the remuneration from time to time in consultation with the Audit Committee." engagement letter for the appointment of

Item No:-8 Book Closure date

The Chairman requested the Board to ascertain the eligible shareholders who will be entitled to receive notice and annual report and attend the AGM to fix the date for Record Date and Book Closure pursuant to the provisions of Section 91 of the Companies Act, 2013. The Board to consider the same and to pass the following resolution:

"RESOLVED THAT in accordance with the provisions of Section 91 of the Companies Act, 2013 and SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 ,the Board be and is hereby fixed Record date as 21/09/2020 and Register of Members and Share Transfer Books be closed from 23/09/2020 to 25/09/2020 (both days inclusive)".

"RESOLVED FURTHER THAT Shri S Jayapandi, Company Secretary be and is hereby authorised to send the notices of such Book Closure to NSDL, CDSL & to the Stock Exchange where the securities of the Company are listed".



Item No:-9 Appointment of CDSL for conducting E-voting for the 10th AGM

The Chairman apprised the Board and the Company has to provide Members a facility to exercise their right to vote on the matter included in the Notice of the 10th AGM by electronic means i.e. through remote e-voting services provided by CDSL, as the General Meeting is conducted on virtual platform on account of novel corona virus. For providing e-voting facility the company has to enter in to tripartite Agreement between Company, Registrar and Transfer Agent(RTA) and the Central Depository Services (India) Ltd (CDSL). The draft tripartite Agreement which is to be entered between the parties is placed before the board for approval. The Board has to consider and approve the same and to pass the following resolution:

Draft resolution:

"RESOLVED FURTHER THAT pursuant to the provisions of Section 108, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, the Central Depository Services (India) Ltd (CDSL) be and is hereby appointed to provide our members e-voting facility to exercise their right to vote on resolutions proposed to be passed in the 10th Annual General Meeting, scheduled on Friday the 25th September 2020 at 11.00 a.m by electronic means ('remote e-voting').

"RESOLVED FURTHER THAT Mr. V Niranjana Rao, Whole Time Director or Mr. S Jayapandi, Company Secretary be and is hereby authorised to enter and execute necessary agreements and documents on behalf of the Company.

Item No:-10 Any other matter with the permission of the Chair

To discuss any other matter with the permission of the chair.

Item No:-11 Vote of Thanks

To thank the chairman and close the Meeting.

Yours Truly,

For RITHWIK FACILITY MANAGEMENT SERVICES LIMITED



(S Jayapandi)

Company Secretary

M.No.A21909

Date: 14/08/2020

