

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 27/08/2021.

Dear Sirs,

Notice is hereby given that the second meeting of Financial Year 2021-22 of the Board of Directors of **Rithwik Facility Management Services Limited** will be held on Friday the 27th August 2021 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 Conferencing (VC) or Other Audio Visual Means (OAVM).The meeting Id and password will be communicated 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: 19/08/2021



AGENDA OF THE BOARD MEETING

AGENDA FOR THE BOARD MEETING OF RITHWIK FACILITY MANAGEMENT SERVICES LIMITED TO BE HELD ON 27th AUGUST, 2021.

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 date of convening and Draft Notice of the Annual General Meeting
4	Approval of Draft Directors' Report for the Financial Year 2020-21
5	Approval for the re- appointment of Statutory Auditors
6	To take note of the Internal Audit Report for the Financial Year 2020-21
7	Adoption of the Secretarial Audit Report for the Financial Year 2020-21
8	Take note of RTA's Internal Audit Report for the Year ended 31 st March 2021.
9	Appointment of Internal Auditor
10	Book Closure date
11	Appointment of CDSL for conducting E-voting for the 11 th AGM for the Financial Year 2020-21.
12	Any other matter with the permission of the Chair
13	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 29th June, 2021 is to be read and confirmed by the Chairman of the meeting.

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

The Board may authorize to call and hold the forthcoming 11th Annual General Meeting will be held through Video Conferencing, on Friday the 24th September 2021 at 11.00 a.m in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020 dated 8th April, 17/2020 dated 13th April, 20/2020 dated 5th May 2020 and 02/2021 dated 13th January, 2021. The Board may also approve 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. The Board has to consider and approve the same and to pass the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 96 of the Companies Act, 2013 read with MCA General Circulars, the 11th Annual General Meeting of the Company be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM), on Friday the 24th September 2021 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 11th Annual General Meeting of the Company."

Item No:-4 Approval of Draft Directors' Report for the Financial Year 2020-21

The Board shall approve the draft Directors Report of the Company for the Financial Year ending 31st March 2021. The same shall be forwarded to the shareholders along with Annual Report. The Board has to consider and approve the same and to pass the following resolution:

"RESOLVED THAT the draft of the Directors' Report for the year ended 31st March, 2021 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 that 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 the Financial Year 2021-22. A letter of consent and certificate of eligibility is received from the auditors regarding the reappointment shall be placed for identification and initialed by the chairman for identification purpose. The Board has to consider and approve the same and to pass the following 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, M/s.Kalyanasundaram & Associates., Chartered Accountants, (FRN No.005455S), retiring auditor of the Company be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of the 11th Annual General Meeting until the conclusion of the 16th Annual General Meeting of the Company, subject to ratification of the appointment by the Members of the Company at forthcoming 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 To take note of the Internal Audit Report for the Financial Year 2020-21

The chairman shall inform the Board that the Internal Audit report for the Financial Year ended 2020-21 was conducted by M/s Suresh V & Associates, Chartered accountants and the copy of the Report place before the meeting for taking note of the Board.

The Board takes note of the contents of the report and also notes there are any qualification or observation or other remarks made in the report.

“RESOLVED THAT pursuant to the provisions of section 138 of the Companies Act, 2013 read with rule 13 of the Companies (Accounts) Rules, 2014, the Internal audit report of the company for the financial year ended 31st March, 2021 as given by M/s Suresh V & Associates, Chartered accountants, as reviewed by the Audit committee and tabled before the Board, the Board took note the same”.



Item No:-7 Adoption of the Secretarial Audit Report for the Financial Year 2020-21

The chairman shall inform the Board that the Secretarial Audit for the Financial Year ended 2020-21 was conducted by Mr.Arun Kumar Khandelwal, Khandelwal Arun & Associates, Company secretaries and the copy of the Report place before the meeting for perusal and consideration of the Board.

The Board take note of the contents of the report and also note there are any qualification or observation or other remarks made in the report.

"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, the secretarial audit report of the company for the financial year ended 31st March, 2021 as given by Mr.Arun Kumar Khandelwal, Khandelwal Arun & Associates, Company secretaries and tabled before the Board, be and is hereby adopted".

Item No:-8 Take note of RTA's Internal Audit Report for the Year ended 31st March 2021.

The chairman shall inform the Board that the report of Internal Audit of RTA operations of Bigshare Services Private Limited for the Financial Year ended 2020-21 was submitted by RTA as per SEBI circular and the copy of the Report place before the meeting for taking note of the audit observations, if any, along with the corrective steps to be taken by the RTA.

"RESOLVED THAT pursuant to the SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018 the report of Internal Audit of RTA operations of Bigshare Services Private Limited for the Financial Year ended 2020-21 as forwarded by RTA,reviewed by the Audit committee, tabled before the Board and the Board took note the same".

Item No:-9 Appointment of Internal Auditor

The Chairman informed the Board that 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 2021-22 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."

Item No:-10 Book Closure date

The Chairman informed the Board that the Company has to ascertain the eligible shareholders for sending Notice, Annual Report for the forthcoming AGM. For that purpose the Company has to fix 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 20/09/2021 by 5.30 p.m and Register of Members and Share Transfer Books be closed from 22/09/2021 to 24/09/2021 (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:-11 Appointment of CDSL for conducting E-voting for the 11th 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 11th 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 into 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:

"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 11th Annual General Meeting, scheduled on Friday the 24th September 2021 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:-12 Any other matter with the permission of the Chair


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

Item No:-13 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: 19/08/2021

