

NOTICE

NOTICE is hereby given that the 12th Annual General Meeting of the Members of Rithwik Facility Management Services Limited will be held through Video Conferencing, on Friday the 30th September 2022 at 12.00 Noon through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following business:

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at R R Tower III, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai - 600 032 which shall be the deemed venue of the AGM.

Ordinary Business (es):

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022 and the Reports of the Board of Directors together with Auditors thereon;
2. To appoint a Director in place of Mr. RithwikRajshekar Raman (DIN: 07836658), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business (es):

3. Re-Appointment of Mr. Rithwik Rajshekar Raman as Managing Director and to fix his remuneration:

To consider and if thought fit, to pass the following resolutions as Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 196,197,198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), the recommendations and/ or approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is here by accorded for the reappointment of Mr. RithwikRajshekar Raman (DIN: 07836658), as Managing Director of the Company for a period of 5 (Five) years with effect from 30th October 2022 to 29th October 2027.

RESOLVED FURTHER THAT the yearly remuneration and perquisites of an amount upto Rs.24,00,000 to be paid to Mr.Rithwik Rajshekar Raman, Managing Director, for a period of 5 (Five) years with effect from 30th October 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient to give effect to the above resolution ."



4. Re-Appointment of Mr. V Niranjana Rao as Whole Time Director and to fix his remuneration:

To consider and if thought fit, to pass the following resolutions as Ordinary Resolution: -

“RESOLVED THAT pursuant to the provisions of Sections 196,197,198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) , Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), on the recommendations and/ or approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded for the re-appointment of Mr. V Niranjana Rao(DIN: 02918882) as Whole Time Director of the Company for a period of 5 (Five) years with effect from 30th September 2022 to 29th September 2027.

RESOLVED FURTHER THAT the yearly remuneration and perquisites of an amount upto Rs.60,00,000 to be paid to Mr. V Niranjana Rao, Whole Time Director, for a further period of 5 (Five) years with effect from 30th September 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient to give effect to the above resolution .”

5. Re-appointment of Mr.P Sudhakar as an Independent Director:

To consider and if thought fit, to pass the following resolutions as Special Resolution: -

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the “Listing Regulations”), Mr.PSudhakar (DIN: 02483116), Independent Director of the Company, whose period of office is liable to expire on September 20,2022 and who has submitted a declaration that he meets the criteria of independence under section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and who is eligible for re appointment for a second term under the provisions of the Companies Act,2013 and rules made thereunder, on the recommendation of Nomination and Remuneration Committee and the approval of the Board, be and is hereby re-appointed as an Independent Director of the Company with effect from September 21,2022 to September 20,2027 and the term shall not be subject to retirement by rotation.



RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient to give effect to the above resolution .”

6. Re-appointment of Mrs.T Shama Prasanna as an Independent Director:


To consider and if thought fit, to pass the following resolutions as Special Resolution: -

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the “Listing Regulations”), Mrs.T Shama Prasanna (DIN: 07922496), Independent Director of the Company, whose period of office is liable to expire on September 20,2022 and who has submitted a declaration that he meets the criteria of independence under section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and who is eligible for re appointment for a second term under the provisions of the Companies Act,2013 and rules made thereunder, on the recommendation of Nomination and Remuneration Committee and the approval of the Board, be and is hereby re-appointed as an Independent Director of the Company with effect from September 21,2022 to September 20,2027 and the term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient to give effect to the above resolution .”

By order of the Board of Directors

Place: Chennai
Date: 06.09.2022


S Jayapandi
Company Secretary & Compliance Officer
ACS No.21909



NOTES:

General Instructions:

1. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.rithwik.co.in, website of the Stock Exchange i.e. BSE Limited at www.bsesme.com. The detailed process for registration of email address of the shareholders whose email address is not registered with the Company or depository participants / depository is forming part of this Notice.

As per the MCA Circulars, the Shareholders may also note that the Company would not be sending the Annual Report for the financial year 2021-22 and AGM notice by post to the shareholders whose email address is not registered with the Company/depository.

2. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. Pursuant to Section 91 of the Companies Act, 2013, Register of shareholders and Share Transfer Books of the Company will remain closed from September 24, 2022 to September 30, 2022 (both days inclusive), for the purpose of the Annual General Meeting.
4. The members desiring to inspect the documents referred to in this Notice and other statutory registers are required to send requests on the Company's email address: investorrelations@rithwik.co.in, an extract of such documents would be made available to the members on their registered email address.
5. Shareholders who hold shares in demat form are requested to direct any change of address, updates of savings bank account details to their Depository Participant(s). Shareholders holding shares in physical form are requested to notify/send any change in their address/mandate/bank account details to the Company's Registrar and Transfer Agent
6. Institutional / Corporate Shareholders intending to participate in the Annual General Meeting through their authorised representatives are requested to send a duly certified copy of their Board Resolution / Governing Body resolution / Authorisation letter, etc. authorising their representatives to attend and vote through remote e-voting on their behalf at the said Meeting to investorrelations@rithwik.co.in with a copy marked to helpdesk.evoting@cdslindia.com.
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Voting through electronic means:



In terms of section 108 of the Companies Act, 2013 read with 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 providing facility to exercise votes on the items of business given in the notice through electronic voting system, to shareholders holding shares as on September 23, 2022 (Friday), being the cut-off date ("Record date" for the purpose of the said Rules) fixed for determining voting rights of shareholders entitled to participate in the e-voting process through the e-voting platform provided by Central Depository Services (India) Limited (CDSL).

The e-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on September 23, 2022 (Friday), being the Record Date.

10. In addition to the remote e-voting facility provided by the Company, the members who have not cast their vote on resolutions through remote e-voting would be given a facility to cast their vote through e-voting during the AGM. The instruction for the same is forming part of this Notice.

The investors are requested to attend the meeting and cast their vote through remote e-voting / e-voting.

11. In terms of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) (the "IEPF Rules"), the Company has not declared any dividend from the financial year 2014-15, the necessity of transferring the unpaid or unclaimed dividend to the Investor Education and Protection Fund (the IEPF) does not arise.
12. The Company has appointed Mr. Arun Kumar Khandelwal, Practicing Company Secretary (FCS 9350), Chennai as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
14. The results of e-voting on resolutions based on scrutinizers consolidated report will be declared on or after the AGM of the Company (within 48 hours from the conclusion of the AGM) and the resolutions will be deemed to be passed on the AGM date, subject to the receipt of the requisite numbers of votes in favour of the resolutions. The results declared along with the report of the scrutinizer shall be placed on the Company's website www.rithwik.co.in and on the website of Central Depository Services (India) Limited (CDSL) immediately after the result is declared by the Chairman and simultaneously communicated to the Stock Exchange(s).
15. Members are requested to contact the Company's Registrar & Share Transfer Agent (RTA), i.e. M/s. Bigshare Services Private Limited for reply to their queries/ redressal of complaints, if any, or contact Mr. S. Jayapandi, Company Secretary of the Company (Phone: 91-44-43534441; Email: cs@rithwik.co.in)



16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants (DPs) with whom they are maintaining their demat accounts.
17. Non-Resident Indian Members are requested to inform RTA, immediately on:
 - (a) Change in their residential status on return to India for permanent settlement;
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.

CDSL e-Voting System - Fore-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.



4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.rithwik.co.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited www.bsesme.com The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In compliance with the MCA circular No. 21/2021 dated 14th December 2021 and continuation of the Ministry's General Circular No. 20/2020, dated 05th May, 2020, it has been decided to allow companies whose AGMs were due to be held in the year 2022, or become due in the year 2022, to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 5.5.2020.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Tuesday, September 27, 2022 at 9.00 a.m IST and ends on Thursday, September 29, 2022 at 5.00 p.m IST . During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service</p>



	<p>provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration</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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is 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>3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>



Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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 Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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 22 55 33
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID



- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for **Rithwik Facility Management Services Limited** on which you choose to vote.



- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the



Scrutinizer and to the Company at the email address viz; investorrelations@rithwik.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@rithwik.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@rithwik.co.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.



10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 Company email id investorrelations@rithwik.co.in /RTA email id info@bigshareonline.com.

2. For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

By order of the Board of Directors

Place: Chennai
Date: 06.09.2022



S Jayapandi
Company Secretary & Compliance Officer
ACS No.21909

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.

Item No.3: Re-appointment of Mr. Rithwik Rajshekar Raman as Managing Director and to fix his remuneration.

Mr. Rithwik Rajshekar Raman was appointed as Managing Director of the Company for a period of Five years with effect from 30th October, 2017 to 29th October 2022 which was approved by the shareholders in its meeting held on 30th October, 2017. The term of Mr. Rithwik Rajshekar Raman as Managing Director will end on 29th October 2022. It is proposed to re-appoint him for another term of five years w.e.f 30th October, 2022. It is further informed that the Company has received a declaration from Rithwik Rajshekar Raman, that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has also received his consent to continue to act as a Director. Mr. Rithwik Rajshekar Raman is Promoter and Managing Director of the Company having experience of more than 5 years in Facility management Industry and has been associated with Board since 2017. He is a post graduate from university of Melbourne (master of entrepreneurship).

The Board of Directors of the Company (the "Board") at its meeting held on 6th September 2022 have considered and recommended for the re-appointment of Mr. Rithwik Rajshekar Raman considering recommendations of Nomination and Remuneration Committee.

The Board recommends the ordinary resolution as set out at item no. 3 of the notice for approval by the Members.

None of Directors or Key Managerial Personnel except Mr. Rithwik Rajshekar Raman himself is interested in this resolution.

Item No.4: Re-Appointment of Mr. V Niranjan Rao as Whole Time Director and to fix his remuneration

Mr. V Niranjan Rao was appointed as Whole Time Director of the Company which was approved by the shareholders in its meeting held on 30th October, 2017. It is proposed to appoint him for a term of five years w.e.f 30th September 2022. It is further informed that the Company has received a declaration from V Niranjan Rao, that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has also received his consent to continue to act as a Director. Mr. V Niranjan Rao is a Promoter and Whole Time Director of the Company having experience of more than a decade in Facility management Industry and has been associated with Board since 2010.

The Board of Directors of the Company (the "Board") at its meeting held on 6th September 2022 have considered and recommended for the appointment of Mr. V Niranjan Rao considering recommendations of Nomination and Remuneration Committee.

The Board recommends the ordinary resolution as set out at item no. 4 of the notice for approval by the Members.

None of Directors or Key Managerial Personnel except Mr. V Niranjan Rao himself is interested in this resolution.



ITEM No 5:Re-appointment of Mr.P Sudhakar as an Independent Director

The Board of Directors at its meeting held on 15.09.2017 had appointed Mr. P Sudhakar as an additional Director of the Company to hold office till the next Annual general Meeting. Further the members at the Annual general Meeting held on 21.09.2017 appointed Mr.P Sudhakar as an Independent Director to hold office for a term of Five years. Accordingly the tenure of Mr.P Sudhakar as an Independent Director is due to expire on 20.09.2022.

In terms of Provisions of Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of Directors, the appointment /re-appointment of a Director.

In terms of Provisions of Section 149 (10) of the Companies Act, 2013, an Independent Director shall hold office for a term of 5 Consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing special resolution by the shareholders of the Company and disclosure of such appointment in the Board's report.

Based on the nomination received from Nomination and Remuneration Committee of the Company, constituted by the Board, in accordance with applicable law and Independent Directors to be so appointed shall be persons of high standing, good repute and widely acknowledged as experts in their respective field, which the Board deems beneficial to the Company.

The Company has received the consent from Mr. P Sudhakar to act as Director in the prescribed Form DIR -2 under section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 along with the declaration of Independence as per section 149 (6) of the Act.

After taking into account the performance evaluation, during his first term of 5 years and considering the knowledge, acumen, expertise and experience in respective fields and substantial contribution made by Mr P Sudhakar during his tenure as Independent Director since his appointment, the Nomination and remuneration Committee at its meeting held on 6th September 2022 has considered, approved and recommended the re-appointment of Mr P Sudhakar as an Independent Director for the second term of 5 Years with effect from 21.09.2022 to 20.09.2027, to the Board of Directors for their approval.

The Board of Directors at its meeting held on 6th September 2022 has approved the proposal of re-appointment of Mr. P Sudhakar as an Independent Director for a second term of 5 years with effect from 21.09.2022.

In line with the aforesaid provisions of Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr.P Sudhakar, the shareholders are requested to approve the re-appointment of Mr P Sudhakar as an Independent Director for a second term of 5 years with effect from 21.09.2022.



The Board recommends the Resolution for approval of the Members as a special Resolution set out in the Item No 5 of the notice.

Except MrPSudhakar being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/are concerned or interested, financially or otherwise, in the said resolution.

ITEM No 6:Re-appointment of Mrs.T Shama Prasanna as an Independent Director

The Board of Directors at its meeting held on30.08.2017 had appointed Mrs.T Shama Prasanna as an additional Director of the Company to hold office till the next Annual general Meeting. Further the members at the Annual general Meeting held on 21.09.2017 appointed Mrs.T Shama Prasanna as an Independent Director to hold office for a term of Five years. Accordingly the tenure of Mrs. T Shama Prasanna as an Independent Director is due to expire on 20.09.2022.

In terms of Provisions of Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of Directors, the appointment /re-appointment of a Director.

In terms of Provisions of Section 149 (10) of the Companies Act, 2013, an Independent Director shall hold office for a term of 5 Consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing special resolution by the shareholders of the Company and disclosure of such appointment in the Board's report.

Based on the nomination received fromNomination and Remuneration Committee of the Company, constituted by the Board, in accordance with applicable law and Independent Directors to be so appointed shall be persons of high standing, good repute and widely acknowledged as experts in their respective field, which the Board deems beneficial to the Company.

The Company has received the consent from Mrs.TShamaPrasanna to act as Director in the prescribed Form DIR -2 under section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 alongwith the declaration of Independence as per section 149 (6) of the Act.

After taking into account the performance evaluation, during her first term of 5 years and considering the knowledge, acumen, expertise and experience in respective fields and substantial contribution made by Mrs.T Shama Prasanna during her tenure as Independent Director since her appointment, the Nomination and remuneration Committee at its meeting held on 6th September 2022 has considered, approved and recommended the re-appointment of Mrs.T Shama Prasanna as an Independent Director for the second term of 5 Years with effect from 21.09.2022 to 20.09.2027, to the Board of Directors for their approval.



The Board of Director at its meeting held on 6thSeptemebr 2022 has approved the proposal of re-appointment of Mrs.T Shama Prasanna as an Independent Director for a second term of 5 years with effect from 21.09.2022.

In line with the aforesaid provisions of Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mrs.T Shama Prasanna, the shareholders are requested to approve the re-appointment of Mrs.T Shama Prasanna as an Independent Director for a second term of 5 years with effect from 21.09.2022.

The Board recommends the Resolution for approval of the Members as a special Resolution set out in the Item No 6 of the notice.

Except Mrs.T Shama Prasanna being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/are concerned or interested, financially or otherwise, in the said resolution.

By order of the Board of Directors

S Jayapandi
Company Secretary & Compliance Officer
ACS No.21909

Place: Chennai
Date: 06.09.2022



**In accordance with Secretarial standard (SS-2), other details of Directors seeking appointment/reappointment are as under:
BRIEF PROFILE OF THE DIRECTORS**

Name of the Director	Mr.Rithwik Rajshekar Raman	Mr.V Niranjan Rao	Mr.P Sudhakar	Mrs.T Shama Prasanna
Date and term of re-appointment	With effect from October 30,2022 November for the period of five years, subject to the approval of the members of the Company at the ensuing Annual General Meeting	With effect from 30 th September 2022 for the period of five years, subject to the approval of the members of the Company at the ensuing Annual General Meeting	With effect from 21 st September for the period of five years, subject to the approval of the members of the Company at the ensuing Annual General Meeting	With effect from 21 st September for the period of five years, subject to the approval of the members of the Company at the ensuing Annual General Meeting
Designation	Managing Director	Wholetime Director	Independent Director	Independent Director
Date of Original Appointment	01/06/2017	15/09/2010	21/09/2017	30/08/2017
Reason for change	The existing term of 5 years will expire on October 29, 2022 and hence the Board of Directors has extended his term for another 5 years from October 30, 2022 to October 29, 2027.	The Board of Directors has approved a term of 5 years from 30 th September 2022 to 29 th September 2027	The existing term of 5 years will expire on September 20, 2022 and hence the Board of Directors has extended his term for another 5 years from September 21, 2022 to September 20, 2027.	The existing term of 5 years will expire on September 20, 2022 and hence the Board of Directors has extended her term for another 5 years from September 21, 2022 to September 20, 2027.



Qualification and Brief Profile	Mr.Rithwik Rajshekar Raman is a post graduate and has more than 5 years experience in Facility Management services	Mr.V Niranjan Rao has wide expertise in marketing and experience of more than a decade in Facility management Industry. His insight and understanding of facility management will be helpful for the Company.	Mr.P Sudhakar has an experience of a decade in the IT infrastructure companies. His insight and understanding of IT infrastructure will be helpful for the Company.	Mrs.T Shama Prasanna has Masters of Arts, in Ancient Indian Culture, and has wide expertise in the field of woman empowerment. She is involved with various women NGOs which help women to earn their livelihoods.
Directorship held in other companies	1.Rithwik Indus Power Pvt Ltd.	None	1. RR Industries Ltd. 2.Reddy Computer Marketing Solutions Pvt Ltd.	None
No of Equity shares held in the Company	11,02,500 equity shares of Rs.10 each.	13,500 equity shares of Rs.10 each	NIL	NIL
Information as required pursuant to BSE Circular with ref.no.LIST/COM P/14/2018-19	Mr.Rithwik Rajshekar Raman is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mr.V Niranjan Rao is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mr.P Sudhakar is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mrs.T Shama Prasanna is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.
Relationship between Directors/KMP interse	None	None	None	None

By order of the Board of Directors



[Signature]
S Jayapandi
 Company Secretary & Compliance Officer
 ACS No.21909

Place: Chennai
 Date: 06.09.2022