

## SHORTER NOTICE OF THE BOARD MEETING

Ref. No:-RFMS/BM/4/2022-23

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 05/09/2022.

Dear Sirs,

Short notice is hereby given that the fourth meeting of Financial Year 2022-23 of the Board of Directors of **Rithwik Facility Management Services Limited** will be held on Tuesday the 6th September 2022 at 11:30 A.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: 05/09/2022



## AGENDA OF THE BOARD MEETING

AGENDA FOR THE BOARD MEETING OF RITHWIK FACILITY MANAGEMENT SERVICES LIMITED TO BE HELD ON 6TH SEPTEMBER, 2022.

AGENDA ITEMS /MATTERS TO BE DISCUSSED AT THE MEETING	
Item No	Items /Matters
1/BM/4/2022-23	To grant leave of absence, if any
2/BM/4/2022-23	To confirm the minutes of the last Board Meeting
3/BM/4/2022-23	To Re-Appoint Mr.Rithwik Rajshekar Raman as Whole Time Director and to fix his remuneration.
4/BM/4/2022-23	To Re-Appoint Mr. V Niranjan Rao as Whole Time Director and to fix his remuneration.
5/BM/4/2022-23	Re-appointment of P.Sudhakar as an Independent Director
6/BM/5/2022-23	Re-appointment of T Shama Prasanna as an Independent Director
7/BM/5/2022-23	Vote of Thanks

**Item No:-1/BM/4/2022-23: 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/BM/4/2022-23: Confirmation of Minutes of Meeting of Board of Directors**

The minutes of the previous meeting of the Board of Directors held on 17<sup>th</sup> August 2022 as circulated through mail be confirmed by the Chairman of the meeting.

**Item No:-3/BM/4/2022-23: Re-Appointment of Mr. Rithwik Rajshekar Raman as Managing Director and to fix his remuneration:**

The Board is requested that the re-appointment of Mr. Rithwik Rajshekhar Raman as a Managing Director as recommendation received from the Remuneration Committee along with suitable remuneration. The Board may consider and pass the following 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 of the Nomination and Remuneration Committee, the Board recommended for the consent of the members for the reappointment of Mr. Rithwik Rajshekar Raman (DIN: 07836658), as Managing Director of the Company for a period of 5 (Five) years with effect from 1st November 2022 till 30th 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 1st November 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 ."

**Item No:-4/BM/4/2022-23:Re-Appointment of Mr. V Niranjan Rao as Whole Time Director and to fix his remuneration**

The Chairman may inform the Board that the re-appointment of Mr. V Niranjan Rao (DIN: 02918882) as Whole Time Director of the Company for a period of 5 (Five) years with effect from 1st November 2022 till 30th October 2027 and the Company proposed to fix the yearly remuneration and perquisites of an amount upto Rs. 60,00,000 to be paid to Mr. V Niranjan Rao and confirm that it fits into the managerial Remuneration guidelines. After discussion, the Board, as recommended by the Remuneration Committee, the following resolution was considered unanimously subject to the subsequent approval from the share holders in General Meeting.

"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 of the Nomination and Remuneration Committee, the Board recommends for the approval of the members for the re-appointment of Mr. V Niranjan Rao (DIN: 02918882) as Whole Time Director of the Company for a period of 5 (Five) years with effect from 1st November 2022 till 30th October 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 1st November 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 .”

**Item No:-5/BM/4/2022-23: Re-appointment of P.Sudhakar as an Independent Director**

The Chairman may propose for the reappointment of P Sudhakar as independent Director for the second term not exceeding 5 years. He helped in bringing an independent judgment to bear on the board's deliberations especially on issues of strategy, performance, risk management, and standards of conduct during his first term. Based on the performance evaluation of Mr P Sudhakar by the Board and recommendation as per Nomination and Remuneration Committee, Mr Sudhakar who possess the required skills, experience and knowledge can be reappointed for the second term not exceeding 5 years commencing from 21-09-2022 to 20-09-2027, the Board may consider and pass the following resolution.

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), as recommended from the Nomination and Remuneration Committee, Consent of the Board be and is hereby accorded, to reappoint P Sudhakar as an Independent Director on the Board of the Company for a term of 5 years from 21-09-2022 to 20-09-2027 and subject to the approval of the members in the ensuing General Meeting for re appointment as an Independent Director to hold office for a term of 5 Years.

“RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

“RESOLVED FURTHER THAT any one of the Directors for the time being be and are hereby severally authorised to sign the certified true copy of the resolution of the resolution to be given as \_\_\_\_\_ and \_\_\_\_\_ when \_\_\_\_\_ required.”

**Item No:-6/BM/4/2022-23 Re-appointment of T Shama Prasanna as an Independent Director**

The Chairman may propose for the reappointment of T Shama Prasanna as independent Director for the second term not exceeding 5 years. She helped in bringing an independent judgment to bear on the board's deliberations especially on issues of strategy, performance, risk management, and standards of conduct during her first term. Based on the performance evaluation of Mrs T Shama Prasanna by the Board and recommendation as per Nomination and Remuneration Committee, Mrs T Shama Prasanna who possess the required skills, experience and knowledge can be reappointed for the second term not exceeding 5 years commencing from 21-09-2022 to 20-09-2027, the Board may consider and pass the following resolution.

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), as recommended from the

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), as recommended from the Nomination and Remuneration Committee, Consent of the Board be and is hereby accorded, to reappoint T Shama Prasanna as an Independent Director on the Board of the Company for a term of 5 years from 21-09-2022 to 20-09-2027 and subject to the approval of the members in the ensuing General Meeting for re appointment as an Independent Director to hold office for a term of 5 Years.

"RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

"RESOLVED FURTHER THAT any one of the Directors for the time being be and are hereby severally authorised to sign the certified true copy of the resolution of the resolution to be given as and when required."

**Item No:-6 /BM/4/2022-23 Any other matter with the permission of the Chair**

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

**Item No:-7 /BM/4/2022-23 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

