



# **RITHWIK FACILITY MANAGEMENT SERVICES LIMITED**

**14th ANNUAL REPORT  
2023-2024**



*MESSAGE FROM THE CHAIRMAN.....*

Dear Shareholders

On behalf of the Board of Directors of **RITHWIK FACILITY MANAGEMENT SERVICES LIMITED,(RFMS)**, I thank you all for making this time to join us to discuss about the performance and future prospects, I thank you all for all your continued support for all these years and years to come. Fiscal 2023-24 is been a year of strong growth in overall business of the Company.

Your company has attained a growth of 12.8% during FY 2023-24 as compared against FY 2022-23. Our revenue from operation has grown 12.6% YOY. This promises a solid foundation for growth in the years to come. The Board has recommended final dividend of 10% for the shareholders for the financial year ended 2023-24 which amounts to Rs.30.6 lakhs and all the shareholders will be paid within the time period stipulated by the provisions of the Companies Act, 2013. There were no unpaid dividend lying in the dividend account, for the Dividend declared for the FY 2022-23, hence there was no transfer of balance unpaid dividend money to separate account.

Currently, we are one among the top Companies providing Facility Management Services in the Organized sector in Chennai and Coimbatore. Presently, we are maintaining Office space of about half a million Square feet in Chennai and Coimbatore. We, RFMS Apart from Facility Management business, we are also providing services to execute turnkey projects where we will execute the Fitments for the warm shell to Plug and play facility. We are exploring all the avenues to expand our business. Few areas we are focusing at present are Solar Energy, a new era of energy production and distribution where the Government of India and Tamil Nadu emphasis more investments and providing more incentives and schemes.

To provide an impetus to this growth story and ensure that manufacturing sector is also an equal contributor to the numbers, government of India announced the launching of the Production Linked Incentives [ PLI] scheme for 10 focus sectors for our country in November 2020. The financial outlay of these schemes totalled to INR 1.97 lakh crore [\$ 610 Mn]. Of this total outlay, INR 4500 crore has been allocated to the solar sector for the PLI scheme “National Programme on High efficiency Solar Photo Voltaic (PV) modules” over 5 years starting financial year 2021-22.

We at Rithwik, we understand what it takes to navigate this era of optionality, through times rough and smooth, we have brought great focus to becoming better, becoming more efficient and resilient in the present while also securing our relevance in a progressive future. This has stood us in good stand. We are focusing on Solar energy production, generation and distribution in the coming years.

We are also exploring Private partnerships for development, maintaining of Commercial Complexes in Metropolitan, Tier I and Tier II cities in Tamil Nadu. We are targeting the well conceived model BOT or BOOT Model in Private partnerships and through these partnerships the company can bring more spaces in terms of development and maintenance. We understand it takes lot of planning and Execution to achieve many great milestones in the Company's growth. We know our clients, our employees and you count on us to be agile, adopt quickly and learn able to thrive in any new reality. Not only we are committed to doing that but also relentless in our efforts to ser our clients for better working environment.

*Yours sincerely,*

*Rithwik Rajshekar Raman*  
*Managing Director*  
*DIN-07836658*

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**14<sup>th</sup> ANNUAL GENERAL MEETING**  
**Tuesday, 24<sup>th</sup> September 2024 at 11.30 A.M**  
**at**  
**R R Tower III, Thiru-Vi-Ka Industrial Estate**  
**Guindy, Chennai – 600032.**

## **CORPORATE INFORMATION**

<b>BOARD OF DIRECTORS</b>	<b>Mr.Rithwik Rajshekhar Raman, DIN (07836658), Chairman &amp; Managing Director</b> <b>Mr.Niranjan Vyakarna Rao, DIN (02918882), Whole -Time Director</b> <b>Mrs.Shama PrasannaTipparaju, DIN (07922496) Independent Director</b> <b>Mr.Jayaraman, DIN (08112010) Independent Director</b> <b>Mrs.Anitha Radhakrishnan, DIN(02820945), Non - Independent Director</b>
<b>COMPANY SECRETARY</b>	Mr.Jayapandi Subbiah
<b>CHIEF FINANCIAL OFFICER</b>	Mr.Tippavajjala Suresh Babu
<b>STATUTORY AUDITORS</b>	M/s.Kalyanasundaram & Associates,(Regn.No.05455S), Chartered Accountants,31/14,Krishnaswamy Avenue,Luz, Mylapore,Chennai –600004.
<b>SECRETARIAL AUDITOR</b>	M/s. Khandelwal Arun & Associates, (FRN-S2017TN553800), Company Secretaries, No.906/2/F, Madhavaram Redhills High Road, Sarangabani Nagar, Madhavaram, Chennai – 600060.
<b>INTERNAL AUDITOR</b>	M/s. Suresh V & Associates, Chartered Accountants, No.42/5, Shantinikethan Colony, Anna Nagar West Extn., Chennai-600 101.
<b>REGISTERED OFFICE</b>	R.R Tower III,Thiru-VI-KA-Industrial Estate, Guindy, Chennai – 600032, Tel.No.+91 044-4353 4441, CIN: L74900TN2010PLC074294, Email: info@rithwik.co.in, Website: www.rithwik.co.in
<b>REGISTRAR &amp; SHARE TRANSFER AGENT</b>	M/s.Bigshare Services Private Limited., IFloor,Bharat Tin Works Building,Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai - 400 059, Maharashtra.
<b>BANKER TO THE COMPANY</b>	1.Canara Bank 2. ICICI Bank Limited 3. Suryoday Small Finance Bank

## NOTICE

**NOTICE** is hereby given that the 14<sup>th</sup> Annual General Meeting of the Members of Rithwik Facility Management Services Limited will be held on **Tuesday 24<sup>th</sup> September, 2024 at 11.30 A.M at the Registered Office of the Company at R.R.Tower III, Thiru – VI- Ka Industrial Estate, Guindy, Chennai – 600032**, to transact the following business:

### **Ordinary Business(es):**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2024, and the Reports of the Board of Directors together with Auditors thereon.
2. To declare final dividend on equity shares for the Financial year 2023-24.
3. To appoint a Director in Place of Mr. Rithwik Rajshekar Raman (DIN: 07836658), who retires by rotation and being eligible, offers himself for re-appointment.

**By order of the Board of Directors**

**SD/-**

**S.Jayapandi**

**Company Secretary**

**ACS No.21909**

**Place: Chennai**

**Date: August 22, 2024**

**NOTES:**

1. A member entitled to attend and vote at the AGM is entitled to appoint proxy to attend and vote instead of himself/ herself and the proxy need not to be a member of the company. Proxies, in order to be effective, must be received by the company at its registered office not less than 48 hours prior to the commencement of the meeting. A person can act as proxy on behalf of maximum 50 members and holding in aggregate not more than ten percent of the total share capital of the Company. Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend and vote at the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
3. During the period beginning 24 hours before the time fixed for the commencement of AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of the notice in writing is given to the Company.
4. Members/ proxies/ authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
5. Pursuant to Section 101 of the Companies Act, 2013 ("the Act") read with rules framed thereunder (as amended from time to time) and in compliance with the said MCA Circulars, the Notice of the AGM along with Annual Report 2023-24 is being sent only through electronic mode to the Members whose e-mail address is registered with the Company / the Depository Participants. Members may note that the Notice of the AGM and Annual Report 2023-24 will also be available under Investor Section on the Company's Website at [www.rithwik.co.in](http://www.rithwik.co.in), website of the Stock Exchange i.e. BSE Limited at [www.bsesme.com](http://www.bsesme.com).  
  
As per the MCA Circulars, the Shareholders may also note that the Company would not be sending the Notice of the AGM and Annual Report in physical mode for the financial year 2023-24
6. The notice will be available at the Company's Registered office for inspection during normal business hours on working days. Members may write to us [investors@rithwik.co.in](mailto:investors@rithwik.co.in), if they have any queries or require communication in physical form in addition to electronic communication.
7. Pursuant to Section 91 of the Companies Act, 2013, Register of shareholders and Share Transfer Books of the Company will remain closed from **18<sup>th</sup> September, 2024 to 24<sup>th</sup> September, 2024** (both days inclusive), for the purpose of the Annual General Meeting.

8. 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 [investors@rithwik.co.in](mailto:investors@rithwik.co.in), an extract of such documents would be made available to their members on their registered email address.
9. Shareholders who hold shares in demat form are requested to direct any change of address, updates of saving 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.
10. The dividend for the year ended 31<sup>st</sup> March, 2024 as recommended by the Board, if approved by the Members at the meeting, will be paid to those Members whose names appear in the Company's Register of Members as on **September 17, 2024**. In respect of share held in electronic form, the dividend will be paid on the basis of beneficial ownership as per the details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
11. However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during the financial year 2023-24 does not exceed Rs.5,000/-, and also in case where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.
12. 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 the business given in the notice through electronic voting system, to shareholders holding shares as on **September 17, 2024** (Tuesday), being 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 Bigshare (e-voting service provider).

The e-voting rights of the shareholders / beneficiary owners shall be reckoned on the Equity Shares held by them as on **September 17, 2024** being the Record date.

13. A person who is not a Member as on the Cut – Off date i.e September 17, 2024, should treat this Notice for information purpose only; and Members can cast their vote online from **September 21, 2024 (9:00 A.M) to September 24, 2024 (5.00 P.M.)** through 'remote e-voting'. Once the vote on a resolution is cast by the Member, the Member will not be allowed to change it subsequently. The 'remote e-voting' will not be allowed beyond the aforesaid date and time. The 'remote e-voting' module will be disabled by Bigshare (e-voting service provider) for voting thereafter;



Only Members as on Cut-off date, attending the AGM who have not cast their vote by 'remote e-voting' will be able to exercise their voting right during the AGM through e-voting;

The Members who have cast their vote by 'remote e-voting' prior to the AGM may also attend the AGM but will not be entitled to cast their vote again. The instruction for the same is forming part of this Notice.

14. 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 2016-17, the necessity of transferring the unpaid or unclaimed dividend to the Investor Education and Protection Fund (The IEPF) does not arise.
15. The Company has appointed Mr.Arun Kumar Khandelwal, Practicing Company Secretary (FCS 9350), Chennai as the Scrutinizer to scrutinize the remote e-voting / e-voting process in a fair and transparent manner.
16. The Results of e-voting on resolutions based on scrutinizers consolidated report will be declared 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](http://www.rithwik.co.in) and on the website of Central Depository Services (India) Limited (CDSL) immediately after the result is declared by the Chairman or Company Secretary simultaneously communicated to the Stock Exchange(s).
17. 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 and Mrs.S.Abinaya, Grievance Redressal Officer of the Company (Phone: 91-44-43534441; Email: [investors@rithwik.co.in](mailto:investors@rithwik.co.in))
18. 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.
19. 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.

20. A route map showing to reach the venue of the 14<sup>th</sup> AGM is appended at the end of this notice as per requirement of the Secretarial Standard (SS-2) on General Meetings.

**By order of the Board of Directors**

**SD/-**

**S.Jayapandi**

**Company Secretary**

**ACS No.21909**

**Place: Chennai**

**Date: August 22, 2024**

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

- i. The e-voting period begins on **September 21, 2024 (9.00 A.M)** and ends on **September 23, 2024 (5.00 P.M)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **September 17, 2024** of Record Date may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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 <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website 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 i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; 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. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol>

Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS”Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>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 &amp; voting during the meeting.</p>

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser:  
<https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’(User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

**Note:** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**Note:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.  
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

**Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**INFAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

**3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".  
**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password?**'

- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

#### **Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

#### **Investor Mapping:**

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
    - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
    - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

#### **Investor vote File Upload:**

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

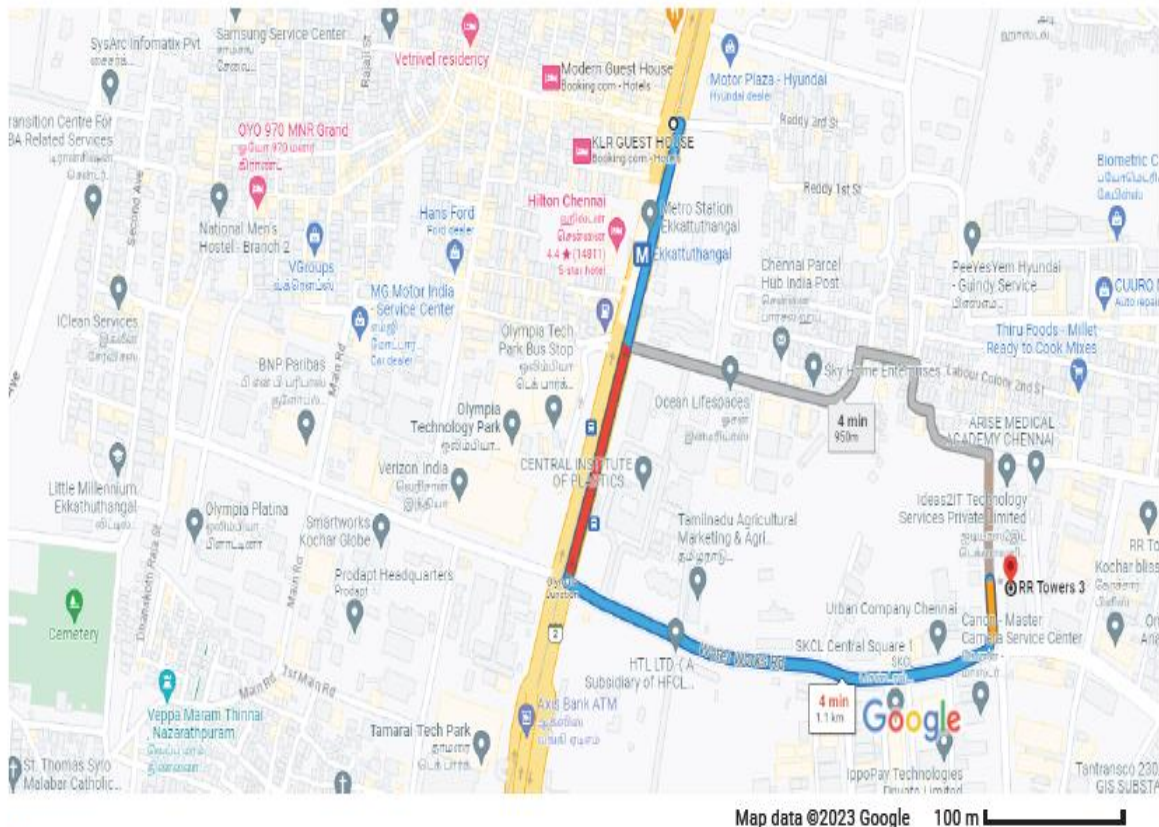
#### **Helpdesk for queries regarding e-voting:**

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.





Your location to RR Towers 3, Water Works Rd, Two-wheeler 1.1 km, 4 min  
SIDCO Industrial Estate, Guindy, Chennai, Tamil Nadu 600032



## BOARD'S REPORT

**Dear Members,**

The Board of Directors is delighted to present the 14<sup>th</sup> Annual Report on the business and operations of **RITHWIK FACILITY MANAGEMENT SERVICES LIMITED** ("the Company") along with the summary of financial statements for the year ended March 31, 2024.

### FINANCIAL HIGHLIGHTS

Particulars	31st March,2024 (Rs. in Crores)	31st March,2023 (Rs. in Crores)
Revenue from Operation	36.30	31.99
Profit/(Loss) before Finance Cost, Depreciation, Exceptional items and Taxes	4.19	3.94
Less: Finance Cost	0.30	0.25
Less: Depreciation	0.27	0.26
Profit/(Loss) before exceptional and extraordinary items	3.62	3.43
Less: Exceptional items	-	-
Profit / (Loss) before tax	3.62	3.43
Less: Tax Expenses	0.98	0.91
Profit / (Loss) After tax	2.64	2.52

### PERFORMANCE OF THE COMPANY

Total Revenue from operations for the year stood at Rs.36.72 Crores grew by 14.30% as compared to the last year. Your Company's Profit before exceptional items and taxes stood at Rs.3.62 Crores. Operating margins remained healthy and improved during the Fiscal year 2023-24. Profit after tax during the year under review stood at Rs.2.64 Crores. Operating margins stood at 11.51% as against 12.37% in the FY 2023-24.

## FACILITIES UNDER O&M

Particulars	31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2023
Total Area of Maintenance in Sq.ft.	874822	911867
Total No. of clients under maintenance	71	74

## ROAD AHEAD

Tamil Nadu stood at the forefront among Indian states in formulating policies for the IT & ITeS sector. This early initiative catalyzed remarkable progress, creating a conducive environment for innovation and expansion. Backed by a robust industrial foundation, cutting-edge infrastructure, seamless connectivity, ample power supply, renowned healthcare facilities, prestigious educational institutions, and a skilled workforce, Tamil Nadu has solidified its position as a premier destination for Information Technology-related activities.

11% Share of total IT Investments in India

3<sup>rd</sup> in the Software Exports in the Country

- Tamil Nadu, an IT / ITeS Powerhouse
- Tamil Nadu ranks as the third largest software exporting State in India and hosts renowned companies in IT Services, Business Process Management, and Product Software. Chennai, known as the 'SaaS Capital of India,' alone contributes to 15% of the total IT workforce in the country.
- Thriving Tier-2 Destinations
- The State boasts balanced regional development, with several global majors such as Deloitte, HCL, Genpact, Honeywell and Capgemini increasingly opting for Tier-2 cities like Coimbatore and Madurai to establish their operations.
- Robust Infrastructure
- Tamil Nadu is home to several IT Parks, offering Grade A office spaces in Chennai totaling over 95 million square feet (as of 2023). These parks boast excellent connectivity and accessibility via road, rail, and air.
- Abundant & High-Quality Talent Pool
- The State is home to 35 of India's top 100 colleges and produces the highest number of PhD graduates in the country

Your company has aligned with the Government of Tamilnadu IT/ITES Policy by expanding to the Tier II cities in Tamilnadu. This will help the Company to grow organically in the Facility Management Business. Your Company is also exploring the opportunities by setting up of commercial Spaces in Metropolitan Cities and Tier II Cities in Tamilnadu.

## **DIVIDEND**

Although your Company has made profit after Tax of Rs.264.17 Lakhs. Your Directors have recommended 10% (i.e. Re.1/- per share) final dividend to the Equity shareholders of the Company subject to the approval of the Shareholders at the ensuing Annual General Meeting for the Financial year 2023-24.

## **SHARE CAPITAL**

As on March 31, 2024, the Authorized share capital of the Company was Rs. 400 Lakhs comprising of 40,00,000 equity shares of Rs.10 each, and the paid-up equity share capital as at March 31, 2024 was Rs 306 Lakhs comprising of 30,60,000 equity shares of Rs 10 each.

## **TRANSFER TO RESERVE**

The Board does not propose to transfer any amount to general reserve and has decided to retain the profit for the Financial Year 2023-24 in the profit and loss account, after payment of dividend, if any.

## **FINANCE**

We are happy to inform that the comfortable financial position continued during the fiscal year and your company has repaid the borrowings on timely manner.

## **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

As defined under the Act, the Company has no Subsidiaries, Joint ventures and Associate Companies as at March 31, 2024.

## **FIXED DEPOSITS**

Your Company has not accepted any deposits from the public or its employees and as such no amount on account of principal or interests on deposits were outstanding as on the Balance Sheet date.

## BOARD OF DIRECTORS

The Board comprises of 5 Directors; out of which are 2 Executive Directors, 2 Independent Directors and 1 Non-Independent Director. All the Directors bring a wide range of skills and experience to the board. The Independent Directors have confirmed that they satisfy the criteria prescribed for an Independent Director as stipulated under the provisions of Section 149(6) of the Companies Act, 2013. All directors are appointed by the members of the Company.

The composition of the Board is in conformity with Listing Regulations.

S.No	Names of Director	DIN	Designation	Date of Appointment
1.	Mr. Rithwik Rajshekar Raman	07836658	Managing Director	01.06.2017
2.	Mr.Vyakarna Niranjana Rao	02918882	Whole- time Director	15.09.2010
4.	Mrs.Shama Prasanna Tipparaju	07922496	Director	30.08.2017
5.	Mr.Jayaraman G	08112010	Director	07.05.2018
6.	Mrs.Anitha Radhakrishnan	02820945	Director	28.06.2023

## Policy on Directors' Appointment and Remuneration

The current policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on 31<sup>st</sup> March, 2024, the Board consists of 5 Members, 1 of whom is a Managing Director, 1 Whole-time Director, 1 Non-executive & Non – Independent and 2 Independent Directors. The Board periodically evaluates the need for change in its composition and size. The Policy of the Company on Director's Appointment and Remuneration, including criteria for determining qualifications, positive attributes, independence of director and other matters provided under Section 178(3) of the Companies Act, 2013, adopted by the Board, is appended as **Annexure-II** to this report. We affirm that the Remuneration paid to the director is as per the terms laid out in the said policy.

## **DECLARATION BY INDEPENDENT DIRECTORS ON ANNUAL BASIS**

The Independent Directors have submitted their disclosure to the Board confirming that they fulfill the requirements as to qualify for their appointment as an Independent Director under the provisions of Section 149 of the Companies Act, 2013 as well as SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board confirms that the said Independent Directors meet the criteria as laid down under the Companies Act, 2013 as well as SEBI Listing Regulations.

## **KEY MANAGERIAL PERSONNEL AND THEIR REMUNERATION (KMP)**

In pursuance to the provisions of the Act and Listing Regulations the Company has Key Managerial Personnel. The Company pays remuneration by way of Salary, Perquisites etc., to its Managing Director, Whole-time Director in line with recommendation from the Nomination and Remuneration Committee as approved by the Board and the Members of the Company as per the Nomination and Remuneration Policy.

## **BOARD EVALUATION**

As required under the provisions of Section 134(3)(p) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has carried out a formal annual evaluation of its own performance, and that of its committees and individual directors based on the guideline formulated by the Nomination & Remuneration Committee.

The performance evaluation of the Directors was completed during the year under review. The performance evaluation of the ChairMAN and the Non-Independent Director was carried out by the Independent Directors and Non- Executive Director. The Board of Directors expressed their satisfaction with the evaluation process.

## **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

Pursuant to Regulations 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has adopted a policy on Familiarisation Programme for Independent Directors of the Company.

The Policy on Familiarisation Programme as approved can be viewed on the Company's website.

## COMMITTEES

As required by the provisions of the Act and Listing Regulations, the company has the following Committees as follows.

1. **Audit Committee**
2. **Nomination and Remuneration Committee**
3. **Stakeholders Relationship Committee**

(i) The details of the composition of various Committees as on the date of this Report is mentioned below:

Name of the Committee	Name of the Member	Position Held
<b>Audit Committee</b>	Mr.Jayaraman	Chairman-Independent Director
	Mrs.Shama PrasannaTiparaju	Member-Independent Director
	Mrs.Anitha Radhakrishnan	Member-Non-Independent Director

Name of the Committee	Name of the Member	Position Held
<b>Nomination &amp; Remuneration Committee</b>	Mr.Jayaraman	Chairman-Independent Director
	Mrs.Shama PrasannaTiparaju	Member-Independent Director
	Mrs.Anitha Radhakrishnan	Member-Non - Independent Director

Name of the Committee	Name of the Member	Position Held
<b>Stakeholders Relationship Committee</b>	Mrs.Shama PrasannaTiparaju	Chairman-Independent Director
	Mr.Vyakarna Niranjana Rao	Member-Whole Time Director
	Mrs.Anitha Radhakrishnan	Member- Non - Independent Director

## **POLICIES**

In pursuance to the Act and the Listing Regulations, the following policies have been framed and disclosed on the Company's Website [www.rithwik.co.in](http://www.rithwik.co.in)

1. Nomination and Remuneration Policy
2. Vigil Mechanism
3. Material Subsidiaries
4. Policy on Materiality disclosure
5. POSH
6. Related party Disclosure
7. Prevention of Insider Trading
8. Code of Conduct
9. Performance Evaluation of Board
10. Archival Policy
11. Criteria for making payment to Non-Executive Directors
12. ID Familiarisation Programme

## **VIGIL MECHANISM**

The Company has established a vigil mechanism to provide adequate safeguards against victimization and to provide direct access to the Chairman of the Audit Committee in appropriate cases. This mechanism is available on the website of the Company.

## **CORPORATE SOCIAL RESPONSIBILITY**

As per the provision of Section 135 of the Companies Act, 2013, all companies having a net worth of Rs.500 crore or more, or a turnover of Rs.1,000 crore or more or a net profit of Rs.5 crore or more during the immediately preceding financial year are required to constitute a CSR committee.

Your Company does not fall in the criteria to constitute a CSR Committee as per the provisions of Section 135 of the Companies Act, 2013 and accordingly the CSR provisions are not applicable to the Company.



## BOARD & COMMITTEE MEETINGS

The Board met six (6) times during the Financial year 2023-24 on 30<sup>th</sup> May 2023, 28<sup>th</sup> June 2023, 29<sup>th</sup> August 2023, 9<sup>th</sup> November 2023, 1<sup>st</sup> December 2023 and 22<sup>nd</sup> February 2024 and the gap between two meetings did not exceed one hundred and twenty days.

Name	Category	Number of Directorship in other public Ltd Companies	No. of Board Meetings attended during period ended 31/03/2024	No. of Committee Membership in other Public Limited Companies	Attendance Last AGM on 28.09.2023	No. of Shares held
Mr.Rithwik Rajshekar Raman	Executive Non-Independent Chairman Promoter cum Managing Director	Nil	6	Nil	Yes	11,02,500
Mr.Vyakarna Niranjana Rao	Executive Non-Independent Whole-Time Director	Nil	5	Nil	Yes	13,500
Mrs.Shama Prasanna Tipparaju	Non-Executive Independent Director	Nil	6	Nil	Yes	Nil
Mr.Jayaraman G	Non-Executive Independent Director	1	6	1	Yes	Nil
Mrs.Anitha Radha Krishnan	Non-Executive Non-Independent Director	Nil	5	Nil	Yes	Nil

In accordance with Regulation 26 (1) (b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 Membership/Chairpersonship of only the Audit Committees and Stakeholders' Relationship Committee in all Public Limited Companies has been considered.

- In accordance with the provisions of Section 152 of the Companies Act 2013, Mr.Rithwik Rajsekhar Raman, Managing Director, being longest in office, retires and is eligible for re-appointment and the board recommends his appointment as Director of your Company.
- No directors are inter-se related to each other.

#### Meetings of Audit Committee and Attendance during the Year:

During the financial year under review, Audit Committee Meetings were held on 30.05.2023, 29.08.2023, 09.11.2023, 01.12.2023 and 22.02.2024. The attendance of the members at the Audit Committee meetings were as follows:

Name of the Member	Attendance particulars	
	Meeting Held during their tenure	Meeting Attended during their tenure
Mr.Jayaraman (Chairman)	5	5
Mrs.Shama PrasanaTiparaju (Member)	5	5
Mrs.Anitha Radhakrishnan (Member)	4	4

#### Meetings of Nomination and Remuneration Committee and Attendance during the Year:

During the financial year under review, Nomination and Remuneration Committee Meetings were held on 30.05.2023 and 28.06.2023.The attendance of the members at the Nomination and Remuneration Committee meeting was as follows:

Name of the Member	Attendance particulars	
	Meeting Held during their tenure	Meeting Attended during their tenure
Mr.Jayaraman	2	2
Mrs.Shama Prasanna Tiparaju	2	2
Mrs. Anitha Radhakrishnan	1	1

**Meetings of Stakeholder relationship committee and attendance during the year:**

During the financial year under review, Stakeholder Relationship Committee Meetings were held on 30.05.2023, 29.08.2023 and 09.11.2023, the attendance of the members at the Stakeholder Relationship Committee meeting was as follows:

Name of the Member	Attendance particulars	
	Meeting Held during their tenure	Meeting Attended during their tenure
Mrs.Shama Prasanna Tiparaju	3	3
Mr. Vyakarna Niranjan Rao	3	2
Mrs.Anitha Radhakrishnan	2	2

**Separate Meetings of Independent Directors:**

During the year, separate meetings of Independent Directors were held on 22.02.2024 in which all independent directors were present.

**General Body Meetings held in last three years:**

Year	Date	Time	Venue
2021-22	30-09-2022	12.00 Noon	Through Video Conference
2022-23	28-09-2023	11.30 A.M	Registered Office: R.R.Tower III, Thiru Vi Ka Industrial Estate, Guindy, Chennai – 600032.
2023-24	27-07-2023	11.00 A.M	-do-

**Special Resolution passed in previous three years AGMs / EGM:**

Date	AGM / EGM	Special Resolutions passed
24-09-2021	AGM	NIL
30-09-2022	AGM	1. Re-Appointment of Mr.Rithwik Rajshekar Raman as Managing Director. 2. Re-Appointment of Mr.V.Niranjan Rao, as Whole Time Director. 3. Re-appointment of Mr.P.Sudhakar as an Independent Director. 4. Re-appointment of Mrs.T.Shama Prasanna as an Independent Director.
27-07-2023	EGM	1. Re-Appointment of Mr.G.Jayaraman as Independent Director. 2. Regularisation of Mrs.Anitha Radhakrishnan as Non- Executive and Non – Independent Director.
28-09-2023	AGM	NIL

Whether Special Resolution were put through postal ballot last year: **No**

Any special resolution proposed to be conducted through postal ballot this year: **No**

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

During the year under review, the company has granted inter corporate loans to M/s. R.R.Industries Limited to the tune of Rs. 2 Crores at 9% per annum as interest charged on daily transaction basis.

**RELATED PARTY TRANSACTIONS**

Your Company has not entered into any contracts /arrangements / transactions with related parties which could be considered material in accordance with the policy of the Company i.e. Policy on Materiality of and Dealing with Related Party Transactions ("RPT Policy"). Accordingly, AOC-2 is not applicable to the Company.

There were no materially significant related party transactions with the Promoters, Directors and Key Managerial Personnel, which may have a potential conflict with the interest of the Company at large.

Your Directors draw attention of the Members to Note No. 24 to the Standalone Financial Statements which sets out related party disclosure.

## **EMPLOYEES WELFARE**

Employees are the pillar of strength of the company. Their health and well-being is vital for our business, because we believe our employees are our greatest asset. In recognizing that a healthy, happy and committed workforce is vital to our organization. The Company has provided facility to the Employees and their children to learn and play Tennis, Cricket and other sports and conducts tournaments to bring out the sporting heroes within the organization. The Company has appointed a coach and hired a cricket ground for weekends and the employees are advised to use the facility provided by the company to ease out the stress and improve the wellbeing. Frequent Sports activities are conducted for the employees to bring out their talent in sports and part of team building process. During the year under review, the employees are formed into different teams and a cricket tournament is conducted.

## **CLIENT RELATIONSHIP**

The Company's business is based on the Clients and focuses on the good relationship. To enlarge this client relationship the Company conducts sports activities among the clients. Your Company has organized tennis ball cricket tournament which was played at league cum Knock out basis. 12 teams from the Clients side participated and this sports event has boosted the better improved relationships with the clients.

## **PARTICULARS OF EMPLOYEES:**

Your Company has no employee, who is in receipt of remuneration of Rs.8,50,000/- per month or Rs.1,02,00,000/- per annum and hence the Company is not required to give information under Sub Rule 2 and 3 of the Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## **PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

Your Company gives utmost importance towards maintain and upholding the dignity of each and every employee working in the Company. The Company has a policy on prevention of sexual Harassment at workplace which provides for adequate safeguards and protection for all the employees working in the organization.

No Complaints were received in this regard during the year 2023-24 and No pending complaints as at 31<sup>st</sup> March 2024.

## **ENERGY CONSERVATION, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

(i) Energy Conservation: Conservation of energy continues to receive increased emphasis and steps are being taken to reduce the consumption of energy at all levels. The Company has taken steps to conserve energy in its office use, consequent to which energy consumption had been minimized. No additional Proposals/ Investments were made to conserve energy. Since the Company has not carried on industrial activities, disclosures regarding impact of measures on cost of production of goods, total energy consumption, etc, are not applicable.

(ii) Research and Development & Technology Absorption: The Company has not adopted any technology for its business and hence no reporting is required to be furnished under this heading. The Company will adopt necessary technology as and when required in the furtherance of the business.

(iii) Foreign Exchange Earnings and Outgo: The Company has not earned and expended any foreign exchange during the year under review.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors confirm that:-

(a) in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;

(b) they have selected such accounting policies and applied them consistently and made 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 and loss of the company for that period;

(c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) they have prepared the annual accounts on a going concern basis;

(e) they have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and

(f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION AND ANALYSIS:

Corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. At Rithwik Facility Management Services Limited, it is imperative that our company affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of our stakeholders. The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI.

***As per the Regulation 15(2)(a) of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015; The compliance with the Corporate Governance provisions as specified in regulations 17,17A, 18, 19, 20, 21,22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t)of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V shall not apply, in respect of a) the Listed entity having paid up Equity share capital not exceeding Rs. 10 Crore and Net-worth not exceeding of 25 Crore, as on the last day of the Previous financial year: b)the Listed entity which has listed its specified securities on the SME Exchange.***

*Since your Company is listed in BSE SME platform, the compliance with regard to provisions of Corporate Governance in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to your Company.*

## MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

In terms of provisions of Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, (hereinafter referred to as Listing Regulations) the Management Discussion and Analysis Report is appended as **Annexure-I** to this report.

## INTERNAL FINANCIAL CONTROLS & THEIR ADEQUACY

The Company has a well-placed, proper and adequate internal control system, which ensures that all assets are safeguarded and protected and that the transactions are authorized, recorded and reported correctly. The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate.

During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls. The Board of Directors has appointed M/s. V Suresh & Associates, Chartered Accountants (M.No.224596), Anna Nagar, Chennai, as the Internal Auditor of the Company. The Internal Auditors independently evaluate the adequacy of internal controls and concurrently audit the majority of the transactions in terms of value.

### RATIO OF REMUNERATION TO EACH DIRECTOR

Statement of Information to be furnished Pursuant To Section 197(12) of the Companies Act, 2013 ("Act") Read With Rule 5(1) of the Companies (Appointment And Remuneration of Managerial Personnel) Rules, 2014

(i) Ratio of the remuneration of each Executive Director to the median remuneration of the employees of the Company for the Financial Year 2023-24 and the percentage increase in remuneration of each Executive Director during the Financial Year 2023-24:

Name of Director / KMP and Designation	Ratio of remuneration of each Director/ to median remuneration of employees	% Increase in Remuneration in the FY 2023-24
Mr.Rithwik Rajshekar Raman, Managing Director	4.49	25
Mr. V Niranjan Rao, Whole- time Director	17.98	42.86

(ii) The percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and Company Secretary during the Financial Year 2023-24:

S.No	Name and Designation	% increase in Remuneration
1	Mr.Tippavajjala Suresh Babu	30
2	Mr. Subbiah Jayapandi	20

(iii) The number of permanent employees on the roll of the Company as on March 31, 2024 were 98 and the median remuneration was Rs.27,810/-

(iv)The remuneration of Directors, Key Managerial Personnel's and other employees is in accordance with the Remuneration Policy of the Company.



Statement containing the particulars of Employees under Section 197(12) of the Act, Read with Rule 5(2) And 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as on March 31, 2024.

A. Top Ten Employees in terms of remuneration drawn

S. No	Name	Age (in years)	Designation	Remuneration per annum (in Rs)	Qualification	Date of Commencement of Employment	Experience (in years)	Last Employment held
1	V Niranjan Rao	57	Whole Time Director	60,00,000	Under Graduate	15-09-2010	37	Hanudev Constructions Pvt Ltd
2	T Suresh Babu	51	Chief Financial Officer	28,08,000	B.Com	03-10-2017	27	RR Industries Ltd
3	S Jayapandi	44	Company Secretary	15,42,240	CS	03-10-2017	15	Rishabh Infopark Pvt Ltd
4	Rithwik Rajshekar Raman	29	Managing Director	15,00,000	Masters - Entrepreneurship	03-10-2017	5	Nil
5	M Radhakrishnan	41	Electrical Manger	12,98,520	B.E	01-06-2012	19	RR Industries Ltd
6	G Sridharan	46	HVAC-Manager	12,98,520	DRAC,	01-06-2012	26	RR Industries Ltd
7	T Ramanan	41	Facility Manager	12,98,520	B.TECH	01-07-2013	19	RR Infopark Pvt Ltd
8	M Prathap	37	Sr.Accountant	7,27,920	B.Com	10-02-2009	14	Business
9	Ramaneesh Ravi Raman	24	Asst. manager - Facility	14,40,000	B.Tech	01-12-2022	4	RR Infopark Pvt Ltd
10	R.Ragavendran	56	Purchase Executive	9,20,520	B.Com	01-01-2024	17	RR Infopark Pvt Ltd

B. Employed throughout the year and were in receipt of remuneration of not less than Rs.1,02,00,000 (Rupees One Crore Two Lakh only) per annum.- NIL

C. Employed for part of the year and were in receipt of remuneration of not less than Rs.8,50,000 (Rupees Eight Lakh Fifty Thousand only) per month.-NIL

Notes:

1. Remuneration includes basic salary, allowances, leave travel allowances, company's contribution to provident fund and superannuation fund, leave encashment, reimbursements, monetary value of perquisites, wherever applicable, target variable pay etc.
2. None of the employees except Mr Rithwik Rajshekar Raman, Managing Director of the Company, hold by himself or along with his/her spouse and dependent children, 2% or more of equity shares of the Company.
3. All appointments are/were contractual in accordance with terms & conditions as per company rules.
4. None of the employee is a relative of any Director of the Company.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT OR TRIBUNAL**

There are no significant and material orders passed by the Regulators or Court or Tribunal which would impact the going concern status of the company and its operations in the future. But the Company has preferred an appeal in CIT for the AY 2018-19 against the demand of Rs.4,81,590/-. The Appellate Authority has passed the order partially allowed on 24.01.2024. The order for giving effect is pending by the Assessing officer.

The Company has filed written Statement for the AY 2017-18 to the NFAC (National Faceless Appeal Centre), Delhi. The demand was raised for the amount of Rs.11,09,050/-. The order is pending by the Authority. Both the claims are not material which not affect the financial position of the Company.

### **AUDITORS & THEIR REPORT**

M/s.Kalyanasundaram & Associates, Chartered Accountants, Chennai, was appointed as Statutory Auditors of the Company in the 11<sup>th</sup> AGM held on 24<sup>th</sup> September, 2021 for a term of 5 years and will conclude at the 16<sup>th</sup> Annual General meeting of the Company.

There are no qualifications, reservations or adverse remarks made by M/s. Kalyanasundaram & Associates., Chartered Accountants, the Statutory Auditors of the Company, in their report.

#### DETAILS IN RESPECT OF FRAUD REPORTED BY THE AUDITORS

There were no instances of fraud reported by the Auditors.

#### LISTING

Your Company is listed on SME platform of BSE Ltd. from 11<sup>th</sup> January, 2018. The Company's code is RITHWIKFMS (540843) and ISIN is INE819Y01015. The following table depicts the price movement for the year 2023-24.

MONTH	COMPANY'S SHARE PRICE	
	HIGH	LOW
April 2023	63	63
May	63	63
June	63	63
July	63	63
August	63	63
September	63	63
October	91	50
November	98.8	94.1
December	114.36	103.74
January 2024	120.05	120.05
February	126.05	120.05
March	132.3	132.3

#### SECRETARIAL AUDIT REPORT & CERTIFICATE AND SECRETARIAL STANDARD COMPLIANCE

The Company has complied with all applicable Secretarial Standards issued by ICSI. As required by the Act a secretarial Audit Report issued by a Company Secretary in practice (PCS) is annexed with the report and it does not contain any qualification. Annual Secretarial Compliance Report certifying the Compliance of SEBI regulations has been obtained and filed with the Stock Exchanges. The Secretarial Audit Report (in Form MR-3) is annexed as **Annexure-III** to this Report. However two incidents of delayed filing by the Company was reported by the Secretarial Auditor. Your directors has taken necessary step to file the required filings by the company in future within the stipulated time.

## ANNUAL RETURN

Pursuant to the Notification issued by MCA with effect from August 28<sup>th</sup>, 2020, the mandatory requirement of attaching annexure of the Annual Return in the prescribed form MGT-9 has been omitted.

Accordingly, as per the provisions of the amended Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return as of March 31, 2024 has been placed on the website of the Company and can be accessed at [www.rithwik.co.in](http://www.rithwik.co.in).

## ACKNOWLEDGEMENTS

The Board has pleasure in recording its appreciation for the assistance, co operation and support extended to the Company by all the Stakeholders, Banks, Government departments, Stock Exchanges, NSDL & CDSL.

The Board also places on record its sincere appreciation of the response received from the Company's valuable clients and thank them for their continued support.

The Company is grateful to all the employees for their continued co-operation and support extended to the company. Their contribution has been outstanding and the Directors place on record their appreciation for the same.

## CAUTIONARY STATEMENT

Statements in the Board's report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward may be forward – looking within the meaning of applicable securities laws and regulations. The Company cannot guarantee the accuracy of assumptions and the projected future performance of the Company. The actual results may materially differ from those expressed or implied in this report. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting input availability and prices, changes in government regulations, tax laws, economical developments within the country and other factors such as litigation and industrial relations.

**Place: Chennai**

**For and on behalf of the Board of Directors**

**Date: August 22, 2024**

**Rithwik Facility Management Services Limited**

**SD/-**

**SD/-**

**Rithwik Rajshekar Raman**  
**Managing Director**  
**DIN: 07836658**

**Niranjan Vyakarna Rao**  
**Whole Time Director**  
**DIN: 02918882**

## **ANNEXURE I**

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Your Directors have pleasure in presenting the management discussion and analysis report for the year ended on March 31, 2024.

#### **ECONOMY**

##### **GLOBAL**

The baseline forecast for the world economy is to continue growing at 3.2 percent during 2024 and 2025, at the same pace as in 2023. A slight acceleration for advanced economies, where growth is expected to rise from 1.6 percent in 2023 to 1.7 percent in 2024 and 1.8 percent in 2025, will be offset by a modest slowdown in emerging market and developing economies from 4.3 percent in 2023 to 4.2 percent in both 2024 and 2025. The forecast for global growth five years from now at 3.1 percent is at its lowest in decades. Global inflation is forecast to decline steadily, from 6.8 percent in 2023 to 5.9 percent in 2024 and 4.5 percent in 2025, with advanced economies returning to their inflation targets sooner than emerging market and developing economies. Core inflation is generally projected to decline more gradually. The global economy has been surprisingly resilient, despite significant central bank interest rate hikes to restore price stability.

##### **INDIA**

India took a big economic leap this leap year: The country ended fiscal year 2023 to 2024<sup>1</sup> with a big bang, surpassing all market estimates of GDP, with 8.15% year-over-year (YoY) growth. For three consecutive years, India's economy has exceeded growth expectations (averaging 8.3% annual growth over this period) despite global uncertainties, driven by strong domestic demand and continuous government efforts toward reforms and capital expenditure.

Optimism prevails, as highlighted by a Deloitte pre-budget expectation survey, which shows high confidence among industry leaders in India's continued robust growth.<sup>2</sup> With prevalent signs of the rural economy rebounding, strong growth in manufacturing, robust bank balance sheets and credit growth, and stronger exports in services and high-value manufacturing, there is confidence that India's underlying potential will help it outpace growth in the rest of the world.

The Projected annual GDP growth to be between 7.0% and 7.2% in fiscal 2024 to 2025 and between 6.7% and 7.3% the following fiscal year as markets adapt to geopolitical uncertainties in their investment and consumption decisions. The global economy is anticipated to rebound synchronously in 2025, as major election uncertainties are resolved, and Western central banks possibly implement rate cuts as inflation concerns subside. India is likely to experience improved capital flows, boosting private investment and exports. Inflation concerns remain, but we expect them to ease in the latter half of the next fiscal year, barring any surprises from rising oil or food prices.

Consumption spending has remained modest over the past five years despite overall strong GDP growth. The pandemic; high global and domestic inflation and consequent tightening of financial conditions; and the effects of poor agriculture output on rural demand seem to have capped private consumption growth in India. But amid all this, there is a silver lining: We notice distinct and broad-based shifts in the country's consumption patterns.

We noted a significant shift toward increased spending on luxury and premium goods and services. While urban households collectively outspent their rural counterparts over the past decade, the latter has quickly caught up in spending on discretionary durable goods (including automobiles and electric and electronic goods) as well as services. There is a broad-based shift in the composition of consumption toward more nonfood items, reflecting changing lifestyles and preferences that are here to stay. The declining share of spending on education is a concern though, especially in urban spending where the share declined by 2.43% since 2009–10.

Subsequently, the businesses based on emerging spending patterns. However, there might be regional disparities in consumption and inflation hindering sustainable and widespread growth in household consumption, which the government has addressed in the recent Union Budget 2024–2025 that was tabled on July 23, 2024.

The robust growth in fiscal 2023 to 2024 and the continuity of the government at the center after the elections have increased confidence in the domestic economic fundamentals and buoyed India's outlook.

We expect India to grow between 7.0% and 7.2% in the coming fiscal year (2024 to 2025) in our baseline scenario, followed by 6.7% and 7.3% (admittedly, a much wider range due to uncertainties around several assumptions) in the subsequent years.

Inflation concerns are likely to fade as we expect food price–driven pressures to ease in the latter half of the year. However, risks of intermittent and spatial monsoons could lead to higher food prices for more extended periods of time. Besides, stronger growth may also keep pressure on inflation as demand outpaces supply. We expect inflation to slowly revert to the RBI's target level of 4% from early next year and remain within its comfort value over the forecast period

(Source: Deloitte)

## **FACILITY MANAGEMENT INDUSTRY**

### **GLOBAL**

The global facility management market size was valued at USD 1,277.8 billion in 2023 and is projected to grow from USD 1,315.7 billion in 2024 to USD 2,284.8 billion by 2032, exhibiting a CAGR of 8.2% during the forecast period. The Asia Pacific dominated the Facility Management Market with a share of 39.92% in 2023.

The International Facility Management Association describes facility management as the integration of a physical space with the organization's staff and work, which may include tasks such as the maintenance of equipment or planning for future portfolios. These services include emergency preparedness and business continuity, environmental sustainability, human aspects of communication, project management, quality, real estate & property management, leadership or strategy, and others.

The study focuses mainly on the technology side of management, which includes software and services that help improve the efficiency and effectiveness of the management of the facilities. This sector, which is defined as providing maintenance assistance, user management, and project management services, has grown significantly over the last two decades due to initial growth in urbanization and industrial development. In the coming years, the demand for these solutions and services is likely to record a considerable increase. Government spending on transport, energy, construction, and others is the factor for the increase in demand. In addition to building management contracts with its service providers for the provision of its services, contract management also comprises personnel, equipment, and other services.

## INDIA

The India Facility Management Market size is estimated at USD 148.65 billion in 2024, and is expected to reach USD 212.12 billion by 2029, growing at a CAGR of 7.37% during the forecast period (2024-2029).

FM encompasses all aspects of managing a building, an organization's infrastructure, and the overall coordination of the workplace. This system streamlines processes and standardizes services for an organization.

- Facility management in India is increasingly gaining popularity due to rapid urban development, the booming construction sector, increasing emphasis on green buildings, and a growing awareness of advantages arising from outsourcing non-core business activities.
- Regarding sophistication and development, India is one of the largest markets for outsourced facility management services. Small local companies focus on single contracts and single-service solutions, while the region's FM business operates with integrated contracts given by significant vendors from different continents. Given the changing dynamics in the region, there are more chances to combine facility management and corporate real estate in novel ways.
- The public sector clients are eager to reduce the number of suppliers and decrease costs. Therefore, bundled service contracts are expected to profit from the budget cuts, keeping with the ongoing efforts of many government agencies to streamline their operations. As the need for total facility management (TFM) grows, public sector firms in the region are progressively outsourcing all "non-core business activities" to a single service provider, allowing them to focus more on their core businesses.

- Moreover, the need for enterprises to evaluate possible cyber risks across their OT environments and take action to strengthen their security posture is more than ever as IT and OT systems continue to converge. Facility managers may offer crucial insider advice in developing and implementing a diligent cybersecurity plan to safeguard critical OT systems as the threat landscape continues to change at an alarming rate.
- The COVID-19 pandemic had a mixed economic impact on FM companies in India. Limiting people's movement resulted in declining project work and activity at several customer locations. The pandemic lockdowns harmed significant companies in the market, including BVG, CBRE Group, and others.

## **INTERNAL CONTROL**

Internal controls are essential to ensure the accomplishment of goals and objectives of any business entity. They help to ensure efficient and effective operations, compliance with applicable laws and regulations, transparency in its activities and provision of reliable financial reporting to the Stakeholders.

Our Internal Control System is fully equipped with necessary checks and balances ensuring that the transactions are adequately authorized and reported correctly. The Internal Auditor conducts regular Audits of various departments and Units to ensure that necessary controls are in place. The Audit Committee while reviewing the system and the Internal Audit Report, call for comments of Auditors on internal control systems and discuss any related issues with the Auditors and the Management of the company before submission to the Board. The Independent Directors also satisfy themselves on the integrity of financial information and ensure that financial controls including Signature controls, Budget Controls, Data control and systems of risk management are in place.

## **EMPLOYEES**

There are no significant changes in the workforce of the Company. The attrition rate of the company is negligible and the company is able to retain the workforce in all verticals like skilled, Semi-skilled and unskilled labor force.

## **PERFORMANCE**

The market conditions were favorable enabling the Company to maintain a reasonably strong performance during the year. The major share of the total revenue of the Company was generated Rs.3638.79 Lakhs from facility management services for the Financial Year ended March 31, 2024 as compared to Rs. 3183.53 lakhs in 2022-23.



## EXPANSION

Expansion of business activities in tier 2 and tier 3 cities by the end-user segments are considered to be an increasing regional growth trends for FM services market in India. Your company has already started expansion in Tier 2 cities and is considering expansion in Tier 3 cities as well. Simultaneously, the FM market in India is moving towards involving an organized approach in order to achieve higher market penetration and maturity. In this regard, your company has started using technology and introducing systems for better efficiency and performance. This also includes investment in equipment to avoid high recurring leasing costs and creating a capital base. Companies are constantly looking for growth options and modifying their business models to suit market trends. The same thought process has been adopted by your company by diversifying into the turnkey commercial interior segment.

## RISKS AND THREATS

Lack of availability of technical and non-technical manpower is one of the biggest challenges the industry is facing currently. The lack of qualified staff has increased the lead times in mobilizing resources/staff after a project has been successfully contracted. Increase in inflation and labour cost have forced many customers to replace long-term contracts with medium-term ones. Many customers find it easier to maintain medium- and short-term contracts rather than long-term ones as the latter will lead to price rise.

The next big factor posing as a deterrent is competition. Since the market is riddled with low cost unorganized service providers, pricing and margins come under pressure as these unorganized players provide services at low rates, essentially scuttling the competition from large organized players. However, many international property management companies have entered into this market and achieved phenomenal growth rates over the last five years. As the construction sector is witnessing an increase in investments across vertical markets, this sector is expected to witness more competition from new entrants, majorly from the US and UK, in the future. Joint ventures (JV) are being viewed as a disincentive factor, due to high entry barriers. JVs would make it easier for the market players to provide easy access to the customer network, increase manpower strength, widen their service portfolio, and expand their geographic footprints to increase brand visibility. Very few new or existing FM companies are looking at entering or expanding into this market by partnering or acquiring a local company.

## OPPURTUNITIES & FUTURE PROSPECTS

The outlook of FM services in India is shaping up to be highly optimistic mainly due to the growing maturity of end users and the need for improved safety, comfort and professional maintenance of assets. Presence of Global and Indian MNCs across various end-user sectors is mainly driving the market for FM services in India as they are the potential customers due to their increased awareness levels, exposure to facilities and willingness to invest. The IT sectors are more concerned about personalized and specialized services utilizing both hard and soft

services due to the recent boom and increase in investments in the Indian IT/ITeS/BPO and finance/banking sectors. Increase in investments from emerging sectors such as health-care, retail and infrastructure sector are expected to further push this market to a higher growth curve in the life cycle.

The public sector, namely government offices, industrial and educational segments offer very minimal opportunity as the market is currently in the early stages of development with limited penetration of the outsourcing concept. They majorly outsource only the soft services to the local FM companies. Expansion of business activities in tier 2 and tier 3 cities by the end-user segments are considered to be an increasing regional growth trends for FM services market in India. FM companies should be able to overcome competition factors and capitalize on the vast opportunities in store. Simultaneously, the FM market in India is moving towards involving an organized approach in order to achieve higher market penetration and maturity. Many companies have adopted inorganic growth models to penetrate the market by acquiring well established firms to capture a considerable market share. Companies are constantly looking for growth options and modifying their business models to suit market trends. Some of recent / major acquisition are India based A2Z Group acquired IPMSL and CNCS Facility Solutions. Secondly, UK based compass group acquired India's Vipul Facilities Management and Ultimate Hospitality Services and Thirdly, Tenon Property Services who have expanded its portfolio by acquiring companies Peregrine Guardine , Roto Power and Mortice Group.

#### SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

S.No	Ratios	As on 31/03/2024	As on 31/03/2023	Remarks
1	Interest Coverage Ratio	13.02	14.83	The Company has taken fresh loans during the year as a result interest expenditure has increased, which in turn has resulted a decrease in Interest Coverage Ratio.
2	Current Ratio	1.29	1.27	There is an increase in other current Assets which has resulted an improvement in current ratio
3	Debt-Equity Ratio	0.04	0.01	There is an increase in debt when compare to last year which has resulted a lower debt-equity ratio
4	Operating Profit Margin	10.76	12.42	The direct cost is increased more than the proportionate rate of sales which has resulted in less operating profit
5	Net Profit Margin	0.74	0.78	The proportionate rate of increase in expenditure is more than revenue which resulted in lower net profit margin.
6	Return on Asset	1.21	1.05	In Current fiscal year Return on Asset is higher due to the increase in Net income
7	Return on Capital Employed	18.00	18.00	No Change

**DISCLOSURE OF ACCOUNTING TREATMENT**

In accordance with the Companies (Indian Accounting Standards), Rules, 2015 of the Companies Act, 2013, read with Section 133 of the Companies Act, 2013, your Company need not adopt the Indian Accounting Standards (Ind AS) for preparation of its financial statements. The financial statements for the year have been prepared in accordance with and in compliance of Schedule III notified by the Ministry of Corporate Affairs (MCA). There has been no difference in the Accounting treatment from that of accounting standards.

**FORWARD-LOOKING STATEMENTS:**

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements.

**Place: Chennai****Date: August 22, 2024****For and on behalf of the Board of Directors  
Rithwik Facility Management Services Limited****SD/-****Rithwik Rajshekar Raman  
Managing Director  
DIN: 07836658****SD/-****Niranjan Vyakarna Rao  
Whole Time Director  
DIN: 02918882**

## ANNEXURE II

### NOMINATION AND REMUNERATION POLICY

#### 1. Introduction

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto as amended from time to time and Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

#### 2. Definitions

- a. **'Board'** means Board of Directors of the Company.
- b. **'Directors'** means directors of the Company.
- c. **'Committee'** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, in accordance with the Act and applicable Listing Regulations.
- d. **'Company'** means Rithwik Facility Management Services Limited.
- e. **'Independent Director'** means a Director referred to in Section 149(6) of the Companies Act, 2013 and rules.
- f. **'Key Managerial Personnel (KMP)'** means-
  - i) the Managing Director or Chief Executive Officer or manager
  - ii) Whole-time Director
  - iii) the Company Secretary;
  - iv) the Chief Financial Officer; and
  - v) Any other person as defined under the Companies Act, 2013 from time to time
- g. **"Senior Managerial Personnel"** means the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

h. **“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

i. **“Listing Regulations”** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Companies Act, 2013 and Listing Regulations as may be amended from time to time shall have the meaning respectively assigned to them therein.

### **3. Constitution of the “Nomination & Remuneration Committee:**

The Board has the power to constitute / reconstitute the Committee from time to time in order to make it consistent with Company's policies and applicable statutory requirements. The composition of the Company shall be in line with the requirements of the Act and Listing Regulations.

The Company Secretary of the Company shall act as the Secretary of the Committee.

Membership of the Committee shall be disclosed in the Annual Report. The terms of the Committee shall be continue unless terminated by the Board of Directors.

### **4. Key objectives of the Committee:**

- a) To guide the Board in relation to the appointment and changes in Directors and Key Managerial Personnel;
- b) To formulate criteria for determining qualifications, positive attributes and independence of directors;
- c) To specify the manner for effective evaluation of performance of the Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;
- d) To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors for their appointment and removal.
- e) To recommend the Board remuneration payable to the Directors and Key Managerial Personnel and Senior Management Personnel;
- f) Devising policy on diversity of Board of Directors
- g) To develop a succession plan for the Board and to regularly review the plan;

- h) To decide whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- i) Consider any other matters as may be prescribed under the Act or Listing Regulations or as may be requested by the Board from time to time.

#### **5. Frequency of meetings:**

The meeting of the Committee shall be held at regular intervals as may be deemed fit and appropriate with at least one meeting in a year.

The quorum for the Committee Meeting shall be either two members or one-third of the members of the Committee, whichever is greater, including at least one Independent Director in attendance.

The Chairman of the Committee or in his absence any other member of the Committee authorized by him on his behalf shall attend the Annual General Meeting of the Company.

The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee

The Nomination & Remuneration Committee shall establish a mechanism to carry out its functions, any /all of its powers to any of the Executive / Whole-time Directors and/or Senior Manager of the Company, as deemed necessary for proper and expeditious execution.

#### **6. Committee Members interest:**

A member of the Committee is not entitled to participate in discussion on matters that affect his/her personal interest.

#### **7. Effective Date:**

This policy is effective from 11.10.2017.

#### **8. Appointment and removal of Director, Key Managerial Personnel and Senior Management**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.

c) The Company shall not appoint or continue the employment of any person as Whole- time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

## 9. Term / Tenure

a) **Managing Director/Whole-time Director:** The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) **Independent Director:** An Independent Director shall be selected from ID databank maintained by Indian Institute of Corporate Affairs. The Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms of up to maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Companies Act, 2013 and Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015.

## 10. Removal

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

## 11. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company

## **12. Policy for Remuneration to Directors/ KMP/ Senior Management Personnel**

### **a) Remuneration to Managing Director / Whole-time Directors**

i) The Remuneration/ Commission etc. to be paid to Managing Director / Whole- time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

ii) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

### **b) Remuneration to Non-Executive / Independent Directors**

i) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

ii) All the remuneration of the Non-Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

iii) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

iv) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (ii) above if the following conditions are satisfied:

- The Services are rendered by such Director in his capacity as the professional;
- And In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

### **c) Remuneration to Key Managerial Personnel and Senior Management**

i) The remuneration to Key Managerial Personnel and Senior Management may consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.



ii) The Fixed pay shall include monthly remuneration and may include employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.

iii) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

### **13. Implementation**

a) The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.

b) The Committee may Delegate any of its powers to one or more of its members.

<b>For and on behalf of the Board of Directors</b>	
<b>Rithwik Facility Management Services Limited</b>	
<b>SD/-</b>	<b>SD/-</b>
<b>Rithwik Rajshekar Raman</b>	<b>Niranjan Vyakarna Rao</b>
<b>Managing Director</b>	<b>Whole Time Director</b>
<b>DIN: 07836658</b>	<b>DIN: 02918882</b>



**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2024**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members,  
**Rithwik Facility Management Services Limited**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rithwik Facility Management Services Limited** (CIN: L74900TN2010PLC074294) (hereinafter called "the Company"). The Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of 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 authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliances-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 March 31, 2024 according to the relevant and applicable provisions of :

- (i) The Companies Act, 2013 ("the Act") and Rules made thereunder, as may be applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder; (Not applicable to the Company during the Audit period)
- (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;

- (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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015;
  - (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the year)
  - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit period);
  - (g) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding Companies Act and dealing with client;
  - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit period);
  - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit period); and

We have also noted that the quarterly reporting at one instance made with 3 days delay and Annual Report filing made with 6 days delay with BSE Limited ("Stock Exchange"), where the Company shares are listed. In both instances penalty was raised by the Stock Exchange, the same has been paid and complied by the Company.

We have also examined compliance with the applicable clauses of Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.

During the period under review the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above. However, one eform has been filed with Registrar of Companies with 201 days.

Other statutes, Acts, laws, Rules, Regulations, Guidelines and Standards etc., as applicable to the Company are given below:

1. Labour Laws and other incidental laws related to employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
2. Acts as prescribed under Direct Tax and Indirect Tax;
3. Stamp Acts and Registration Acts of respective States;
4. Labour Welfare Act of respective States; and
5. Such other Local laws etc. as may be applicable in respect of various offices of the Company.

We further report that the compliance by the Company of applicable fiscal laws, such as direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by the Statutory Auditors.

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.

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 except for the Unpublished Price Sensitive Information which were, pursuant to clause no. 1.3.7 of Secretarial Standard 1 ("SS 1"), circulated separately or placed at the Meetings of the Board and the Committees, after due compliance with the SS 1, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation and deliberation at these meeting.

During the period under review, decisions were carried through unanimously and no dissenting views were observed, while reviewing the minutes.

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.

1. Mr. Sudhakar P resigned from the Directorship with effect from May 30, 2023
2. Mrs. Anitha Radhakrishnan, has been appointed as an Additional Director with effect from June 28, 2023 and subsequently, shareholders approval obtained at the Extra Ordinary General Meeting held on July 27, 2023.

3. The Company had taken Car Loan amount of Rs. 8 lakh with HDFC Bank Limited on August 8, 2023. The e-form towards creation of charge had been filed within the statutory time period of 30 days.
4. Mr. Jayaraman, has been re-appointed as Independent Director by the Board of Directors vide Circular Resolution dated April 24, 2023 for the second term for a period of 5 years with effect from May 7, 2023 to May 6, 2028 and subsequently shareholders approval obtained at the Extra Ordinary General Meeting held on July 27, 2023.
5. During the year, the Board of Directors recommended the final Dividend of Re.1/- per share and subsequently shareholders approved at their Annual General Meeting held on September 28, 2023.
6. The Board of Directors at their Meeting held on February 22, 2024 had to approved the increase in Borrowing limit to Rs. 100 crore and subsequently shareholders at their Extra Ordinary General Meeting held on April 18, 2024 approved the same.

**For Khandelwal Arun & Associates**  
**Company Secretaries**  
**(S2017TN553800)**

**SD/-**

**Arun Kumar Khandelwal**  
**Proprietor**  
**FCS 9350, CP No: 19611**  
**P/R: 1541/2021**

**Place: Chennai**  
**Dated: August 22, 2024**  
**UDIN: F009350F001018655**

**`Annexure A'**

To,

The Members,  
**Rithwik Facility Management Services Limited**

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

1. Maintenance of secretarial record 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 processes 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 processes and practices, we 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's 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, standards is the responsibility of the management. Our examination was limited to the verification of the 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 Khandelwal Arun & Associates**  
**Company Secretaries**  
**(S2017TN553800)**

**SD/-**  
**Arun Kumar Khandelwal**  
**Proprietor**  
**FCS 9350, CP No: 19611**  
**P/R: 1541/2021**

**Place: Chennai**  
**Dated: August 22, 2024**  
**UDIN:F009350F001018655**

### MD and CFO CERTIFICATION

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

We, Rithwik Rajshekar Raman, Managing Director and Tippavajjala Suresh Babu, Chief Financial Officer of Rithwik Facility Management Services Limited, certify that:

1. We have reviewed the financial statements and the cash flow statement for the year ended on March 31, 2024 and that to the best of our knowledge and belief:
  - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) These statements together present a true and fair view of the state of affairs of the company and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year ended on March 31, 2024 which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept overall responsibility for establishing and maintaining internal control for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and that we have disclosed to the statutory auditors and the audit committee, deficiencies in the design or operations of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We indicate to the auditors and to the audit committee:
  - a) Significant changes in internal control over financial reporting during the year;
  - b) Significant changes in accounting policies during the year; and that the same have been disclosed in the notes to the financial statements; and
  - c) Instances of significant fraud of which we have become aware of and which involve management or other employees having significant role in the company's internal control system and financial reporting. However, during the year there was no such instance.

**For Rithwik Facility Management Services Limited**

**Place: Chennai**  
**Date: August 22, 2024**

**SD/-**  
**Rithwik Rajshekar Raman**  
**Managing Director**  
**DIN: 07836658**

**SD/-**  
**Tippavajjala Suresh Babu**  
**Chief Financial Officer**



### **DECLARATION BY DIRECTOR**

I, Rithwik Rajshekar Raman, Managing Director of Rithwik Financial Management Services Limited, hereby declare that all the members of the Board of Directors have affirmed compliance with the Code of Conduct applicable to them as laid down by the Board of Directors in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended 31st March, 2024.

**By order of the Board of Directors**

**Date: August 22, 2024**  
**Place: Chennai**

**SD/-**  
**Rithwik Rajshekar Raman**  
**Managing Director**  
**DIN: 07836658**



## **INDEPENDENT AUDITOR'S REPORT**

To the Members of Rithwik Facility Management Services Limited

### **Report on the Audit of the Standalone Financial Statements**

#### **Opinion**

We have audited the standalone financial statements of Rithwik Facility Management Services Limited ("the Company"), which comprise the balance sheet as on 31<sup>st</sup> day of March 2024, and the statement of profit and loss and statement of cash flows for the year then ended and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

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 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as on 31<sup>st</sup> day of March 2024;
- b) In the case of the Statement of Profit and Loss, the Profit for the year ended on that date;
- c) In the case of cash flow statement, for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) 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 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 thereunder, 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 opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financials' statements of the current period. These matters were addressed in the context of our audit of the standalone financials statements as whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### **Other Information**

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and auditor's report(s) thereon.

The Company's annual report is expected to be made available to us after the date of this auditor's report. Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

### **Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

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 of 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 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.

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

### **Auditor's Responsibilities for the Audit of the 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 financial statements.

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

- Identify and assess the risks of material misstatement of the 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 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 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 financial statements, including the disclosures, and whether the 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. With respect to the provisions of "The Companies (Auditor's Report) Order, 2020", issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the 'Order') we give in the **Annexure B**, a statement of matters specified in the paragraph 3 and 4 of the Order, to the extent applicable to the Company during the year under audit
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, the statement of profit and loss and statement of cash flows statement dealt with by this Report are in agreement with the books of account
  - d) On the basis of the written representations received from the directors as on 31st day of March 2024, taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2024 from being appointed as director.
  - e) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure – A**
  - 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:
    - a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 27 to the financial statements
    - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
    - c. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company
    - d.
      - i) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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 or entity, including foreign entity ("Intermediaries"), with 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 Ultimate Beneficiaries;

- ii) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from person or entity, including foreign entity ("Funding Parties"), whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of Ultimate Beneficiaries;
- iii) Based on the Audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has causes to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- e. The reporting under Rule 11(g) of the companies' rules 2014 is applicable from 1 April 2023.

Based on our examination which included test checks, the company has used accounting software's for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and same has operated throughout the year for all relevant transactions recorded in the respective software.

Further, for the periods where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trial feature being tampered with.

3. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

**For Kalyanasundaram and Associates**  
**Chartered Accountants**  
**(FRN: 005455S)**

**SD/-**  
**K M Sethu**  
**Partner**  
**(Membership No: 231703)**

**Place: Chennai**  
**Date: 17<sup>th</sup> May, 2024**  
**UDIN: 24231703BKBPEW4132**

## **Annexure – A to the Independent Auditors' Report**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **Rithwik Facility Management Services Limited** as on **31<sup>st</sup> day of March 2024** in conjunction with our audit of the standalone 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 over financial reporting 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 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 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 Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 over financial reporting 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 controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, 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 over financial reporting.



### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting 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 over financial reporting 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 unauthorized 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 over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting 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 except for the matter discussion in additional note para, an internal financial controls with reference to standalone financial statements over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2024, based on the internal control over financial reporting 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 issued by the Institute of Chartered Accountants of India.

**For Kalyanasundaram and Associates**  
**Chartered Accountants**  
**(FRN: 005455S)**

**SD/-**  
**K M Sethu**  
**Partner**  
**(Membership No: 231703)**

**Place: Chennai**  
**Date: 17<sup>th</sup> May, 2024**  
**UDIN: 24231703BKBPEW4132**

## Annexure B to the Auditors' Report

The Annexure referred to in paragraph two of our report of even date to the members of **Rithwik Facility Management Services Limited** on the accounts of the company for the year ended **31<sup>st</sup> day of March 2024**

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- 1) Fixed Assets:
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) The Company has a regular programme for, physical verification in a phased periodic manner, which, in our opinion, is reasonable having regards to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
  - c) The Company does not own any immovable property. Hence, Clause 3(i)(c) of the Order is not applicable.
  - d) The Company does not revalue its Property, Plant and Equipment (including Rights of Use assets) or intangible assets or both during the year.
  - e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- 2) The Company does not have any physical inventories. Hence, clause 3(ii)(a) of the Order is not applicable to the Company. Therefore, 3(ii)(b) of the Order is not applicable to the Company.
- 3) The Company has not made investments in, 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 any other parties, The Company has also not provided loan or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity.
- 4) The Company has not granted loans, made investments, provided guarantee or security to its directors. Hence, clause 3(iv) of the Order is not applicable.
- 5) The Company has not accepted any deposits or any amounts which are deemed to be deposits, and there has been no order passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company



6) Maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act. Hence such accounts and records have not been made and maintained.

7) Statutory Dues: -

a) The Company, has been regular in depositing undisputed statutory dues including provident fund, employees state insurance, income-tax, Goods and Services Tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise value added tax cess and other statutory dues with the appropriate authorities and so there are no arrears of outstanding statutory dues as at the last day of the financial year concerned, for a period of more than six months from the date they became payable except the Tax Deduction at source (Income Tax)

Nature of Payment	Financial Year	Undisputed Tax Due (Rs.)
TDS	2022-23, 2021-22, 2020-21 and previous years	27,159

b. The dues of Income tax and GST have not been deposited on the account of dispute are as follows :

Name of the Statute	Nature of Dues	Amount in Rs.	Period to which to the amount related	Forum where the dispute is pending
Income Tax Act 1961	Income Tax	11,09,050	AY 2017-18	Commissioner of Income Tax – Appeals
Income Tax Act 1961	Income Tax	4,81,590	AY 2018-19	Commissioner of Income Tax – Appeals
Goods and Services Act	GST	20,38,003	FY 2017-18	Commissioner of Good & Service Tax - Appeals

8) There are no transactions that are not recorded in the books of accounts that are to be surrendered or disclosed as income during the year in the Tax Assessments under the Income Tax Act, 1961 (43 of 1961), hence, Clause 3(viii) of the Order is not applicable.

- 9) Based upon the audit procedure performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender.
- 10) The Company has not raised money by way of public offer and it has also not accepted term loans, or made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Hence, clause 3(x) of the Order is not applicable.
- 11) Based upon the audit procedure performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no fraud on the company by the officers and employees of the company has been noticed or reported during the year, there are no whistle blower complaints that are received during the year.
- 12) In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- 13) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has an internal audit system commensurate with the size and nature of the business and the reports of the Internal Auditors for the period under audit were considered by the Statutory Auditor.
- 15) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- 16) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.
- 17) The company has not incurred any cash losses in the financial year and in the immediately preceding financial year, Hence; clause 3(xvii) of the Order is not applicable.
- 18) There has been no resignation of the statutory auditors during the year, Hence, clause 3(xviii) of the Order is not applicable.

- 19) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, We are of the opinion 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.
- 20) There is no Unspent amount towards corporate social responsibility on other than ongoing projects requiring a transfer to fund specified in schedule VII to the companies Act in compliance with second proviso to sub-section (5) of Section 135 of the set Act. Accordingly, reporting under clause 3(xx)(a) of the order is not applicable to the company for the year

**For Kalyanasundaram and Associates**  
**Chartered Accountants**  
**(FRN: 005455S)**

**SD/-**  
**K M Sethu**  
**Partner**  
**(Membership No: 231703)**

**Place: Chennai**  
**Date: 17<sup>th</sup> May, 2024**  
**UDIN: 24231703BKBPEW4132**

# Balance Sheet as at 31<sup>st</sup> March 2024



RITHWIK FACILITY MANAGEMENT SERVICES LIMITED					
BALANCE SHEET AS AT 31st MARCH, 2024					
(All Amounts are in Indian Rupee Lakhs, Unless Otherwise Specified)					
Particulars	Notes	As at 31-Mar-24 Rs.	As at 31-Mar-23 Rs.	Half Year Ended 31-Mar-24 Rs.	Half Year Ended 31-Mar-23 Rs.
<b>1. EQUITY AND LIABILITIES</b>					
<b>i. Shareholders' Funds</b>					
a) Share Capital	2	306.00	306.00	306.00	306.00
b) Reserves & Surplus	3	1,760.84	1,527.27	1,821.97	1,527.27
<b>Sub Total</b>		<b>2,066.84</b>	<b>1,833.27</b>	<b>2,127.97</b>	<b>1,833.27</b>
<b>ii. Non-Current Liabilities</b>					
a) Long-term Borrowings	4	89.08	29.58	89.08	29.58
c) Long-term Provisions	6	87.95	67.62	87.95	67.62
<b>Sub Total</b>		<b>177.03</b>	<b>97.20</b>	<b>177.03</b>	<b>97.20</b>
<b>iii. Current Liabilities</b>					
a) Short Term Liabilities	7	174.28	19.43	174.28	19.43
b) Trade Payables	8				
A: Total Outstanding Dues Of MSME		-	-	-	-
B: Total Outstanding Dues of Creditor other than MSME		207.46	321.59	207.46	321.59
b) Other Current Liabilities	9	216.73	225.88	164.77	225.88
<b>Sub Total</b>		<b>598.47</b>	<b>566.90</b>	<b>546.52</b>	<b>566.90</b>
<b>TOTAL</b>		<b>2,842.34</b>	<b>2,497.37</b>	<b>2,851.51</b>	<b>2,497.37</b>
<b>2. ASSETS</b>					
<b>i. Non-Current Assets</b>					
a) Fixed assets:	10				
Property, Plant and Equipment (Net Block)		222.15	230.14	222.15	230.14
b) Deferred tax Asset	5	16.50	16.95	25.67	16.95
c) Other Non Current Asset	11	1,830.00	1,530.00	1,830.00	1,530.00
<b>Sub Total</b>		<b>2,068.65</b>	<b>1,777.09</b>	<b>2,077.83</b>	<b>1,777.09</b>
<b>ii. Current Assets</b>					
a) Trade Receivables	12	234.20	244.24	234.20	244.24
b) Cash and Cash Equivalents	13	84.52	189.43	84.52	189.43
c) Short-term Loans and Advances	14	115.50	115.08	115.50	115.08
d) Other Current Assets	15	339.46	171.52	339.46	171.52
		<b>773.68</b>	<b>720.28</b>	<b>773.68</b>	<b>720.28</b>
<b>TOTAL</b>		<b>2,842.34</b>	<b>2,497.37</b>	<b>2,851.51</b>	<b>2,497.37</b>
<b>Significant Accounting Policies</b>					
	1				
For Kalyanasundaram & Associates, Chartered Accountants FRN: 005455S		For and on behalf of the Board of Directors			
SD/- KM Sethu Partner M No. 231703 Place : Chennai Date : 17.05.2024 UDIN : 24231703BKBPEW4132	SD/- Rithwik Rajshekar Raman Managing Director DIN-07836658	SD/- Niranjana Rao Whole Time Director DIN-02918882	SD/- T.Suresh Babu CFO	SD/- S Jayapandi Company Secretary M No. A21909	

Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2024


RITHWIK FACILITY MANAGEMENT SERVICES LIMITED					
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED AS ON 31ST MARCH , 2024					
(All Amounts are in Indian Rupee Lakhs, Unless Otherwise Specified)					
Particulars	Notes	Year Ended 31-Mar-24 Rs.	Year Ended 31-Mar-23 Rs.	Half Year Ended 31-Mar-24 Rs.	Half Year Ended 31-Mar-23 Rs.
<b>REVENUE</b>					
a) Revenue from Operations	16	3,638.79	3,183.53	1,715.37	1,682.66
c) Other Income	17	33.57	15.55	26.91	16.61
		<b>3,672.35</b>	<b>3,199.08</b>	<b>1,742.29</b>	<b>1,699.27</b>
<b>EXPENSES</b>					
a) Operating Expenses	18	2,474.50	2,242.67	1,091.26	1,191.24
b) Employees' Benefit Expenses	19	555.70	483.86	260.62	225.76
c) Finance Cost	20	30.07	24.82	19.86	12.80
d) Depreciation	11	27.31	26.19	14.05	12.67
e) Other Expenses	21	223.01	78.24	189.34	68.63
		<b>3,310.61</b>	<b>2,855.78</b>	<b>1,575.12</b>	<b>1,511.09</b>
<b>Profit Before Tax</b>		<b>361.75</b>	<b>343.29</b>	<b>167.17</b>	<b>188.18</b>
<b>Tax Expenses</b>					
a) Current Income Tax		97.13	91.82	42.89	67.03
b) Deferred Tax/(Reversal)		0.45	(0.71)	9.17	0.14
<b>Total</b>		<b>97.58</b>	<b>91.12</b>	<b>52.07</b>	<b>67.17</b>
<b>NET PROFIT FOR THE YEAR</b>		<b>264.17</b>	<b>252.18</b>	<b>115.10</b>	<b>121.01</b>
<b>Basic Earning Per Share</b>	22	<b>8.63</b>	<b>8.24</b>	<b>0.38</b>	0.40
<b>Diluted Earning Per Share</b>	22	<b>8.63</b>	<b>8.24</b>	<b>0.38</b>	0.40
For Kalyanasundaram & Associates, Chartered Accountants FRN: 005455S		For and on behalf of the Board of Directors			
SD/- KM Sethu Partner		SD/- Rithwik Rajshekar R Managing Director	SD/- Niranjan Rao Whole Time Director	SD/- T.Suresh Babu CFO	SD/- S Jayapandi Company Secretary
M No. 231703 Place : Chennai Date : 17.05.2024 UDIN : 24231703BKBPEW4132		DIN-07836658	DIN-02918882	M No. A21909	

# Cash flow Statement for the year ended 31<sup>st</sup> March, 2024



RITHWIK FACILITY MANAGEMENT SERVICES LIMITED				
CASH FLOW STATEMENT FOR YEAR ENDED AS ON 31ST MARCH 2024				
(All Amounts are in Indian Rupee Lakhs, Unless Otherwise Specified)				
Particulars	Year ended 31st March 2024		Year ended 31st March 2023	
	Rs	Rs	Rs	Rs
Net Profit before taxation		361.75		343.29
<u>Add Back:</u>				
Depreciation on Fixed Assets	27.31		26.19	
Interest Paid	30.07	57.38	24.82	51.01
<b>CASH GENERATED BEFORE WORKING CAPITAL CHANGES</b>				
- Decrease/(Increase) in trade receivables	10.04		14.33	
- Decrease/(Increase) in short-term loans and advances	(0.42)		(92.43)	
- Decrease/(Increase) in other current assets	(167.94)		(94.61)	
- Increase/(Decrease) in trade payables	(114.13)		167.36	
- Increase/(Decrease) in short term borrowings	154.86		(155.96)	
- Increase/(Decrease) in other current liabilities	(9.15)		(2.55)	
		(126.74)		(163.85)
<b>CASH GENERATED FROM OPERATIONS</b>				
Add: excess provision of income tax		-	0.01	0.01
Less: Income tax Paid(As per assessment year)	97.13	97.13	0.16	0.16
Less: Dividend Paid		30.60		
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	A	164.67		230.29
<u>Cash Inflow from Investing Activities</u>				
Sale of Fixed Assets		1.82		0.04
<u>Cash Outflow from Investing Activities</u>				
Purchase of fixed assets		(21.15)		(7.98)
Decrease/ (Increase) in other non current Asset		(300.00)		(250.00)
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	B	(319.33)		(257.94)
<u>Cash Inflow from Financing activities</u>				
Fresh Borrowings during the year		59.50		(24.85)
Increase/(Decrease) in other non-current Liabilities		20.32		7.15
<u>Cash Outflow from Financing activities</u>				
Interest and other finance costs		30.07		24.82
<b>NET CASH FLOW FROM FINANCING ACTIVITIES</b>	C	49.75		(42.51)
<b>NET INCREASE/(DECREASE) IN CASH/CASH EQUIVALENT(A+B+C)</b>		(104.91)		(70.16)
<b>ADD: BALANCE AT THE BEGINNING OF THE YEAR</b>		189.43		259.59
<b>CASH AND CASH EQUIVALENT AT THE CLOSE OF THE YEAR</b>		84.52		189.43
As per our Report of even date				
For Kalyanasundaram & Associates, Chartered Accountants FRN: 005455S		For and on behalf of the Board of Directors		
SD/- KM Sethu	SD/- Rithwik Rajsekhar Raman	SD/- Niranjan Rao	SD/- T Suresh Babu	SD/- S Jayapandi
Partner	Managing Director	Whole Time Director	CFO	Company Secretary
M No. 231703	DIN-07836658	DIN-02918882		M No. A21909
Place : Chennai				
Date : 17.05.2024				
UDIN : 24231703BKBPEW4132				

## Notes accompanying the Financial Statements for the year ended 31<sup>st</sup> March, 2024



### NOTES FORMING PART OF THE FINANCIAL STATEMENTS

#### Note - 1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES

##### (Annexed to and forming part of the financial statements for the year ended 31st March, 2024)

I. BASIS OF PREPARATION: The financial statements of the company have been prepared on accrual basis under the historical cost convention and on going concern basis in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under section 133 of The Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of The Companies Act, 2013 ('the Act'), as applicable. The accounting policies have been consistently applied by the company.

II. USE OF ESTIMATES: The preparation of financial statements requires the management of the company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expense during the year. Example of such estimates include provision for doubtful receivables, employee benefits, provision for income taxes, accounting for contract costs expected to be incurred, the useful lives of depreciable fixed assets and provision for impairment. Future results could differ due to changes in these estimates and the difference between the actual result and the estimates are recognized in the period in which the results are known / materialize.

III. CASH FLOW STATEMENTS(AS - 3): Cash Flow Statement has been prepared under Indirect Method. Cash and Cash Equivalents comprise Cash in Hand, Current and Other Accounts (including Fixed Deposits) held with banks.

IV EVENT OCCURRING AFTER BALANCE SHEET DATE (AS-4): a) Assets and Liabilities are adjusted for events occurring after the balance sheet date that provide additional evidence to assist the estimation of amounts relating to conditions existing at the balance sheet date.

V. NET PROFIT OR LOSS FOR THE PERIOD, PRIOR PERIOD ITEMS AND CHANGES IN ACCOUNTING POLICIES (AS-5): Extra-ordinary Items, and Prior Period Incomes and Expenditures, are accounted in accordance with Accounting Standard 5.

#### VI. RECOGNITION OF INCOME (AS-9):

- a) Income from operation are accounted net of tax on accrual basis.
- b) Dividend from investments is recognized when the right to receive the payment is established.
- c) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

VII. Property, Plant and Equipment (AS- 10): The carrying value of plant, property and equipment are stated at cost of acquisition or construction less accumulated depreciation as on 31st March 2021. The Assets are depreciated over their useful life in accordance with the provision of schedule II of Companies Act 2013. The cost includes all incidental expenses related to acquisition and installation, other pre-operation expenses and interest in case of construction. Carrying amount of cash generating units / assets are reviewed at balance sheet date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount is estimated as the net selling price or value in use, whichever is higher. Impairment loss, if any, is recognized whenever carrying amount exceeds the recoverable amount.

#### VIII. FOREIGN CURRENCY TRANSACTIONS(AS-11):

- (i) All transactions in foreign currency, are recorded at the rates of exchange prevailing on the dates when the relevant transactions take place.
- (ii) Monetary items in the form of Loans, Current Assets and Current Liabilities in foreign currency, outstanding at the close of the year, are converted in Indian Currency at the appropriate rates of exchange prevailing on the date of the Balance Sheet. Resultant gain or loss is accounted during the year.
- (iii) All other incomes or expenditure in foreign currency, are recorded at the rates of exchange prevailing on the dates when the relevant transactions take place.

#### IX. EMPLOYEE BENEFITS(AS -15):

Retirement Benefit: Retirement benefits in the form of Provident / Pension Fund is accounted on accrual basis and charged to the Profit and Loss Account of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective trusts. Gratuity: Gratuity liability is calculated as per the Provisions of Gratuity Act, 1972 on the 15days salary for each completed year of service for the employees who have completed one year of service. The gratuity liability is charged to the Profit and Loss Account of the year.

#### X. ACCOUNTING FOR LEASE (AS-19):

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Where the Company is lessee- Operating Lease, Lease rentals in respect of assets taken on operating lease are charged to statement of profit and loss over the lease term on monthly basis

#### XI. EARNING PER SHARE(AS -20):

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The Net profit or loss is computed after providing the deduction for preference dividends and any tax thereon.

#### XII. TAXATION(AS -22):

Tax expense comprises both current and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates and tax laws. Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets, subject to consideration of prudence, are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. The tax effect is calculated on the accumulated timing difference at the year-end based on the tax rates and laws enacted or substantially enacted on the balance sheet date.

#### XIII. IMPAIRMENT OF ASSETS(AS -28):

The Company determines the Impairment of Assets based on Cash Generating Units. For this purpose, the Cash Generating Units have been based on segments of operations.

#### XIV. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS(AS-29):

A provision is recognized when there is a present obligation as a result of a past event, that probably requires an outflow of resources and a reliable estimate can be made to settle the amount of obligation. Provision is not discounted to its present value and is determined based on the last estimate required to settle the obligation at the year end. These are reviewed at each year end and adjusted to reflect the best current estimate. Contingent liabilities are not recognized but disclosed in the financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.



# Notes accompanying the Financial Statements for the year ended 31<sup>st</sup> March, 2024



RITHWIK FACILITY MANAGEMENT SERVICES LIMITED

Notes to Financial Statements for the Period ended 31st March, 2024

Note 2 : Share Capital

(All Amounts are in Indian Rupee Lakhs, Unless Otherwise Specified)

Particulars	As at 31st March , 2024	As at 31st March , 2023		
<b>A. Authorized Share Capital</b>				
<b>Equity Share Capital</b>				
40,00,000 Equity Shares of Rs. 10/- Each	400.00	400.00		
	<b>400.00</b>	<b>400.00</b>		
<b>B. Issued, Subscribed &amp; Paid-up Share Capital</b>				
<b>Equity Share Capital</b>				
30,60,000 Equity Shares of Rs. 10/- Each	306.00	306.00		
	<b>306.00</b>	<b>306.00</b>		
<b>C. Reconciliation of shares outstanding at the beginning and at the end of the reporting period.</b>				
<b>Equity shares</b>				
Particulars	As at 31st March 2024		As at 31st March 2023	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	30,60,000	306.00	30,60,000	306.00
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	<b>30,60,000</b>	<b>306.00</b>	<b>30,60,000</b>	<b>306.00</b>
<b>D. Details of Shareholders holding 5% or more shares in the Company</b>				
Particulars	As at 31st March 2024		As at 31st March 2023	
	Number	% of Holding	Number	% of Holding
Rithwik Rajasekhar Raman	11,02,500	36%	11,02,500	36%
Lalitha Raman	5,39,996	18%	5,39,996	18%
Ramaneesh Ravi Raman	4,72,500	15%	4,72,500	15%
<b>E. Details of Promoters holding in the Company</b>				
Particulars	As at 31st March 2024		As at 31st March 2023	
	Number	% of Holding	Number	% of Holding
Promoter and Promoter Group	22,50,000	73.53%	22,50,000	73.53%
Public	8,10,000	26.47%	8,10,000	26.47%
<b>D. Terms/rights attached to equity shares</b>				
The company has only one class of equity shares having par value of Re. 10 per share. Each holder of equity share is entitled to one vote per share and also entitled for a dividend at the proportionate rate when ever the Company declares it.				
<b>Note 3 : RESERVES AND SURPLUS</b>				
Reserves & Surplus	As at 31st March , 2024	As at 31st March , 2023		
<b>Statement of Profit &amp; Loss</b>				
Opening balance	813.27	561.24		
Add: Security Premium	714.00	714.00		
Less: Final Dividend for FY 2022-23	(30.60)			
Add/Less : Provision created for earlier year Income tax and interest		(0.16)		
(+) Net Profit for the current year	264.17	252.18		
Closing Balance	<b>1,760.84</b>	<b>1,527.27</b>		
Note: Final Dividend on Shares are accounted as liability on the date of approval by the shareholders				
<b>Note 4 - LONG-TERM BORROWINGS</b>				
	As at 31st March , 2024	As at 31st March , 2023		
<b>Term Loan:</b>				
From Banks and from financial Institutions	172.08	66.33		
	<b>172.08</b>	<b>66.33</b>		
Secured borrowings	172.08	66.33		
Unsecured borrowings	-	-		
Less: Amount disclosed under the head Other Current Liabilities	83.00	36.75		
	<b>89.08</b>	<b>29.58</b>		



## Notes accompanying the Financial Statements for the year ended 31<sup>st</sup> March, 2024



### Note 5 - DEFERRED TAX LIABILITY / (ASSET)

Details	As at 31st March, 2024	As at 31st March, 2023
Opening Balance	16.95	16.24
Add: Deferred tax liability (Asset)	(0.45)	0.71
	<b>16.50</b>	<b>16.95</b>

### Note 6 - LONG-TERM PROVISIONS

	As at 31st March, 2024	As at 31st March, 2023
Provision for Gratuity	87.95	67.62
	<b>87.95</b>	<b>67.62</b>

### Note 7 - SHORT-TERM LIABILITIES

Details	As at 31st March, 2024	As at 31st March, 2023
Security deposits repayable on demand:		
Bank OD	173.28	18.43
From Companies	1.00	1.00
	<b>174.28</b>	<b>19.43</b>

### Note 8 - TRADE PAYABLES

Details	As at 31st March, 2024	As at 31st March, 2023
Trade payables		
Due to MSME	197.77	237.74
Due to creditors other than MSME	9.69	83.86
	<b>207.46</b>	<b>321.59</b>

### Note 9 - OTHER CURRENT LIABILITIES

Details	As at 31st March, 2024	As at 31st March, 2023
Expenses Payable	59.60	53.67
GST payable	22.71	23.58
TDS & TCS Payable	8.38	6.07
Provision for tax	43.04	105.80
Current maturities of long-term borrowings	83.00	36.75
	<b>216.73</b>	<b>225.88</b>

### Note 11- OTHER NON CURRENT ASSET

Details	As at 31st March, 2024	As at 31st March, 2023
Security Deposit and other deposits	1,830.00	1,530.00
	<b>1,830.00</b>	<b>1,530.00</b>

### Note 12 - TRADE RECEIVABLES

	As at 31st March, 2024	As at 31st March, 2023
Trade receivables	234.20	244.24
	<b>234.20</b>	<b>244.24</b>

### Note 13 - CASH AND CASH EQUIVALENTS

	As at 31st March, 2024	As at 31st March, 2023
Cash on Hand	2.00	1.61
Balance with banks:		
In current accounts	82.53	187.83
	<b>84.52</b>	<b>189.43</b>

### Note 14 - SHORT-TERM LOANS AND ADVANCES

	As at 31st March, 2024	As at 31st March, 2023
Security and other Deposit	105.55	105.55
Advance to Vendors - Trade	4.00	2.27
Advance to Employees	5.95	7.26
	<b>115.50</b>	<b>115.08</b>

**Note 15 - OTHER CURRENT ASSETS**

	As at 31st March, 2024	As at 31st March, 2023
Prepaid Expenses	18.24	21.22
TDS Receivable	64.20	101.19
GST - ITC	23.75	42.97
Other Receivables	233.26	6.15
	<b>339.46</b>	<b>171.52</b>

**Note 16 - REVENUE FROM OPERATIONS**

Details	As at 31st March, 2024	As at 31st March, 2023
Revenue From Maintenance	1,285.20	1,171.22
Revenue From Power Supply	2,248.33	1,949.64
Revenue From Turn key Project	105.25	62.68
	<b>3,638.79</b>	<b>3,183.53</b>

**Note 17 - OTHER INCOME**

Details	As at 31st March, 2024	As at 31st March, 2023
Other non-operating income	33.57	15.55
	<b>33.57</b>	<b>15.55</b>

**Note 18 - OPERATING EXPENSES**

Details	As at 31st March, 2024	As at 31st March, 2023
Facility Operating Expenses	640.82	672.09
Expenses Against Power Supply	1,758.36	1,501.61
Expenses Against Turn key Project	75.32	68.97
	<b>2,474.50</b>	<b>2,242.67</b>

**Note 19 - EMPLOYEE BENEFITS EXPENSES**

Details	As at 31st March, 2024	As at 31st March, 2023
Salaries & Allowances	413.34	370.92
Director Remuneration	69.75	54.00
Sitting Fees	4.80	3.30
Gratuity	28.02	9.40
Contribution to PF and ESI	24.60	25.24
Welfare Expenses	15.19	21.00
	<b>555.70</b>	<b>483.86</b>

**Note 20 - INTEREST & FINANCE CHARGES**

Details	As at 31st March, 2024	As at 31st March, 2023
Interest on Vehicle and Generator	5.95	9.70
Interest on Term Loan	8.94	0.40
Interest on OD	14.34	11.27
Bank Charges	0.84	3.45
	<b>30.07</b>	<b>24.82</b>

**Note 21 - OTHER EXPENSES**

Details	As at 31st March, 2024	As at 31st March, 2023
Office and Administrative Expenses	223.01	78.24
	<b>223.01</b>	<b>78.24</b>

# Notes accompanying the Financial Statements for the year ended 31<sup>st</sup> March, 2024



RITHWIK FACILITY MANAGEMENT SERVICES LIMITED

Summary for Fixed Assets as on 31/03/24

(All Amounts are in Indian Rupee Lakhs, Unless Otherwise Specified)

Particulars	Gross Block as on				Depreciation up to				Net Block as at	
	01-Apr-23	Additions	Deletions	31-Mar-24	01-Apr-23	For the year	Deletion	31-Mar-24	31-Mar-24	31-Mar-23
Air Conditioners	11.26	-	-	11.26	6.09	0.76	-	6.85	4.42	5.17
Plant & Machinery	262.84	1.25	-	264.09	65.42	17.59	-	83.01	181.07	197.41
Furniture's	4.71	4.16	-	8.86	2.83	0.70	-	3.53	5.33	1.88
Vehicles	109.50	13.53	19.17	103.87	84.46	7.59	17.34	74.71	29.16	25.04
Computers	20.08	2.21	-	22.29	19.45	0.67	-	20.11	2.17	0.63
<b>Total</b>	<b>408.38</b>	<b>21.15</b>	<b>19.17</b>	<b>410.37</b>	<b>178.25</b>	<b>27.31</b>	<b>17.34</b>	<b>188.21</b>	<b>222.15</b>	<b>230.14</b>
Previous year	432.27	7.98	31.87	408.38	183.88	26.19	31.83	178.25	230.14	248.39

# Notes accompanying the Financial Statements for the year ended 31<sup>st</sup> March, 2024



## RITHWIK FACILITY MANAGEMENT SERVICES LIMITED Notes to Financial Statements for the period ended 31st March, 2024 Additional Notes/Information

(All Amounts are in Indian Rupee Lakhs, Unl)

### Note 22 - EARNINGS PER SHARE

Details	As at 31st March, 2024	As at 31st March, 2023
Net profit as per Statement of Profit and Loss	264.17	252.18
Net profit available to Equity Share holders	264.17	252.18
No. of equity shares at year end	30,60,000	30,60,000
Weighted average number of Equity shares used as denominator for calculating EPS	30,60,000	30,60,000
Face value per Equity Share	10	10
Basic Earnings per Share	8.63	8.24

**Note - 23** No material Impairment of Assets has been identified by the Company as such and no provision is required as per Accounting Standards (AS 28) issued by the Institute of Chartered Accountants of India.

### Note - 24 RELATED PARTY DISCLOSURE

#### A. Parties where control exists

##### i.Share holder holding substantial interest

Rithwik Rajasekhar Raman - holding 36% of the shares.

##### ii.Key Managerial Personnel

Rithwik Rajasekhar Raman - Managing Director

Niranjan Rao - Whole Time Director

T. Suresh Babu - CFO

S Jayapandi - Company Secretary

(Deemed as a KMP based on the authority & responsibility as per the Explanation to Paragraph-14 of AS-18)

#### B. Transactions carried out with related parties referred in "A" above, in ordinary course of business:

Nature of transactions	Related parties( amount in Lakhs)	
	Key Managerial Personnel	
Director Remuneration Rs.	69.00	
Remuneration to KMP Rs.	41.00	

#### C. Outstanding at the period end with related parties referred in "A" above, in ordinary course of business:

Nature of transactions	Related parties (Amount in Lakhs)	
	Key Managerial Personnel	
Director Remuneration Payable	6.25	
Remuneration to KMP Payable	3.62	

### Note - 25 Trade Payable Age wise

(All Amounts are in Indian Rupee Lakhs, Unl)

Particulars	Less than 1 year	1 year - 2 year	2 year - 3 year	More than 3 year
Trade Payable - Undisputed and considered Good	206.96	0.49	-	0.00

### Note - 26 Trade Receivable Age wise

(All Amounts are in Indian Rupee Lakhs, Unl)

Particulars	Less than 6 months	6 months - 1 year	1 year - 2 year	2 year - 3 year
Trade Receivable - Undisputed and considered Good	230.49	3.52	0.19	-

### Note - 27 Ratios :

For FY 2023-24 For FY 2022-23

Current Ratio	1.29	1.55
Debt Equity Ratio	0.04	0.10
Debt Service Coverage Ratio	3.44	3.12
Return On Equity Ratio	14%	13%
Trade receivable Turnover Ratio	15.21	8.34
Trade Payable Turnover Ratio	9.35	9.41
Net Capital Turnover Ratio	14.45	10.37
Net profit Ratio	7%	10%
Return on Capital employed	16%	18%
Return on Investment	13%	20%

# Notes accompanying the Financial Statements for the year ended 31<sup>st</sup> March, 2024



## Note - 28 EXPENDITURE IN FOREIGN CURRENCY

(All Amounts are in Indian Rupee Lakhs, Unless Otherwise Specified)

Details	Year ended 31st March 2024
Not applicable	NIL

## Note - 29 CONTINGENT LIABILITIES

(All Amounts are in Indian Rupee Lakhs, Unless Otherwise Specified)

Matters	Current year
i) Claims not Acknowledged as debts:	
Claim against company under Income Tax Act	
AY 2017 - 18	11.09
AY 2018 - 19	4.82
Claim against company under Goods & Services Act	
FY 2017 - 18	20.38

The Company has preferred an appeal in CIT(A) against the demand raised by the Assessing Officer in the above two Assessment Years for which the hearing is still pending.

## Note - 30 DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

Based on and to the extent of information received from the Suppliers regarding their status under the Micro, Small and Medium Enterprise Development Act, 2006 as identified by Management and relied upon by the Auditors, the relevant particulars as at 31st March 2024 are furnished below:

Details	31st March, 2024
Dues outstanding as at the end of the period for more than 45 days	NIL

(All Amounts are in Indian Rupee Lakhs, Unless Otherwise Specified)

## Note - 31 PAYMENT TO AUDITORS

Particulars	Year Ended 31st March 2024
Statutory Audit Fees	0.75
Tax Audit Fees	0.30
Internal Audit Fees	0.50
Special Audit Fees	0.60
<b>TOTAL</b>	<b>2.15</b>

## Note - 32 PREVIOUS YEAR FIGURES

The previous year figure have been regrouped, reworked and reclassified, wherever necessary.

For Kalyanasundaram & Associates,  
Chartered Accountants  
FRN: 005455S

For and on behalf of the Board of Directors

SD/-  
KM Sethu

SD/-  
Rithwik Rajshekar  
Raman

SD/-  
Niranjan Rao

SD/-  
T Suresh Babu S Jayapandi

Partner

Managing Director

Whole Time

CFO

Company Secretary

M No. 231703

DIN-07836658

DIN-02918882

M No. A21909

Place : Chennai

Date : 17.05.2024

UDIN : 24231703BKBPEW4132

## ATTENDANCE SLIP

(To be presented at the entrance)

Annual General Meeting of the Company held on Tuesday, September 24, 2024 at 11.30 a.m. at R R Towers III, Thiru Vi Ka Industrial Estate, Guindy, Chennai – 600 032.

Folio No. ....DP ID No. ....

Client ID No. ....

Name of the Member .....

Signature. ....

Name of the Proxy holder .....

Signature. ....

1. Only Member / Proxy holder can attend the Meeting.

2. Member / Proxy holder should bring his/her copy of the Annual Report to reference at the Meeting.

## PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 1993) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s)

.....

Registered address

.....

E-mail Id

.....

Folio No. / Client ID No. : ..... DP ID No.

.....

I/We, being the member(s) of ..... Shares of Rithwik Facility Management Services Limited, hereby appoint

1. Name : ..... E-mail ID : ..... Address : ..... Signature : ..... or failing him
2. Name : ..... E-mail ID : ..... Address : ..... Signature : ..... or failing him
3. Name : ..... E-mail ID : ..... Address : ..... Signature : .....

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday, September 24, 2024 at 11.30 a.m. at R R Tower III, Thiru Vi Ka Industrial Estate, Guindy, Chennai – 600 032 and at any adjournment thereof in respect of such resolutions as are indicated below :

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2024, and the Reports of the Board of Directors together with Auditors thereon.
2. To declare final dividend on equity shares for the Financial year 2023-24.
3. To appoint a Director in Place of Mr.Rithwik Rajshekhar Raman, Director (DIN: 07836658), who retires by rotation and being eligible, offers himself for re-appointment.

Signed this..... day of.....2024

Signature of shareholder..... Signature of proxyholder.....

**NOTES :**

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at R R Tower III, Thiru vi Ka Industrial Estate, Guindy, Chennai – 600 032 not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.

**Date: September 24, 2024**      **By order of the Board**  
**For Rithwik Facility Management Services Limited**

**Place: Chennai**

**S. Jayapandi**  
**Company Secretary**



