

REF: RFMS/BSE/2025-26/AGM/002

September 5, 2025

To,
The Secretary, Listing Department,
Bombay Stock Exchange Limited
Phiroz Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.
Maharashtra.

Dear Sir,

Sub: Notice of 15th Annual General Meeting (AGM) of the Company –reg.

Pursuant to Regulation 34(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we herewith submitting the Notice of 15th Annual General Meeting of the Company for your kind reference.

The 15th Annual General Meeting of the Company is scheduled to be held on Monday, September 29, 2025 at 12.30 P.M at the Registered Office of the Company. The Annual report along with the notice of AGM has been sent to all the eligible shareholders as on August 29, 2025 through e-mail only. The copy of the same is also available on the website of the Company at www.rithwik.co.in.

E-VOTING:

Cut-off date to determine the voting rights for e-voting	Friday, September 19, 2025
E-voting commence on	Friday, September 26, 2025
E-voting ends on	Sunday, September 28, 2025

The Annual General Meeting of the Company will be held on Monday, September 29, 2025 at 12.30 P.M at the Registered Office of the Company.

Kindly take the same on record.

Thanking You,

Yours faithfully

For RITHWIK FACILITY MANAGEMENT SERVICES LIMITED


S.JAYAPANDI
Company Secretary & Compliance Officer
M.No.A21909



Enclosed: As above

Notice

NOTICE

NOTICE is hereby given that the 15th Annual General Meeting of the Members of Rithwik Facility Management Services Limited will be held on **Monday 29th September, 2025 at 12.30 P.M at the Registered Office of the Company at RR 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 31st March 2025, and the Reports of the Board of Directors along with its annexures together with the report of Auditors thereon.
2. To declare final dividend on equity shares for the Financial year 2024-25.
3. To appoint a Director in Place of Mrs.Anitha Radhakrishnan (DIN:02820945), who retires by rotation and being eligible, offers herself for re-appointment.

Special Business(es):

1. Appointment of M/s Khandelwal Arun & Associates, as Secretarial Auditors of the Company

To consider and thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution

“RESOLVED THAT Pursuant to the provisions of Section 204(1) of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules 2014 and such other applicable provisions if any of the Companies Act 2013, based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s Khandelwal Arun & Associates, Practising Company Secretaries (firm regn.No:S2017TN553800) as Secretarial Auditors of the Company for a period of five years commencing from Financial Year 2025-26 till 2029-30, at such remuneration plus applicable tax,out of pocket expenses etc.,as may be mutually agreed between the board and secretaril auditor.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any commitee thereof) be and are,hereby authorised to take such step and to do all such acts, deeds,matters and things as may be considered necessary,proper and expedient to give effect to this resolution and for the matters connected there with are incidental thereto.

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2. INCREASE IN THE OVERALL LIMIT OF MAXIMUM REMUNERATION PAYABLE TO THE DIRECTORS

To consider, and if thought fit, to pass with or without modification(s), the following resolution as Ordinary resolution.

“RESOLVED THAT in accordance with the provisions of Section 197, 198 read with the Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolutions passed by the Board of Directors dated September 1, 2025, consent of the Members of the Company be and is hereby accorded to increase the overall limit of maximum remuneration payable to the Directors, including Managing Director and Whole-time Director of the Company, if any, in excess of prescribed limit of 11% but not exceeding 25% of the net profits of the Company calculated in accordance with Section 198 of the Act for each and every financial year, in the following manner;

- I) To the Managing Director, Whole-time Director and Manager up to 23% of the net profits of the Company (from the limit of 5% or 10% as applicable), as may be decided by the Board from time to time, without any restriction on individual limit(s) on the remuneration payable to any of the Managerial Personnel;
- II) To the Directors, other than Managing Director and Whole-time Director, up to 2% of the net profits of the Company from the existing limit of 1%, as may be decided by the board from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include the Nomination and Remuneration Committee of the Board) be and is hereby authorized to decide, fix, and vary from time to time the remuneration payable to each of the managerial personnel i.e Managing Director and Whole Time Director, Directors and Manager of the Company, within the overall limits as mentioned above, approved herein, and to do all such acts, deeds, matters and things as may be considered desirable, expedient or necessary to give effect to this resolution, including seeking necessary approvals from regulatory authorities, if required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s) or the company secretary of the Company to give effect to the aforesaid resolution.”

3. Approval of increase in Remuneration payable to Mr. Rithwik Rajshekhar Raman (DIN No:07836658), Managing Director.

To consider, and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of members of the Company be and is hereby accorded for increase in the remuneration payable to Mr. Rithwik Rajshekhar Raman, Managing Director of the Company with effect from July 1, 2025 for the remaining period of his present term of appointment, other terms and conditions of his appointment remain the same, and such remuneration shall not exceed Rs 36,00,000/- per Annum.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Rithwik Rajshekhar Raman be entitled to receive remuneration up to the limits approved by the members herein above, as minimum remuneration.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications, relaxations to Schedule V of the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is salary, perquisites, allowances etc., within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Rithwik Rajshekhar Raman be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.”

4. Approval of increase in remuneration payable to Mr. Niranjana V Rao (DIN No: 02918882), Whole-time Director

To consider, and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Section 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of members of the Company be and is hereby accorded for increase in the remuneration payable to Mr. Niranjana V Rao, Whole-time Director of the Company with effect from July 1, 2025 for the remaining period of his present term of appointment, other terms and conditions of his appointment remaining the same, and such remuneration shall not exceed Rs 84,00,000/- per Annum.

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RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Niranjana V Rao be entitled to receive remuneration up to the limits approved by the members herein above, as minimum remuneration.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications, relaxations to Schedule V of the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is salary, perquisites, allowances etc., within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Niranjana V Rao be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law."

By order of the Board of Directors

SD/-

S.Jayapandi

Company Secretary

ACS No.21909

Place: Chennai

Date: September 1, 2025

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 2024-25 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 2024-25 will also be available under Investor Section on the Company's Website at www.rithwik.co.in, website of the Stock Exchange i.e. BSE Limited at 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 2024-25

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, 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 **23rd September, 2025 to 29th September, 2025** (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, an extract of such documents would be made available to the members at 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 31st March, 2025 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 19, 2025**. 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 2024-25 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 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 19, 2025** (Friday), 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 19, 2025** being the Record date.

13. A person who is not a Member as on the Cut – Off date i.e September 19, 2025, should treat this Notice for information purpose only; and Members can cast their vote online from **September 26, 2025 (9:00 A.M) to September 28, 2025 (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;

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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 2017-18, 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 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)
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.

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20. A route map showing to reach the venue of the 15th 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

ACSN0.21909

Place: Chennai

Date: September 1, 2025

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

- i. The e-voting period begins on **September 26, 2025 (9.00 A.M)** and ends on **September 28, 2025 (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 19, 2025** 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.

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- 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 CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote 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. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting

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	<p>services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS"Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4)</p> <p>For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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 & voting during the meeting.</p>

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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800225533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022- 48867000.

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?**'

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- 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 https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338.

EXPLANATORY STATEMENT

Item No. 1 Appointment of Secretarial Auditor

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), every listed Company and certain other prescribed categories of Companies are required to annex Secretarial Audit Report, issued by a Practising Company Secretary, to their Board's Report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to the SEBI Listing Regulations, every Listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual Report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s Khandelwal Arun & Associates, Company Secretaries, bearing the Firm Regn No S2017TN553800 as a Secretarial Auditors of the Company for a period of five years, commencing from Fy 2025-26 till 2029-30. The appointment is subject to the shareholder's approval at the Annual General Meeting.

While considering the appointment, the Board and the Audit Committee evaluated various factors, including the Firm's capability to handle diverse and complex business environment, its industry experience in Company's business, its industry standing, the clientele it serves and its technical expertise was found well equipped to manage the scale, diversity and complexity associated with the Secretarial Audit of the Company.

M/s Khandelwal Arun & Associates is a peer reviewed and well established firm of Practising Company Secretaries, registered with the Institute of Company Secretaries of India, New Delhi. M/s Khandelwal Arun & Associates has provided its consent to act as Secretarial Auditor of the Company and has confirmed that the proposed appointment will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of M/s Khandelwal Arun & Associates as the Secretarial Auditors of the Company.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

Notice



Item No 2: INCREASE IN THE OVERALL LIMIT OF MAXIMUM REMUNERATION PAYABLE TO THE DIRECTORS

Pursuant to Section 197, 198 and Schedule V of the Companies Act, 2013 (the Act), the total remuneration payable by a public Company, to its Directors, including Managing Director and Whole-time Director, and to Manager in respect of any financial year, shall not exceed 11% of net profits of that Company for that financial year computed as per provisions of Section 198 of the Act, as detailed below:

A. Managing Director/Whole-time Director/Manager:

Condition	Maximum Remuneration in any financial year
Company with Managing Director/Whole-time Director/Manager	5% of the net profits of the Company.
Company with more than one MD/WTD/Manager	10% of the net profits of the Company.

B. To other Directors who are neither Managing Directors nor Whole-time Directors:

Condition	Maximum Remuneration in any financial year
If there is a MD/WTD/Manager	1% of the net profits of the Company
If there is no MD/WTD/Manager	3% of the net profits of the Company

As per the Companies (Amendment) Act, 2017, w.e.f September 12, 2017, the Companies may pay remuneration exceeding the aforesaid limits of 11%, subject to the provisions of Schedule V of the Act, as well as other above limits, with the approval of the members of the Company in General Meeting by way of Special Business and Ordinary Resolution.

The Board recognises the need for revision of the remuneration payable to the Executive and non-executive directors by way of Salary, perquisites etc.,. Based on the recommendation of Nomination and Remuneration Committee, the Board considered the recommendation made by the committee and proposes to revise the remuneration to the Executive Directors in par with the Industry norms. The proposed increase will help the Company to retain the current Executives of the Board and can use the Expertise knowledge and grow organically.

Accordingly, in the above backdrop, the Board of Directors, at its meeting held on September 1, 2025, out of abundant caution and pursuant to the provisions of the Act as

aforesaid, subject to the approval of the Members of the Company, approved the proposal to increase the overall limit of remuneration payable to the Directors, including Managing Director and Whole-time Director of the Company as set out in the Notice.

The proposed increase in the overall limit of maximum remuneration payable to the Directors, including Managing Director and Whole-time Directors, and manager of the Company is only to provide omnibus authority to the Board of Directors to pay remuneration up to the overall maximum limit as specified in the relevant resolution to the Managerial Personnel in order to retain them as a strategy of retention of Managerial Personnel in the growth of the Company.

The Company has not defaulted in payment of due to any bank or public financial institution or convertible debenture holders or other secured creditor, if any.

Except the change in overall limit of maximum remuneration as proposed in the relevant resolution all other terms and conditions of the appointment/re-appointment of Managing Director/ Whole-time Director and other Directors, approved by the Members shall remain unchanged.

In view of the above and in terms of Section 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 and the rules and regulations made there under, as amended, the approval of the Members of the Company is required by way of Special business and Ordinary resolution.

Therefore, the Board recommends the proposed resolution as set out in the Notice for the consideration and approval of the members by way of passing of Special business and Ordinary resolution.

None of the Directors or Key Managerial Personnel of the company or their relatives are concerned or interested in the resolution to the extent of their remuneration and/or their shareholding in the Company, if any.

ITEM NO 3 & 4 Approval of Remuneration payable to Mr. Rithwik Rajshekhar Raman (DIN No: 07836658), Managing Director and Mr. Niranjana V Rao (DIN No: 02918882), Whole-time Director

Mr. Rithwik Rajshekhar Raman was appointed as Managing Director of the Company at the Board meeting held on August 17, 2022 for a period of 5 Years Commencing from November 1, 2022 till October 30, 2027 and subsequently the shareholders approved his re-appointment at the Annual General Meeting held on September 30, 2022.

Mr. Niranjana V Rao was appointed as Whole-time Director of the Company at the Board meeting held on August 17, 2022 for a period of 5 years commencing from November 1, 2022 till October 30, 2027 and subsequently the shareholders approved his re-appointment at the Annual General Meeting held on September 30, 2022.

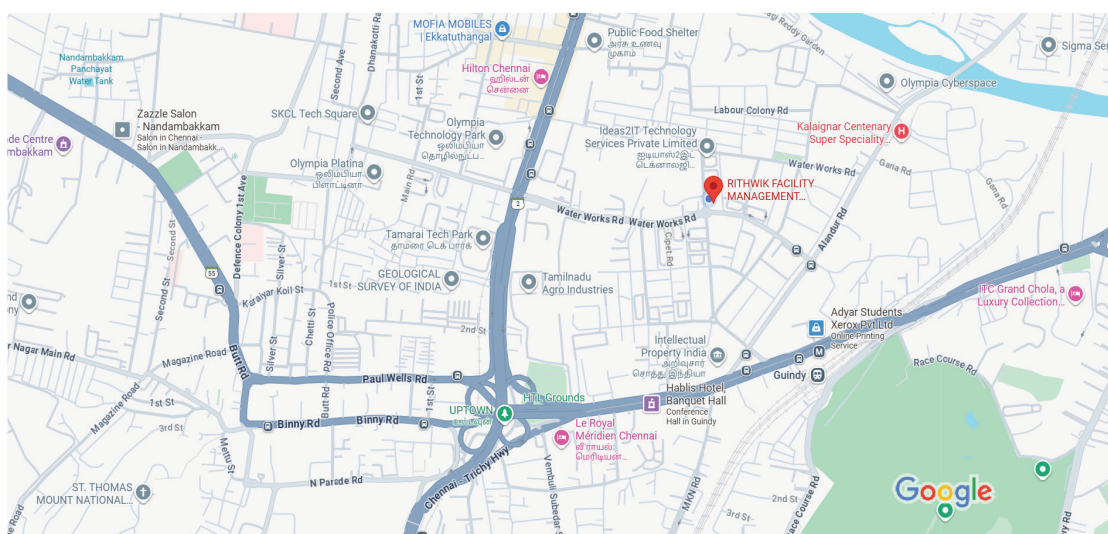
Notice

Both, the Managing Director and Whole-time Director(s) have provided dedicated and meritorious services and significant contribution to the overall growth of the Company. Therefore the Board is of the view that the existing remuneration, the upper limit of remuneration with respect of Mr. Rithwik Rajshekhar Raman and Mr. Niranjan Rao, Executive Directors of the Company may not be sufficient enough to pay the increased remuneration for the period remaining balance of their appointment. Therefore the approval of the members of the Company is sought for revision in the maximum limit of remuneration with effect from July 1, 2025 as provided in the resolution no 3 & 4 as set out in the notice.

None of the Directors, KMPs other than Mr. Rithwik Rajshekhar Raman and Mr. Niranjan V Rao and their relatives are interested in the proposed resolution.



RITHWIK FACILITY MANAGEMENT SERVICES LIMITED



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