



NOTICE OF EXTRA ORDINARY GENERAL MEETING

Dear Shareholders,

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of Rithwik Facility Management Services Limited will be held on **Tuesday, August 5, 2025 at 11.30 A.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(es).

SPECIAL BUSINESS

ITEM NO.1: DISINVESTMENT IN WHOLLY OWNED SUBSIDIARY (RITHWIK INDUS POWER PRIVATE LIMITED) UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, and the relevant rules made thereunder, Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications, amendments or re-enactments of any of them for the time being in force), the Memorandum and Articles of Association of the company and subject to other requisite approvals to the extent necessary as may be required, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as Board) to furnish no objection on private placement issue by Rithwik Indus Power Private Limited to the new allottees as requested by our Subsidiary Company on behalf of the Company, which is in the best interest on the investments in subsidiary.

RESOLVED FURTHER THAT the approval be and is hereby accorded to the Board to sell/ transfer or otherwise dispose -off in one or more tranches, the entire investments i.e.10,000 shares held in Rithwik Indus Power Private Limited, a wholly owned subsidiary company to any of the purchasers at a consideration and on such other terms and conditions as may be decided by the Board.

RESOLVED FURTHER THAT Mr.Vyakarna Niranjan Rao, Whole-Time Director or Mr.T.Suresh Babu, Chief Financial Officer of the Company are authorised to do all such acts, deeds, matter and things, including but not limited to deciding the time, mode, manner, extent of tranches, if required and other terms and conditions of the disinvestment/ sales of the shares as aforesaid, negotiating and finalizing the terms of sale/ offer for sale as may be necessary, desirable and expedient to be agreed and all incidental and necessary steps for and on behalf of the company and to settle all questions or queries that may arise in the course of implementing this resolution.

By order of the Board of Directors

SD/-

**S.JAYAPANDI
COMPANY SECRETARY
M NO.21909**

Place: Chennai

Date: July 7, 2025

Notes:

1. The statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith.
2. A member entitled to attend and vote at the EGM 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 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.
3. 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.
4. Members/ proxies/ authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
5. Pursuant to Section 91 of the Companies Act, 2013, Register of Shareholders and Share Transfer Books of the Company will remain closed from **July 30, 2025 to August 5, 2025 (both days inclusive)**, for the purpose of the Extra Ordinary General Meeting.
6. The EGM Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on **Friday, July 4, 2025**.

7. In line with the MCA Circulars, the EGM Notice is being sent only by electronic mode to those Shareholders whose e-mail addresses are registered with the Company / Depositories. Shareholders may please note that the EGM Notice will also be available on the Company's website at www.rithwik.co.in and website of the Stock Exchange i.e. BSE Limited at www.bsesme.com
8. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Shareholders whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, July 25, 2025** will be considered for the purpose of e-voting.
9. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on **Friday, July 25, 2025**. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
10. The Resolution passed by the shareholders through EGM are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
11. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by e-voting service provider. The instructions for e-voting are provided as part of this EGM Notice.
12. The resolution, if passed by the requisite majority shall be deemed to have been passed on **Tuesday, August 5, 2025** i.e., the last date specified for receipt of votes through the e-voting process.
13. The e-voting period commences on **Saturday, August 2, 2025 (09:00 hours IST) and ends on Monday, August 4, 2025 (17:00 hours IST)** both days inclusive. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, July 25, 2025** may cast their votes electronically. The remote e-voting module shall be disabled by e-voting service provider for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
14. In terms of Secretarial Standard – 2, subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the last date specified for e-voting, i.e., **Tuesday, August 5, 2025**. The Scrutinizer will submit his report to the Chairperson or any other authorized person after the completion of scrutiny, and the result of the voting by EGM will be announced on or before **Thursday, August 7, 2025** i.e., (within 48 hours from the conclusion of the EGM) and will also be displayed at the Company website at www.rithwik.co.in. The results shall also be communicated to the Stock Exchange, BSE Limited, Mumbai.

15. 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 **July 25, 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 **July 25, 2025** being the Record date.

16. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting.
17. 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.
18. The Results of e-voting on resolutions based on scrutinizers consolidated report will be declared after the EGM of the Company (within 48 hours from the conclusion of the EGM) and the resolutions will be deemed to be passed on the EGM 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 the website of the Stock Exchange (i.e) BSE Limited at www.bsesme.com.
19. Members are requested to contact the Company's Registrar & Share Transfer Agent (RTA), i.e. M/s. Bigshare Services Private Limited for reply to their queries/ redressal of complaints, if any, or contact Mr.S.Jayapandi Company Secretary of the Company (Phone: 91-44-43534441; Email: investors@rithwik.co.in)
20. A route map showing to reach the venue of the EGM is given at the end of this notice as per requirement of the Secretarial Standard on General Meetings (SS-2)

EXPLANATORY STATEMENT

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Shareholders to consider for approval of the resolution.

Item No.1: Disinvestment in wholly owned subsidiary (Rithwik Indus Power Private Limited) under Section 180(1)(a) of the Companies Act, 2013

The Company has acquired 100% stake in Rithwik Indus Power Private Limited on May 9, 2025. The acquisition was made in Company's expansion activity considering the future of the Solar power generation business. In the recent developments in Solar Power generation business, TANGEDCO and the regulators are exploring new rules to change the solar power generation Companies. Few solar power generation companies have taken these new changes and challenging the TANGEDCO in the court of law. Considering the ambiguous rules made and changing scenario in Solar Power Generation business, the current environment shall not be conducive for your Company. Hence the Company decided to defer further investments and carrying on the Solar Power generation business. Apart from deferring the current expansion in Solar Power business, it has been decided to exit the business completely for now.

The Company will explore its opportunities in other avenues and shall invest in those to create long term wealth for the investors.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out in this Notice.

Your Directors recommend the resolution for your approval.

By order of the Board of Directors

SD/-

S.JAYAPANDI

COMPANY SECRETARY

ACS NO.21909

Place: Chennai

Date: July 7, 2025

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

1. The voting period begins on **Saturday, August 2, 2025 (09:00 hours IST) and ends on Monday, August 4, 2025 (17:00 hours IST)**. The shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **July 25, 2025** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
2. Shareholders who have already voted electronically prior to the meeting, would not be entitled to vote at the meeting.
3. 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.

4. 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 CDSL	<ol style="list-style-type: none"> 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 loginto 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. 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 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) 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.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period & voting during the meeting. 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 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 & e-voting during the meeting
<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 & 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 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?**



- 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 “**Investor ID.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

ATTENDANCE SLIP

(To be presented at the entrance)

Extra Ordinary General Meeting of the Company held on Tuesday, August 5, 2025 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 Proxyholder

Signature.....

Notes:

1. Only Member/ Proxyholder can attend the Meeting.
2. Member/Proxyholder 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) ofShares 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 (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Tuesday, August 5, 2025, 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 resolution as are indicated below :

- 1. Disinvestment in wholly owned subsidiary (Rithwik Indus Power Private Limited) under Section 180(1)(a) of the Companies Act, 2013

Signed this..... day of.....2025

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.

By order of the Board

Date: July 7, 2025

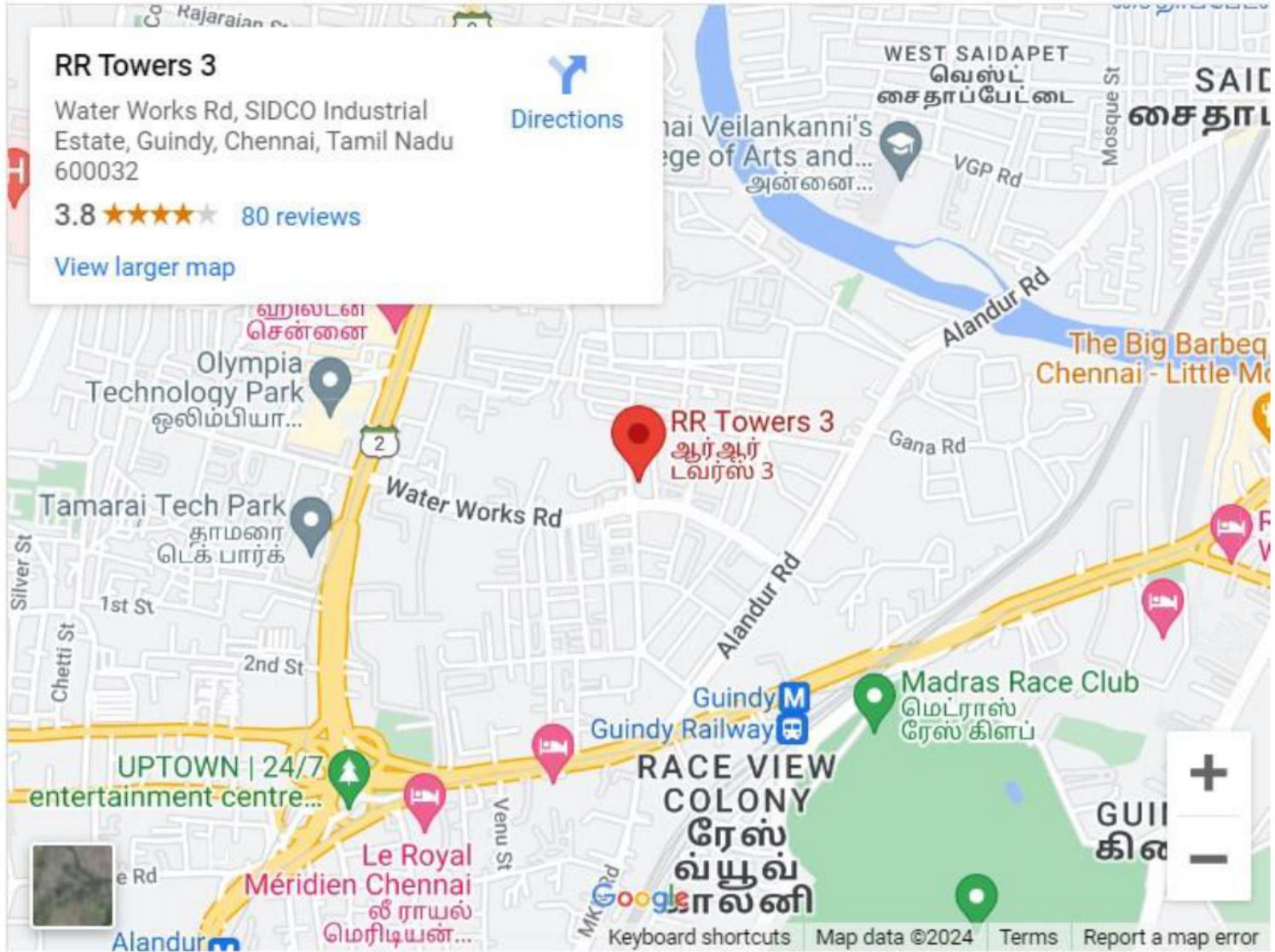
FOR RITHWIK FACILITY MANAGEMENT SERVICES LIMITED

Place: Chennai

SD/-

S. JAYAPANDI

COMPANY SECRETARY



Map link : <https://maps.app.goo.gl/sKJ15Tes7NsiDsxMA>