

R I T H W I K

FACILITY MANAGEMENT SERVICES LTD

RITHWIK FACILITY MANAGEMENT SERVICES LIMITED

13th ANNUAL REPORT

2022 - 2023





MESSAGE FROM THE CHAIRMAN.....

Dear Shareholders

I am pleased to present you the Annual Report of Rithwik Facility Management services Limited for FY 22-23.

The recent years have seen unprecedented challenges in the form of the pandemic, geopolitical flare ups and overall, a very volatile macro environment with wide-ranging impact on people, economies and businesses. We, as an organization have used this period to strengthen our capabilities, build innovative thinking and agility, and enhance our focus on efficiencies, all in the interest of creating overall performance for this fiscal across all metrics and kept us firmly on track to achieve our vision.

I am pleased to report that we have made substantial progress during the course of this year. The Indian Facility management market accounts for 3.2% of the GDP of the Country and is at present a INR 5 Lakh Crore market, and is expected to grow at the rate of 20-25% during (FY 23-28) annually. In India, FM Service Companies have tapped 25% of the addressable market with 75% of this work still being undertaken in-house, a stark contrast to 49% at the Global level. FM industry is gearing up for a holistic shift towards automated services with considerable investment of manpower and resources toward creating technology driven service platforms. Several major MNCs and domestic Companies have started investing in India and looking for FM Services that match the Global Standards.

As per the Statement issued by the Government of Tamilnadu in “Tamilnadu Vision 2023” the state aims in achieving the goal of attaining GDP growth at a sustained pace of 11% per Annum for the coming years. The contribution of the State to India’s GDP is phenomenal in sectors like Automobiles, Commercial Vehicles, Auto Parts, Leather Products, Textiles, Software and ITES. The state is increasingly becoming the Startups destination in Software-as-a-Service (SaaS). Thus the State is a potential anchor for many Startups and this policy of our State Government aligning with the growth strategy will definitely help our Company’s growth in the upcoming years.

Your company is exploring the opportunities in the business of solar power generation and green energy generation which will provide an edge over the competitors in facility management business. In terms of Solar Power, Tamilnadu occupies the 4th position in India. Through the state policy initiatives, the state was able to increase its solar capacity from 2575 MW to 6233 MW in 2023. Your Company proposes to generate 10MW initially which can be scaled up to 100 MW within next 3 to 5 years.

Your Company has executed turnKey projects projects worth 3 crores in the last 2 – 3 years. The company is planned to increase it to 2-3 times for the next 5 years.

Our employees remain our most valued asset and we are constantly striving to build an engaged and progressive workforce. During the year we launched several initiatives to foster the health and wellness and we continued to strengthen programmes around recognition as also learning and development. Making meaningful progress during such a challenging year would not have been possible without the tireless efforts of each of our employees and the support from their families. I would like to thank them all for their contributions. I am also grateful to you, our shareholders, for your continued faith, support and confidence in our Company and look forward to realizing our long term growth for Rithwik Facility Management Services Limited.

Yours sincerely,

RithwikRajshekar Raman

Managing Director

DIN-07836658

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13th ANNUAL GENERAL MEETING
Thursday 28th September 2023 at 11.30 A.M
at
R R Tower III, Thiru-Vi-Ka Industrial Estate
Guindy, Chennai – 600032.

CORPORATE INFORMATION

BOARD OF DIRECTORS	<p>Mr.Rithwik Rajshekhar Raman, DIN (07836658), Chairman & Managing Director</p> <p>Mr.Niranjana Vyakarna Rao, DIN (02918882), Whole -Time Director</p> <p>Mr.P.Sudhakar, DIN (02483116) Independent Director (resigned on 30/05/2023)</p> <p>Mrs.Shama PrasannaTipparaju, DIN (07922496) Independent Director</p> <p>Mr.Jayaraman, DIN (08112010) Independent Director</p> <p>Mrs.Anitha Radhakrishnan, DIN(02820945), Non - Independent Director (appointed on June 28, 2023)</p>
COMPANY SECRETARY	Mr.Jayapandi Subbiah
CHIEF FINANCIAL OFFICER	Mr.Tippavajjala Suresh Babu
STATUTORY AUDITORS	M/s.Kalyanasundaram & Associates,(Regn.No.05455S), Chartered Accountants,31/14,Krishnaswamy Avenue,Luz, Mylapore,Chennai –600004.
SECRETARIAL AUDITOR	M/s. Khandelwal Arun & Associates, (FRN-S2017TN553800), Company Secretaries, No.906/2/F, Madhavaram Redhills High Road, Sarangabani Nagar, Madhavaram, Chennai – 600060.
INTERNAL AUDITOR	M/s. Suresh V & Associates, Chartered Accountants, No.42/5, Shantinikethan Colony, Anna Nagar West Extn., Chennai-600 101.
REGISTERED OFFICE	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
REGISTRAR & SHARE TRANSFER AGENT	M/s.Bigshare Services Private Limited., IFloor,Bharat Tin Works Building,Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai - 400 059, Maharashtra.
BANKER TO THE COMPANY	<ol style="list-style-type: none"> 1.Canara Bank 2. ICICI Bank Limited 3. Suryoday Small Finance Bank

NOTICE

NOTICE is hereby given that the 13thAnnual General Meeting of the Members of Rithwik Facility Management Services Limited will be held on Thursday **28thSeptember, 2023 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 31stMarch 2023, and the Reports of the Board of Directors together with Auditors thereon.
2. To declare final dividend on equity shares for the Financial year 2022-23.
3. To appoint a Director in Place of Mr.V.Niranjan Rao, Director (DIN:02918882), who retires by rotation and being eligible, offers himself for re-appointment.

By order of the Board of Directors

S.Jayapandi
Company Secretary
ACS No.21909

Place: Chennai
Date: August 29, 2023

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. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting.
4. 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.
5. Members/ proxies/ authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
6. 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 2022-23 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 2022-23 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 for the financial year 2022-23

7. 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 at cs@rithwik.co.in, if they have any queries or require communication in physical form in addition to electronic communication.
8. Pursuant to Section 91 of the Companies Act, 2013, Register of shareholders and Share Transfer Books of the Company will remain closed from 22nd September, 2023 to 28th September, 2023 (both days inclusive), for the purpose of the Annual General Meeting.

9. The members desiring to inspect the documents referred to in this Notice and other statutory registers are required to send requests on the Company's email address investorrelations@rithwik.co.in, an extract of such documents would be made available to their members on their registered email address.
10. 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.
11. The dividend for the year ended 31st March, 2023 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 on **September 21, 2023**. 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.
12. 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 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.
13. A route map showing to reach the venue of the 13th AGM is given at the end of this notice as per requirement of the Secretarial Standard on General Meetings (SS-2).
14. 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 21, 2023** (Thursday), 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 21, 2023 being the Record date.

15. A person who is not a Member as on the Cut – Off date i.e September 21, 2023, should treat this Notice for information purpose only; and Members can cast their vote online from **September 25, 2023 (9:00 A.M) to September 27, 2023 (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' 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.

16. 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 2015-16, the necessity of transferring the unpaid or unclaimed dividend to the Investor Education and Protection Fund (The IEPF) does not arise.
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 AGM of the Company (within 48 hours from the conclusion of the AGM) and the resolutions will be deemed to be passed on the AGM date, subject to the receipt of the requisite numbers of votes in favour of the resolutions. The results declared along with the report of the scrutinizer shall be placed on the Company's website www.rithwik.co.in and on the website of Central Depository Services (India) Limited (CDSL) immediately after the result is declared by the Chairman and simultaneously communicated to the Stock Exchange(s).
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: cs@rithwik.co.in)
20. 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.

21. 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.

By order of the Board of Directors

S.Jayapandi
Company Secretary
ACNo.21909

Place: Chennai
Date: August 29, 2023

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

- i. The voting period begins on **September 25, 2023 (9:00 A.M)** and ends on **September 27, 2023 (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 21, 2023** 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 abovesaid SEBI Circular, Login method for e-Voting 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 login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. 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 e-voting 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. 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.
<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.</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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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 Bigsharei-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 https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

BOARD'S REPORT

Dear Members,

The Board of Directors is delighted to present the 13th 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, 2023.

FINANCIAL HIGHLIGHTS

Particulars	31st March,2023 (Rs. in Crores)	31st March,2022 (Rs. In Crores)
Revenue from Operation	31.99	22.69
Profit/(Loss) before Finance Cost, Depreciation, Exceptional items and Taxes	3.94	1.68
Less: Finance Cost	0.25	0.20
Less: Depreciation	0.26	0.31
Profit/(Loss) before exceptional and extraordinary items	3.43	1.17
Less: Exceptional items	-	-
Profit / (Loss) before tax	3.43	1.17
Less: Tax Expenses	0.91	0.29
Profit / (Loss) After tax	2.52	0.88

OPERATIONS AND BUSINESS PERFORMANCE

Total Revenue from operations for the year at Rs.31.99 Crores grew by 41% as compared to the last year. While the Indian Facility management business is expected to grow at 12.97%. Your Company's Profit before exceptional items and taxes stood at Rs.3.43 Crores. Operating margins remained healthy and improved during the second half year 2022-23 as the economy was opened up and new space maintenance was improved. Profit after tax during the year under review stood at Rs.2.52 Crores. Operating margins stood at 12.42% as against 5.21% in the FY 2022-23.

FACILITIES UNDER O&M

Particulars	31 st March 2023	31 st March 2022
Total Area of Maintenance in Sq.ft.	787948	758972
Total No. of clients under maintenance	74	66

TURNKEY OPERATIONS

The Company is executing a turnkey project for CAMS Subsidiary Company at cost of 70 Lakhs.

ROAD AHEAD

The India Facility Management Market is anticipated to record a CAGR of 17% over the forecast period (2023 - 2028). India's broad range of fiscal, monetary and health responses to the pandemic crisis supported its recovery and, along with economic reforms, are helping to mitigate a longer-lasting adverse impact of the crisis.

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.

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. Many established FM companies have started acquiring smaller unorganized firms to penetrate the market to capture a considerable market share. Though this may seem to create more competition, it will actually create an environment wherein

movement will shift from the unorganized sector to the organized sector which in turn will generate business for your company. 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.

DIVIDEND

Although your Company has made profit after Tax of Rs.2.52 Crores. Your Directors have recommended 10% (i.e. Re.1/- per share) 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 2022-23.

TRANSFER TO RESERVE

The Board does not propose to transfer any amount to general reserve and has decided to retain amount of profit for FY 2022-23 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 year and your company has repaid the borrowing 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, 2023.

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 2 are Executive Director and 3 are Non-Executive Independent Directors of whom one is woman Non-executive 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.

However, Mr. P Sudhakar, Independent Director of the Company has informed the Board that one of the companies, where he is the Director has failed to file the financial statements for a continuous period of 3 years. Hence, he tendered his resignation with effect from the close of the business hours of the Company on May 30, 2023.

Mrs. Anitha Radhakrishnan,(DIN: 02820945) was appointed as Additional Director of the Company by the Board of Directors in the Board Meeting held on June 28, 2023 and confirmed her appointment as Non – Executive and Non- Independent Director by the members in the Extra ordinary General Meeting held on July 27, 2023.

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

S.No	Names of Director	DIN	Designation	Date of Appointment
1.	Mr. RithwikRajshekar Raman*	07836658	Managing Director	01.06.2017
2.	Mr.Vyakarna Niranjan Rao**	02918882	Whole- time Director	15.09.2010
3.	Mr.P Sudhakar [#]	02483116	Director	21.09.2017
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

Note:

- * Re-appointed as Managing Director for 2nd term at the 12th AGM held on September 30, 2022.
- ** Re-appointed as Whole Time Director for 2nd term at the 12th AGM held on September 30, 2022.
- [#] Resigned w.e.f May 30, 2023
- ^{##} Appointed as Additional Director on June 28, 2023.Confirmed by the members in the EGM held on July 27, 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 31st March, 2023, the Board consists of 5 Members, 1 of whom is a Managing Director, 1 of whom is a 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 on Independent Directors

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Rules made there under and are independent of the management.

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.

ANNUAL PERFORMANCE EVALUATION

In line with criteria laid by the Nomination and Remuneration Committee, the performance of all Directors, Committees and Chairman etc., have been evaluated pursuant to the provisions of the Act and the Listing Regulations.

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
Audit Committee	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
Nomination & Remuneration Committee	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
Stakeholders Relationship Committee	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

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

RISK MANAGEMENT

The Company has developed and implemented a risk management policy including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company. The Board and the Audit Committee periodically undertake a review of the major risks affecting the Company's business and suggests steps to be taken to control and mitigate the same.

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 MEETINGS & COMMITTEE MEETINGS

During the FY 2022-2023, Six (6) meetings of the Board of Directors of the Company were held which is listed in the table.

The Board meetings were held on 25.05.2022, 15.06.2022, 17.08.2022, 06.09.2022, 10.11.2022 and 09.03.2023.

Name	Category	Number of Directorship in other public Ltd Companies	No. of Board Meetings attended during period ended 31/03/2023	No. of Committee Membership in other Public Limited Companies	Attendance Last AGM on 30.09.2022	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 NiranjanRao	Executive Non-Independent Whole-Time Director	Nil	5	Nil	Yes	13,500
Mr.P Sudhakar	Non-Executive Independent Director	Nil	6	Nil	Yes	Nil
Mrs.Shama PrasannaTipparaju	Non-Executive Independent Director	Nil	6	Nil	Yes.	Nil
Mr.Jayaraman G	Non-Executive Independent Director	1	6	1	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. V.Niranjan Rao, Whole – Time 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 23.05.2022 and 10.11.2022. 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)	2	2
Mr. P Sudhakar (Member)	2	2
Mrs.ShamaPrasanaTiparaju(Member)	2	2

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 06.09.2022. 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	1	1
Mrs.ShamaPrasannaTiparaju	1	1
Mr.P. Sudhakar	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 10.11.2022 and 20.01.2023 and 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.ShamaPrasannaTiparaju	2	2
Mr. VyakarnaNiranjanRao	2	2
Mr.P. Sudhakar	2	2

Separate Meetings of Independent Directors:

During the year, separate meetings of Independent Directors were held on 06.09.2022 in which all independent directors were present.

General Body Meetings held in last three years:

Year	Date	Time	Venue
2019-20	25-9-2020	12.00 Noon	Through Video Conference
2020-21	24-9-2021	12.00 Noon	-do-
2021-22	30-09-2022	12.00 Noon	-do-

Special Resolution passed in previous three AGMs:

AGM Date	Special Resolutions passed
25-9-2020	NIL
24-9-2021	NIL
30-09-2022	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 on Independent Director.

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, there were no transactions covered under the Provisions of Section 186 of the Companies Act, 2013.

RELATED PARTY TRANSACTIONS

Your Company has entered into 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 applicable to the Company. Further, transactions entered by the Company with related parties in the normal course of business were placed before the Audit Committee of the Board.

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 and appended AOC-2 as **Annexure IV**.

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, Your Company has provided health Insurance Coverage for INR 3 Lakhs to each of the employees under Group Insurance plan. 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 focus 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 woman working in the Company. The Company has a policy on prevention of sexual Harassment at workplace which provides for adequate safeguards and protection for women employees working in the organization.

No Complaints were received in this regard during the year 2022- 23 and No pending complaints as at 31st March 2023.

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.

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 value terms.

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 2022-23 and the percentage increase in remuneration of each Executive Director during the Financial Year 2022-23:

Name of Director / KMP and Designation	Ratio of remuneration of each Director/ to median remuneration of employees	Percentage increase in Remuneration in the FY 2022-23
Mr.Rithwik Rajshekar Raman, Manging Director	3.70	NIL
Mr. V Niranjan Rao,Whole- time Director	12.96	NIL

(ii) The percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and Company Secretary during the Financial Year 2022-23:

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

(iii) The number of permanent employees on the roll of the Company as on March 31, 2023 were 105 and the median remuneration was Rs.27,000/-

(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, 2023.

A. Top Ten Employees in terms of remuneration drawn

S. No	Name	Age(in years)	Designation	Remuneration (in Rs)	Qualification	Date of Commencement of Employment	Experience(in years)	Last Employment held
1	V Niranjan Rao	56	Whole Time Director	42,00,000	Under Graduate	15-09-2010	36	Hanudev Constructions Pvt Ltd
2	T Suresh Babu	50	Chief Financial Officer	21,60,000	B.Com	03-10-2017	26	RR Industries Ltd
3	S Jayapandi	43	Company Secretary	12,85,200	CS	03-10-2017	14	Rishabh Infopark Pvt Ltd
4	Rithwik Rajshekar Raman	28	Managing Director	12,00,000	Masters - Entrepreneurship	03-10-2017	4.5	Nil
5	M Radhakrishnan	40	Electrical Manger	9,85,500	B.E	01-06-2012	18	RR Industries Ltd
6	G Sridharan	45	HVAC-Manager	9,85,500	DRAC,	01-06-2012	25	RR Industries Ltd
7	T Ramanan	40	Facility Manager	9,85,500	B.TECH	01-07-2013	18	RR Infopark Pvt Ltd
8	Sarada Priyadarshini Giri (Resigned on April 30, 2023)	39	Accounts Manager	6,10,200	B.Com	01-02-2016	8	GM Kapadia & Co
9	M Prathap	36	Sr.Accountant	5,67,000	B.Com(CS)	10-02-2009	13	Business
10	P Ganapathi (Resigned on November 22, 2022)	47	Secretarial Executive	5,40,000	M.B.A	03-10-2017	21	IndusInd Bank 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 (A) against the demand of Rs.11,08,050 and Rs.4,81,589 raised by the Assessing officer in the AY 2017-18 and 2018-19 respectively for which the hearing is still pending.

The Company has filed e-proceedings written Statement response in NFAC (National Faceless Appeal Centre) for the demand raised for Rs. 11,08,050 on 25.04.2023 and for the demand raised for Rs. 4,31,590, the case is adjourned for a later date.

SHARE CAPITAL

As of March 31, 2023, the Authorized share capital of the Company was Rs. 400Lakhs comprising of 40,00,000 equity shares of Rs.10 each, and the paid-up equity share capital as at March 31, 2023 was Rs 306 Lakhs comprising of 30,60,000 equity shares of Rs 10 each.

BOOK CLOSURE

The Register of Members and Share transfer Books of the Company will remain closed from Friday, September 22, 2023 to Thursday, September 28, 2023 (both days inclusive) to determine the eligible shareholders for remote e-voting and Payment of dividend.

AUDITORS & THEIR REPORT

M/s.Kalyanasundaram & Associates, Chartered Accountants, Chennai, was appointed as Statutory Auditors of the Company in the 11th AGM held on 24th September, 2021 for a term of 5 years and will conclude at the 16th 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. The observations made by the Statutory Auditors in their report w.r.t disqualification of Mr.P.Sudhakar, Independent Director is replied suitably by the Board, under the Board of Directors section.

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 11th January, 2018. The Company's code is RITHWIKFMS (540843) and ISIN is INE819Y01015. The following table depicts the price movement for the year 2022-23.

MONTH	COMPANY'S SHARE PRICE		
	HIGH	LOW	CLOSE
April 2022	55.00	55.00	55.00
May	55.10	55.10	55.10
June	55.10	55.10	55.10
July	52.00	48.00	48.00
August	56.00	54.00	56.00
September	56.00	54.00	56.00
October	60.00	60.00	60.00
November	63.00	63.00	63.00
December	63.00	63.00	63.00
January 2023	63.00	63.00	63.00
February	63.00	63.00	63.00
March	63.00	63.00	63.00

SECRETARIAL AUDIT REPORT & CERTIFICATE AND SECRETARIAL STANDARD COMPLIANCE

The Company has compiled 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.

ANNUAL RETURN

Pursuant to the Notification issued by MCA with effect from August 28th, 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, 2023 has been placed on the website of the Company and can be accessed at www.rithwik.co.in.

MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY

1. Impact of COVID-19 on the business

The COVID-19 pandemic continues to transform the growth of various industries and has impacted on the facility management services market in India. Our Business has attained the pre-covid levels and achieved the growth of 41% during FY 22-23.

2. Ability to maintain operations

The Company has taken a conscious decision through balanced, uninterrupted operations and ensuring a safe working environment. After the lifting of Covid Restrictions Your Company workforce has come back to the normal levels. Your Company has made necessary arrangements to ensure that they are safe and comfortable at work.

3. Steps taken to ensure smooth functioning

The Company has put in place strict standard operating procedures for COVID-19 ensuring the following:-

- Thermal Screening of all Employees;
- Sanitizing the premises and vehicles on regular basis;
- Distribution of masks and gloves to our workers;
- Maintenance of social distancing at all work places;
- Enforcing wearing of masks and regular cleaning of hands;
- Regular update of the health of all the Employees and their Families;
- Asking all Employees to have AarogyaSetu App.
- Sanitizers with foot operated machines placed at strategic locations

In addition to above, the Company has implemented the Standard Operating Procedures, which is strictly being followed across all the Units and Workplaces and we have also designated officials responsible for ensuring the compliances to the Guidelines, Rules and Regulations issued by Central as well as State Government on COVID-19 from time to time:

The Company has been regularly conducting awareness programs and vaccination camps for all of its Employees.

All Customers and Vendors of the Company have been communicated about the measures taken by the Company through mails.

4. Details of impact of COVID-19 based on certain performance parameters:

- Capital and financial resources and other assets - As per the current assessment, there is no significant impact on the Company's capital and financial resources and other assets of the Company.
- Profitability-We expect an increase in profits by 40 to 50% for the financial year 2023-24.
- Liquidity - The Company has a strong balance sheet and liquidity position.
- Ability to service debt - The Company has adequate financial resources to meet its working capital requirement. The Company has never in the past defaulted on any interest or loan payment and does not see any issue meeting future obligations too.
- Assets - None of the assets of the Company have been impacted or impaired by the COVID-19.
- Internal Financial Controls -The Company has system in place at office locations are well networked. Accordingly, all Internal Financial Controls and reporting systems are working seamlessly without disruption.

- Supply Chain - There has been no impact because we have sufficient labour force.
- Demand - The commercial real estate industry which witnessed a decline in the FY 21-22 was improved drastically during FY 2022-23 and it will be a huge turnaround in leasing spaces by the IT/ITES Companies in FY 23-24.

5. Impact on Contracts/ Agreements:-

Your Company has reached the Pre-Covid levels in business.

6. Other relevant material updates: - None

ACKNOWLEDGEMENTS

Your Directors place on record their sincere appreciation for significant contribution made by employees of the Company at each level, through their dedication, hard work and commitment.

The Board places on record its appreciation for the continued co-operation and support extended to the Company by various stakeholders, Banks, Stock Exchanges, NSDL and CDSL. The Board wishes to express its grateful appreciation for the assistance and co-operation received from Vendors, Customers, Consultants, Banks, Financial Institutions and other Business Associates. The Board deeply acknowledges the trust and confidence placed by the customers of the Company and, above all, the shareholders.

Place: Chennai

For and on behalf of the Board of Directors

Date: August 29, 2023

Rithwik Facility Management Services Limited

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, 2023.

ECONOMY

GLOBAL

After weathering over two years of the pandemic, the global business community was eager to get down to real business. But the war in Ukraine has triggered a significant slowdown in global growth in 2022 and has added to inflation. Global growth is projected to slow down from an estimated 6.1 percent in 2021 to 3.6 percent between 2022 and 2023. Multilateral efforts such as response to the humanitarian crisis, prevent further economic fragmentation, maintain global liquidity, manage debt distress, tackle climate change, and end the pandemic are essential to tide over this.

INDIA

The three waves of COVID-19 pandemic had created a prolonged health crisis and slowed down the economy. Despite the pandemic in 2020, the Government have responded with support to vulnerable groups, monetary policy easing, liquidity provisioning and have made the financial sector accommodative by changing and implementing regulatory policies. This helped India to a strong recovery.

The war in Ukraine presented several diplomatic and economic challenges for India. Diplomatically, India required the US, its primary partner in a larger strategic response to China, to accept its neutrality, which proved easy as Washington took the view that India's strategic importance to the Quad and its Indo-Pacific strategy was paramount. The US applied no pressure on the Narendra Modi government to change its Ukraine position. India was unconcerned about European criticism given its self-serving stance on Chinese aggression.

Economically, the war not only sharply reduced India's economic growth prospects but also triggered an inflationary crisis that became New Delhi's primary policy focus between February and October. As food and fuel were the main inflation drivers, India began buying discounted Russian oil and fertilizer to mitigate the social and economic damages.

By spring, India began thinking of ways to help bring the war to a close and privately and later publicly pressed Russia to consider negotiations with Ukraine, in coordination with the West.

The geopolitical implications of the war for India remain in flux. To begin with, India seeks to determine the extent to which Russia has become dependent on China following its isolation from the West. Second, the war seems to have reassured India that the US is prepared to take a geopolitical view of their relationship and overlook inevitable differences in lesser policy areas. Third, India will observe whether Germany and other European nations rebuild their military capabilities and began treating China as a strategic threat because of the Ukraine war. If Europe does both, India will have cause to believe security and defence relations with Europe area worth investing in; at present, it maintains defence relations with Europe are worth investing in; at present, it maintains defence relations only with France. Finally, India will, in short term, pull back from its aggressive net zero climate plans (given the drop in its growth rates) and its increased coal consumption caused by the spike in oil and gas prices.

In the face of unprecedented challenges, the Indian economy has show cased remarkable resilience and demonstrated its ability to bounce back. Over the past few years, India has experienced a series of ups and downs, including the impact of the COVID-19 pandemic, economic reforms, and shifts in global dynamics. In this article, we delve into the recent performance of the Indian economy, highlighting key indicators and developments that shed light on its trajectory.

1. Steadfast Recovery from the COVID-19 Pandemic:

The COVID-19 Pandemic sent shockwaves throughout the global economy, and India was no exception. However, the Indian economy has exhibited resilience and shown signs of a robust recovery. After a significant contraction in the first quarter of 2020, the economy rebounded strongly, recording positive growth rates in subsequent quarters.

2. Impressive GDP Growth:

India's gross domestic product (GDP) growth rate has witnessed a notable rebound. In the fiscal year 2021-2022, India's GDP expanded by 9.5 percent, showcasing a strong recovery and outperforming most other major economies. This rebound can be attributed to a combination of factors, including government stimulus measures, a revival in consumer demand, and increased industrial production.

3. Focus on Atmanirbhar Bharat (Self-Reliant-India):

The government's Atmanirbhar Bharat initiative, aimed at making India self-reliant and reducing dependency on imports, has played a significant role in shaping the recent performance of the Indian economy. Through policies such as the Production-Linked Incentive (PLI) scheme, the government has incentivized domestic manufacturing, attracting investments and promoting job creation across various sectors.

4. Resilience in the Services Sector:

The services sector, a key contributor to India's GDP, faced significant challenges during the pandemic due to restrictions and lockdown measures. However, it has shown resilience in recent times. Sectors such as information technology, e-commerce, and digital services have witnessed a surge in demand, contributing to economic growth and employment generation.

5. Structural Reforms and Ease of Doing Business:

The Indian government has undertaken several structural reforms to improve the ease of doing business in the country. Initiatives such as the implementation of the Goods and Services Tax (GST), simplification of tax procedures, and liberalization of foreign direct investment (FDI) norms have bolstered investor confidence and encouraged domestic and international businesses to operate in India.

6. Challenges and the Way Forward:

While the Indian economy has demonstrated resilience and rebounded from the impact of the pandemic, certain challenges persist. These include addressing unemployment, strengthening the banking sector, addressing inequalities and investing in infrastructure development. Continued focus on reforms, investments in education and skill development, and fostering innovation will be crucial in sustaining and accelerating India's economic growth in the long run.

FACILITY MANAGEMENT INDUSTRY

GLOBAL

The global facility management market size was valued at USD 15201.84 million in 2021 and is expected to expand at a CAGR of 9.11% during the forecast period, reaching USD 25650.41 million by 2027.

The facility management refers to professional services covering multiple disciplines in a bid to ensure functionality of the built structures through the integration of people, place, process and technology. In brief, these services support the core operations of the companies which include cleaning, security, support services and others.

INDIA

The Indian facility management market is expected to witness a further growth in the forecast period of 2023 – 2028, growing at a CAGR of 17%. The industry can be segmented into soft services, technical services, pest management services, support services, cleaning, security and hospitality among others. On the basis of sector, the industry can be divided into organized and unorganized sectors. On the basis of spending pattern, the industry can be categorized into inhouse and outsourced sectors. On the basis of end use, the industry can be categorized into commercial, residential and industrial. The major regional markets for Indian facility management are north, south and east India. The key players in the above market include Dusters Total Solutions Services Pvt. Ltd., BVG India Limited, CLR Facility Services Pvt.Ltd., Orion Security Solutions Pvt.Ltd.,CSK Facility Management Pvt.Ltd., Checkmate Group, ISS Facility Services India Pvt. Ltd., Handiman Services Limited, A La Concierge Services Pvt.Ltd., UrbanClap Technologies India Pvt.Ltd., and HouseJoy, among 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. To create better retention to provide better healthcare during these trying times, the company has taken Group Medical Insurance for it's employees.

PERFORMANCE

The impact of the third wave of the corona virus pandemic on the economy as well as on the performance of the Company was marginally less compared to the first and second wave. 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 from facility management services for the Financial Year ended March 31, 2023, we generated a revenue of Rs.31.73 Crores, as compared to Rs. 22.59 Crores in 2021- 22. The increase in revenue was mainly due to the fact that managing of facilities is back to pre-covid levels. The Company has executed a major Turn Key project worth Rs.70 Lakhs during the year under review.

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

The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments. The Company has identified various risks and also has mitigation plans for each risk identified.

One of the biggest challenges faced by the industry today is the availability of the manpower. The FM industry requires professionals, semi-skilled and unskilled manpower. The supply of professionals that are able to handle large scale infrastructure projects is still relatively low (especially when it comes to technical services) in India, and hence keeping pace with the rapid growth the industry has to offer is a big challenge as even today majority of the professionals require thorough training and time to understand their role. On the other hand, although there is an abundance of unskilled manpower in the country, there are still two underlying challenges that FM companies face. The first challenge is training the unskilled manpower to adapt to systems and processes to run a professional FM service, and the second challenge is the retention of manpower as the unskilled staff is highly prone to switching jobs.

The other challenge in India today is the market perception and acceptance of unorganized players. Today, there are thousands of unorganized players in the FM industry that enter the market with a focus on only 1 or 2 services such as housekeeping or pest control. The majority of the market is still willing to accept a less professional and organized service for a lower cost. This also creates a hindrance in the organizational aspect of the sector as most of the small players do not comply with statutory compliances and insurances which means they are able to offer services at a lower cost as compared to the organized players. Although this does help in introducing FM services to clients that may have been otherwise reluctant to venture into this space, in the long run though this would not benefit the industry progress that is aiming towards a more professional approach.

The Tech industry has witnessed a significant surge in layoffs this year, with a staggering 2,26,000 employees being let go by Tech companies. This represents an increase of nearly 40 percent compared to the previous year's figure of 2,02,000 layoffs in 2022, according to data by Alt Index. The situation in 2023 has proven to be far more dire, marking a distress for the Tech sector.

This wave of layoffs has had a profound impact, resulting in the closure of numerous workplaces and earning 2023 the unfortunate distinction of being the bleakest year on record for the Tech industry. Now, shared office space are becoming more popular among tech companies which might pose potential threat for the facility management services.

OPPORTUNITIES & FUTURE PROSPECTS

The India Facility Management Market is anticipated to record a CAGR of 24% over the forecast period (2023 - 2028). India's broad range of fiscal, monetary and health responses to the pandemic crisis supported its recovery and, along with economic reforms, are helping to mitigate a longer-lasting adverse impact of the crisis.

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.

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. Many established FM companies have started acquiring smaller unorganized firms to penetrate the market to capture a considerable market share. Though this may seem to create more competition, it will actually create an environment wherein movement will shift from the unorganized sector to the organized sector which in turn will generate business for your company. 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.

SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

S.No	Ratios	As on 31/03/2023	As on 31/03/2022	Remarks
1	Interest Coverage Ratio	14.83	6.88	ICR increased due to repayment of loan.
2	Current Ratio	1.27	1.33	During the year, there is an increase in Short Term Liabilities which has resulted in decrease in the Ratio.
3	Debt-Equity Ratio	0.01	0.36	Improved, Because of repayment of Term Loan.
4	Operating Profit Margin	12.42	5.21	There was significant change in increase in revenue.
5	Net Profit Margin	0.78	3.93	There was significant change in increase in revenue.
6	Return on Asset	10.15	4.14	Assets are used effectively in generating profits.
7	Return on Capital Employed	19.06	8.14	Improved due to an increase in the Revenue.

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 29, 2023

For and on behalf of the Board of Directors
Rithwik Facility Management Services Limited

Rithwik Rajshekar Raman
Managing Director
DIN: 07836658

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.

**For and on behalf of the Board of Directors
Rithwik Facility Management Services Limited**

Rithwik Rajshekar Raman
Managing Director
DIN: 07836658

Niranjan Vyakarna Rao
Whole Time Director
DIN: 02918882

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023**

[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, 2023 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, 2023 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 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. 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. However, during the year, one Independent Director was disqualified under section 164(1) of the Act due to non-filing of annual compliance forms with Registrar of companies by one private company in which he was Director.

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. The Company had repaid the Loan amount of Rs. 24.40 lakh with Axis bank Limited on June 8, 2022. The e-form towards satisfaction of charge had been filed within the statutory time period of 30 days.
2. Mr. Rithwik Rajsheker Raman, has been re-appointed as Managing Director for a period of 5 years with effect from November 1, 2022 to October 20, 2027 and subsequently shareholders approval obtained at the Annual General Meeting held on September 30, 2022.
3. Mr. Niranjan Rao, has been re-appointed as Whole time Director for a period of 5 years with effect from November 1, 2022 to October 20, 2027 and subsequently shareholders approval obtained at the Annual General Meeting held on September 30, 2022.

4. Mr. P Sudhakar, has been re-appointed as Independent Director for a period of 5 years with effect from September 21, 2022 to September 20, 2027 and subsequently shareholders approval obtained at the Annual General Meeting held on September 30, 2022.
5. Mrs. Shama Prasanna, has been re-appointed as Independent Director for a period of 5 years with effect from September 21, 2022 to September 20, 2027 and subsequently shareholders approval obtained at the Annual General Meeting held on September 30, 2022.

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

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

**Place: Chennai
Dated: August 29, 2023
UDIN: F009350E000888987**

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.

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For Khandelwal Arun & Associates
Company Secretaries
(S2017TN553800)

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

Place: Chennai
Dated: August 29, 2023
UDIN: F009350E000888987

ANNEXURE IV

RELATED PARTY TRANSACTIONS

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

S.No.	Particulars	Details
a	Name(s) of the related party and nature of relationship	Nil
b	Nature of contracts / arrangements / transactions	Nil
c	Duration of the contracts / arrangements / transactions	Nil
d	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e	Justification for entering into such contracts or arrangements or transactions	Nil
f	Date(s) of approval by the Board	Nil
g	Amount paid as advances, if any	Nil
h	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	Nil

2. Details of material contracts or arrangement or transactions at arm's length basis:

S.No.	Particulars	Details
a)	Name(s) of the related party and nature of relationship	RR Industries Limited - Directors are related
b)	Nature of contracts / arrangements / transactions	Rent Paid and Security Deposits
c)	Duration of the contracts / arrangements / transactions	01.04.2022– 31.03.2023
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	7.00 Crs.

e)	Date(s) of approval by the Board, if any	Transactions were approved by Board in the meeting held on 10.11.2022
f)	Amount paid as advances, if any	Rs.4.22 Crs.

Place: Chennai

Date: August 29, 2023

Rithwik Facility Management Services Limited

RithwikRajshekar Raman
Managing Director
DIN: 07836658

NiranjanVyakarnaRao
Whole Time Director
DIN: 02918882

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, 2023 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, 2023 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 29, 2023

Rithwik Rajshekar Raman
Managing Director
DIN: 07836658

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, 2023.

By order of the Board of Directors

Date: August 29, 2023

Place: Chennai

**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 31st day of March 2023, 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 31st day of March 2023;
- 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.

Other Matter Para

We would like to report that one of the director Mr. P Sudhakar was disqualified being director of the company under sub section (2) of Section 164 of Companies Act, 2013 on account of failure to file the financial statements or Annual Returns for the consecutive periods of three years

Our Opinion is not modified in respect of this matter. The details of the same has been reported under sub section (3) of Section 143 of Companies Act, 2013 on this report.

Key Audit Matters

Except for our comments in the Other Key Matters Para, we have determined that there are no key audit matters to communicate in our report.

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.

Report on Other Legal and Regulatory Requirements

1. 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 2023, taken on record by the Board of Directors, All Directors, Except Mr. Sudhakar P are not disqualified under section 164 of Companies Act, 2013. The details of director disqualification is enclosed below:

Name of Director	Mr. Sudhakar P
DIN:	02483116
Date of Disqualification	April 1, 2022
Reason for Disqualification	Mr. Sudhakar P is also director in M/s. REDDY COMPUTER MARKETING SOLUTIONS PRIVATE LIMITED and the said company not filed the annual returns or the financial statements for continuous period of three financial year and disqualified under sub section (2) of Section 164 of companies Act, 2013.

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;

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;

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) 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
2. 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

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

K M Sethu
Partner
(Membership No: 231703)

Place: Chennai
Date: 30th May, 2023.
UDIN: 23231703BGVADF8997

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 **31st day of March 2023** 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 2023, 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)

K M Sethu
Partner
(Membership No: 231703)

Place: Chennai
Date: 30th May, 2023.
UDIN: 23231703BGVADF8997

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 **31st day of March 2023**.

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 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 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

- 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 are 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)

K M Sethu
Partner
(Membership No: 231703)

Place: Chennai
Date: 30th May, 2023.
UDIN: 23231703BGVADF8997

RITHWIK FACILITY MANAGEMENT SERVICES LIMITED
BALANCE SHEET AS AT 31st MARCH, 2023

(Amount in 000's)

Particulars	Notes	As at 31-Mar-23 Rs.	As at 31-Mar-22 Rs.	Half Year Ended 31-Mar-23 Rs.	Half Year Ended 31-Mar-22 Rs.
I. EQUITY AND LIABILITIES					
i. Shareholders' Funds					
a) Share Capital	2	30,600.00	30,600.00	30,600.00	30,600.00
b) Reserves & Surplus	3	1,52,726.62	1,27,524.46	1,52,726.62	1,27,524.46
Sub Total		1,83,326.62	1,58,124.46	1,83,326.62	1,58,124.46
ii. Non-Current Liabilities					
a) Long-term Borrowings	4	2,957.89	5,442.57	2,957.89	5,442.57
c) Long-term Provisions	6	6,762.39	6,046.93	6,762.39	6,046.93
Sub Total		9,720.28	11,489.51	9,720.28	11,489.51
iii. Current Liabilities					
a) Short Term Liabilities	7	1,942.61	17,538.72	1,942.61	17,538.72
b) Trade Payables	8				
A: Total Outstanding Dues Of MSME		23,773.72	15,108.26	23,773.72	15,108.26
B: Total Outstanding Dues of Creditor other than MSME		8,385.63	314.95	8,385.63	314.95
b) Other Current Liabilities	9	21,189.76	12,262.27	21,189.76	12,262.27
Sub Total		55,291.72	45,224.20	55,291.72	45,224.20
TOTAL		2,48,338.64	2,14,838.17	2,48,338.63	2,14,838.17
2. ASSETS					
i. Non-Current Assets					
a) Fixed assets:	11				
Property, Plant and Equipment (Net Block)		23,013.61	24,838.77	23,013.61	24,838.77
b) Deferred tax Asset	5	1,695.07	1,624.31	1,695.07	1,624.31
c) Other Non Current Asset	10	1,53,000.00	1,28,000.00	1,53,000.00	1,28,000.00
Sub Total		1,77,708.68	1,54,463.08	1,77,708.68	1,54,463.08
ii. Current Assets					
a) Trade Receivables	12	24,424.23	25,857.39	24,424.23	25,857.39
b) Cash and Cash Equivalents	13	18,943.40	25,959.15	18,943.40	25,959.15
c) Short-term Loans and Advances	14	11,508.04	2,264.91	11,508.04	2,264.91
d) Other Current Assets	15	15,754.28	6,293.65	15,754.28	6,293.65
TOTAL		70,629.96	60,375.09	70,629.96	60,375.09
TOTAL		2,48,338.64	2,14,838.17	2,48,338.64	2,14,838.17

Significant Accounting Policies

1





For Kalyanasundaram & Associates,
Chartered Accountants
FRN: 005455S

KM Sethu
Partner

M No. 231703
Place Chennai
Date : 30th May 2023
UDIN 23231703BGVADF8997



For and on behalf of the Board of Directors

Rithwik Rajshakar Ramani **Niranjana Rao** **T. Suresh Babu**
 Managing Director Director CFO Company Secretary

DIN-02918882 DIN-02918882 CFO M No. A21909

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RITHWIK FACILITY MANAGEMENT SERVICES LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED AS ON 31ST MARCH , 2023

(Amount in 000's)

Particulars	Notes	Year Ended	Year Ended	Half Year Ended	Half Year Ended
		31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
		Rs.	Rs.	Rs.	Rs.
REVENUE					
a) Revenue from Operations	16	317,344.98	225,924.17	168,265.86	116,882.35
c) Other Income	17	2,562.55	1,008.73	1,661.24	504.73
		319,907.54	226,932.89	169,927.10	117,387.08
EXPENSES					
a) Operating Expenses	18	223,969.55	157,805.55	119,123.95	78,771.19
b) Employees' Benefit Expenses	19	48,386.49	47,151.24	22,575.59	22,601.85
c) Finance Cost	20	2,481.85	2,004.43	1,280.07	1,191.35
d) Depreciation	11	2,618.79	3,079.99	1,266.59	1,519.48
e) Other Expenses	21	8,121.54	5,108.82	6,863.10	4,054.42
		285,578.22	215,150.04	151,109.29	108,138.29
Profit Before Tax		34,329.32	11,782.86	18,817.82	9,248.79
Tax Expenses					
a) Current Income Tax		9,182.37	2,985.96	6,702.85	1,785.10
b) Deferred Tax/(Reversal)		(70.76)	(78.45)	14.30	105.56
Total		9,111.61	2,907.51	6,717.15	1,890.66
NET PROFIT FOR THE YEAR		25,217.70	8,875.35	12,100.67	7,358.13
Basic Earning Per Share	22	8.24	2.90	0.40	2.90
Diluted Earning Per Share	22	8.24	2.90	0.40	2.90

For Kalyanasundaram & Associates,
Chartered Accountants
FRN: 005455S


KM Sethu
Partner

M No. 231703

Place : Chennai

Date : 30th May 2023

UDIN : 23231703BQVADF8997

For and on behalf of the Board of Directors


Rithwik Rajshekar Ram
Managing Director

DIN-07836658


Niranjan Rao
Director

DIN-02918882


T.Suresh Babu
CFO


S Jayapandi
Company
Secretary
M No. A21909

RITHWIK FACILITY MANAGEMENT SERVICES LIMITED
CASH FLOW STATEMENT FOR YEAR ENDED AS ON 31ST MARCH 2023

(Amount in 000's)

Particulars	Year ended 31st March 2023		Year ended 31st March 2022	
	Rs	Rs	Rs	Rs
Net Profit before taxation		34,329.32		11,782.86
Add Back				
Depreciation on Fixed Assets	2,618.79		3,079.99	
Interest Paid	2,481.85	5,100.64	2,004.43	5,084.43
CASH GENERATED BEFORE WORKING CAPITAL CHANGES				
- Decrease/(Increase) in trade receivables	1,433.15		(3,204.85)	
- Decrease/(Increase) in short-term loans and advances	(9,243.14)		(102.51)	
- Decrease/(Increase) in other current assets	(9,460.63)		(1,537.59)	
- Increase/(Decrease) in trade payables	16,736.14		11,586.07	
- Increase/(Decrease) in short term borrowings	(15,596.11)		17,438.72	
- Increase/(Decrease) in other current liabilities	8,927.49		(10,174.82)	
CASH GENERATED FROM OPERATIONS		(7,203.09)		14,605.03
Add: excess provision of income tax	0.53	0.53		
Less: Income tax Paid(As per assessment year)	9,198.44	9,198.44		2,985.96
NET CASH FLOW FROM OPERATING ACTIVITIES		23,028.95		27,886.35
Cash Inflow from Investing Activities				
Sale of Fixed Assets		4.30		
Cash Outflow from Investing Activities				
Purchase of fixed assets	(797.93)		(1,193.76)	
Decrease/(Increase) in other non current Asset	(25,000.00)		(21,500.00)	
NET CASH FLOW FROM INVESTING ACTIVITIES		(25,793.63)		(22,693.76)
Cash Inflow from Financing activities				
Fresh Borrowings during the year	(2,484.68)		(4,699.54)	
Increase/(Decrease) in other non-current Liabilities	715.45	(1,769.22)	805.94	(3,893.60)
Cash Outflow from Financing activities				
Interest and other finance costs	2,481.85	2,481.85	2,004.43	2,004.43
NET CASH FLOW FROM FINANCING ACTIVITIES		(4,251.08)		(5,898.03)
NET INCREASE/(DECREASE) IN CASH/CASH EQUIVALENT(A+B+C)		(7,015.75)		(705.44)
ADD: BALANCE AT THE BEGINNING OF THE YEAR		25,959.15		26,664.59
CASH AND CASH EQUIVALENT AT THE CLOSE OF THE YEAR		18,943.40		25,959.15

As per our Report of even date

For Kalyanasundaram & Associates
Chartered Accountants & Associates
FRN: 0054555

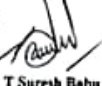
KM Sethu
Partner

M No. 231703
Place Chennai
Date 30th May 2023
UDIN 23231703BGVADF8997

For and on behalf of the Board of Directors


Rithwik Rajsekhar Raman
Managing Director
DIN-07836658


Niranjan Rao
Director
DIN-02918882


T Suresh Babu
CFO


S Jayapandi
Company Secretary
M No. A21909

Note

Final Dividend on Shares are accounted as liability on the date of approval by the shareholders

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, 2023)

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 recognised in the period in which the results are known / materialise.

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 TRANSLATIONS(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 of 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 recognised 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 best 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 recognised but disclosed in the financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.



RITHWIK FACILITY MANAGEMENT SERVICES LIMITED
Notes to Financial Statements for the Period ended 31st March, 2023
Note 2 : Share Capital

(Amount in 000's)

Particulars	As at	
	31st March, 2023	31st March, 2022
A. Authorised Share Capital		
Equity Share Capital		
40,00,000 Equity Shares of Rs. 10/- Each	40,000	40,000
	40,000	40,000
B. Issued, Subscribed & Paid-up Share Capital		
Equity Share Capital		
30,60,000 Equity Shares of Rs. 10/- Each	30,600	30,600
	30,600	30,600

C. Reconciliation of shares outstanding at the beginning and at the end of the reporting period.

Particulars	As at 31st March 2023		As at 31st March 2022	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	3,060,000	30,600,000	3,060,000	30,600,000
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	3,060,000	30,600,000	3,060,000	30,600,000

E. Details of Shareholders holding 5% or more shares in the Company

Particulars	As at 31st March 2023		As at 31st March 2022	
	Number	% of Holding	Number	Amount
Rithwik Rajasekhar Raman	1,102,500	36%	1,102,500	36%
Lalitha Raman	539,996	18%	539,996	18%
Ramaneesh Ravi Raman	472,500	15%	472,500	15%

E. Details of Promoters holding in the Company

Particulars	As at 31st March 2023		As at 31st March 2022	
	Number	% of Holding	Number	Amount
Promoter and Promoter Group	2,250,000	73.53%	2,250,000	73.53%
Public	810,000	26.47%	810,000	26.47%

D. Terms/rights attached to equity shares

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.

Note 3 :RESERVES AND SURPLUS

Reserves & Surplus	As at	
	31st March, 2023	31st March, 2022
Statement of Profit & Loss		
Opening balance	56,124.46	47,249.11
Add: Security Premium	71,400.00	71,400.00
Add/Less : Provision created for earlier year Income tax and interest	(15.54)	-
(+) Net Profit for the current year	25,217.70	8,875.35
Closing Balance	152,726.62	127,524.46

Note:

Final Dividend on Shares are accounted as liability on the date of approval by the shareholders



Loan Schedule		FY 2022-2023		(Amount in 000's)	
Particulars	Amount				
Total Outstandings Loan	6,633.35				
Total of Current Maturities on Loan	3,675.45				
Loan Classified under Long Term	2,957.89				
Name of the Bank ICICI Bank Limited					
Current Year Balance (Rs.)		103,078	Type of Loan		Vehicle Loan 6858
Previous Year Balance (Rs.)		542,192	Amount sanctioned		1,490,000
Security Details:			Sanction Date		Thursday, April 11, 2019
The loan is secured against vehicle			Current interest rate		10.01%
			Total No. of instalments		49
			No. of instalments paid		46
Current Maturity of loan		103,078	No. of balance instalments to be paid		3
Loan term Borrowings		-	Amount of instalment		39,467
			Repayment type		Monthly
			Interest payment type		Monthly
Name of the Bank ICICI Bank Limited					
Current Year Balance (Rs.)		14,561	Type of Loan		Vehicle Loan 8193
Previous Year Balance (Rs.)		76,448	Amount sanctioned		210,000
Security Details:			Sanction Date		Thursday, April 11, 2019
The loan is secured against vehicle			Current interest rate		10.02%
			Total No. of instalments		49
			No. of instalments paid		46
Current Maturity of loan		14,561	No. of balance instalments to be paid		3
Loan term Borrowings		-	Amount of instalment		5,563
			Repayment type		Monthly
			Interest payment type		Monthly
Name of the Institution Tata Capital Financial Services Ltd					
Current Year Balance (Rs.)		5,768,046	Type of Loan		Generator Loan
Previous Year Balance (Rs.)		8,692,814	Amount sanctioned		11,672,484
Security Details:			Sanction Date		Friday, August 14, 2020
			Current interest rate		12.60%
			Total No. of instalments		47
			No. of instalments paid		27
Current Maturity of loan		3,315,348	No. of balance instalments to be paid		20
Loan term Borrowings		2,452,698	Amount of instalment		321,250
			Repayment type		Monthly
			Interest payment type		Monthly
Name of the Institution HDFC Bank Ltd					
Current Year Balance (Rs.)		747,663	Type of Loan		Vehicle Loan (Dost)
Previous Year Balance (Rs.)		-	Amount sanctioned		786,000
Security Details:			Sanction Date		Thursday, January 12, 2023
			Current interest rate		
			Total No. of instalments		36
			No. of instalments paid		2
Current Maturity of loan		242,467	No. of balance instalments to be paid		34
Loan term Borrowings		505,196	Amount of instalment		24,998
			Repayment type		Monthly
			Interest payment type		Monthly



Note 4 - LONG-TERM BORROWINGS

	As at 31st March, 2023	As at 31st March, 2022
Term Loan:		
From Banks and from financial Institutions	6,633.35	10,015.85
	6,633.35	10,015.85
Secured borrowings	6,633.35	10,015.85
Unsecured borrowings	-	-
Less: Amount disclosed under the head Other Current Liabilities	3,675.45	4,573.28
	2,957.89	5,442.57

Note 5 - DEFERRED TAX LIABILITY / (ASSET)

Details	As at 31st March, 2023	As at 31st March, 2022
Opening Balance	1,624.31	1,545.86
Add: Deferred tax liability(Asset)	70.76	78.45
	1,695.07	1,624.31

Note 6 - LONG-TERM PROVISIONS

	As at 31st March, 2023	As at 31st March, 2022
Provision for Gratuity	6,762.39	6,046.93
	6,762.39	6,046.93

Note 7 - SHORT-TERM LIABILITIES

Details	As at 31st March, 2023	As at 31st March, 2022
Security deposits repayable on demand:		
Bank OD	1,842.61	17,438.72
From Companies	100.00	100.00
	1,942.61	17,538.72

Note 8 - TRADE PAYABLES

Details	As at 31st March, 2023	As at 31st March, 2022
Trade payables		
Due to MSME	23,773.72	15,108.26
Due to creditors other than MSME	8,385.63	314.95
	32,159.35	15,423.21

Note 9 - OTHER CURRENT LIABILITIES

Details	As at 31st March, 2023	As at 31st March, 2022
Expenses Payable	5,366.89	5,202.00
GST payable	2,358.05	2,026.13
TDS & TCS Payable	607.01	460.86
Provision for tax	9,182.37	-
Current maturities of long-term borrowings	3,675.45	4,573.28
	21,189.76	12,262.27



Note 10 - OTHER NON CURRENT ASSET

Details	As at 31st March, 2023	As at 31st March, 2022
Security Deposit and other deposits	153,000.00	128,000.00
	153,000.00	128,000.00

Note 12 - TRADE RECEIVABLES

Details	As at 31st March, 2023	As at 31st March, 2022
Trade receivables	24,424.23	25,857.39
	24,424.23	25,857.39

Note 13 - CASH AND CASH EQUIVALENTS

Details	As at 31st March, 2023	As at 31st March, 2022
Cash on Hand	160.69	108.81
Balance with banks: In current accounts	18,782.72	25,850.34
	18,943.40	25,959.15

Note 14 - SHORT-TERM LOANS AND ADVANCES

Details	As at 31st March, 2023	As at 31st March, 2022
Security and other Deposit	10,555.00	555.00
Advance to Vendors - Trade	227.04	765.91
Advance to Employees	726.00	944.00
	11,508.04	2,264.91

Note 15 - OTHER CURRENT ASSETS

Details	As at 31st March, 2023	As at 31st March, 2022
Prepaid Expenses	2,121.72	1,825.50
TDS Receivable	8,720.70	2,612.98
GST - ITC	4,296.85	1,666.85
Other Receivables	615.02	188.33
	15,754.28	6,293.65

Note 16 - REVENUE FROM OPERATIONS

Details	As at 31st March, 2023	As at 31st March, 2022
Revenue From Maintenance	116,113.62	97,634.25
Revenue From Power Supply	194,963.65	124,480.28
Revenue From Turn key Project	6,267.71	3,809.64
	317,344.98	225,924.17

Note 17 - OTHER INCOME

Details	As at 31st March, 2023	As at 31st March, 2022
Other non-operating income	2,562.55	1,008.73
	2,562.55	1,008.73



Note 18 - OPERATING EXPENSES

Details	As at 31st March, 2023	As at 31st March, 2022
Facility Operating Expenses	67,208.85	42,836.24
Expenses Against Power Supply	149,863.41	112,960.08
Expenses Against Turn key Project	6,897.28	2,009.23
	223,969.55	157,805.55

Note 19 - EMPLOYEE BENEFITS EXPENSES

Details	As at 31st March, 2023	As at 31st March, 2022
Salaries & Allowances	37,077.74	36,393.43
Director Remuneration	5,400.00	5,400.00
Sitting Fees	330.00	190.00
Gratuity	954.21	1,367.45
Contribution to PF and ESI	2,524.25	2,508.42
Welfare Expenses	2,100.28	1,291.95
	48,386.49	47,151.24

Note 20 - INTEREST & FINANCE CHARGES

Details	As at 31st March, 2023	As at 31st March, 2022
Interest on Vehicle and Generator	981.25	1,366.88
Interest on Term Loan	28.42	246.92
Interest on OD	1,126.81	373.61
Bank Charges	345.37	17.04
	2,481.85	2,004.43

Note 21 - OTHER EXPENSES

Details	As at 31st March, 2023	As at 31st March, 2022
Office and Administrative Expenses	8,121.54	5,108.82
	8,121.54	5,108.82



RITHVIK FACILITY MANAGEMENT SERVICES LIMITED										
Summary for Fixed Assets as on 31/03/23										
(Amount in 000's)										
Particulars	Gross Block as on			Depreciation up to			Net Block as at			
	1-Apr-22	Additions	Deletions	31-Mar-23	1-Apr-22	For theyear	Deletion	31-Mar-23	31-Mar-22	
Air Conditioners	1,126.41	-	-	1,126.41	533.35	75.60	-	608.95	517.45	593.06
Plant & Machinery	26,233.14	50.76	-	26,283.90	4,789.31	1,753.17	-	6,542.48	19,741.42	21,443.83
Furnitures	407.98	62.59	-	470.58	237.06	45.81	-	282.87	187.71	170.92
Vehicles	13,480.85	655.69	3,186.81	10,949.73	10,944.27	683.99	3,182.51	8,445.75	2,503.98	2,536.58
Computers	1,978.71	28.88	-	2,007.59	1,884.33	60.23	-	1,944.55	63.04	94.39
Total	43,227.08	797.93	3,186.81	40,838.21	18,388.32	2,618.79	3,182.51	17,824.60	23,013.61	24,838.77



RITHWIK FACILITY MANAGEMENT SERVICES LIMITED
Notes to Financial Statements for the period ended 31st March, 2023
Additional Notes/Information

Note 22 - EARNINGS PER SHARE

Details	As at 31st March, 2023
Net profit as per Statement of Profit and Loss	34,329,319
Net profit available to Equity Share holders	34,329,319
No. of equity shares at year end	3,060,000
Weighted average number of Equity shares used as denominator for calculating EPS	3,060,000
Face value per Equity Share	10
Basic Earnings per Share	11.22

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 Rajashekar 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)

iii. Enterprises in which Key Management Personnel and their relatives have significant influences

R R Industries Limited

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

Nature of transactions	Related parties (Amount in Rs.)	
	Key Managerial Personnel	
Rent Paid to R R Industries	Rs. 53,48,468	
EB Charges(including generator Hire) paid - R R I	Rs. 6,47,41,840	
Unsecured Loans	Rs. 4,22,00,000	
Director Remuneration Rs.	5,400,000	
Remuneration to KMP Rs.	3,445,200	

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 Rs.)	
	Key Managerial Personnel	
Director Remuneration Payable	450,000	
Remuneration to KMP Payable	287,100	
R R Industries	6,478,927	



Note - 25 No Trade Payables are outstanding for more than 1 year for the Company

Note - 26 Trade Receivable Age wise

Particulars	Less than 6 months	6 months - 1 year	1 year - 2 year
Trade Receivable - Unsecured and considered Good	24,101,739	161,662	160,831

Note - 27 Ratios :

	For FY 2022-23	For FY 2021-22
Current Ratio	1.55	1.33
Debt Equity Ratio	0.10	0.36
Debt Service Coverage Ratio	28.62	3.08
Return On Equity Ratio	107%	6%
Trade receivable Turnover Ratio	8.34	9.35
Trade Payable Turnover Ratio	9.41	23.46
Net Capital Turnover Ratio	10.37	10.16
Net profit Ratio	10%	4%
Return on Capital employed	105%	5%
Return on Investment	20%	29%

Note - 28 EXPENDITURE IN FOREIGN CURRENCY

Details	Year ended 31st March 2023
Not applicable	NIL

Note - 29 CONTINGENT LIABILITIES

Matters	Current year
i) Claims not Acknowledged as debts:	
Claim against company under Income Tax Act	
AY 2017 - 18	1,109,050
AY 2018 - 19	481,590

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 2023 are furnished below:

Details	31st March, 2023
Dues outstanding as at the end of the period for more than 45 days	NIL

Note - 31 PAYMENT TO AUDITORS

Particulars	Year Ended 31st March 2023
Statutory Audit Fees	75,000
Tax Audit Fees	30,000
Internal Audit Fees	50,000
Special Audit Fees	60,000
TOTAL	215,000

Note - 32 PREVIOUS YEAR FIGURES

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

For Kalyanasundaram & Associates,
Chartered Accountants
FRN: 0054555

KM Setbu
Partner

M No. 231703

Place : Chennai

Date : 30th May 2023

UDIN: 232311038GVADF8997

For and on behalf of the Board of Directors

Rithwik Rajshekar Raman

Managing Director
DIN-07836658

Niranjan Rao

Director
DIN-02918882

T Suresh Babu

CFO

S Jayapandi

Company
Secretary
M No. A21909

ATTENDANCE SLIP

(To be presented at the entrance)

Annual General Meeting of the Company held on Thursday, September 28, 2023 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 MemberSignature.

Name of the ProxyholderSignature.

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 Annual General Meeting of the Company to be held on Thursday, September 28, 2023, 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 31st March 2023, and the Reports of the Board of Directors together with Auditors thereon.
2. To declare final dividend on equity shares for the Financial year 2022-23.
3. To appoint a Director in Place of Mr.V.Niranjan Rao, Director (DIN: 02918882), who retires by rotation and being eligible, offers himself for re-appointment.

Signed this..... day of.....2023

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

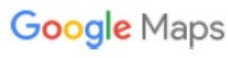
Date: September 28, 2023

For Rithwik Facility Management Services Limited

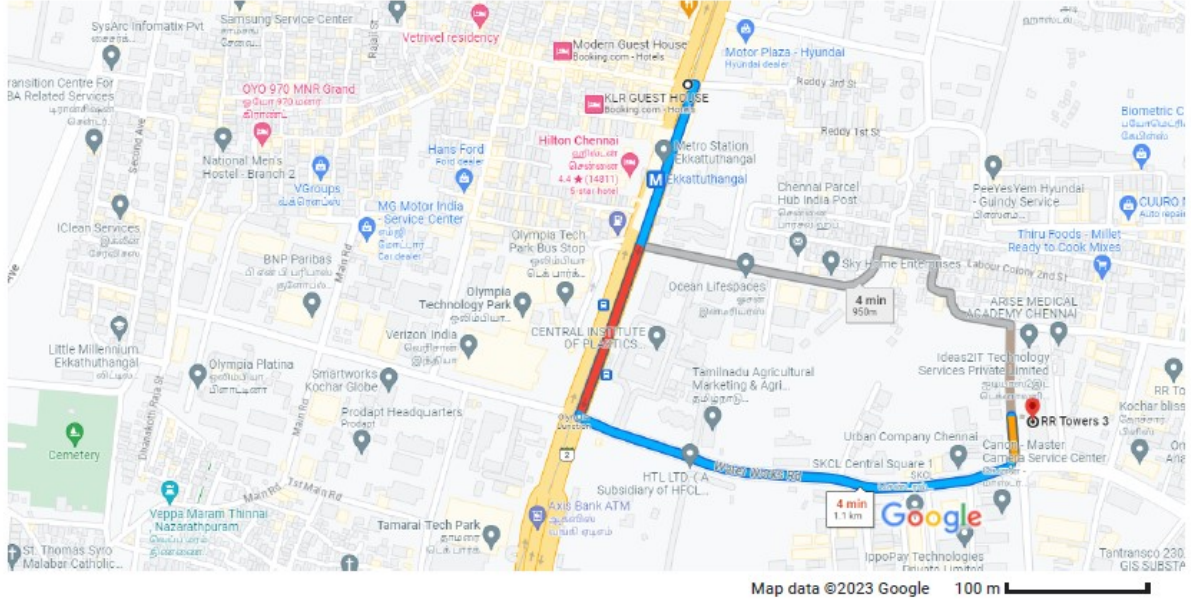
Place: Chennai

S. Jayapandi

Company Secretary



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





OPERATION & MAINTAINENCE



REPAIR & RENOVATION



SPACE MANAGEMENT



OCCUPANT COMFORT



SUSTAINABILITY GOALS



RITHWIK FACILITY MANAGEMENT SERVICES LIMITED

RR Tower III, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai, TamilNadu, India - 600 032.