



**RITHWIK FACILITY  
MANAGEMENT SERVICES LIMITED**  
(Formally known as RITHWIK BUILDING  
SERVICES  
PRIVATE LIMITED)  
(CIN: U74900TN2010PLC074294)  
Chennai, Tamil Nadu.

**Annual Report for 2017-18**

**08<sup>th</sup> Annual General Meeting  
(01<sup>st</sup> Annual General Meeting after SME IPO)  
on  
Thursday, the 27<sup>th</sup> day of September, 2018  
at 11.00 a.m.  
at Registered Office  
R.R Tower III, Thiru-Vi-Ka Industrial  
Estate, Guindy, Chennai-600 032,  
Tamil Nadu, India**

## Message from the Chairman.....

Dear Shareholders,

I, Rithwik Rajshekar Raman, Chairman/Managing Director, heartily welcome you all, having joined Rithwik Facility Management Services Limited family with your participation in our maiden public offer. It is my desire and wish that this association of ours, will strengthen our hands in to reach glorious heights.

The Annual Accounts and Directors Report for the year ended March 31,2018 have been with you for some time now and with your permission I take them as read. I am sure it would have given a clear picture of the working of the Company in the year under review.

We are fortunate and humbled by the response received for the Initial Public Offering (IPO) of the shares of Rithwik Facility Management Services Limited which was listed in the financial year 2017-18 on 09th January, 2018 on BSE SME Platform.The Issue was overwhelmed by Public and oversubscribed by more than 40 times from the Public.

The support given to the IPO road shows was very heartwarming and I would like to thank all our investors for showing confidence and trust in Management Capabilities of the team, our philosophy of fairness and transparency and in our commitment to social initiatives to promote economic and social well-being of the society around us.

Our Company has completed 8 years of success journey. I would like to extend my gratitude to all our stakeholders including the staff members and other stakeholders for their unstinted support in shaping the performance of the Company.

Yours Sincerely,

***Rithwik Rajshekar Raman***

*Chairman*

## CONTENTS

	Page No.
1. Corporate Information	1
2. Notice for Annual General Meeting	3
3. Directors' Report and Annexure	16
3.1 Annexure-I,II & III (Declaration of Independence)	30
3.2 Annexure-IV (Management Discussion and Analysis)	39
3.3 Annexure-V (Nomination & Remuneration Policy)	43
3.4 Annexure-VI (Secretarial Audit Report)	49
3.5 Annexure –VII (Extract of annual return-Form MGT-9)	53
3.6 Annexure-VIII (Form AOC-2)	62
4. Annexure-IX (MD & CFO Certification)	63
5. Independent Auditors' Report	64
6. Balance Sheet	73
7. Statement of Profit and Loss	74
8. Cash Flow Statement	75
9. Notes to Accounts	76
10. Proxy Form	88
11. Attendance Slip	91
12. Route Map	92

### **08<sup>th</sup> ANNUAL GENERAL MEETING**

**Thursday, 27th September, 2018 at 11.00 a.m.**

**At R R Tower III, Thiru-Vi-Ka Industrial Estate,  
Guindy, Chennai - 600 032.**

***Note: Persons attending the Annual General Meeting are requested to bring their copies of Annual Report along with attendance Slip.***



## **RITHWIK FACILITY MANAGEMENT SERVICES LIMITED**

### **Corporate Information**

#### **BOARD OF DIRECTORS**

**Mr Rithwik Rajshekhar Raman**  
**Mr. Niranjan Vyakarna Rao**  
**Mr. Sudhakar Peravali**  
**Mrs. Shama Prasanna Tipparaju**  
**Mr. Jayaraman**

**DIN (07836658) Chairman and**  
**Managing Director (w.e.f 01.06.2017)**  
**DIN (02918882) Whole time Director**  
**DIN (02483116) Independent Director**  
**DIN (07922496) Independent Director**  
**DIN (08112010) Independent Director**  
**(w.e.f 07.05.2018)**

#### **COMPANY SECRETARY**

**Mr. Subbiah Jayapandi**

**Company Secretary cum Compliance officer**

#### **CHIEF FINANCIAL OFFICER**

**Mr. Suresh Babu Tippavajjala**

**Chief Financial Officer**

#### **STATUTORY AUDITORS**

**M/s.Kalyanasundaram & Associates**  
**(Regn.No.05455S)**  
**Chartered Accountants**  
**31/14,Krishnaswamy Avenue,**  
**Luz,Mylapore,**  
**Chennai – 600004.**

#### **SECRETARIAL AUDITOR**

**Mr. S.Vasudevan (COP No. 20094)**  
**Practising Company Secretary**  
**Flat 3B,III Block,Bajaj Apartments,**  
**Nandanam Ext.Main Road,**  
**Chennai-600035.**

#### **REGISTERED OFFICE:**

**R.R Tower III,Thiru-VI-KA Industrial Estate,**  
**Guindy, Chennai – 600032**  
**Tel.No.+91 044-4353 4441**  
**CIN:U74900TN2010PLC074294**  
**Email: [info@rithwik.co.in](mailto:info@rithwik.co.in)**  
**Website: [www.rithwik.co.in](http://www.rithwik.co.in)**

#### **REGISTRAR & SHARE TRANSFER AGENT:**

**M/s.Bigshare Services Private Limited.,**  
**I Floor,Bharat Tin Works Building ,**  
**Opp. Vasant Oasis,Makwana Road,Marol,Andheri East,**  
**Mumbai-400 059,Maharashtra, India.**

**INTERNAL AUDITOR:**

Suresh V & Associates  
Chartered Accountants  
No.42/5, Shantinikethan Colony,  
Anna Nagar West Extn., Chennai-600 101

**BANKER TO THE COMPANY:****State Bank of India**

Porur Bazaar, No. 15 Karambakkam,  
Poonamallee High Road,  
Porur, Chennai – 600 116  
Tamil Nadu, India.

**Tel. No.:** +91 44 2482 8733

**Fax. No.:** +91 44 2482 8744

**Email:** porur\_chn@sbi.co.in

**Contact Person:** S. Suresh

**Website:** [www.sbi.co.in](http://www.sbi.co.in)

**Canara Bank**

St Mary's Road, Abhiramapuram,  
Chennai – 600 018,  
Tamil Nadu, India.

**Tel. No.:** +91 44 2499 3886

**Fax. No.:** N.A.

**Email:** cb1287@canarabank.com

**Contact Person:** S. Manikandan

**Website:** [www.canarabank.com](http://www.canarabank.com)

**Canara Bank**

No. 1, Jawaharlal Nehru Salai,  
Ekkattuthangal, Chennai – 600 032  
Tamil Nadu, India.

**Tel. No.:** +91 44 2225 0864

**Fax. No.:** N.A.

**Email:** managercb0909@canarabank.com

**Contact Person:** Mr. S N Krishnasai

**Website:** [www.canarabank.com](http://www.canarabank.com)

**ICICI Bank Limited**

SIDCO Industrial Estate,  
Guindy, Chennai – 600 018.  
Tamil Nadu, India.

**Tel. No.:** +91 044 4856 1530

**Fax. No.:** N.A.

**Email:** hemanth.kumar@icicibank.com

**Contact Person:** K R Hemanth Kumar

**Website:** [www.icicibank.com](http://www.icicibank.com)



## NOTICE TO MEMBERS

**NOTICE** is hereby given that the 8<sup>th</sup> Annual General Meeting of the Company will be held on Thursday the 27<sup>th</sup> September 2018 at 11.00 a.m. at Registered Office at R.R Tower III, Thiru-VI-KA Industrial Estate, Guindy, Chennai – 600032, to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the Reports of Board of Directors and Auditors thereon.

2. To appoint Auditors of the Company and fix their remuneration. In this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, M/s. Kalyanasundaram & Associates., Chartered Accountants, (FRN No.0054555), retiring auditors of the Company be and is hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration plus applicable taxes, out-of-pocket, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors”.

### **SPECIAL BUSINESS:**

#### **3. Change in Object Clause of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, subject to the approval of the Registrar of Companies, consent of the shareholders of the Company be and is hereby accorded, to append the following new clause (4) after sub clause (3) of clause III (A) of the Memorandum of Association of Company:



(4) *“To enter either alone or jointly with another companies or persons in India and elsewhere into contracts (on turnkey basis or otherwise) for takeover, operate, maintain and provide services relating to all types of designing and executing interiors and fit outs and payment of over – head expenses, inclusive of salary, establishment charges, privileges, advantages, appurtenances, facilities and conveniences whatsoever in any way”.*

FURTHER RESOLVED THAT for the purpose of giving effect to the resolution, Mr. Niranjana Vyakarna Rao, Director of the Company be and is hereby authorised to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns as may be required with the Registrar of Companies.”

“FURTHER RESOLVED THAT Clause III (B) of the OBJECT CLAUSE that is incidental or ancillary to the attainment of the main objects of the Memorandum of Association be and hereby replaced with the title **“MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:-“**

“FURTHER RESOLVED THAT Pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, **the Other Objects Clause of the Memorandum of Association of the Company be removed by completely deleting the clause III (C)** and existing object under the other Objects Clause will be renumbered as 26 and regrouped under the title **“MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:-**

#### **4. To Approve for increase in Managerial Remuneration of Mr. Rithwik Rajshekar Raman, Managing Director**

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Rithwik Rajshekar Raman [DIN:07836658], Managing



Director of the Company, on the terms and conditions including remuneration as mentioned below:

1. Salary : Rs.1,00,000 Per Month
2. Shall perform all such duties entrusted to him from time to time.
3. Shall undertake to use his best endeavors to promote the interest of the Company
4. No sitting fees shall be paid.

Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid, as minimum remuneration as per Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company/ Committee of the Board be and is hereby authorized to alter, amend or vary the terms and conditions of appointment including remuneration structure as may be agreed to between the Board of Directors and Mr. Rithwik Rajshekhar Raman subject to the limits within such guidelines or amendments as may be made to the Companies Act, 2013 or subject to approval of the Central Government or such other authority ,if any.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns as may be required with the Registrar of Companies.”

**5. To Approve for increase in Managerial Remuneration of Mr. V Niranjan Rao, Whole-time Director:**

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. V Niranjan Rao [DIN:02918882], Whole-time Director of the Company, on the terms and conditions as mentioned below:





1. Salary : Rs.3,50,000 Per Month
2. Shall perform all such duties entrusted to him from time to time.
3. Shall undertake to use his best endeavors to promote the interest of the Company
4. No sitting fees shall be paid.

Where in any Financial Year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid, as minimum remuneration as per Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company/ Committee of the Board be and is hereby authorized to alter, amend or vary the terms and conditions of appointment including remuneration structure as may be agreed to between the Board of Directors and Mr. V. Niranjana Rao subject to the limits within such guidelines or amendments as may be applicable to the Companies Act, 2013 or subject to approval of the Central Government or such other authority.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr. Rithwik Rajshekhar Raman Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns as may be required with the Registrar of Companies.”

#### **6. Regularization of Additional Director of Mr. Jayaraman:**

To consider and if though fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Jayaraman (DIN: 08112010), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 7<sup>th</sup> May, 2018 and who holds office until the date of this AGM in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing 7<sup>th</sup> May, 2018, who is not liable to retire by rotation.



**RESOLVED FURTHER THAT Mr. V Niranjan Rao**, Whole-Time Director of the company, be and is hereby severally authorized to file relevant forms with the Ministry of Corporate Affairs (MCA) and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment”

**By order of the Board**

**RITHWIK FACILITY MANAGEMENT  
SERVICES LIMITED**

**Sd/-**

**Subbiah Jayapandi**

**Place: Chennai  
Date: 27/08/2018**

**Company Secretary cum Compliance officer  
M. No. A21909**

**Important Notes:-**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the resolutions set out is annexed hereto.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself / herself, and the proxy need not be a member of the company. 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.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. 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.