



RITHWIK FACILITY MANAGEMENT SERVICES LIMITED

(Formerly Known as : Rithwik Building Services Private Limited)

Regd. Office : R R Tower III, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai - 600 032
Phone : 91 - 44 - 4353 4441 E-mail : info@rithwik.co.in Website : www.rithwik.co.in

Date: 12-09-2019

Deputy Manager,
Department of Corporate Affairs,
BSE Limited 3
P I Towers,
Dalal Street, Fort,
Mumbai-400001

Scrip Code - 540843

Sub: Submission of Notice of Annual General Meeting (AGM)

Dear Sir,


Pursuant to Regulation 30(6) and Part A of Schedule III of Securities Exchange board of India (Listing Obligations and Disclosures requirements) Regulations, 2015, we hereby enclose herewith Notice of 9th Annual General Meeting (AGM) of the company to be held on Friday, 27th September, 2019.

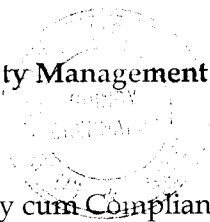
You are requested to take the same on your record.

Thanking you,

Yours Truly,

For Rithwik Facility Management Services Limited


Company Secretary cum Compliance Officer.



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NOTICE TO MEMBERS

NOTICE is hereby given that the 9th Annual General Meeting of the Company will be held on Friday the 27th September 2019 at 11.00 a.m. at Registered Office 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, 2019 and the Reports of Board of Directors and Auditors thereon.
2. To appoint Auditors of the Company and fix their remuneration and 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 are 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, and subject to the approval of Shareholders in General Meeting, consent of the Board of Directors of the Company be and is hereby accorded, to amend the Memorandum of Association of Company as follows:

Alteration in Clause III of the Memorandum of Association:

Modification of sub-clause 4 of clause III (A) of the Memorandum of Association of Company as follows:

(4) "To enter either alone or jointly with another company or persons in India and elsewhere into contracts (on turnkey basis or otherwise) for the transfer, hire or lease, takeover, operate and 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, rights, easements, advantages, appurtenances, facilities and conveniences whatsoever in any way".

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, V Niranjana Rao, Director of the Company be and is hereby authorized, 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 along with filing of necessary E-form as may be required with the Registrar of Companies."

For and on behalf of the Board of RITHWIK FACILITY MANAGEMENT SERVICES LIMITED

Sd/-

Place: Chennai
Date: 26/08/2019

Rithwik Rajshekhar Raman
Chairman cum Managing Director
DIN: 07836658

Important Notes:-

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of 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 and vote at the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. 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.
5. During the period beginning 24 hours before the time fixed for the commencement of the 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.
6. Members/proxies /authorised representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
7. Under Section 125(1) of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. Since the Company has not declared any dividend from the Financial Year 2010-11, the necessity of transferring the unpaid or unclaimed dividend to IEPF does not arise.
8. The Register of Members and the Share Transfer books of the Company will remain closed from 25.09.2019 to 27.09.2019 (both days inclusive), for the purpose of Annual General Meeting.
9. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
11. The Securities and Exchange 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts.
12. Electronic copy of the Full Version of the Annual Report for the year 2018-19 and the notice of the 09th AGM are being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. Members who have not registered their email address so far are requested to register their e-mail address with Depository Participants or "**M/s.Bigshare Services Private Limited.**," so that they can receive the Annual Report and other communication from the Company electronically.
13. Full version of the Report and the Notice of the AGM are available in the Company's website viz., www.rithwik.co.in. Members desirous of receiving the complete annual report may send a request in writing to the Registrar or Company and send the same by post/courier or email with a scanned copy of the request.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.30 p.m.) Monday to Friday, except Holidays, upto and including the date of the Annual General Meeting of the Company.
15. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days in advance, so as to enable the Company to keep the information ready.
16. Members are also hereby informed that the equity shares of the Company are available for dematerialization/rematerialisation under the Depository System.
17. **M/s. Bigshare Services Private Limited**, 1 Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400 059 are the Registrars & Share Transfer Agents for dealing with electronic form of equity shares of the Company. The ISIN Code allotted to the Company is INE819Y01015.

Explanatory Statement pursuant to the provisions of Sec.102 (1) of the Companies Act, 2013:

Item No.3 Change in Object Clause of the Company

The principal business of the Company is to provide facility management to IT/Industrial Parks, High rise Buildings/Apartments and commercial complexes of all nature. In addition to the above the company proposes to transfer, hire or lease fitouts and furniture to augment the revenue of the Company. To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by modifying of sub-clause 4 of clause III (A) of the Memorandum of Association of Company as stated in the Resolution in the annexed notice.

The Board of Directors at their meeting held on 26th August, 2019 had approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company as aforesaid.

In terms of Section 4 and 13 of the Act, the consent of the Members by way of Special Resolution is required for change in objects clause of the Memorandum of Association of the Company.

The Board recommends for approval by the members the resolution as set out at Item No.3 of the Notice as a Special Resolution.

None of the other Directors of the Company and the Key Managerial Persons of the Company or their respective relatives, are concerned or interested in the passing of the above Resolution.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days up to the date of the Meeting.

For and on behalf of the Board of RITHWIK FACILITY MANAGEMENT SERVICES LIMITED

Sd/-

Place: Chennai
Date: 26-08-2019

Rithwik Rajshekhar Raman
Chairman cum Managing Director
DIN: 07836658