

June 15, 2020

BSE Limited

BSE SME Platform

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 540843 (Rithwik Facility Management Services Ltd)

Sub: Annual Secretarial Compliance Report pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended 31st March, 2020

Dear Sir / Madam,

With reference to the compliance of Regulations 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI circular no. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 we are enclosing herewith the Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2020 duly signed by S.Vasudevan, Practicing Company Secretary.

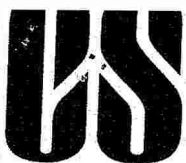
This is for your information and records.

Thanking you.
Yours faithfully,

For **Rithwik Facility Management Services Limited**


Company Secretary and Compliance Officer.





S. VASUDEVAN M.Com., ML., FCS., CFA; PhD.,
Practising Company Secretary

'Raji' 3B1, 3rd Floor, Gaiety Palace, No.1L, Blackers Road, Mount Road,
Chennai-600 002. Ph.044-2852 8292

REGISTERED INSOLVENCY PROFESSIONAL

Regn.No.IBBI/IPA-002/IP-N00573/2017-18/11740

Secretarial Compliance Report of Rithwik Facility Management Services Limited for the year ended March 31, 2020.

To
Rithwik Facility Management Services Limited
CIN: L74900TN2010PLC074294
RR Tower III,
Thiru-Vi-Ka Industrial Estate
Guindy, Chennai-600032.

I, S Vasudevan have examined:

- a) all the documents and records made available to me and explanation provided by Rithwik Facility Management Services Limited ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) Website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;(Not applicable to the company during the review period)

e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;(Not applicable to the company during the review period)

f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the review period)

g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 ;(Not applicable to the company during the review period)

h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

i) Securities and Exchange Board of India(Depositories and Participant) Regulations, 2018;
and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period

a)The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.

b) The listed entity has maintained proper records under the provisions of the above regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.

c) Rithwik Facility Management Services Limited, the listed entity do have the paid up capital less than Rs .10 Crores and networth less than 25 Crores and hence the compliance with the corporate governance provisions as specified in SEBI (LODR) regulations 17, 17A,18, 19, 20, 21,22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation(2) of regulation 46 and para C,D and E of Schedule V is not applicable to the entity.

d) As per the information provided by the management of the Company that, there are no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

e) No qualifications / observation was made in the Secretarial Compliance Report of the previous year, hence, the reporting on action taken by the listed entity and our comments thereto, does not arise.

In terms of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 SEBI had inter alia required the listed entity to amend the terms of appointment of its statutory auditors in terms of Clauses 6(A) and 6(B) of the said Circular. In this regard I report that there was no event of appointment/ re-appointment/ resignation of statutory auditor of the listed entity during the Review Period and the listed entity has modified the terms of appointment of its existing statutory auditor by including in their terms of appointment the conditions mentioned in Clauses 6(A) and 6(B) of the said Circular.



S Vasudevan
Practicing Company Secretary
FCS 6931, C.P. No. 20094

Date: 15-06-2020

Place: Chennai