

REF: RFMS/BSE/2025-26/AGM/003

September 5, 2025

To,
The Secretary, Listing Department,
Bombay Stock Exchange Limited
Phiroz JeeJeebhoy Towers,
Dalal Street, Mumbai - 400 001.
Maharashtra.

Scrip Code: 540843

Dear Sir,

Sub: Annual Report - FY 2024-25 -reg.

Pursuant to Regulation 34(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we herewith submitting the Annual Report of the Company for the Financial Year 2024-25.

The Annual Report is being sent through electronic mode to all those members whose e-mail ids have been registered with the Company / Depository Participants and the same is also being made available on the website of the Company at www.rithwik.co.in.

This is for your kind information and record.

Thanking You,

Yours faithfully

For RITHWIK FACILITY MANAGEMENT SERVICES LIMITED



S.JAYAPANDI

Company Secretary & Compliance Officer

M.No.A21909



Enclosed: Annual Report FY 2024-25

RITHWIK FACILITY MANAGEMENT SERVICES LIMITED

ANNUAL REPORT 2024-2025



info@rithwik.co.in

www.rithwik.co.in





Message from the Chairman.....

Dear Shareholders

On behalf of the Board of Directors of RITHWIK FACILITY MANAGEMENT SERVICES LIMITED, (RFMS), I thank you all for making this time to join us to discuss about the performance and future prospects, I thank you all for all your continued support for all these years and years to come. Fiscal 2024-25 is been a year of strong growth in overall business of the Company in our core business and other turnkey projects as well.

Your company has achieved a growth of 16.34% on total revenue during the Financial Year 2024-25 against 12.8% as compared against Financial Year 2023-24. Our revenue from operation has grown 16.71% YOY. This promises a solid foundation for growth in the years to come. The Board has recommended final dividend of 10% for the shareholders for the financial year ended 2024-25 which amounts to Rs.30.6 lakhs and all the shareholders will be paid within the time period stipulated by the provisions of the Companies Act, 2013. There were no unpaid dividend lying in the dividend account, for the Dividend declared for the Financial Year 2023-24, hence there was no transfer of balance unpaid dividend money to separate account.

Currently We are one among the top Companies providing Facility Management Services in the Organized sector in Chennai and Coimbatore. We are maintaining Office space nearly One million Square feet in Chennai and Coimbatore catering to a total of 73 Clients in our clientele list.

We, RFMS apart from Facility Management business, we are also providing services to execute turnkey projects where we will execute the Fitments for the warm shell to Plug and play facility. During the year under review your company has executed turnkey projects worth of Rs 3.38 Crores as compared to 1.17 Crores in the last Fiscal 2023-24.

As part of growth commitment your Company is in process of acquiring major stake in Solar Power generation Companies.

To promote the Solar power generation the Government of India has announced various incentives and benefits for the Companies. The Union budget 2025-26 has included significant allocations for Solar power, green energy corridors and the National green Hydrogen Mission further supporting the Solar power generation sector. Further Companies generating Solar power is given 100% tax waiver for 10 assessment year as per Section 80-IA of Income Tax Act, 1961. Customs duties are reduced Basic Customs Duty (BCD) on solar cells and modules to 20% from 25% AND 40% making imports cheaper.

We are also exploring Private partnerships for development, maintaining of Commercial Complexes in Metropolitan, Tier I and Tier II cities in Tamil Nadu. We are targeting the well-conceived model BOT or BOOT Model in Private partnerships and through these partnerships the company can bring more spaces in terms of development and maintenance. Your Company is in dialogue for strategic partnership to set up a It/ITES park to house It Companies where the Company can generate Rental incomes to compliment the Growth story for the shareholders in year to come. Your Company is conducting feasibility study in various parts of Chennai to construct IT parks in partnership with others including individual, bodies corporate etc.

We understand it takes lot of planning and Execution to achieve many great milestones in the Company's growth. We know our clients, our employees and you count on us to be agile, adopt quickly and learn able to thrive in any new reality. Not only we are committed to doing that but also relentless in our efforts to ser our clients for better working environment.

At Rithwik, We understand what it takes to navigate this era of optionality, through times rough and smooth, we have brought great focus to becoming better, becoming more efficient and re-silent in the present while also securing our relevance in a progressive future. This has stood us in good stand. We are focusing on Solar energy production, generation and distribution in the coming years

Yours sincerely,

Rithwik Rajshekar Raman
Managing Director
DIN-07836658

S.No.	Contents	Page No.
1	Corporate Information	1
2	Notice of Annual General Meeting	2 - 19
3	Board's Report and Annexures	20 - 38
	3.1 Annexure -I (Management Discussion and Analysis)	39 - 45
	3.2 Annexure - II (Nomination and Remuneration Policy)	46 - 51
	3.3 Annexure - III (Secretarial Audit Report)	52 - 56
4	MD and CFO Certification	57
5	Declaration by Directors	58
6	Independent Auditor's Report	59 - 69
7	Balance Sheet	70
8	Statement of Profit and Loss	71
9	Cash Flow Statement	72
10	Notes to Accounts	73 - 82
11.	Proxy and Attendance Slip	83 -85

15th ANNUAL GENERAL MEETING
Monday, 29th September 2025 at 12.30 P.M
at
R R Tower III, Thiru-Vi-Ka Industrial Estate
Guindy, Chennai – 600032.

CORPORATE INFORMATION

BOARD OF DIRECTORS	<p>Mr.Rithwik Rajshekar Raman, DIN (07836658), Chairman & Managing Director Mr.Niranjan Vyakarna Rao, DIN (02918882), Whole-Time Director Mrs.Shama Prasanna Tipparaju, DIN (07922496) Independent Director Mr.G.Jayaraman, DIN (08112010) Independent Director Mrs.Anitha Radhakrishnan, DIN(02820945), Non - Independent Director</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 – 600 032, 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., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai - 400 059, Maharashtra.
BANKER TO THE COMPANY	<p>1.Canara Bank</p> <p>2. ICICI Bank Limited</p> <p>3. Suryoday Small Finance Bank</p>

Notice

NOTICE

NOTICE is hereby given that the 15th Annual General Meeting of the Members of Rithwik Facility Management Services Limited will be held on **Monday 29th September, 2025 at 12.30 P.M at the Registered Office of the Company at RR Tower III, Thiru – VI- Ka Industrial Estate, Guindy, Chennai – 600032**, to transact the following business:

Ordinary Business(es):

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2025, and the Reports of the Board of Directors along with its annexures together with the report of Auditors thereon.
2. To declare final dividend on equity shares for the Financial year 2024-25.
3. To appoint a Director in Place of Mrs.Anitha Radhakrishnan (DIN:02820945), who retires by rotation and being eligible, offers herself for re-appointment.

Special Business(es):

1. Appointment of M/s Khandelwal Arun & Associates, as Secretarial Auditors of the Company

To consider and thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution

“RESOLVED THAT Pursuant to the provisions of Section 204(1) of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules 2014 and such other applicable provisions if any of the Companies Act 2013, based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s Khandelwal Arun & Associates, Practising Company Secretaries (firm regn.No:S2017TN553800) as Secretarial Auditors of the Company for a period of five years commencing from Financial Year 2025-26 till 2029-30, at such remuneration plus applicable tax,out of pocket expenses etc.,as may be mutually agreed between the board and secretaril auditor.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any commitee thereof) be and are,hereby authorised to take such step and to do all such acts, deeds,matters and things as may be considered necessary,proper and expedient to give effect to this resolution and for the matters connected there with are incidental thereto.

Notice

2. INCREASE IN THE OVERALL LIMIT OF MAXIMUM REMUNERATION PAYABLE TO THE DIRECTORS

To consider, and if thought fit, to pass with or without modification(s), the following resolution as Ordinary resolution.

“RESOLVED THAT in accordance with the provisions of Section 197, 198 read with the Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolutions passed by the Board of Directors dated September 1, 2025, consent of the Members of the Company be and is hereby accorded to increase the overall limit of maximum remuneration payable to the Directors, including Managing Director and Whole-time Director of the Company, if any, in excess of prescribed limit of 11% but not exceeding 25% of the net profits of the Company calculated in accordance with Section 198 of the Act for each and every financial year, in the following manner;

- I) To the Managing Director, Whole-time Director and Manager up to 23% of the net profits of the Company (from the limit of 5% or 10% as applicable), as may be decided by the Board from time to time, without any restriction on individual limit(s) on the remuneration payable to any of the Managerial Personnel;
- II) To the Directors, other than Managing Director and Whole-time Director, up to 2% of the net profits of the Company from the existing limit of 1%, as may be decided by the board from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include the Nomination and Remuneration Committee of the Board) be and is hereby authorized to decide, fix, and vary from time to time the remuneration payable to each of the managerial personnel i.e Managing Director and Whole Time Director, Directors and Manager of the Company, within the overall limits as mentioned above, approved herein, and to do all such acts, deeds, matters and things as may be considered desirable, expedient or necessary to give effect to this resolution, including seeking necessary approvals from regulatory authorities, if required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s) or the company secretary of the Company to give effect to the aforesaid resolution.”

3. Approval of increase in Remuneration payable to Mr. Rithwik Rajshekhar Raman (DIN No:07836658), Managing Director.

To consider, and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of members of the Company be and is hereby accorded for increase in the remuneration payable to Mr. Rithwik Rajshekhar Raman, Managing Director of the Company with effect from July 1, 2025 for the remaining period of his present term of appointment, other terms and conditions of his appointment remain the same, and such remuneration shall not exceed Rs 36,00,000/- per Annum.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Rithwik Rajshekhar Raman be entitled to receive remuneration up to the limits approved by the members herein above, as minimum remuneration.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications, relaxations to Schedule V of the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is salary, perquisites, allowances etc., within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Rithwik Rajshekhar Raman be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.”

4. Approval of increase in remuneration payable to Mr. Niranjana V Rao (DIN No: 02918882), Whole-time Director

To consider, and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Section 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of members of the Company be and is hereby accorded for increase in the remuneration payable to Mr. Niranjana V Rao, Whole-time Director of the Company with effect from July 1, 2025 for the remaining period of his present term of appointment, other terms and conditions of his appointment remaining the same, and such remuneration shall not exceed Rs 84,00,000/- per Annum.

Notice

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Niranjana V Rao be entitled to receive remuneration up to the limits approved by the members herein above, as minimum remuneration.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications, relaxations to Schedule V of the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is salary, perquisites, allowances etc., within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Niranjana V Rao be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law."

By order of the Board of Directors

SD/-

S.Jayapandi

Company Secretary

ACS No.21909

Place: Chennai

Date: September 1, 2025

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. 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.
4. Members/ proxies/ authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
5. 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 2024-25 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 2024-25 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 in physical mode for the financial year 2024-25

6. 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 investors@rithwik.co.in, if they have any queries or require communication in physical form in addition to electronic communication.
7. Pursuant to Section 91 of the Companies Act, 2013, Register of shareholders and Share Transfer Books of the Company will remain closed from **23rd September, 2025 to 29th September, 2025** (both days inclusive), for the purpose of the Annual General Meeting.

8. 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 investors@rithwik.co.in, an extract of such documents would be made available to the members at their registered email address.
9. 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.
10. The dividend for the year ended 31st March, 2025 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 as on **September 19, 2025**. 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.
11. 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 2024-25 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.

12. 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 19, 2025** (Friday), being cut-off date ("Record date for the purpose of the said Rules) fixed for determining voting rights of shareholders entitled to participate in the e-voting process through the e-voting platform provided by Bigshare (e-voting service provider).

The e-voting rights of the shareholders / beneficiary owners shall be reckoned on the Equity Shares held by them as on **September 19, 2025** being the Record date.

13. A person who is not a Member as on the Cut – Off date i.e September 19, 2025, should treat this Notice for information purpose only; and Members can cast their vote online from **September 26, 2025 (9:00 A.M) to September 28, 2025 (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' module will be disabled by Bigshare (e-voting service provider) for voting thereafter;

Notice

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.

14. 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 2017-18, the necessity of transferring the unpaid or unclaimed dividend to the Investor Education and Protection Fund (The IEPF) does not arise.
15. 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.
16. 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 or Company Secretary simultaneously communicated to the Stock Exchange(s).
17. 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 and Mrs.S.Abinaya, Grievance Redressal Officer of the Company (Phone: 91-44-43534441; Email: investors@rithwik.co.in)
18. 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.
19. 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.

Notice



20. A route map showing to reach the venue of the 15th AGM is appended at the end of this notice as per requirement of the Secretarial Standard (SS-2) on General Meetings.

By order of the Board of Directors

SD/-

S.Jayapandi

Company Secretary

ACSN0.21909

Place: Chennai

Date: September 1, 2025

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

- i. The e-voting period begins on **September 26, 2025 (9.00 A.M)** and ends on **September 28, 2025 (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 19, 2025** 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.

Notice



- Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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

Notice



	<p>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 or joining virtual meeting & voting during the meeting.</p> <p>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</p> <p>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 or joining virtual meeting & voting during the meeting.</p> <p>4)</p> <p>For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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 or joining virtual meeting & voting during the meeting.</p>

Notice



Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800225533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’(User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note: If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

Note: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**INFAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".
NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password?**'

Notice



- 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: 022-62638338.

EXPLANATORY STATEMENT**Item No. 1 Appointment of Secretarial Auditor**

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), every listed Company and certain other prescribed categories of Companies are required to annex Secretarial Audit Report, issued by a Practising Company Secretary, to their Board's Report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to the SEBI Listing Regulations, every Listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual Report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s Khandelwal Arun & Associates, Company Secretaries, bearing the Firm Regn No S2017TN553800 as a Secretarial Auditors of the Company for a period of five years, commencing from Fy 2025-26 till 2029-30. The appointment is subject to the shareholder's approval at the Annual General Meeting.

While considering the appointment, the Board and the Audit Committee evaluated various factors, including the Firm's capability to handle diverse and complex business environment, its industry experience in Company's business, its industry standing, the clientele it serves and its technical expertise was found well equipped to manage the scale, diversity and complexity associated with the Secretarial Audit of the Company.

M/s Khandelwal Arun & Associates is a peer reviewed and well established firm of Practising Company Secretaries, registered with the Institute of Company Secretaries of India, New Delhi. M/s Khandelwal Arun & Associates has provided its consent to act as Secretarial Auditor of the Company and has confirmed that the proposed appointment will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of M/s Khandelwal Arun & Associates as the Secretarial Auditors of the Company.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

Notice

Item No 2: INCREASE IN THE OVERALL LIMIT OF MAXIMUM REMUNERATION PAYABLE TO THE DIRECTORS

Pursuant to Section 197, 198 and Schedule V of the Companies Act, 2013 (the Act), the total remuneration payable by a public Company, to its Directors, including Managing Director and Whole-time Director, and to Manager in respect of any financial year, shall not exceed 11% of net profits of that Company for that financial year computed as per provisions of Section 198 of the Act, as detailed below:

A. Managing Director/Whole-time Director/Manager:

Condition	Maximum Remuneration in any financial year
Company with Managing Director/Whole-time Director/Manager	5% of the net profits of the Company.
Company with more than one MD/WTD/Manager	10% of the net profits of the Company.

B. To other Directors who are neither Managing Directors nor Whole-time Directors:

Condition	Maximum Remuneration in any financial year
If there is a MD/WTD/Manager	1% of the net profits of the Company
If there is no MD/WTD/Manager	3% of the net profits of the Company

As per the Companies (Amendment) Act, 2017, w.e.f September 12, 2017, the Companies may pay remuneration exceeding the aforesaid limits of 11%, subject to the provisions of Schedule V of the Act, as well as other above limits, with the approval of the members of the Company in General Meeting by way of Special Business and Ordinary Resolution.

The Board recognises the need for revision of the remuneration payable to the Executive and non-executive directors by way of Salary, perquisites etc.,. Based on the recommendation of Nomination and Remuneration Committee, the Board considered the recommendation made by the committee and proposes to revise the remuneration to the Executive Directors in par with the Industry norms. The proposed increase will help the Company to retain the current Executives of the Board and can use the Expertise knowledge and grow organically.

Accordingly, in the above backdrop, the Board of Directors, at its meeting held on September 1, 2025, out of abundant caution and pursuant to the provisions of the Act as

aforesaid, subject to the approval of the Members of the Company, approved the proposal to increase the overall limit of remuneration payable to the Directors, including Managing Director and Whole-time Director of the Company as set out in the Notice.

The proposed increase in the overall limit of maximum remuneration payable to the Directors, including Managing Director and Whole-time Directors, and manager of the Company is only to provide omnibus authority to the Board of Directors to pay remuneration up to the overall maximum limit as specified in the relevant resolution to the Managerial Personnel in order to retain them as a strategy of retention of Managerial Personnel in the growth of the Company.

The Company has not defaulted in payment of due to any bank or public financial institution or convertible debenture holders or other secured creditor, if any.

Except the change in overall limit of maximum remuneration as proposed in the relevant resolution all other terms and conditions of the appointment/re-appointment of Managing Director/ Whole-time Director and other Directors, approved by the Members shall remain unchanged.

In view of the above and in terms of Section 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 and the rules and regulations made there under, as amended, the approval of the Members of the Company is required by way of Special business and Ordinary resolution.

Therefore, the Board recommends the proposed resolution as set out in the Notice for the consideration and approval of the members by way of passing of Special business and Ordinary resolution.

None of the Directors or Key Managerial Personnel of the company or their relatives are concerned or interested in the resolution to the extent of their remuneration and/or their shareholding in the Company, if any.

ITEM NO 3 & 4 Approval of Remuneration payable to Mr. Rithwik Rajshekhar Raman (DIN No: 07836658), Managing Director and Mr. Niranjana V Rao (DIN No: 02918882), Whole-time Director

Mr. Rithwik Rajshekhar Raman was appointed as Managing Director of the Company at the Board meeting held on August 17, 2022 for a period of 5 Years Commencing from November 1, 2022 till October 30, 2027 and subsequently the shareholders approved his re-appointment at the Annual General Meeting held on September 30, 2022.

Mr. Niranjana V Rao was appointed as Whole-time Director of the Company at the Board meeting held on August 17, 2022 for a period of 5 years commencing from November 1, 2022 till October 30, 2027 and subsequently the shareholders approved his re-appointment at the Annual General Meeting held on September 30, 2022.

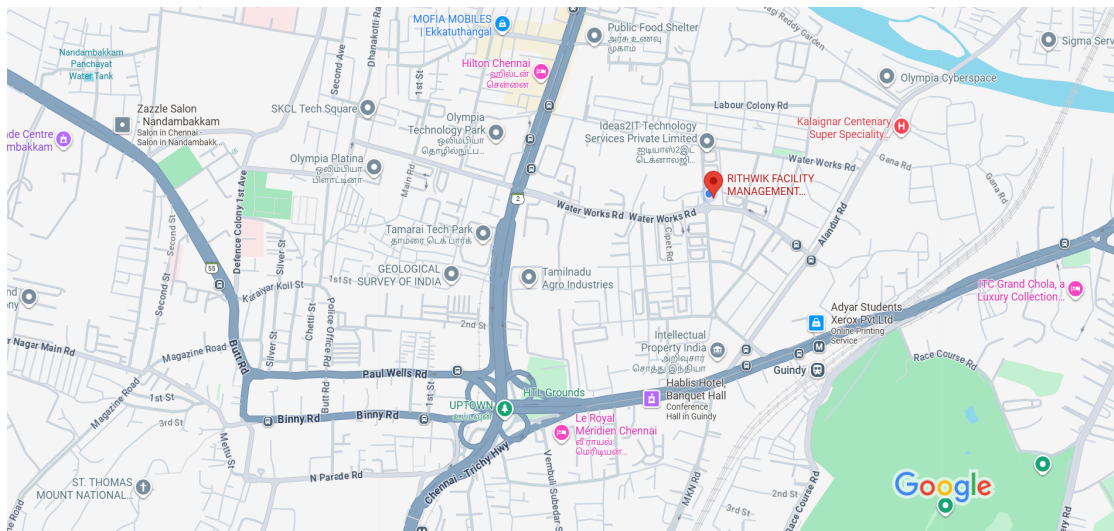
Notice

Both, the Managing Director and Whole-time Director(s) have provided dedicated and meritorious services and significant contribution to the overall growth of the Company. Therefore the Board is of the view that the existing remuneration, the upper limit of remuneration with respect of Mr. Rithwik Rajshekhar Raman and Mr. Niranjan Rao, Executive Directors of the Company may not be sufficient enough to pay the increased remuneration for the period remaining balance of their appointment. Therefore the approval of the members of the Company is sought for revision in the maximum limit of remuneration with effect from July 1, 2025 as provided in the resolution no 3 & 4 as set out in the notice.

None of the Directors, KMPs other than Mr. Rithwik Rajshekhar Raman and Mr. Niranjan V Rao and their relatives are interested in the proposed resolution.

Google Maps

RITHWIK FACILITY MANAGEMENT SERVICES LIMITED



Map data ©2025 200 m

BOARD'S REPORT

Dear Members,

The Board of Directors is delighted to present the 15th 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, 2025.

FINANCIAL HIGHLIGHTS

Particulars	31 st March, 2025 (Rs. in Crores)	31 st March, 2024 (Rs. in Crores)
Revenue from Operation	42.46	36.38
Profit/(Loss) before Finance Cost, Depreciation, Exceptional items and Taxes	5.50	4.19
Less: Finance Cost	0.43	0.30
Less: Depreciation	0.32	0.27
Profit/(Loss) before exceptional and extraordinary items	4.75	3.62
Less: Exceptional items	-	-
Profit / (Loss) before tax	4.75	3.62
Less: Tax Expenses	1.25	0.98
Profit / (Loss) After tax	3.50	2.64

Total Revenue from operations for the year stood at Rs.42.46 Crores grew by 16.71% as compared to the last year. Your Company's Profit before exceptional items and taxes stood at Rs.4.75 Crores. Operating margins remained healthy and improved during the Fiscal year 2024-25. Profit after tax during the year under review stood at Rs.3.50 Crores. Operating margins stood at 12.95 % as against 11.52 % in the FY 2023-24.

FACILITIES UNDER O&M

Particulars	31 st March 2025	31 st March 2024
Total Area of Maintenance in Sq.ft.	9,57,797	8,74,822
Total No. of clients under maintenance	73	71

ROAD AHEAD

- India's FMS market is projected to expand rapidly, possibly doubling from USD 27.7 billion in 2024 to USD 60.97 billion by 2030, at a CAGR of 13.9% (TechSci Research). Other forecasts vary, predicting growth from USD 20.3 billion in 2024 to USD 34.5 billion by 2032, at a CAGR of ~8.7% (Data Bridge Market Research). A report indicates that by 2025, the Indian FMS market was worth ₹1.2 trillion and is on track to reach ₹2.5 trillion by 2028 (LinkedIn).
- Tamil Nadu continues to attract large investments via its Global Investors Meet, including in sectors relevant to facility management such as EV clusters, electronics manufacturing, and advanced mobility (Wikipedia, Reddit). Urban infrastructure projects such as the redevelopment of T Nagar bus terminus, and the rolling out of amenities like air-conditioned gig worker waiting rooms, reflect increasing demand for high-quality facility services (The Times of India).
- Chennai's Smart City initiatives include smart energy, water, and mobility projects, such as solar streetlights, smart metering, and adaptive traffic controls. The TIDEL Park Pattabiram IT complex in Chennai became operational in November 2024, offering 557,000 sq ft of tech-ready office space with modern amenities. Expansion is also occurring in industrial hubs like Ambattur, where significant developments in hyperscale data centers, IT, ITeS, and auto-ancillary industries are underway (Wikipedia).

With its robust infrastructure expansion, smart city frameworks, booming commercial and industrial sectors, and growing focus on digitization and sustainability, Tamil Nadu is poised for accelerated growth in facility management services. Providers who invest in technology, specialized services, and workforce development will be strategically positioned to capitalize on this wave.

Your company has aligned with the Government of Tamilnadu IT/ITES Policy by expanding to the Tier II cities in Tamilnadu. This will help the Company to grow organically in the Facility Management Business. Your Company is also exploring the opportunities by setting up of commercial Spaces in Metropolitan Cities and Tier II Cities in Tamilnadu.

Board Report



DIVIDEND

Although your Company has made profit after Tax of Rs.3.50 Crore. Your Directors have recommended 10% (i.e. Re.1/- per share) final 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 2024-25.

SHARE CAPITAL

As on March 31, 2025, the Authorized share capital of the Company was Rs. 400 Lakhs comprising of 40,00,000 equity shares of Rs.10 each, and the paid-up equity share capital as at March 31, 2025 was Rs 306 Lakhs comprising of 30,60,000 equity shares of Rs 10 each.

TRANSFER TO RESERVE

The Board does not propose to transfer any amount to general reserve and has decided to retain the profit for the Financial Year 2024-25 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 fiscal year and your company has repaid the borrowings 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, 2025.

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 are 2 Executive Directors, 2 Independent Directors and 1 Non-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

Board Report

149(6) of the Companies Act, 2013. All directors are appointed by the members of the Company.

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

S.No	Names of Director	DIN	Designation	Date of Appointment
1.	Mr. Rithwik Rajshekar Raman	07836658	Managing Director	01.06.2017
2.	Mr.Vyakarna Niranjan Rao	02918882	Whole- time Director	15.09.2010
3.	Mrs.Shama Prasanna Tipparaju	07922496	Independent Director	30.08.2017
4.	Mr.Jayaraman G	08112010	Independent Director	07.05.2018
5.	Mrs.Anitha Radhakrishnan	02820945	Non-Independent Director	28.06.2023

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, 2025, the Board consists of 5 Members, 1 of whom is a Managing Director, 1 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 BY INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Independent Directors have submitted their disclosure to the Board confirming that they fulfill the requirements as to qualify for their appointment as an Independent Director under the provisions of Section 149 of the Companies Act, 2013 as well as SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board confirms that the said Independent Directors meet the criteria as laid down under the Companies Act, 2013 as well as SEBI Listing Regulations.

KEY MANAGERIAL PERSONNEL AND THEIR REMUNERATION (KMP)

In pursuance to the provisions of the Act and Listing Regulations the Company has appointed 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.

BOARD EVALUATION

As required under the provisions of Section 134(3)(p) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has carried out a formal annual evaluation of its own performance, and that of its committees and individual directors based on the guideline formulated by the Nomination & Remuneration Committee.

The performance evaluation of the Directors was completed during the year under review. The performance evaluation of the Chairperson and the Non-Independent Director was carried out by the Independent Directors and Non-Executive Director. The Board of Directors expressed their satisfaction with the evaluation process.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Pursuant to Regulations 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has adopted a policy on Familiarisation Programme for Independent Directors of the Company.

The Policy on Familiarisation Programme as approved can be viewed on the Company's website.

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**
4. **POSH Committee**

(i) The details of the composition of various Committees as on the date of this Report is mentioned below:

Board Report

Name of the Committee	Name of the Member	Position Held
Audit Committee	Mr.G.Jayaraman	Chairman- Independent Director
	Mrs.Shama Prasanna Tipparaju	Member-Independent Director
	Mrs.Anitha Radhakrishnan	Member- Non- Independent Director

Name of the Committee	Name of the Member	Position Held
Nomination & Remuneration Committee	Mr.G.Jayaraman	Chairman-Independent Director
	Mrs.Shama Prasanna Tipparaju	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 Prasanna Tipparaju	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

Board Report

- 10. Archival Policy
- 11. Criteria for making payment to Non-Executive Directors
- 12. ID Familiarisation Programme

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& COMMITTEE MEETINGS

The Board met five (5) times during the Financial year 2024-25 on 17th May 2024, 22nd August 2024, 24th September 2024, 14th November 2024 and 24th February 2025. The gap between two meetings did not exceed one hundred and twenty days.

Name	Category	Number of Directorship in other public Ltd Companies	No. of Board Meetings attended during period ended 31/03/2025	No. of Committee Membership in other Public Limited Companies	Attendance Last AGM on 24.09.2024	No. of Shares held
Mr.Rithwik Rajshekar Raman	Executive Non-Independent Chairman Promoter cum Managing Director	Nil	4	Nil	Yes	11,02,500

Board Report



Mr.Vyakarna Niranjan Rao	Executive Non- Independent Whole-Time Director	Nil	5	Nil	Yes	13,500
Mrs.Shama Prasanna Tipparaju	Non-Executive Independent Director	Nil	5	Nil	Yes	Nil
Mr.Jayaraman G	Non-Executive Independent Director	1	4	1	Yes	Nil
Mrs.Anitha RadhaKrishnan	Non-Executive Non- Independent Director	Nil	5	Nil	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, Mrs.Anitha Radhakrishnan, Non-Executive and Non – Independent Director, being longest in office, retires and is eligible for re-appointment and the board recommends her 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 17th May 2024, 22nd August 2024, 14th November 2024 and 24th February 2025. 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.G.Jayaraman (Chairman)	4	4
Mrs.Shama Prasana Tipparaju (Member)	4	4
Mrs.Anitha Radhakrishnan (Member)	4	4

Board Report

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 22nd August 2024. 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.G.Jayaraman	1	1
Mrs.Shama Prasanna Tipparaju	1	1
Mrs. Anitha Radhakrishnan	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 17.05.2024 and 14.11.2024, 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.Shama Prasanna Tipparaju	2	2
Mr. Vyakarna Niranjan Rao	2	2
Mrs.Anitha Radhakrishnan	2	2

Separate Meetings of Independent Directors:

During the year, separate meetings of Independent Directors were held on 24.02.2025 in which all independent directors were present.

General Body Meetings held in last three years:

Year	Date	Time	Venue
2022-23	28-09-2023	11.30 A.M	Registered Office: R.R.Tower III, Thiru Vi Ka Industrial Estate, Guindy, Chennai – 600032.
2023-24	27-07-2023	11.00 A.M	-do-

Board Report



2023-24	28-09-2023	11.30 A.M	-do-
2024-25	24-09-2024	11.30 A.M	-do-
2024-25	18-04-2024	12.30 P.M	-do-
2024-25	24-09-2024	11.30 A.M	-do-

Special Resolution passed in previous three years AGMs / EGM:

Date	AGM / EGM	Special Resolutions passed
30-09-2022	AGM	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 an Independent Director. 4. Re-appointment of Mrs.T.ShamaPrasanna as an Independent Director.
27-07-2023	EGM	1. Re-Appointment of Mr.G.Jayaraman as Independent Director. 2. Regularisation of Mrs.Anitha Radhakrishnan as Non-Executive and Non – Independent Director.
18-04-2024	EGM	1. Amendment of New Object Clause

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, the company has granted inter corporate loans to M/s. R.R. Industries Limited and M/s. Rishabh Infopark Private Limited to the tune of Rs. 2.31 and Rs.0.30 Crores respectively at 9% per annum as interest charged on daily transaction basis.

RELATED PARTY TRANSACTIONS

Your Company has not entered into any 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 not applicable to the Company.

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.

Board Report

Your Directors draw attention of the Members to Note No.25 the Standalone Financial Statements which sets out related party disclosure.

EMPLOYEES WELFARE

The Company recognizes that the welfare of its employees is essential for maintaining a motivated and productive workforce. Various welfare measures have been undertaken/proposed, including but not limited to:

1. **Health & Safety:** Regular health check-ups, insurance coverage, and safe workplace practices.
2. **Financial Support:** Provident fund, gratuity, and other statutory benefits.
3. **Work-life Balance:** Leave policies, flexible working hours, and recreational activities.

The Board shall periodically review and strengthen the welfare measures to promote employees' well-being, motivation, and overall satisfaction.

CLIENT RELATIONSHIP

The Company's business is based on the Clients and focuses 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. Eye screening camp is conducted in the facilities to the employees of the clients and suggested measures were advised by team of doctors. Blood donation camp is organized and attended by good number of employees from 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 employee working in the Company. The Company has a policy on prevention of sexual Harassment at workplace which provides for adequate safeguards and protection for all the employees working in the organization.

No Complaints were received in this regard during the year 2024-25 and No pending complaints as at 31st March 2025.

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.

Board Report



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.

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

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 terms of value.

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 2024-25 and the percentage increase in remuneration of each Executive Director during the Financial Year 2024-25:

Name of Director / KMP and Designation	Ratio of remuneration of each Director/ to median remuneration of employees	% Increase in Remuneration in the FY 2024-25
Mr.Rithwik Rajshekar Raman, Managing Director	3.82	-
Mr. Niranjan Rao, Whole- time Director	15.31	-

(ii) The percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and Company Secretary during the Financial Year 2024-25:

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

(iii) The number of permanent employees on the roll of the Company as on March 31, 2025 were 98 and the median remuneration was Rs.32,640/-

(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, 2025.

Board Report

A. Top Ten Employees in terms of remuneration drawn

S. No	Name	Age(in years)	Designation	Remuneration per annum (in Rs)	Qualification	Date of Commencement of Employment	Experience(in years)	Last Employment held
1	V Niranjan Rao	58	Whole Time Director	60,00,000	Under Graduate	15-09-2010	37	Hanudev Construction Pvt Ltd
2	T Suresh Babu	51	Chief Financial Officer	28,08,000	B.Com	03-10-2017	30	RR Industries Ltd
3	S Jayapandi	45	Company Secretary	15,42,240	CS	03-10-2017	15	Rishabh Infopark Pvt Ltd
4	Rithwik Rajshekar Raman	30	Managing Director	15,00,000	Masters - Entrepreneurship	03-10-2017	5	Nil
5	Ramaneesh Ravi Raman	25	Asst. manager - Facility	14,40,000	B.Tech	01-12-2022	4	RR Infopark Pvt Ltd
6	M Radhakrishnan	42	Electrical Manager	12,98,520	B.E	01-06-2012	19	RR Industries Ltd
7	G Sridharan	47	HVAC-Manager	12,98,520	DRAC,	01-06-2012	26	RR Industries Ltd
8	T Ramanan	42	Facility Manager	12,98,520	B.TECH	01-07-2013	19	RR Infopark Pvt Ltd
9	R.Ragavendran	57	Purchase Executive	9,20,520	B.Com	01-01-2024	17	RR Infopark Pvt Ltd
10	M Prathap	38	Sr.Accountant	7,27,920	B.Com	10-02-2009	14	Business

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. The Company has filed written Statement for the AY 2017-18 to the NFAC (National Faceless Appeal Centre), Delhi. The demand was raised for the amount of Rs.11,09,050/-. The order is pending by the Authority. In respect of the claim of Rs.20,38,003/- by Commissioner of GST Appeals, the Company has filed appeal with Deputy Commissioner of Appeals and the same appeal is admitted and pending for hearing. Both the claims are not material which not affect the financial position of the Company.

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.

M/s. Khandelwal Arun & Associates, Company Secretaries, Chennai, was appointed as Secretarial Auditors of the Company in the Meeting of Board of Directors held on 21st March, 2022, to conduct secretarial audit of the Company.

The Audit Report has a comment on delayed filing of Board Resolution towards the approval of Audited Financial Statements at the Board Meeting held on May 17, 2024 with a delay of over one year.

Response to comment by Secretarial Auditor

The Board took noted the same at their Board Meeting held on September 1, 2025 and to avoid future lapses of filing of e-forms with the Registrar, the Board has taken steps to do internal verification at the end of each quarter.

M/s. Suresh V & Associates, Chartered Accountant, Chennai, was appointed as Internal Auditors of the Company in the Meeting of Board of Directors held on 21st August, 2020, to conduct internal audit of the Company.

There are no qualifications, reservations or adverse remarks made by M/s. Suresh & Associates., Chartered Accountants, the Internal Auditors of the Company, in their report.

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 2024-25.

MONTH	COMPANY'S SHARE PRICE	
	HIGH	LOW
April 2024	138.90	138.90
May	134.70	134.70
June	128.00	121.60
July	117.95	112.60
August	111.00	110.00
September	115.00	107.65
October	119.05	104.00
November	172.00	120.00
December	172.00	120.00
January 2025	172.00	120.00
February	155.00	155.00
March	155.00	155.00

SECRETARIAL AUDIT REPORT & CERTIFICATE AND SECRETARIAL STANDARD COMPLIANCE

The Company has complied 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. However two incidents of delayed filing by the Company was reported by the Secretarial Auditor. Your directors has taken necessary step to file the required filings by the company in future within the stipulated time.

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, 2025 has been placed on the website of the Company and can be accessed at www.rithwik.co.in.

ACKNOWLEDGEMENTS

The Board has pleasure in recording its appreciation for the assistance, co operation and support extended to the Company by all the Stakeholders, Banks, Government departments, Stock Exchanges, NSDL & CDSL.

The Board also places on record its sincere appreciation of the response received from the Company's valuable clients and thank them for their continued support.

The Company is grateful to all the employees for their continued co-operation and support extended to the company. Their contribution has been outstanding and the Directors place on record their appreciation for the same.

CAUTIONARY STATEMENT

Statements in the Board's report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward may be forward – looking within the meaning of applicable securities laws and regulations. The Company cannot guarantee the accuracy of assumptions and the projected future performance of the

Board Report



Company. The actual results may materially differ from those expressed or implied in this report. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting input availability and prices, changes in government regulations, tax laws, economical developments within the country and other factors such as litigation and industrial relations.

Place: Chennai
Date: September 1, 2025

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

SD/-
Rithwik Rajshekar Raman
Managing Director
DIN: 07836658

SD/-
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, 2025.

ECONOMY**GLOBAL**

The global economy entered 2024–25 on a cautious footing, characterized by moderate growth, persistent policy uncertainty, and pressure from geopolitical tensions. Various international organizations have provided slightly different estimates, reflecting lingering downside risks.

Growth Outlook

- The **United Nations** projected a steady global growth rate of **2.8% for both 2024 and 2025**, with a slight uptick to **2.9% in 2026**. Growth remains below the pre-pandemic average of 3.2%, hindered by structural constraints such as weak investment, demographic pressures, and subdued productivity. [United Nations](#)
- The **IMF** updated its July 2025 forecast to **3.0% growth in 2025** and **3.1% in 2026**, citing softer trade tensions and improved financial conditions. [The NewsMarket](#)
- The **OECD** earlier anticipated slightly stronger growth: **3.1% in 2024** and a modest rise to **3.2% in 2025**, driven by improving private sector confidence and easing inflation trends. [OECD](#)
- **S&P Global** took a more conservative view, projecting just **2.5% global GDP growth in 2025**—potentially the weakest outside the COVID-19 downturn—due to heightened trade uncertainties. [S&P Global](#)
- **PwC** echoed this caution, forecasting a slowdown to **2.6% in 2025 and 2026**, down from 2.8% in 2024, with geopolitical tensions and protectionism weighing heavily on growth. [PwC](#)

Key Risks & Challenges

- **Elevated trade tensions** and tariffs, especially between major economies, are complicating supply chains, curbing investments, and constraining trade-dependent industries. [United Nations](#) [The Wall Street Journal](#) [Reuters](#)
- **Policy uncertainty**—particularly around trade policy and central bank independence—adds to economic volatility, potentially undermining growth momentum. [The Times](#) [The News Market](#) [The Economic Times](#)
-

- **Regional divergence** persists: advanced economies face subdued growth while many emerging and developing regions remain relatively resilient, supported by domestic demand and infrastructure spending. [United Nations+1](#)

INDIA

The Indian economy remained one of the fastest-growing major economies in the world during 2023–24, supported by robust domestic demand, government-led infrastructure spending, resilient services sector growth, and improved manufacturing performance under the Make in India initiative.

According to official estimates, India's GDP growth stood at around 6.5–7.0%, significantly above the global average, positioning the country as a key driver of global economic momentum. Growth was underpinned by private consumption, capital expenditure, and a strong performance in sectors such as real estate, construction, information technology, and financial services.

Key highlights of the Indian economy included:

- **Government Initiatives:** Large-scale investments in highways, airports, renewable energy, and urban infrastructure under programs like Smart Cities Mission and Gati Shakti.
- **Manufacturing & Services Growth:** Expanding industrial output and continued leadership of IT/ITES, financial services, and retail.
- **Inflation Management:** While food inflation remained volatile, overall inflationary pressures moderated due to calibrated policy interventions by the Reserve Bank of India (RBI).
- **Banking & Financial Sector Stability:** Healthy credit growth, strong capital buffers, and improved asset quality of banks and NBFCs.
- **Urbanization & Demographics:** Rising urban population and a young workforce continued to drive consumption and demand for infrastructure and services.

Despite strong fundamentals, the Indian economy faced certain challenges including global supply chain disruptions, elevated crude oil prices, and external demand volatility. However, proactive policy measures, stable macroeconomic management, and growing investor confidence helped mitigate risks.

Looking ahead, India is expected to sustain its high growth trajectory, supported by infrastructure expansion, digital transformation, increasing formalization of the economy, and favorable demographic trends. This positions the country as a strong growth engine in the global economic landscape.

FACILITY MANAGEMENT INDUSTRY

GLOBAL

The global facility management industry continues to witness robust growth, driven by urbanization, rising demand for integrated services, sustainability initiatives, and the adoption of smart building technologies. Organizations are increasingly outsourcing facility management functions to specialized service providers to improve efficiency, reduce costs, and ensure compliance with health, safety, and environmental standards.

According to global market estimates, the FM market size was valued at approximately USD 1.3 trillion in 2023 and is projected to grow at a CAGR of 6–8% over the next five years, driven by the increasing demand for outsourcing non-core business functions, sustainability mandates, workplace digitalization, and integrated service delivery models.

Companies that invest in technology, ESG compliance, and integrated service delivery models will remain better positioned to capture market opportunities. Emerging markets in Asia-Pacific, Middle East, and Africa are expected to witness faster growth due to infrastructure expansion and urban development, while North America and Europe will remain mature markets emphasizing sustainability and digital transformation.

INDIA

The Facility Management (FM) industry in India has emerged as a critical component of the services sector, contributing significantly to workplace efficiency, infrastructure maintenance, and sustainability. FM in India includes a wide range of services such as building operations, housekeeping, security, pest control, landscaping, catering, energy management, and integrated workplace solutions.

The Indian FM market is estimated at USD 70–75 billion in 2023 and is expected to grow at a CAGR of 12–15% over the next five years, outpacing global averages due to rapid urbanization, infrastructure expansion, rising adoption of outsourcing models, and increased demand for compliance-driven and technology-enabled services.

The Indian FM industry is characterized by the coexistence of large multinational companies (CBRE, ISS, JLL, Sodexo, Compass) and strong domestic players (BVG India, SILA, Updater Services, Quess Corp, SIS Group). While MNCs dominate integrated and high-value contracts, local firms remain competitive in cost-driven and manpower-intensive services.

The Indian FM sector is poised for robust double-digit growth, driven by outsourcing trends, smart city projects, and increasing formalization of the economy. Integrated facility

management and technology-enabled services will gain traction, with clients seeking cost efficiency, compliance assurance, and sustainability.

In the near to medium term, the industry is expected to witness:

- Consolidation through mergers, acquisitions, and partnerships.
- Increased investment in training and skill development of the FM workforce.
- Expansion into manufacturing, logistics hubs, healthcare, and educational institutions as new growth drivers.
- Continued growth in urban and semi-urban markets supported by government initiatives.

Overall, the facility management industry in India is transitioning from a largely unorganized, manpower-centric market to a more structured, technology-driven, and compliance-oriented industry, aligning with global standards while capitalizing on India's unique growth trajectory.

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.

PERFORMANCE

During the year under review, the Facility Management (FM) industry in India demonstrated resilient growth despite macroeconomic uncertainties. The sector benefited from strong demand across commercial real estate, IT/ITES, manufacturing, healthcare, retail, and infrastructure projects.

The Company's revenue from operations recorded a robust increase, driven by expansion of client base, renewal of long-term contracts, and higher adoption of integrated facility management solutions. The growth in sales outpaced the proportionate rise in operating expenses, leading to an improvement in Earnings Before Interest and Tax (EBIT) and enhancement of operating margins.

Focused cost optimization initiatives, better workforce productivity, and increasing use of technology-enabled solutions contributed to overall efficiency. As a result, key financial ratios including operating margin and return on capital employed (ROCE) showed improvement during the year.

On the service delivery front, the Company continued to strengthen its presence across major metros and also made inroads into tier-II and tier-III cities, capitalizing on the rising demand for professional FM services. Strong client retention, supported by quality and compliance standards, further reinforced the Company's market position.

EXPANSION

The Facility Management (FM) sector in India is undergoing rapid transformation, creating significant opportunities for expansion. Rising urbanization, infrastructure growth, and increasing preference for outsourcing non-core activities have accelerated demand for professional FM services.

During the year, the Company focused on strengthening its presence across key metropolitan markets while also expanding into tier-II and tier-III cities, where rapid real estate and industrial development is driving the need for organized FM providers.

The Company pursued expansion through:

- Service Diversification: Enhancing its portfolio with integrated facility management, energy management, and technology-enabled workplace solutions.
- Geographic Reach: Establishing a stronger footprint in emerging urban centers to capture growth opportunities.
- Sectoral Penetration: Expanding beyond traditional IT/ITES clients into healthcare, retail, manufacturing, logistics, and education sectors.

Board Report

- Strategic Partnerships & Alliances: Collaborating with technology providers and sustainability consultants to deliver smart and ESG-compliant solutions.
- Workforce Development: Scaling training programs to create a skilled workforce that meets evolving client requirements.

The Company remains committed to a balanced growth strategy, combining organic expansion through new contracts and client acquisitions with potential inorganic opportunities through mergers, acquisitions, or joint ventures.

RISKS AND THREATS

- Economic Slowdowns: Reduced real estate activity and lower corporate occupancy levels may directly affect demand.
- Regulatory Complexity: Frequent changes in labor codes, GST, and state-wise compliance requirements increase operational risk.
- Intense Competition: Both multinational and domestic players compete aggressively, leading to margin pressures.

OPPORTUNITIES & FUTURE PROSPECTS

- Government Initiatives: Programs such as Smart Cities Mission, Digital India, and urban infrastructure development create demand for professional FM services.
- Integrated Facility Management (IFM): Corporates are increasingly seeking one-stop providers for bundled services, opening avenues for organized players.
- Sectoral Expansion: Rising demand from healthcare, retail, airports, logistics, education, and manufacturing, beyond the traditional IT/ITES sector.
- Tier-II & Tier-III Market Penetration: Urbanization in smaller cities will boost demand for structured FM services.

Board Report

SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

S.No	Ratios	As on 31/03/2025	As on 31/03/2024	Remarks
1	Interest Coverage Ratio	12.26	13.02	The Company has taken fresh loans during the year as a result interest expenditure has increased, which in turn has resulted a decrease in Interest Coverage Ratio.
2	Current Ratio	1.45	1.29	There is an increase in other current Assets which has resulted an improvement in current ratio
3	Debt-Equity Ratio	0.03	0.04	There is increase in equity as compared to last year which resulted in lower debt equity ratio.
4	Operating Profit Margin	12.20	10.76	The increase in sales outpaced the proportionate rise in expenses, resulting in higher EBIT and improved operating ratios.
5	Net Profit Margin	0.82	0.74	The proportionate rate of increase in revenue is more than expenses which resulted in higher net profit margin.
6	Return on Asset	1.32	1.21	In Current fiscal year Return on Asset is higher due to the increase in Net income
7	Return on Capital Employed	0.20	0.17	There is increase in EBIT which in turn resulted in higher ratio.

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: September 1, 2025

For and on behalf of the Board of Directors

Rithwik Facility Management Services Limited

SD/-

Rithwik Rajshekar Raman

Managing Director

DIN: 07836658

SD/-

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;

Board Report

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	
SD/-	SD/-
Rithwik Rajshekar Raman	Niranjan Vyakarna Rao
Managing Director	Whole Time Director
DIN: 07836658	DIN: 02918882

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2025**

[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, 2025 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, 2025 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. *However, the Company has filed one e-form with regard to submission of Board resolution towards approval of Audited Financial statement by the Company at their meeting held on May 17, 2024 with the Registrar of Companies on August 14, 2025 with a delay of over one year without following the procedure for condonation of delay in terms of Section 460 of the Companies Act, 2013.*

During the period under review, the Company had approved the Audited Financial Statement for the FY 2023-2024 on May 17, 2024 and declared Dividend at the subsequent Board Meeting held on August 22, 2024.

Board Report

Other statutes, Acts, laws, Rules, Regulations, Guidelines and Standards etc., as applicable to the Company are given below:

1. The Income Tax Act, 1961
2. Indian Stamp Act, 1899
3. The Environment Protection Act, 1986, Water Act, 1974 & The Air Act, 1982. Consent to Operate / Expansion and other Applicable Environmental Acts & Rules.
4. The Central Goods and Services Tax Act, 2017
5. The State Goods and Services Tax Act, 2017
6. The Integrated Goods and Services Tax Act, 2017
7. The Contract Labour (Regulation & Abolition) Act, 1970
8. Labour Laws related to wages, gratuity, bonus, provident fund, ESIC Schemes, Compensation Act, including Welfare Act of the States
9. The Public Liability Insurance Act, 1991
10. Shops & Establishment Act, as applicable at various locations.
11. Child Labour (Prohibition & Regulation) Act, 1986
12. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
13. Such other laws as may be applicable to 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.

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.

Board Report

1. The Company had repaid loan amount of Rs.91 lakh with Reliance Cap Finance Ltd (Poonawalla Fincorp NOC) on August 13,2024. The e-form towards satisfaction of charge had been filed within the statutory time period of 30 days.
2. The Company has taken loan amount of Rs.94.15 lakh with Tata Capital Limited on September 17, 2024. The e-form towards registration of charge had been filed within the statutory time period of 30 days.
3. During the year, the Board of Directors recommended the final Dividend of Re.1/- per share and subsequently shareholders approved at their Annual General Meeting held on September 24, 2024.
4. The Shareholders at their Extra Ordinary Meeting held on April 18, 2024 had approved the amendment to the Object clause of Memorandum of Association of the Company.

For Khandelwal Arun & Associates
Company Secretaries
(S2017TN553800)
SD/-

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

Place: Chennai
Dated: September 1, 2025
UDIN: F009350G001136839

Board Report

'Annexure A'

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.

For Khandelwal Arun & Associates
Company Secretaries
(S2017TN553800)

SD/-

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

Place: Chennai
Dated: September 1, 2025
UDIN:F009350G001136839

Board Report

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, 2025 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, 2025 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: September 1, 2025

SD/- Rithwik Rajshekar Raman Managing Director DIN: 07836658	SD/- Tippavajjala Suresh Babu Chief Financial Officer
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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, 2025.

Date: September 1, 2025
Place: Chennai

By order of the Board of Directors
SD/-
Rithwik Rajshekar Raman
Managing Director
DIN: 07836658

Independent Auditor's Report

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 2025, 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 2025;
- 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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financials' statements of the current period. These matters were addressed in the context of our audit of the standalone financials statements as whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and auditor's report(s) thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report. Our opinion on the standalone financial statements does not cover the other

Independent Auditor's Report

information and we will not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

Independent Auditor's Report

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes

public disclosure about the matter or when in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

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

Independent Auditor's Report



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 2025, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2025 from being appointed as director.
 - 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
 - d.
 - i) 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;
 - ii) 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

Independent Auditor's Report



- iii) 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;
 - iv) 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. The reporting under Rule 11(g) of the companies' rules 2014 is applicable from 1 April 2023.

Based on our examination which included test checks, the company has used accounting software's for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and same has operated throughout the year for all relevant transactions recorded in the respective software.

Further, for the periods where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trial feature being tampered with.

2. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For Kalyanasundaram and Associates

**Chartered Accountants
(FRN: 005455S)**

**SD/-
K M Sethu
Partner
(Membership No: 231703)
Place: Chennai
Date: 22.05.2025
UDIN: 25231703BMLZZM9547**

Independent Auditor's Report

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 2025** 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.

Independent Auditor's Report

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 2025, 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)

SD/-
K M Sethu
Partner
(Membership No: 231703)

Place: Chennai
Date: 22.05.2025
UDIN: 25231703BMLZZM9547

Independent Auditor's Report

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 2025**

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.

Independent Auditor's Report

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	2024,25, 2023-24, 2022-23, 2021-22, 2020-21 and previous years	18,820

- b. The dues of Income tax and GST 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
Goods and Services Act	GST	20,38,003	FY 2017-18	Commissioner of Good & Service 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.

Independent Auditor's Report

- 20) There is 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)

SD/-

K M Sethu
Partner
(Membership No: 231703)

Place: Chennai
Date: 22.05.2025
UDIN: 25231703BMLZZM9547

Balance Sheet as at 31st March, 2025

RITHWIK FACILITY MANAGEMENT SERVICES LIMITED

BALANCE SHEET AS AT 31st MARCH, 2025

(All Amounts in Indian Rupees Lakhs unless otherwise specified)

Particulars	Note No.	As at 31-Mar-25	As at 31-Mar-24
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
a) Share Capital	2	306.00	306.00
b) Reserves & Surplus	3	2,080.31	1,760.84
Sub Total	3	2,386.31	2,066.84
(2) Non-Current Liabilities			
a) Long-term Borrowings	4	79.28	89.08
b) Long-term Provisions	5	96.29	87.95
Sub Total	5	175.56	177.03
(3) Current Liabilities			
a) Short Term Borrowings		189.09	173.28
b) Trade Payables			
A : Total Outstanding Dues of MSME	6	373.22	203.45
B : Total Outstanding Dues of Creditors other than MSME	7	5.55	4.01
c) Other Current Liabilities		174.75	163.89
Sub Total	8	742.61	544.64
TOTAL	8	3,304.49	2,788.50
II. ASSETS			
(1) Non-Current Assets			
a) Property, Plant & Equipment & Intangible Assets			
(i) Property, Plant and Equipment (Net Block)		307.44	222.15
b) Deferred Tax Asset (Net)		10.97	16.50
c) Other Non Current Assets	9	1,912.55	1,835.55
Sub Total	10	2,230.97	2,074.20
(2) Current Assets	11		
a) Trade Receivables		401.53	234.20
b) Cash and Cash Equivalents		542.04	184.52
c) Short-term Loans and Advances		52.61	209.95
d) Other Current Assets		77.35	85.62
Sub Total	12	1,073.52	714.30
TOTAL	13	3,304.49	2,788.50
Significant Accounting Policies & Notes to Accounts	15		
	1		

The accompanying notes are an integral part of the financial statements. As per our report of even date.

For Kalyanasundaram & Associates,
Chartered Accountants
FRN: 005455S

For and on behalf of the Board of Directors

SD/-
KM Sethu
Partner
M No. 231703
Place : Chennai
Date : 22-May-2025

SD/-
Rithwik Rajshekar
Raman
Managing Director
DIN : 07836658

SD/-
V Niranjana Rao
Whole Time
DIN : 02918882

SD/-
T Suresh Babu
Chief Financial Director
Officer

SD/-
S Jayapandi
Secretary
M No.A21909

STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31st MARCH 2025

RITHWIK FACILITY MANAGEMENT SERVICES LIMITED

STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31st MARCH, 2025

(All Amounts in Indian Rupees Lakhs unless otherwise specified)

Particulars	Note No.	Half Year Ended		Year Ended	
		31-Mar-25	30-Sep-24	31-Mar-25	31-Mar-24
I. Revenue from Operations	16	2,311.13	1,935.80	4,246.93	3,638.79
II. Other Income	17	11.56	13.60	25.16	33.57
III. Total Income (I + II)		2,322.68	1,949.40	4,272.09	3,672.35
IV. a) Operating Expenses	18	1,613.52	1,282.81	2,896.33	2,474.49
b) Employee Benefit Expenses	19	283.29	280.66	563.95	555.70
c) Finance Costs	20	24.92	17.33	42.25	30.08
d) Depreciation & Amortization Expenses	9	17.61	13.97	31.58	27.31
e) Other Expenses	21	128.26	133.78	262.04	223.01
Total Expenses		2,067.60	1,728.55	3,796.14	3,310.61
V. Profit/(Loss) Before Extraordinary & Exceptional items (III - IV)		255.09	220.86	475.94	361.75
VI. Exceptional items		-	-	-	-
VII. Profit/(Loss) Before Extraordinary Items (V - VI)		255.09	220.86	475.94	361.75
VIII. Extraordinary items		-	-	-	-
IX. Profit/(Loss) Before Tax (VII - VIII)		255.09	220.86	475.94	361.75
X. Tax Expenses					
a) Current Income Tax		69.09	51.25	120.34	97.13
b) Deferred Tax/(Reversal)		(0.51)	6.03	5.52	0.45
Total Tax Expenses		68.58	57.28	125.87	97.58
XI. NET PROFIT/(LOSS) FOR THE YEAR		186.51	163.57	350.08	264.17
XII. EARNINGS PER EQUITY SHARE	22				
a) Basic		6.09	5.35	11.44	8.63
b) Diluted		6.09	5.35	11.44	8.63
Significant Accounting Policies & Notes to Accounts	1				

The accompanying notes are an integral part of the financial statements.
As per our report of even date.

For Kalyanasundaram & Associates,
Chartered Accountants
FRN: 005455S

For and on behalf of the Board of Directors

SD/-
KM Sethu
Partner
M No. 231703
Place : Chennai
Date : 22-May-2025

SD/- Rithwik Rajshekar Raman Managing Director DIN : 07836658	SD/- V Niranjan Rao Whole Time Director DIN : 02918882	SD/- T Suresh Babu Chief Financial Officer	SD/- S Jayapandi Company Secretary M No. A21909
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Cash Flow statement for the period ended 31st March, 2025

RITHWIK FACILITY MANAGEMENT SERVICES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2025

(All Amounts in Indian Rupees Lakhs unless otherwise specified)

Particulars	Year Ended 31-Mar-25		Year Ended 31-Mar-24	
Net Profit before taxation		475.94		361.75
<u>Add Back:</u>				
Depreciation on Fixed Assets	31.58		27.31	
Interest Paid	42.25	73.83	30.08	57.39
CASH GENERATED BEFORE WORKING CAPITAL CHANGES				
- Decrease/(Increase) in trade receivables	(167.33)		10.04	
- Decrease/(Increase) in short-term loans and advances	157.34		(94.87)	
- Decrease/(Increase) in other current assets	8.28		85.90	
- Increase/(Decrease) in trade payables	171.30		(114.13)	
- Increase/(Decrease) in short term borrowings	15.81		153.86	
- Increase/(Decrease) in other current liabilities	10.86		(61.99)	
		196.26		(21.19)
CASH GENERATED FROM OPERATIONS				
Less: Income tax Paid(As per assessment year)	120.34	120.34	97.13	97.13
NET CASH FLOW FROM OPERATING ACTIVITIES		625.70		300.83
<u>Cash Inflow from Investing Activities</u>				
Sale of Fixed Assets	-		1.82	
<u>Cash Outflow from Investing Activities</u>				
Purchase of fixed assets	(116.87)		(21.15)	
Decrease/(Increase) in other non current asset	(77.00)		(305.55)	
NET CASH FLOW FROM INVESTING ACTIVITIES		(193.87)		(324.88)
<u>Cash Inflow from Financing activities</u>				
Fresh Borrowings during the year	(9.80)		59.50	
Dividend Payout	(30.60)		(30.60)	
Increase/(Decrease) in long term provisions	8.34	(32.06)	20.32	49.22
<u>Cash Outflow from Financing activities</u>				
Interest and other finance costs	42.25	42.25	30.08	30.08
NET CASH FLOW FROM FINANCING ACTIVITIES		(74.32)		19.14
NET INCREASE/(DECREASE) IN CASH/CASH EQUIVALENT(A+B+C)		357.51		(4.91)
ADD: BALANCE AT THE BEGINNING OF THE YEAR		184.52		189.43
CASH AND CASH EQUIVALENT AT THE CLOSE OF THE YEAR		542.04		184.52

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For Kalyanasundaram & Associates,
Chartered Accountants
FRN: 005455S

For and on behalf of the Board of Directors

SD/-
KM Sethu
Partner
M No. 231703
Place : Chennai
Date : 22-May-2025

SD/-
Rithwik Rajshekar
Raman
Managing Director
DIN : 07836658

SD/-
V Niranjana Rao
Whole Time Director
DIN : 02918882

SD/-
T Suresh Babu
Chief Financial
Officer

SD/-
S Jayapandi
Company Secretary
M No. A21909

RITHWIK FACILITY MANAGEMENT SERVICES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

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) : 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.

RITHWIK FACILITY MANAGEMENT SERVICES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

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 thereto.

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 at 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 last 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 FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025
(All Amounts in Indian Rupees Lakhs unless otherwise specified)

Particulars	As at 31-Mar-25	As at 31-Mar-24
Note 2 - Share Capital		
A. Authorised Share Capital		
Equity Share Capital		
40,00,000 Equity Shares of Rs. 10/- Each	400.00	400.00
	400.00	400.00
B. Issued, Subscribed & Paid-up Share Capital		
Equity Share Capital		
30,60,000 Equity Shares of Rs. 10/- Each	306.00	306.00
	306.00	306.00

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

Particulars	As at 31-Mar-2025		As at 31-Mar-2024	
	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	30,60,000	306.00	30,60,000	306.00
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	30,60,000	306.00	30,60,000	306.00

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

Particulars	As at 31-Mar-2025		As at 31-Mar-2024	
	No. of Shares	% of Holding	No. of Shares	Amount
Rithwik Rajasekhar Raman	11,02,500	36.03%	11,02,500	36.03%
Lalitha Raman	5,39,996	17.65%	5,39,996	17.65%
Ramaneesh Ravi Raman	4,72,500	15.44%	4,72,500	15.44%

E. Details of Promoters holding in the Company

Particulars	As at 31-Mar-2025		As at 31-Mar-2024	
	No. of Shares	% of Holding	No. of Shares	Amount
Promoter and Promoter Group	22,50,000	73.53%	22,50,000	73.53%
Public	8,10,000	26.47%	8,10,000	26.47%

F. Terms/rights attached to equity shares

The company has only one class of equity shares having par value of Rs. 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 conducts a meeting.

Particulars	As at 31-Mar-25	As at 31-Mar-24
Note 3 - RESERVES & SURPLUS		
a. Securities Premium Account		
Opening Balance	714.00	714.00
Current period Adjustment	-	-
	714.00	714.00
b. Surplus		
Opening balance	1,046.84	813.27
Less : Final Dividend	(30.60)	(30.60)
Add/Less : Net Profit/(Loss) for the current period	350.08	264.17
Closing Balance	1,366.31	1,046.84
<i>(Note : Final Dividend on Shares are accounted as liability on the date of approval by the shareholders.)</i>		
Total	2,080.31	1,760.84

Notes accompanying the financial statements for the year ended 31st March, 2025



RITHWIK FACILITY MANAGEMENT SERVICES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

(All Amounts in Indian Rupees Lakhs unless otherwise specified)

Particulars	As at 31-Mar-25	As at 31-Mar-24
Note 4 - Long-term Borrowings		
Term Loan:		
From Banks	4.24	10.93
From Financial institutions	168.95	161.15
Total	173.19	172.08
The above amount includes:		
Secured Borrowings	4.24	10.93
Unsecured Borrowings	168.95	161.15
Less: Current maturities of Long-term debt (Disclosed as Current Liability)	(93.92)	(83.00)
Total	79.28	89.08
Name of the Financial Institution	TATA Capital	Type of Loan
Current year balance (Rs.)	85.28	Business Loan
Previous year balance (Rs.)	136.62	Amount Sanctioned
Security Details:		Sanction Date
Unsecured Loan		Current Interest rate
		Total No. of Instalments
		No. of instalments paid
		No. of balance instalments to be paid
Current maturities	58.37	Amount of instalment
Long-term Borrowings	26.90	Repayment type
		Interest payment type
Name of the Bank	TATA Capital	Type of Loan
Current year balance (Rs.)	-	Genset Loan
Previous year balance (Rs.)	24.53	Amount Sanctioned
Security Details:		Sanction Date
Unsecured Loan		Current Interest rate
		Total No. of Instalments
		No. of instalments paid
		No. of balance instalments to be paid
Current maturities	-	Amount of instalment
Long-term Borrowings	-	Repayment type
		Interest payment type
Name of the Bank	TATA Capital	Type of Loan
Current year balance (Rs.)	83.68	Chiller Loan
Previous year balance (Rs.)	-	Amount Sanctioned
Security Details:		Sanction Date
Unsecured Loan		Current Interest rate
		Total No. of Instalments
		No. of instalments paid
		No. of balance instalments to be paid
Current maturities	31.30	Amount of instalment
Long-term Borrowings	52.37	Repayment type
		Interest payment type
Name of the Bank	HDFC BANK	Type of Loan
Current year balance (Rs.)	2.40	Car Loan
Previous year balance (Rs.)	5.05	Amount Sanctioned
Security Details:		Sanction Date
Car Loan		Current Interest rate
		Total No. of Instalments
		No. of instalments paid
		No. of balance instalments to be paid
Current maturities	2.40	Amount of instalment
Long-term Borrowings	-	Repayment type
		Interest payment type
Name of the Bank	HDFC BANK	Type of Loan
Current year balance (Rs.)	1.84	Car Loan
Previous year balance (Rs.)	5.88	Amount Sanctioned
Security Details:		Sanction Date
Car Loan		Current Interest rate
		Total No. of Instalments
		No. of instalments paid
		No. of balance instalments to be paid
Current maturities	1.84	Amount of instalment
Long-term Borrowings	-	Repayment type
		Interest payment type

Notes accompanying the financial statements for the year ended 31st March,2025



RITHWIK FACILITY MANAGEMENT SERVICES LIMITED		
NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 st MARCH, 2025		
(All Amounts in Indian Rupees Lakhs unless otherwise specified)		
Particulars	As at 31-Mar-25	As at 31-Mar-24
Note 5 - LONG-TERM PROVISIONS		
Provision for Gratuity	96.29	87.95
Total	96.29	87.95
Note 6 - SHORT-TERM BORROWINGS		
Bank OD (Repayable on demand and secured on the basis of debtors)	189.09	173.28
Total	189.09	173.28
Note 8 - OTHER CURRENT LIABILITIES		
Expenses Payable	66.38	59.60
TDS & TCS Payable	9.45	8.38
Provision for tax	4.01	11.91
Maintenance Deposits	1.00	1.00
Current maturities of long-term borrowings	93.92	83.00
Total	174.75	163.89
Note 10 - DEFERRED TAX ASSET (NET)		
Opening Balance	16.50	16.95
Add: Current period adjustment	(5.52)	(0.45)
Total	10.97	16.50
Note 11- OTHER NON CURRENT ASSET		
Security Deposit and other deposits	1,911.55	1,835.55
In Fixed Deposits (maturity period of more than one year)	1.00	-
Total	1,912.55	1,835.55
Note 13 - CASH AND CASH EQUIVALENTS		
Cash on Hand	2.25	2.00
Balance with banks:		
In current accounts	439.79	82.53
In Fixed Deposits (maturity period of 3-12 months)	100.00	100.00
Total	542.04	184.52
Note 14 - SHORT-TERM LOANS AND ADVANCES		
Advance to Vendors - Trade	48.78	4.00
Advance to Employees	3.83	5.95
Loan to Other Corporates	-	200.00
Total	52.61	209.95
Note 15 - OTHER CURRENT ASSETS		
Prepaid Expenses	15.08	18.24
TDS Receivable	12.44	33.08
GST Receivable	31.70	1.04
Other Receivables	18.13	33.26
Total	77.35	85.62

Notes accompanying the financial statements for the year ended 31st March,2025

RITHWIK FACILITY MANAGEMENT SERVICES LIMITED		
NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025		
<i>(All Amounts in Indian Rupees Lakhs unless otherwise specified)</i>		
Particulars	As at 31-Mar-25	As at 31-Mar-24
Note 16 - REVENUE FROM OPERATIONS		
Revenue From Maintenance	1,391.16	1,272.97
Revenue From Power Supply	2,399.53	2,248.33
Revenue From Turn key Project	456.24	117.48
Total	4,246.93	3,638.79
Note 17 - OTHER INCOME		
Other non-operating income	25.16	33.57
Total	25.16	33.57
Note 18 - OPERATING EXPENSES		
Facility Operating Expenses	764.08	640.81
Expenses Against Power Supply	1,756.83	1,758.36
Project Expenses	375.42	75.32
Total	2,896.33	2,474.49
Note 19 - EMPLOYEE BENEFITS EXPENSES		
Salaries & Allowances	429.78	413.34
Director Remuneration	75.00	69.75
Sitting Fees	3.45	4.80
Gratuity	11.70	28.02
Contribution to PF and ESI	23.74	24.63
Welfare Expenses	20.28	15.16
Total	563.95	555.70
Note 20 - INTEREST & FINANCE CHARGES		
Interest on Vehicle and Generator	8.38	6.53
Interest on Term Loan	14.09	8.37
Interest on OD	16.25	14.34
Bank Charges	3.54	0.85
Total	42.25	30.08
Note 21 - OTHER EXPENSES		
Office and Administrative Expenses	262.04	223.01
Total	262.04	223.01

RITHWIK FACILITY MANAGEMENT SERVICES LIMITED**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025***(All Amounts in Indian Rupees Lakhs unless otherwise specified)***Note 7 - Trade Payables****Figures for the current reporting period**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	TOTAL
(i) Undisputed Dues (MSME)	373.22	-	-	-	373.22
(ii) Undisputed Dues (Others)	5.55	-	-	-	5.55
(iii) Disputed Dues (MSME)	-	-	-	-	-
(iv) Disputed Dues (Others)	-	-	-	-	-
Total	378.77	-	-	-	378.77

Figures for the previous reporting period

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	TOTAL
(i) Undisputed Dues (MSME)	203.45	-	-	-	203.45
(ii) Undisputed Dues (Others)	4.01	-	-	-	4.01
(iii) Disputed Dues (MSME)	-	-	-	-	-
(iv) Disputed Dues (Others)	-	-	-	-	-
Total	207.46	-	-	-	207.46

Note 12 - Trade Receivables**Figures for the current reporting period**

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months to 1 year	1 - 2 years	2 - 3 years	More than 3 years	TOTAL
(i) Undisputed considered Good	392.13	5.74	3.67	-	-	401.53
(ii) Undisputed considered doubtful	-	-	-	-	-	-
(iii) Disputed considered Good	-	-	-	-	-	-
(iv) Disputed considered doubtful	-	-	-	-	-	-
Total	392.13	5.74	3.67	-	-	401.53

Figures for the previous reporting period

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months to 1 year	1 - 2 years	2 - 3 years	More than 3 years	TOTAL
(i) Undisputed considered Good	232.53	1.47	0.20	-	-	234.20
(ii) Undisputed considered doubtful	-	-	-	-	-	-
(iii) Disputed considered Good	-	-	-	-	-	-
(iv) Disputed considered doubtful	-	-	-	-	-	-
Total	232.53	1.47	0.20	-	-	234.20



Notes accompanying the financial statements for the year ended 31st March,2025

RITHWIK FACILITY MANAGEMENT SERVICES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

Note 9 - PROPERTY, PLANT & EQUIPMENT & INTANGIBLE ASSETS

(All Amounts in Indian Rupees Lakhs unless otherwise specified)

Particulars	Gross Block as at				Depreciation up to			Net Block as at	
	31-Mar-24	Additions	Deletions	31-Mar-25	31-Mar-24	For the year	Deletion	31-Mar-25	31-Mar-24
Air Conditioners	11.26	0.33	-	11.60	6.85	0.78	-	7.62	3.98
Plant & Machinery	264.09	114.22	-	378.31	83.01	21.08	-	104.09	274.21
Furnitures	8.86	-	-	8.86	3.53	0.90	-	4.43	4.43
Vehicles	103.87	-	-	103.87	74.71	7.65	-	82.36	21.51
Computers	22.29	2.31	-	24.60	20.11	1.18	-	21.29	3.31
Total	410.37	116.87	-	527.24	188.21	31.58	-	219.79	307.44
Previous year	408.38	21.15	19.17	410.37	178.25	27.31	17.34	188.21	222.15
									230.14

Notes accompanying the financial statements for the year ended 31st March, 2025

RITHWIK FACILITY MANAGEMENT SERVICES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

(All Amounts in Indian Rupees Lakhs unless otherwise specified)

Note 22 - EARNINGS PER SHARE

Particulars	As at 31-Mar-25	As at 31-Mar-24
Net profit as per Statement of Profit and Loss	350.08	264.17
Net profit available to Equity Share holders	350.08	264.17
No. of equity shares at period end	30,60,000	30,60,000
Weighted average number of Equity shares used as denominator	30,60,000	30,60,000
Face value per Equity Share	10.00	10.00
Basic Earnings per Share	11.44	8.63

Note 23 - DIVIDEND DISBURSEMENT

Particulars	As at 31-Mar-25	As at 31-Mar-24
Total dividend paid	30.60	30.60

Note: Final dividend for the year ended on 31st March, 2025: Re 1/- per share (i.e 10% of face value) is yet to be declared

Note 24 - 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 25 - RELATED PARTY DISCLOSURE

A. Parties where control exists

i. Share holder holding substantial interest

Rithwik Rajshekar Raman - holding 36.03% of the shares.

ii. Key Managerial Personnel

Rithwik Rajshekar Raman - Managing Director Niranjnan 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)

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

Nature of transactions	31-Mar-25	31-Mar-24
Directors' Remuneration	75.00	69.75
Remuneration to KMP	43.50	41.24
Loan to Company Secretary	3.00	-

C. Outstanding at the period end with related parties referred in "A" above, in ordinary course of business:

Nature of transactions	31-Mar-25	31-Mar-24
Director Remuneration Payable	6.25	6.25
Remuneration to KMP Payable	3.63	3.63
Loan to Company Secretary	0.50	-

Note 26 - RATIOS

Particulars	31-Mar-25	31-Mar-24	Variance	Remarks
Current Ratio	1.45	1.31	10.22%	NA
Debt Equity Ratio	0.03	0.04	-22.92%	NA
Debt Service Coverage Ratio	4.50	5.42	-16.93%	NA
Return On Equity Ratio	14.67%	12.78%	14.78%	NA
Inventory Turnover Ratio	NA	NA	NA	NA
Trade Receivable Turnover Ratio	13.36	15.21	-12.16%	NA
Trade Payable Turnover Ratio	9.88	9.35	5.63%	NA
Net Capital Turnover Ratio	1.66	1.62	2.22%	NA
Net profit Ratio	8.24%	7.26%	13.54%	NA
Return on Capital Employed	20.23%	17.46%	15.83%	NA
Return on Investment	NA	NA	NA	NA

Notes accompanying the financial statements for the year ended 31st March,2025



RITHWIK FACILITY MANAGEMENT SERVICES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

(All Amounts in Indian Rupees Lakhs unless otherwise specified)

Note 27 - CONTINGENT LIABILITIES

Particulars	31-Mar-25	31-Mar-24
i) Claims not Acknowledged as debts:		
Claim against company under Income Tax Act AY 2017 - 18		
AY 2018 - 19	11.09	11.09
Claim against company under Goods & Services Act FY 2017 - 18	-	4.82
	20.38	20.38

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 28 - 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 2025 are furnished below:

Particulars	31-Mar-25	31-Mar-24
Dues outstanding as at the end of the period for more than 45 days	NIL	NIL

In accordance with Section 15 to 18 of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006, any delay in payment beyond 45 days (if agreement available) or 15 days (if there is no agreement) shall attract interest. As per Section 16 of the Act, such interest shall be compounded monthly at a rate three times the bank rate notified by the Reserve Bank of India.

Note 29 - PAYMENT TO AUDITORS

Particulars	31-Mar-25	31-Mar-24
Statutory Audit Fees Tax Audit Fees	0.75	0.75
Internal Audit Fees	0.25	0.25
Special Audit Fees	0.50	0.54
	0.60	0.60
TOTAL	2.10	2.14

Note 30 - INVESTMENT PROPOSED BY THE COMPANY

On 24th February 2025, Rithwik Facility Management Services Limited (BSE:540843) consented to pay Rs. 7 Crores to purchase a 76% share of Rithwik Indus Power Private Limited. The acquisition was approved by the board of Rithwik Facility Management Services Limited and the same was purchased on April 2025. Subsequently 24% share of Rithwik Indus Power Private Limited were proposed to be acquired on April 2025, the company becomes a wholly owned subsidiary of Rithwik Facility Management Services Limited post acquisition with a holding of 100% share.

Note 31 - OTHER POINTS

(i) Company has no transaction with companies struck off under section 248 of the companies act, 2013 or section 560 of companies act, 1956 during the financial year 2024-25.

(ii) Company has not traded in Crypto currency or Virtual currency during the financial year 2024-25

(iii) There is no capital commitments as at 31st March 2025

(iv) The company has not been declared as wilful defaulter by any lender who has powers to declare a company as a wilful defaulter at any time during the financial year or after the end of reporting period but before the date when financial statements are approved

(v) The company has not surrendered or disclosed any income during the year in the tax assessments under the Income Tax Act, 1961

(vi) During the year ended March, 2025, the company was not party to any approved scheme which needs approval from competent authority in terms of sections 230 to 237 of the companies act, 2013

Note 32 - PREVIOUS YEAR FIGURES

The previous year figure have been regrouped, reworked, rearranged and reclassified, wherever necessary and are to be read in relation to the amount and other disclosures relating to the current year.

The accompanying notes are an integral part of the financial statements. As per our report of even date.

For Kalyanasundaram & Associates,
FRN: 0054555

For and on behalf of the Board of Directors Chartered Accountants

SD/-

KM Sethu
Partner
M No. 231703
Place : Chennai Date : 22-May-2025

SD/-

Rithwik Rajshekar
Raman
Managing Director
DIN : 07836658

SD/-

V Niranjana Rao
Whole Time Director
DIN : 02918882

SD/-

T Suresh Babu
Chief Financial
Officer

SD/-

S Jayapandi
Company Secretary
M No. A21909

RITHWIK FACILITY MANAGEMENT SERVICES LIMITED

ATTENDANCE SLIP

(To be presented at the entrance)

Annual General Meeting of the Company held on Monday, September 29, 2025 at 12.30 p.m. at R R Towers III, Thiru Vi Ka Industrial Estate, Guindy, Chennai – 600 032.

Folio No.DP ID No.

Client ID No.

Name of the Member

Signature.

Name of the Proxy holder

Signature.

1. Only Member / Proxy holder can attend the Meeting.
2. Member / Proxy holder should bring his/her copy of the Annual Report to reference at the Meeting.

RITHWIK FACILITY MANAGEMENT SERVICES LIMITED

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 for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Monday, September 29, 2025 at 12.30 p.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 :

Ordinary Business(es):

- 1) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2025, and the Reports of the Board of Directors together with Auditors thereon.
- 2) To declare final dividend on equity shares for the Financial year 2024-25.
- 3) To appoint a Director in Place of Mrs.Anitha Radhakrishnan, Director (DIN: 02820945), who retires by rotation and being eligible, offers herself for re-appointment.

Special Business(es):

- 1) To Appoint Secretarial Auditors of the Company
- 2) Increase in the overall limit of maximum remuneration payable to the Directors
- 3) Approval of Remuneration payable to Mr.Rithwik Rajshekar Raman (Din: 07836658), Managing Director
- 4) Approval of Remuneration payable to Mr.V.Niranjan Rao (Din: 02918882), Whole - Time Director

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

Signature of shareholder.....Signature of proxy holder.....

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
For Rithwik Facility Management Services Limited**

SD/-

**S. Jayapandi
Company Secretary**

**Date: September 1, 2025
Place: Chennai**



RITHWIK FACILITY MANAGEMENT SERVICES LIMITED



91 44 42888111



RR Tower III, Guindy, Chennai



www.rithwik.co.in