

NOTICE

NOTICE is hereby given that the Forty Ninth Annual General Meeting of the Members of R K Swamy Private Limited (Formerly Known as R.K.Swamy BBDO Private Limited) will be held on **Monday, September 19, 2022 at 12.00 noon** at the Registered Office of the Company to transact the following business:

Ordinary Business:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 along with the report of the Auditors and Directors thereon.**
- 2. To declare final dividend on Equity shares for the financial year ended March 31, 2022.**

The Board of Directors at their Meeting held on July 29, 2022, recommended a Dividend @ Rs. 5/- (Rupee Five) per Equity Share of Rs. 10/- each of the Company for the year ended March 31, 2022

- 3. To Consider and approve and pass limits under Section 186 of the Companies Act, 2013**

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

“RESOLVED THAT in supersession of the resolutions passed by the members and pursuant to the provisions of Section 186 of the Companies Act, 2013 (“Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate or person; as they may in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 300 Crores (Rupees Three Hundred Crores only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantee(s) and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any of the Directors or Mr. Rajeev Newar Group (CFO), Mr. Rajagopalan Desikan (Company Secretary), Mr. K Paarthasarathy (Senior Vice President- Finance), Mr. Ritesh Menon (Vice President – Finance), Mrs. Aparna Bhat (General Manager – Secretarial & Legal) be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company, or to settle any questions, difficulties

or doubts that may arise with regard to the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

4. To Consider and approve and pass limits under Section 185 of the Companies Act, 2013

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

“RESOLVED THAT in supersession of earlier resolutions passed in this regard pursuant to Section 185 and other applicable provisions of the Companies Act, 2013 approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by a Director or by any person in whom any of the director of the company is interested including and not restricted to subsidiaries, associate companies or group companies for an amount not exceeding Rs. 300 Crores (Rupees Three Hundred Crores only) at any point of time whether as loan, credit facility or by issuing debt securities, as per the provisions of Section 185 of the Companies Act, 2013;

PROVIDED FURTHER THAT the loans advanced by the Company as mentioned above shall be utilized by the borrowing entity for the purpose of their respective principal business activities;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any of the Directors or Mr. Rajeev Newar Group (CFO), Mr. Rajagopalan Desikan (Company Secretary), Mr. K Paarthasarathy (Senior Vice President- Finance), Mr. Ritesh Menon (Vice President – Finance), Mrs. Aparna Bhat (General Manager – Secretarial & Legal) be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise with regard to the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

5. To approve re-appointment of Mr. Narasimhan K. Swamy (DIN: 00219883) as Whole Time Director for the period of five years w.e.f. September 19, 2022

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

“RESOLVED THAT pursuant to provisions of Section 2 (51), 196 (1) and 196 (2), and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) based on the recommendation of the Board consent of the members be and is hereby accorded to the re-appoint Mr. Narasimhan K. Swamy (DIN: 00219883) for a period not exceeding five years effective from September 19, 2022 to September 18, 2027.

RESOLVED FURTHER THAT the remuneration and terms and conditions of re-appointment of Mr. Narasimhan K. Swamy (DIN: 00219883) as whole-time director shall be same as approved by Board at their meeting held on July 29, 2022 and as modified from time to time by the Board .

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and are hereby severally authorized to issue a certified true copy of the foregoing resolution as may be required from time to time."

6. To approve re-appointment of Mrs. Sangeetha Narasimhan (DIN: 07050848) as Whole Time Director for the period of four years w.e.f. September 19, 2022

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

"RESOLVED THAT pursuant to provisions of Section 2 (51), 196 (1) and 196 (2), and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) based on the recommendation of the Board consent of the members be and is hereby accorded to re-appoint Mrs. Sangeetha Narasimhan (DIN: 07050848) for a period not exceeding four years effective from September 19, 2022 to September 18, 2026.

RESOLVED FURTHER THAT the remuneration and terms and conditions of re-appointment of Mrs. Sangeetha Narasimhan (DIN: 07050848) as whole-time director shall be same as approved by Board at their meeting held on July 29, 2022 and as modified from time to time by the Board .

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and are hereby severally authorized to issue a certified true copy of the foregoing resolution as may be required from time to time."

**By order of the Board of Directors
For R K Swamy Private Limited**

**Sd/-
Rajagopalan Desikan
Company Secretary
Membership Number: A28348**

Registered Office:

No. 19, Wheatcrofts Road,
Nungambakkam Chennai- 600 034
Tel No.9380718904
Email Id: desikan.r@rkswamy.com
CIN: U74300TN1973PTC006304

Date: 29/07/2022

Place: Chennai.

NOTES:

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of business to be transacted at the Annual General Meeting (AGM), as set out under Item No(s). 3 and 4 above is annexed thereto.
2. Since Company has received 100% consent to hold EGM at shorter notice and hence providing the proxy facility is not required.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to lodge a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Every member entitled to vote at the meeting or on any resolution to be moved there at, shall be entitled during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention to inspect is given to the company.
5. Members / proxies should bring duly attendance slip sent herewith to attend the meeting.
6. The dividend, if declared at the Annual General Meeting, would be paid/dispatched within 30 days of the date of declaration to those Equity shareholder whose names appear as Members in the Register of Members of the Company on July 29, 2022.
7. If such dividend is not paid or claimed with the specified time, it shall be transferred to the Unpaid Dividend Account within seven days of the expiry of said period of 30 days.
8. Members may note that the Notice and explanatory statement will also be available on the Company's website i.e. <https://www.rkswamy.com/>
9. The Register of Directors and Key Managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, relevant documents referred to in the notice and the statements will be available for inspection by the members at the registered office of the company on all working days, during business hours up to and on the date of the meeting.
10. The route map of the address of the meeting is also annexed hereto and is hosted along with the notice on the website of the Company.

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 03:

The provisions of Section 186 of the Companies Act 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186 of the Act, exceeds the limits specified therein, prior approval of Members is required by way of a Special Resolution.

The Company had vide a Resolution passed on 1st March 2022 approved an aggregate limit of Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores) for making loans, giving guarantees and making investments under Section 186

In view of the investment opportunities and other business requirement in the near future, and in supersession of the resolution passed by the members as stated above it is proposed to increase the limit under Section 186 from Rs. 150 Crores to Rs. 300 Crores Hence, members of the Company are requested to give their approval to invest the surplus funds of the Company in excess of the hundred per cent of its free reserves and securities premium account of the Company. The Board of Directors of the Company have approved and recommended the said increase in the limit.

The said resolution is proposed to be passed as Special Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 04:

The Company in the normal course of business grants loan, give guarantee and/or provide security to its subsidiaries, associates and group companies.

Section 185 of the Companies Act, 2013, prohibits granting of loans to any person in whom any of the directors of the company is interested without obtaining a special resolution.

Hence, it is proposed to obtain a Limit of Rs. 300 Crores by way of Special Resolution under Section 185 of the Companies Act for lending and/or giving guarantee and/or providing security to companies in which director is or may be interested in the future.

The loans and guarantees provided by the Company to its subsidiaries, associates and group companies should be utilized by them for the purpose of their business only and not for onward lending.

It is proposed that this Resolution is passed under Section 185 supersedes all prior resolutions and the prior approvals under Section 185 shall stand to be void and cancelled

The said resolution is proposed to be passed as Special Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 6 & 7:

Company at the annual general meeting held on August 26, 2021 in accordance with the erstwhile provisions of the Articles of Association of the Company, re-appointed Mr. Narasimhan K. Swamy and Mrs. Sangeetha Narasimhan for a period of one year to hold office till the conclusion of the next Annual General Meeting of the Company.

The Articles of Association of the Company were revised in April, 2022 dropping the requirement of yearly appointment of the Directors.

Hence, Board of Directors at their meeting held on September 19, 2022 recommended re-appoint of Mr. Narasimhan K. Swamy for period of five years w.e.f. September 19, 2022 to September 18, 2027 and Mrs. Sangeetha Narasimhan for period of four years w.e.f. September 19, 2022 to September 18, 2026.

Mr. Srinivasan K. Swamy, Mr. Narasimhan K. Swamy and Mrs. Sangeetha Narasimhan are interested in the Resolution.

**By order of the Board of Directors
For R K Swamy Private Limited**

**Sd/-
Rajagopalan Desikan
Company Secretary
Membership Number: A28348**

Registered Office:

No. 19, Wheatcrofts Road,
Nungambakkam Chennai- 600 034
Tel No.9380718904
Email Id: desikan.r@rkswamy.com
CIN: U74300TN1973PTC006304

Date: 29/07/2022

Place: Chennai.

**DISCLOSURE RELATING TO DIRECTOR PURSUANT TO SECRETARIAL STANDARD-2 ISSUED BY
THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

Name of Director	Narasimhan K Swamy	Sangeetha Narasimhan
Age (years)	65 years	60 years
Date of first appointment	June 30, 2001	September 23, 2015
Brief Resume & Expertise in specific functional areas	Narasimhan K Swamy's area of specialisation is in developing business, marketing and communication strategies for companies and brands. He works with a number of Indian and Multi-national companies, and has helped them launch, manage and grow their brands and businesses significantly. These include Hawkins, Life Insurance Corporation, Mercedes Benz, O'General, P&G, MARS – Snickers & Pedigree, Raymond, State Bank of India, ONGC, WIPRO and many more. He is rated as one of the best marketing and business strategists by clients and colleagues alike. He has personally worked on the LIC brand for over 25 years	Sangeetha Narasimhan joined the group as an Account Management Executive and moved on to the Creative function over time. Her forte is creation of Content in all Media and over the decades, she has created iconic advertising for many major brands in our company Her depth of understanding of Clients' issues, strategic understanding and insight into consumer behaviour has led to the creation of consistent high-quality communication. As a key management leader of the R K SWAMY HANSA Group and the National Creative Director of our company, she has helped Company evolve as a multi-discipline service provider.
Qualifications	<ul style="list-style-type: none"> • Bachelor of commerce • Master of business administration • master of science in advertising 	<ul style="list-style-type: none"> • Senior Diploma in Indian Classical Music • Bachelor of Science • Master of Management Studies from University of Bombay
Directorship of other boards as on March 31, 2022.	<ul style="list-style-type: none"> • Autosense Private Limited • C S Foundation • Dsquare Solutions Private Limited • Hansa Customer Equity Private Limited • Hansa Direct Private Limited • Hansa Holdings Private Limited • Hansa Research Group Private Limited • Hansa Vision India Private Limited • Hansa Marketing Services Pte Ltd 	<ul style="list-style-type: none"> • C S Foundation • Hansa Holdings Private Limited

	<ul style="list-style-type: none"> • Hansa Marketing Services Private Limited • Hansa Marketing Services USA Inc. 	
Membership / Chairmanship of Committees of other Boards as on March 31, 2022	<ul style="list-style-type: none"> • Corporate Social Responsibility Committee- Member 	<ul style="list-style-type: none"> • Corporate Social Responsibility Committee- Member
Terms and Conditions of Appointment/re- appointment	Re-appointed at the Annual General Meeting held on September 19, 2021 till next Annual General Meeting.	Re-appointed at the Annual General Meeting held on September 19, 2021 till next Annual General Meeting.
Details of Remuneration sought to be paid	-	-
Remuneration last drawn	Rs. 57.37 Lakhs	Rs. 37.56 Lakhs
Number of Meetings attended during the year	5 out of 5	2 out of 5
Shareholding	Nil	Nil
Relationship with other Directors	Sangeetha Narasimhan – Spouse Srinivasan K Swamy- Brother	Narasimhan K Swamy- Spouse

ATTENDANCE SLIP

R K Swamy Private Limited

Annual General Meeting

Name of the Shareholder	
Registered Address	
No. of Shares Held	
Registered Folio No./ DP ID-Client ID	

I/we certify that I/We am/are the registered Member(s) of the Company.

I/We hereby record my/our presence at the Annual General Meeting of the Company held at Registered office of the Company on **Monday, September 19, 2022 at 12.00 noon**

Signed this _____ Day of _____ 2022

.....
(Member's Name (In Block Letters))

.....
(Members Signature)

Note:

1. Only Members can attend the Meeting
2. Members/proxies are requested to bring the duly completed Attendance Slip with them, and hand it over at the entrance, affixing their signature on the slip.

ROAD MAP

