

## NOTICE

**NOTICE** is hereby given that the Fiftieth 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, July 03, 2023 at 3.00 P. M. IST** at the Registered Office of the Company to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 along with the Report of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 along with the Report of Auditors thereon.
3. To declare a dividend of Rs. 4 /- per equity share of the face value of Rs. 10 /- each for the financial year ended March 31, 2023.

### Special Business:

#### 4. Conversion of Company from Private Limited to Public Limited:

To consider and, if thought fit, to approve, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13, 14, 18 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and all other applicable provision(s), if any of the Companies Act, 2013 or applicable rule(s) thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the approval from the Registrar of Companies, Chennai, the consent of the members of the Company be and is hereby accorded for conversion of the Company into a Public Limited Company and the change in the name of the Company from “R K Swamy Private Limited” to **“R K Swamy Limited”**;

**RESOLVED FURTHER THAT** the word “Private” wherever appearing in the Memorandum of Association and Article of Association of the Company, letterheads, name plates, stamps at any other places including any registrations/ certifications/ documents etc. of the Company be and is hereby deleted;

**RESOLVED FURTHER THAT** the Directors of the Company, Mr. Rajeev Newar (Group CFO) and Mr. Rajagopalan Desikan (Company Secretary) be and are hereby severally authorised, on the behalf of the Company, to do and perform all such other acts, deeds and things as may be necessary or desirable and to sign, execute any application, undertaking or confirmation required to be provided to the Registrar of Companies, Chennai, in this regard or for giving effect to this Resolution;

**RESOLVED FURTHER THAT** a certified copy of the resolution signed by any one of the Directors or the Company Secretary of the Company be furnished to the concerned authorities as and when required.”

## 5. Alteration in the name clause of Memorandum of Association:

To consider and, if thought fit, to approve, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Section 13 read with applicable provision(s), if any of the Companies Act, 2013 or applicable rule(s) thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force) and consequent to conversion of the Company from Private company to Public company , subject to such approvals as may be necessary, the consent of the members of the Company be and is hereby accorded, the existing Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

*I. The Name of the Company is **R K Swamy Limited**.*

**RESOLVED FURTHER THAT** the Directors of the Company, Mr. Rajeev Newar (Group CFO) and Mr. Rajagopalan Desikan (Company Secretary) be and are hereby severally authorised to do and perform all such other acts, deeds and things as may be necessary or desirable and to sign, execute any application, undertaking or confirmation required to be provided to the Registrar of Companies, Chennai, in this regard or for giving effect to this Resolution;

**RESOLVED FURTHER THAT** a certified copy of the resolution signed by any one of the Directors of the Company or the Company Secretary be furnished to the concerned authorities as and when required.”

## 6. Alteration and substitution of Object Clause of the Memorandum of Association of the Company:

To consider and, if thought fit, to approve, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13, 15 and other applicable provisions, if any, of Companies Act, 2013 (“the Act”) read with rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) the consent of the members of the Company be and is hereby accorded for alteration and substitution in the existing Main Object clause of the Memorandum of Association of the Company as below:

- 1. To carry on the business of Integrated Marketing Services including but not limited to all aspect and forms of advertising creative, digital content & allied Services including media consulting, planning & buying, pharma and healthcare communication, continuing medical education, social & rural communication, events and activation, brand & marketing consulting, public relationship management, public advocacy, awareness & national missions, customer data analytics & consulting , customer relationship management, campaign management , loyalty management , customer experience management, media & market research, and all aspects of marketing services either directly or through an affiliate or a business arrangement;*
- 2. To carry on the business of marketing and advertising; to acquire and dispose of advertising time, space or opportunities in any media including but not limited to print, television, cinema hall, digital, interactive, mobile and the worldwide web; to undertake advertising and promotional campaigns of every nature including consumer relationship management; to acquire and provide promotional requisites of every kind and description; and to carry on any other business which may be usefully carried on in connection with such business; and to acquire and undertake the whole or any part of similar business, which may be usefully carried on in connection therewith;*
- 3. To adopt such means of making known and advertising the business and products of the Company as may seem expedient including, but not limited to publishing brochures, books,*

*TV/video commercials, digital content, audio visuals, interactive websites, and market planning guides in whatever name called;*

4. *To carry on or promote or invest/fund/acquire companies and/or enter into strategic partnerships for doing business related to integrated marketing services and any of its main or ancillary objects, such as marketing analytics, marketing technology, events and activation, work contract services, construction services, customer loyalty and relationship management, call centers, public relations, retail identity, health care communication, print, television, outdoor, radio, web-broadcast, and all such other media, advertising and marketing services businesses;*
5. *To carry on, promote, invest or support in the area of marketing and communication education and training, continuing medical education, para-medical education and other forms of school and college education and training which may include teaching newer techniques both online and offline, and by other means that technology may provide.*

**RESOLVED FURTHER THAT** the Directors of the Company, Mr. Rajeev Newar (Group CFO) and Mr. Rajagopalan Desikan (Company Secretary) be and are hereby severally authorised to do and perform all such other acts, deeds and things as may be necessary or desirable and to sign, execute any application, undertaking or confirmation required to be provided to the Registrar of Companies, Chennai, in this regard or for giving effect to this Resolution;

**RESOLVED FURTHER THAT** a certified copy of the resolution signed by any one of the Directors of the Company or the Company Secretary be furnished to the concerned authorities as and when required.”

**7. Alteration in the Articles of Association of the Company by way of adoption of new set of Articles of Association in place of the existing Articles of Association of the Company:**

To consider and, if thought fit, to approve, the following resolution as a **Special Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Section 5, Section 14 and Section 15 of the Companies Act, 2013 and other applicable provisions, if any, and the Rules made thereunder including any statutory amendment(s) or modification(s) thereto from time to time, subject to necessary approval(s), if any, the existing Articles of Association of the Company be replaced with a new set of Articles of Association and the new set of Articles be and is hereby adopted as the Articles of Association of the Company and shall substitute in its entirety the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Directors of the Company, Mr. Rajeev Newar (Group CFO) and Mr. Rajagopalan Desikan (Company Secretary) be and are hereby severally authorised to do and perform all such other acts, deeds and things as may be necessary or desirable and to sign, execute any application, undertaking or confirmation required to be provided to the Registrar of Companies, Chennai, in this regard or for giving effect to this Resolution.

**RESOLVED FURTHER THAT** a certified copy of the resolution signed by any one of the Directors of the Company or the Company Secretary be furnished to the concerned authorities as and when required.”

**8. Appointment of Mr. T. T. Srinivasaraghavan (DIN: 00018247) as Independent Director of the Company:**

To consider and, if thought fit, to approve, the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force) as and when applicable, the Articles of Association of the Company, based on recommendation of the Board of Directors, Mr. T. T. Srinivasaraghavan (DIN: 00018247), who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations (as and when applicable) and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of three years from July 03, 2023 to July 02, 2026 (both days inclusive), and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any director of the Company with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**9. Appointment of Mr. Sunil Sethy (DIN: 00244104) as Independent Director of the Company:**

To consider and, if thought fit, to approve, the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force) as and when applicable, the Articles of Association of the Company, based on recommendation of the Board of Directors, Mr. Sunil Sethy (DIN: 00244104), who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations (as and when applicable) and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of three years from July 03, 2023 to July 02, 2026 (both days inclusive), and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any director of the Company with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**10. Appointment of Mr. Rajiv Vastupal Mehta (DIN: 00647906) as Independent Director of the Company:**

To consider and, if thought fit, to approve, the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force) as and when applicable, the Articles of Association of the Company, based on recommendation of the Board of Directors, Mr. Rajiv Vastupal Mehta (DIN: 00647906), who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations (as and when applicable) and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of three years from July 03, 2023 to July 02, 2026 (both days inclusive), and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any director of the Company with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**11. Appointment of Mrs. Nalini Padmanabhan (DIN: 01565909) as Independent Director of the Company:**

To consider and, if thought fit, to approve, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force) as and when applicable, the Articles of Association of the Company, based on recommendation of the Board of Directors, Mrs. Nalini Padmanabhan (DIN: 01565909), who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations (as and when applicable) and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of three years from July 03, 2023 to July 02, 2026 (both days inclusive), and that she shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any director of the Company with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board of Directors**

**For R K Swamy Private Limited**

**Sd/-  
Srinivasan K. Swamy  
Chairman & Managing Director  
DIN: 00505093**

**Registered Office:**

**New No.19, Wheatcrofts Road Nungambakkam Chennai 600034**

**Email Id: secretarial@rkswamy.com**

**CIN: U74300TN1973PTC006304**

**Date: June 16, 2023**

**Place: Mumbai**

**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). 4 and 11 above is annexed thereto.
2. **A member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend and vote instead of himself/herself. Such a proxy / proxies need not be a member of the company.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. Clause 10 of Article of Association of the Company allows Company to conduct General Meetings by giving 3 days' notice.
4. 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.
5. 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.
6. Members / proxies should bring duly attendance slip sent herewith to attend the meeting.
7. The dividend, if declared at the Annual General Meeting, would be paid/dispatched within 30 days of the date of declaration to those Equity shareholders whose names appear as Members in the Register of Members as on AGM date.
8. 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.
9. Members may note that the Notice and explanatory statement will also be available on the Company's website i.e. <https://www.rkswamy.com/>
10. 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.

11. 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.

**By order of the Board of Directors**

**For R K Swamy Private Limited**

**Sd/-  
Srinivasan K. Swamy  
Chairman & Managing Director  
DIN: 00505093**

**Registered Office:**

**New No.19, Wheatcrofts Road Nungambakkam Chennai 600034**

**Email Id: [secretarial@rkswamy.com](mailto:secretarial@rkswamy.com)**

**CIN: U74300TN1973PTC006304**

**Date: June 16, 2023**

**Place: Mumbai**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4 to 7**

The Company intends to convert from Private Limited Company to Public Limited Company and such conversion requires approval of Members at the General Meeting.

It is proposed to substitute the word 'Private Limited' to "Limited" wherever appearing from the name of the Company by alteration of its Memorandum & Articles of Association.

Further, to meet the statutory requirements of a Public Company, the present Articles of Association of the Company are proposed to be altered by adopting the new set of Articles which suits the requirement of the Public Limited Company.

Further, it is proposed to amend existing main objects clause with the new object clause to expand the scope of the business operation.

A Copy of the proposed altered Memorandum of Association and Articles of Association of the Company would be available for inspection at the registered office of the Company on all working days up to and including the date of Annual General Meeting.

The Board, therefore, places the resolutions for consideration and recommends it to be passed as **Special Resolution**.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolutions except to the extent of their shareholding in the Company, if any.

The members are requested to approve the agenda by way of passing a Special Resolution.



**Resolution No. 8: Appointment of Mr. T. T. Srinivasaraghavan (DIN: 00018247) as an Independent Director of the Company**

The Company is converting its status into a public limited Company, therefore pursuant to Rule 4 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Company is required to appoint an Independent Directors on its Board.

The Board of Directors at their meeting held on June 16, 2023 recommended the appointment of Mr. T. T. Srinivasaraghavan (DIN: 00018247) as an Independent Director of the Company.

The Company has received:

- i. consent in writing from Mr. T. T. Srinivasaraghavan to act as an Independent Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- ii. Intimation in Form DIR 8 in terms of the Appointment Rules from Mr. T. T. Srinivasaraghavan to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- iii. Disclosure of notice of interest in Form MBP-1 in terms of the Appointment Rules from Mr. T. T. Srinivasaraghavan disclosing his interest or concern in companies, bodies corporate, firms or other association of Individuals,
- iv. A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations, as and when applicable.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Mr. T. T. Srinivasaraghavan to be appointed as an Independent Director of the Company as per the provisions of the Act.

The Board assessed his suitability with reference to the core skills, competencies and expertise identified by the Board in the context of the Company's business and sector and also taking into consideration the skills, knowledge and experience already available on the Board. The Board is of the opinion that Mr. T. T. Srinivasaraghavan has the required expertise, skills and attributes to be an Independent Director of the Company and will be able to lend objectivity and independent view to the Board / Committees (as and when constituted) proceedings.

In the opinion of the Board, Mr. T. T. Srinivasaraghavan fulfils the conditions specified under the Act and Listing Regulations, as and when applicable for appointment as an Independent Director of the Company.

The disclosure relating to Mr. T. T. Srinivasaraghavan as required under the Secretarial Standards on General Meetings are set out as an Annexure to the Notice.

A draft copy of the letter of appointment as an Independent Director, setting out the terms and conditions is available for inspection by the members.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for the approval by the Members.

Except Mr. T. T. Srinivasaraghavan, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions for his appointment, set out in Item No. 8 of this Notice.

**Resolution No. 9: Appointment of Mr. Sunil Sethy (DIN: 00244104) as an Independent Director of the Company:**

The Company is converting its status to a public limited Company and pursuant to Rule 4 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Company is required to appoint an Independent Directors on its Board.

The Board of Directors at their meeting held on June 16, 2023 recommended appointment of Mr. Sunil Sethy (DIN: 00244104) as an Independent Director of the Company.

The Company has received:

- i. consent in writing from Mr. Sunil Sethy to act as an Independent Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- ii. Intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Sunil Sethy to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- iii. Disclosure of notice of interest in Form MBP-1 in terms of the Appointment Rules from Mr. Sunil Sethy disclosing his interest or concern in companies, bodies corporate, firms or other association of Individuals,
- iv. A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations, as and when applicable.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Mr. Sunil Sethy to be appointed as an Independent Director of the Company under the provisions of the Act.

The Board assessed his suitability with reference to the core skills, competencies and expertise identified by the Board in the context of the Company's business and sector and also taking into consideration the skills, knowledge and experience already available on the Board. The Board is of the opinion that Mr. Sunil Sethy has the required expertise, skills and attributes to be an Independent Director of the Company and will be able to lend objectivity and independent view to the Board / Committees (as and when constituted) proceedings.

In the opinion of the Board, Mr. Sunil Sethy fulfils the conditions specified under the Act and Listing Regulations, as and when applicable for appointment as an Independent Director of the Company.

The disclosure relating to Mr. Sunil Sethy as required under the Secretarial Standards on General Meetings are set out as an Annexure to the Notice.

A draft copy of the letter of appointment as an Independent Director, setting out the terms and conditions is available for inspection by the members.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for the approval by the Members.

Except Mr. Sunil Sethy, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions for his appointment, set out in Item No. 9 of this Notice.

**Item No. 10: Appointment of Mr. Rajiv Vastupal Mehta (DIN: 00647906) as an Independent Director of the Company:**

The Company is converting its status to public limited Company and pursuant to Rule 4 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Company is required to appoint an Independent Directors on its Board.

The Board of Directors at their meeting held on June 16, 2023 recommended appointment of Mr. Rajiv Vastupal Mehta (DIN: 00647906) as an Independent Director of the Company.

The Company has received:

- i. consent in writing from Mr. Rajiv Vastupal Mehta to act as an Independent Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- ii. Intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Rajiv Vastupal Mehta to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- iii. Disclosure of notice of interest in Form MBP-1 in terms of the Appointment Rules from Mr. Rajiv Vastupal Mehta disclosing his interest or concern in companies, bodies corporate, firms or other association of Individuals,
- iv. A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations, as and when applicable.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Mr. Rajiv Vastupal Mehta to be appointed as an Independent Director of the Company as per the provisions of the Act.

The Board assessed his suitability with reference to the core skills, competencies and expertise identified by the Board in the context of the Company's business and sector and also taking into consideration the skills, knowledge and experience already available on the Board. The Board is of the opinion that Mr. Rajiv Vastupal Mehta has the required expertise, skills and attributes to be an Independent Director of the Company and will be able to lend objectivity and independent view to the Board / Committees (as and when constituted) proceedings.

In the opinion of the Board, Mr. Rajiv Vastupal Mehta fulfils the conditions specified under the Act and Listing Regulations, as and when applicable for appointment as an Independent Director of the Company.

The disclosure relating to Mr. Rajiv Vastupal Mehta as required under the Secretarial Standards on General Meetings are set out as an Annexure to the Notice.

A draft copy of the letter of appointment as an Independent Director, setting out the terms and conditions is available for inspection by the members.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for the approval by the Members.

Except Mr. Rajiv Vastupal Mehta, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions for his appointment, set out in Item No. 10 of this Notice.

**Item No. 11: Appointment of Mrs. Nalini Padmanabhan (DIN: 01565909) as an Independent Director of the Company**

The Company is converting its status to a public limited Company and pursuant to Rule 4 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Company is required to appoint an Independent Directors on its Board.

The Board of Directors at their meeting held on June 16, 2023 recommended appointment of Mrs. Nalini Padmanabhan (DIN: 01565909) as an Independent Director of the Company.

The Company has received:

- i. consent in writing from Mrs. Nalini Padmanabhan to act as an Independent Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- ii. Intimation in Form DIR 8 in terms of the Appointment Rules from Mrs. Nalini Padmanabhan to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- iii. Disclosure of notice of interest in Form MBP-1 in terms of the Appointment Rules from Mrs. Nalini Padmanabhan disclosing her interest or concern in companies, bodies corporate, firms or other association of Individuals,
- iv. A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations, as and when applicable.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Mrs. Nalini Padmanabhan to be appointed as an Independent Director of the Company under the provisions of the Act.

The Board assessed her suitability with reference to the core skills, competencies and expertise identified by the Board in the context of the Company's business and sector and also taking into consideration the skills, knowledge and experience already available on the Board. The Board is of the opinion that Mrs. Nalini Padmanabhan has the required expertise, skills and attributes to be an Independent Director of the Company and will be able to lend objectivity and independent view to the Board / Committees (as and when constituted) proceedings.

In the opinion of the Board, Mrs. Nalini Padmanabhan fulfils the conditions specified under the Act and Listing Regulations, as and when applicable for appointment as an Independent Director of the Company.

The disclosure relating to Mrs. Nalini Padmanabhan as required under the Secretarial Standards on General Meetings are set out as an Annexure to the Notice.

A draft copy of the letter of appointment as an Independent Director, setting out the terms and conditions is available for inspection by the members.

The Board recommends the Special Resolution set out at Item No. 11 of the Notice for the approval by the Members.

Except Mrs. Nalini Padmanabhan, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions for her appointment, set out in Item No. 11 of this Notice.

**Details of Director seeking appointment  
(As per Secretarial Standard -2)**

<b>Name of Director</b>	Mr. T. T. Srinivasaraghavan (DIN: 00018247)	Mr. Sunil Sethy (DIN: 00244104)	Mr. Rajiv Vastupal Mehta (DIN: 00647906)	Mrs. Nalini Padmanabhan (DIN: 01565909)
<b>Age (years)</b>	68	72	65	58
<b>Date of first appointment</b>	Proposed to be appointed in AGM	Proposed to be appointed in AGM	Proposed to be appointed in AGM	Proposed to be appointed in AGM
<b>Expertise in specific functional areas</b>	Mr. T. T. Srinivasaraghavan has significant years of experience in the banking and financial services sector. He was associated with Sundaram Finance Limited as Managing Director, International Finance and Leasing Association, UK as president, Equipment Leasing Association (India) as Chairman, Finance Industry Development Council ("FIDC") as founding Chairman and Madras Chamber of Commerce and Industry as president. Currently he is Chairman Emeritus of the FIDC.	Mr. Sunil Sethy has significant years of experience across various industries such as fertilizers, cement, telecom infrastructure and computer hardware. He has been the Managing Directors with Chambal Fertilizers and Chemical Limited, Binani Industries Limited, Zuari Agro Chemicals Limited, and Paradeep Phosphates Limited. He was the Board member of the Fertilizer Association of India and an ex-chairman of the Eastern Zone of the Fertilizer Association of India.	Mr. Rajiv Vastupal Mehta has significant years of experience across various industries such as Petrochemical, Polymers and Insurance Broking. He is the group Chairman and Managing Director of Rajiv Petrochemicals Private Limited. He has previously associated with Federation of Indian Chambers of Commerce & Industry (FICCI) Gujarat State Council as Chairman, Ahmedabad Management Association as president, Indian Institute of Management Udaipur (IIM-U) as board of governors, Indian Institute of Management Bangalore (IIM-Bangalore) as board of governors and the Indian Institute of Management Rohtak (IIM-Rohtak) as board of governors.	Mrs. Nalini Padmanabhan Is a Senior partner at B. Thiagarajan and Co, Chartered Accountants (Practicing Chartered Accountant Firm) and a member of the Disciplinary Committee of the Institute of Cost Accountants of India. She is currently serves as Independent Director of Canara Bank Limited. She previously served as director of NLC India Limited, NLC Tamil Nadu Power Limited and the State Bank of India.

<b>Qualifications</b>	<ul style="list-style-type: none"> <li>• Bachelor's degree in commerce and</li> <li>• A Master's in Business Administration from Gannon University, Pennsylvania.</li> </ul>	<ul style="list-style-type: none"> <li>• Bachelor's degree in Commerce and</li> <li>• Fellow member of the Institute of Chartered Accountants of India</li> </ul>	<ul style="list-style-type: none"> <li>• Bachelor's degree in commerce and</li> <li>• Bachelor's degree in law</li> </ul>	<ul style="list-style-type: none"> <li>• Fellow Member of the Institute of Chartered Accountants of India;</li> <li>• Post Graduate Course in Information Systems Audit (ISA) from the Institute of Chartered Accountants of India;</li> <li>• Certified Information Systems Auditor (CISA) from ISACA, USA.</li> </ul>
<b>Directorship of other boards as on March 31, 2023.</b>	<ul style="list-style-type: none"> <li>• Sundaram Finance Limited</li> <li>• Sundaram Trustee Company Limited</li> <li>• Brakes India Private Limited</li> <li>• Sundaram Home Finance Limited</li> <li>• Five-Star Business Finance Limited</li> <li>• Royal Sundaram General Insurance Co. Limited</li> <li>• Sundaram Business Services Limited</li> <li>• Turbo Energy Private Limited</li> <li>• Finance Industry Development Council</li> </ul>	<p>-</p>	<ul style="list-style-type: none"> <li>• Rajiv Petrochemicals Private Limited</li> <li>• Anar Insurance Brokers Limited</li> <li>• Elegant Green Energy Private Limited</li> <li>• Rajiv Enterprise Private Limited</li> <li>• Atlantis Products Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Mangalore SEZ Limited</li> <li>• Indradhanush Gas Grid Limited</li> <li>• Information Systems Audit and Solutions Private Limited</li> <li>• Prerana Educational Media Private Limited</li> <li>• Canara Bank</li> </ul>
<b>Membership / Chairmanship of Committees of other Boards as on March 31, 2023</b>	<ul style="list-style-type: none"> <li>• Five Star Business Finance Limited- Risk Management Committee</li> <li>• Royal Sundaram General Insurance Co. Ltd.- Audit Committee</li> <li>• Sundaram Business Services Limited -Nomination and Remuneration Committee</li> </ul>	<p>-</p>	<p>-</p>	<ul style="list-style-type: none"> <li>• Canara Bank- Audit Committee- Chairperson</li> </ul>

	<ul style="list-style-type: none"> <li>• Sundaram Business Services Limited -CSR Committee</li> <li>• Royal Sundaram General Insurance Co. Ltd.-Risk Management Committee</li> <li>• Sundaram Home Finance Ltd.- Executive Committee</li> </ul>			
<b>Terms and Conditions of Appointment/re- appointment</b>	Appointment as an Independent Director not liable to retire by rotation for consecutive period of 3 years from July 03, 2023 to July 02, 2026	Appointment as an Independent Director not liable to retire by rotation for consecutive period of 3 years from July 03, 2023 to July 02, 2026	Appointment as an Independent Director not liable to retire by rotation for consecutive period of 3 years from July 03, 2023 to July 02, 2026	Appointment as an Independent Director not liable to retire by rotation for consecutive period of 3 years from July 03, 2023 to July 02, 2026
<b>Details of Remuneration sought to be paid</b>	As approved by Board or committee in accordance with the provisions of the Companies Act, 2013	As approved by Board or committee in accordance with the provisions of the Companies Act, 2013	As approved by Board or committee in accordance with the provisions of the Companies Act, 2013	As approved by Board or committee in accordance with the provisions of the Companies Act, 2013
<b>Remuneration last drawn</b>	NA	NA	NA	NA
<b>Number of Meetings attended during the year</b>	NA	NA	NA	NA
<b>Shareholding</b>	NIL	NIL	NIL	NIL
<b>Relationship with other Directors</b>	NA	NA	NA	NA

**ATTENDANCE SLIP**

**R K Swamy Private Limited**

**Annual General Meeting**

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

I/we certify that I/We am/are the registered Member(s)/Proxy for 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, July 03, 2023 at 3.00 P. M. IST

Signed this \_\_\_\_\_ Day of \_\_\_\_\_ 2023

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

(Members/ Proxy's Signature)

**Note:**

1. Only Members / Proxy holder 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.



**R K SWAMY PRIVATE LIMITED  
PROXY FORM**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]*

<b>Name of the member(s) :</b>	
<b>Registered Address :</b>	
<b>E-mail Id :</b>	
<b>Folio No. / Client ID No. :</b>	
<b>DP ID :</b>	

I/ We, being the member(s) of .....shares of the above-named Company, hereby appoint:

<b>1</b>	Name:	Address:.....	
	.....	.....	
	E-mail Id:.....	Signature:.....	or failing him:
		.....	

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on Monday, July 03, 2023 at 3.00 P. M. IST at registered office of the Company and at any adjournment thereof in respect of the following resolution as are indicated below:

<b>Resolution No.</b>	<b>Resolution</b>
<b>Ordinary Business</b>	
<b>1.</b>	To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 along with the Report of the Board of Directors and Auditors thereon.
<b>2.</b>	To receive, consider and adopt the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 along with the Report of Auditors thereon
<b>3.</b>	To declare a dividend of Rs. 4 /- per equity share of the face value of Rs. 10 /- each for the financial year ended March 31, 2023
<b>Special Business</b>	
<b>4.</b>	Conversion of Company from Private Limited to Public Limited
<b>5.</b>	Alteration in the name clause of Memorandum of Association
<b>6.</b>	Alteration and substitution of Object Clause of the Memorandum of Association of the Company:
<b>7.</b>	Alteration in the Articles of Association of the Company by way of adoption of new set of Articles of Association in place of the existing Articles of Association of the Company
<b>8.</b>	Appointment of Mr. T. T. Srinivasaraghavan (DIN: 00018247) as Independent Director of the Company
<b>9.</b>	Appointment of Mr. Sunil Sethy (DIN: 00244104) as Independent Director of the Company
<b>10.</b>	Appointment of Mr. Rajiv Vastupal Mehta (DIN: 00647906) as Independent Director of the Company
<b>11.</b>	Appointment of Mrs. Nalini Padmanabhan (DIN: 01565909) as Independent Director of the Company

Signed this ..... Day of ..... 2023

Signature of Shareholder(s): \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix Revenue Stamp
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**NOTE:**

*This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than Forty-Eight Hours (48) before the commencement of the Meeting.*

**ROAD MAP**

