

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

draft Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L74300TN1973PLC006304

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCR2213F

(ii) (a) Name of the company

R K SWAMY LIMITED

(b) Registered office address

No.19, Wheatcrofts Road, Nungambakkam, Chennai- 600034
Chennai
Chennai
Tamil Nadu
600034

(c) *e-mail ID of the company

secretarial@rkswamy.com

(d) *Telephone number with STD code

04433546252

(e) Website

www.rkswamy.com

(iii) Date of Incorporation

16/02/1973

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by guarantee	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

19/08/2024

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	M	Professional, Scientific and Technical	M6	Advertising and market research	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

7

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	HANSA RESEARCH GROUP PR +	U72300MH1994PTC238382	Subsidiary	100
2	HANSA CUSTOMER EQUITY PR +	U72501TN2008PTC066614	Subsidiary	100

3	HANSA DIRECT PRIVATE LIMITED	U74900TN2009PTC072651	Subsidiary	100
4	AUTOSENSE PRIVATE LIMITED	U74110TN2013PTC089671	Subsidiary	100
5	DSQUARE SOLUTIONS PRIVATE LIMITED	U72900TN2006PTC060993	Subsidiary	100
6	Hansa Marketing Services Private Limited		Subsidiary	100
7	Hansa Marketing Service LLC		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	60,000,000	50,477,241	50,477,241	50,477,241
Total amount of equity shares (in Rupees)	300,000,000	252,386,205	252,386,205	252,386,205

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share Capital				
Number of equity shares	60,000,000	50,477,241	50,477,241	50,477,241
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	300,000,000	252,386,205	252,386,205	252,386,205

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	0	4,445,714	4445714	44,457,140	44,457,140	
Increase during the year	0	46,031,527	46031527	207,929,065	207,929,065	15,573,210,000
i. Public Issues	0	6,020,101	6020101	30,100,505	30,100,505	15,573,210,000
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	35,565,712	35565712	177,828,560	177,828,560	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	
x. Others, specify		4,445,714	4445714	0	0	0
Subdivision in face value of equity shares from F						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	50,477,241	50477241	252,386,205	252,386,205	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE0NQ801033

(ii) Details of stock split/consolidation during the year (for each class of shares)

1

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	4,445,714		
	Face value per share	10		
After split / Consolidation	Number of shares	8,891,428		
	Face value per share	5		

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	<input type="text"/>		<input type="text"/>		<input type="text"/>

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

1,621,362,000

(ii) Net worth of the Company

2,468,085,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	31,419,274	62.24	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	31,419,274	62.24	0	0

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	8,510,197	16.86	0	
	(ii) Non-resident Indian (NRI)	47,676	0.09	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	1,690,259	3.35	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	3,226,217	6.39	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,576,258	5.1	0	
10.	Others	3,007,360	5.96	0	
	Total	19,057,967	37.75	0	0

Total number of shareholders (other than promoters)

33,275

**Total number of shareholders (Promoters+Public/
Other than promoters)**

33,277

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	6	33,275
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	0	2	0	62.24	0
B. Non-Promoter	1	0	1	4	0.09	0
(i) Non-Independent	1	0	1	0	0.09	0
(ii) Independent	0	0	0	4	0	0
C. Nominee Directors representing	0	0	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	1	0	0
Total	3	0	3	5	62.33	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Srinivasan K Swamy	00505093	Managing Director	15,458,987	
Narasimhan K Swamy	00219883	Whole-time director	15,960,287	
Sangeetha Narasimhan	07050848	Whole-time director	45,000	
Pattabhi K Raman	08319696	Nominee director	0	
Nalini Padmanabhan	01565909	Director	0	
Rajiv Vastupal Mehta	00647906	Director	1,700	
T T Srinivasaraghavan	00018247	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Sunil Sethy	00244104	Director	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Dr. Pattabhi K Rama	08319696	Nominee director	06/06/2023	Appointment
Nalini Padmanabhar	01565909	Director	03/07/2023	Appointment
Rajiv Vastupal Mehta	00647906	Director	03/07/2023	Appointment
T T Srinivasaraghavan	00018247	Director	03/07/2023	Appointment
Sunil Sethy	00244104	Director	03/07/2023	Appointment
Narasimhan K Swamy	ABSPN3560F	CEO	21/07/2023	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	03/07/2023	7	6	98.27
Extra Ordinary General Meeting	25/07/2023	7	6	98.27
Extra Ordinary General Meeting	08/08/2023	7	6	98.27

B. BOARD MEETINGS

*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	24/04/2023	3	3	100
2	06/06/2023	3	3	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	19/06/2023	4	4	100
4	21/07/2023	8	8	100
5	07/08/2023	8	8	100
6	30/11/2023	8	8	100
7	03/02/2024	8	7	87.5
8	26/02/2024	8	8	100
9	06/03/2024	8	8	100
10	26/03/2024	8	7	87.5

C. COMMITTEE MEETINGS

Number of meetings held

17

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	07/08/2023	3	3	100
2	Audit Committee	30/11/2023	3	3	100
3	Audit Committee	03/02/2024	3	3	100
4	Audit Committee	26/02/2024	3	3	100
5	Audit Committee	26/03/2024	3	3	100
6	Committee of I	26/02/2024	4	4	100
7	Corporate Soc	16/06/2023	3	3	100
8	Finance Comm	30/11/2023	4	3	75
9	IPO Committee	11/08/2023	4	2	50
10	IPO Committee	10/11/2023	4	3	75

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	02/07/2024
								(Y/N/NA)
1	Srinivasan K S	10	10	100	16	10	62.5	Yes
2	Narasimhan K	10	10	100	11	10	90.91	Yes
3	Sangeetha Na	10	9	90	10	9	90	No
4	Pattabhi K Rai	8	7	87.5	9	1	11.11	No
5	Nalini Padmar	7	7	100	6	6	100	Not Applicable
6	Rajiv Vastupal	7	7	100	1	1	100	Not Applicable
7	T T Srinivasar	7	7	100	6	6	100	Not Applicable
8	Sunil Sethy	7	7	100	2	2	100	Not Applicable

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Srinivasan K Swam ⁺	Managing Direct ⁺	11,447,000	0	0	500,000	11,947,000
2	Narasimhan K Swar ⁺	Whole-time Dire ⁺	10,505,000	0	0	375,000	10,880,000
3	Sangeetha Narasim ⁺	Whole-time Dire ⁺	9,996,000	0	0	300,000	10,296,000
	Total		31,948,000	2,100,000	0	3,200,000	37,248,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rajeev Newar	CFO	20,700,000	0	0	0	20,700,000
2	Rajagopalan Desika ⁺	Company Secre ⁺	2,100,000	0	0	0	2,100,000
	Total		22,800,000	0	0	0	22,800,000

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Pattabhi K Raman	Nominee Director	0	700,000	0	300,000	1,000,000
2	Nalini Padmanabha	Independent Director	0	700,000	0	500,000	1,200,000
3	Rajiv Vastupal Meht	Independent Director	0	700,000	0	375,000	1,075,000
4	T T Srinivasaraghav	Independent Director	0	700,000	0	500,000	1,200,000
5	Sunil Sethy	Independent Director	0	700,000	0	350,000	1,050,000
	Total		0	3,500,000	0	2,025,000	5,525,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

RAMANATHAN

Whether associate or fellow

Associate Fellow

Certificate of practice number

11084

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

28384

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

Attach
Attach
Attach
Attach

List of attachments

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Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company