

Date: February 21, 2025

BSE Limited

Department of Corporate Services
Pheroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor,
Plot No. C/1, G Block
Bandra- Kurla Complex, Mumbai-400051

SCRIP Code- 544136

SYMBOL-RKSWAMY

ISIN: INE0NQ801033

Subject: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) – Notice of Postal Ballot:

Dear Sir/ Madam,

We refer to the outcome of Board Meeting dated February 12, 2024, and pursuant to Regulation 30 of the SEBI Listing Regulations, we are enclosing herewith the Postal Ballot Notice dated February 12, 2025 along with explanatory statement seeking approval of the members of the Company, through remote electronic voting (e-voting) for the following resolution:

Sr. No.	Description of Resolution	Type of Resolution
1.	To consider and approve the appointment of Mr. Siddharth S. Swamy (DIN: 09400286) as Non-Executive Director of the Company	Ordinary Resolution

In compliance with the applicable circulars, this postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members / Register of Beneficial Owners as on the Cut-off date i.e. Friday, February 14, 2025.

In accordance with the provisions of the MCA Circulars, the Company has arranged for the members to register their e-mail addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the Postal Ballot Notice.

For the purpose of e-voting, the Company has engaged the services **KFin Technologies Limited (“KFin”)**.

The e-voting facility will be available during the following period:

Commencement of remote e-voting	Saturday, February 22, 2025 at 09.00 A.M. (IST)
End of remote e-voting	Sunday, March 23, 2025 at 05.00 P.M. (IST)

The Scrutinizer will submit their report to the Chairman or any person authorised by him after the completion of scrutiny of the E-voting, and the result of the voting by Postal Ballot will be announced by the Chairman or any person authorised by him, on or before **Tuesday, March 25, 2025.**

R K SWAMY LIMITED
Formerly known as “R K Swamy Private Limited”
Esplanade House,
29 Hazarimal Somani Marg,
Fort, Mumbai 400 001.

Phone +91 22 4057 6399, 2207 7476
Email reachout@rkswamy.com
www.rkswamy.com
CIN No. L74300TN1973PLC006304

Regd Office 19 Wheatcrofts Road,
Nungambakkam, Chennai 600 034.
Offices also at Bengaluru, Hyderabad,
Kochi, Kolkata, New Delhi.

This intimation is also being uploaded on the Company's website at www.rkswamy.com

This is for your information and records.

Thanking you

For R K SWAMY Limited

Aparna Bhat
Company Secretary & Compliance Officer
Membership No.: A19995
Address: Esplanade House, 29, Hazarimal Somani Marg,
Fort, Mumbai 400 001

Place: Mumbai

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Regd Office 19 Wheatcrofts Road,
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Offices also at Bengaluru, Hyderabad,
Kochi, Kolkata, New Delhi.



R K SWAMY LIMITED

(Formerly Known as R K SWAMY Private Limited)

CIN: L74300TN1973PLC006304

Regd. Office: No. 19, Wheatcrofts Road, Nungambakkam, Chennai 600034

Corporate Office: Esplanade House, 29, Hazarimal Somani Marg, Fort, Mumbai 400 001

Tel.: +91 (22) 4057 6499, **Email Id:** secretarial@rkswamy.com, **Website:** www.rkswamy.com

POSTAL BALLOT NOTICE

[Pursuant to Section 108, Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended]

Dear Member(s),

Notice is hereby given that pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the **"Rules"**), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), Secretarial Standard on General Meetings (**"SS-2"**) read with the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as **"MCA Circulars"**) (including any statutory modification or re-enactment thereof for the time being in force, as amended from time to time) and pursuant to other applicable laws and regulations, that the resolution appended below be passed by the Members of R K SWAMY Limited (the **"Company"**) as Ordinary Resolution through postal ballot process by way of Remote Electronic Voting (**"E-voting"**):

Sr. No.	Particulars
1.	To consider and approve the appointment of Mr. Siddharth S. Swamy (DIN: 09400286) as Non-Executive Director of the Company

Pursuant to Sections 102 and 110 of the Act, the Explanatory Statement pertaining to the resolution setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice for your consideration.

The Board of Directors at its meeting held on February 12, 2025 has appointed Mr. N. Ramanathan or failing him Mrs. Smita Chirimar, both Partners of M/s. S. Dhanapal & Associates LLP, Company Secretaries as the Scrutinizer (the **"Scrutinizer"**) for conducting the Postal Ballot and E-voting process in a fair and transparent manner.

In compliance with the requirements of the MCA Circulars and provisions of Section 110 of the Act and the Rules made thereunder, the Postal Ballot Notice (**"Notice"**) along with Explanatory Statement and remote e-voting instructions are being sent only through electronic mode to all those Members who have registered their e-mail addresses with the Company / Registrar and Share Transfer Agent (**"RTA"**) / Depositories / Depository Participants and whose names appear in the Register of Members of the Company or in the List of Beneficial Owners maintained by the Depositories as on Friday, February 14, 2025. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only.

For the purpose of e-voting, the Company has engaged the services of **KFin Technologies Limited ("KFin")**. Members are requested to follow the procedure as stated in the notes for casting of votes by e-voting. Accordingly, the Company is pleased to offer a remote E-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section **"General information and instructions relating to E-voting"** in this postal ballot notice (**"Postal Ballot Notice"**) to cast their vote electronically. The e-voting period shall commence at 09.00 A.M. (IST) on Saturday, February 22, 2025 and end at 05.00 P.M. (IST) on Sunday, March 23, 2025. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the

e-voting process not later than 05.00 P.M. (IST) on Sunday, March 23, 2025. E-voting will be blocked by KFin immediately thereafter and voting will not be allowed beyond the said date and time.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders, who have not yet registered their e-mail addresses, are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Scrutinizer will submit their report to the Chairman or any person authorised by him after the completion of scrutiny of the E-voting, and the result of the voting by Postal Ballot will be announced by the Chairman or any person authorised by him, on or before Tuesday, March 25, 2025

The said results along with the report of the Scrutinizer shall be displayed on the Company's website www.rkswamy.com and websites of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of KFin at <https://evoting.kfintech.com>. The Company will also display the results of the Postal Ballot at its Registered Office.

SPECIAL BUSINESS:

Resolution No.1: To consider and approve the appointment of Mr. Siddharth S. Swamy (DIN: 09400286) as Non-Executive Director of the Company:

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 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’)(including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company as amended from time to time, **Mr. Siddharth S Swamy** (DIN: 09400286), who was appointed as an Additional Director by the Board of Directors of the Company (“the Board”) based on the recommendation of the Nomination and Remuneration Committee with effect from February 12, 2025, and who is eligible for appointment and has consented to act as a Non-Executive Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, on such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits of remuneration under the Act;

RESOLVED FURTHER THAT any of the Executive Director of the Company, Mr. Rajeev Newar (Group CFO) and Mrs. Aparna Bhat (Company Secretary & Compliance Officer) be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned or incidental thereto.”

For R K SWAMY Limited

Sd/-

Aparna Bhat

Company Secretary & Compliance Officer

Membership Number- A19995

Place: Mumbai,

Date: February 12, 2025

Registered Office:

No. 19, Wheatcrops Road, Nungambakkam, Chennai 600034

CIN: L74300TN1973PLC006304,

Website: www.rkswamy.com, E-mail: secretarial@rkswamy.com , Tel: +91 (22) 4057 6499

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to all those members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on Friday, February 14, 2025, (“**Cut-off date**”) and whose e-mail IDs are registered with the Company/Depositories.
3. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI Listing Obligations, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the E-voting service facility arranged by Kfin Technologies Limited. The instructions for E-voting are provided as part of this Postal Ballot Notice.
4. The voting rights of the shareholders shall be reckoned on the equity shares held by them as on Friday, February 14, 2025, being the “cut-off date” fixed for this purpose. The Postal Ballot Notice is being sent only electronically to all the shareholders, whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) as on the close of working hours on the cut-off date, and any person who is not a shareholder of the Company as on date specified above shall treat the Notice for information purposes only.
5. The Board of Directors at its meeting held on February 12, 2025 has appointed Mr. N. Ramanathan or failing him Mrs. Smita Chirimar, Partners, M/s. S Dhanapal & Associates LLP, Company Secretaries as the scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot through E-voting process in a fair and transparent manner.
6. The postal ballot notice is also being uploaded on the Company’s website viz., www.rkswamy.com, on the website of KFin viz. <https://evoting.kfintech.com> and on the websites of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.
7. Shareholders who have not registered their e-mail address are requested to register the same in respect of equity shares held in electronic form with the Depository through their Depository Participant(s) and in respect of equity shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana or at evoting@kfintech.com as per the following procedure:

Physical Holding	<p>Kindly submit <u>Form ISR-1</u> to update PAN, Postal Address with PIN, Email Address & Mobile Number including demat and bank account details. Form ISR-1 is available on the website of the Company at https://www.rkswamy.com/regulatory-disclosure.html</p> <p>You are requested to forward the duly filled-in documents along with the related proofs as mentioned in the form to the following address:</p> <p>KFin Technologies Limited (Unit: R K SWAMY Limited) Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana. Ph.: 040 – 67161500 Email: einward.ris@kfintech.com</p>
Demat Holding	Contact respective Depository Participant(s)

8. In accordance with the provisions of the MCA Circulars, shareholders can vote only through the Remote E-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not

being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, February 14, 2025 will be considered for the purpose of E-voting.

9. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
10. Shareholders desiring to exercise their vote through the E-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to E-voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the E-voting process not later than 05:00 P.M. (IST) on Sunday, March 23, 2025 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
11. The Scrutinizer will submit the report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the E-voting process will be announced by the Chairman or any person authorised by him, on or before Tuesday, March 25, 2025 and will also be displayed on the website of the Company viz www.rkswamy.com and KFin viz <https://evoting.kfintech.com> besides being communicated to the Stock Exchanges.
12. Shareholders can cast their vote online from 09.00 A.M. (IST) on Saturday, February 22, 2025 till 05.00 P.M. (IST) on Sunday, March 23, 2025. Voting beyond the said date shall not be allowed and the E-voting facility shall be blocked.
13. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Sunday, March 23, 2025 i.e., the last date specified for receipt of votes through the E-voting process.
14. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the E-voting process. Shareholders seeking to inspect such documents can send an email to secretarial@rkswamy.com
15. In this Notice, the term "shareholder(s)" and "member(s)" are used interchangeably.

General information and instructions relating to E-voting:




The Company has availed the services of KFin Technologies Limited (“KFin”) for conducting the Postal Ballot and for providing services of remote e-voting.

- a) Any person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the Friday, February 14, 2025 (cut-off date) only shall be entitled to avail the facility of remote e-voting. The remote e-voting period commences from 09.00 A.M. (IST) on Saturday, February 22, 2025 till 05.00 P.M. (IST) on Sunday, March 23, 2025. The remote e-voting module shall be disabled by Kfin for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she/it shall not be allowed to change it subsequently.
- b) The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
- c) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its shareholders in respect of the business to be transacted through Postal Ballot. For this purpose, the Company has entered into an agreement with Kfin for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a shareholder using remote e-voting will be provided by Kfin.
- d) In order to increase the efficiency of the voting process, and pursuant to the SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9 December 2020, the demat account holders, are provided a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders will now be able to cast their vote without having to register again with the E-voting Service Providers (“ESPs”), thereby facilitating seamless authentication and convenience of participating in e-voting process.

The procedure for remote e-voting is as under:

A. The detailed process and manner for remote e-voting for individual shareholders holding securities in Demat mode are explained herein below:

Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) 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 users to login to Easi / Easiest are requested to visit cdsl website http://www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all ESPs, so that the user can visit the ESPs’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. 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 e-voting is in progress and also able to directly access the system of all ESPs.
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<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) 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.nsd.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 services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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 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 and voting during the meeting. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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 and voting during the meeting.</p>

Important note: Shareholders 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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Shareholders 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. 1800 22 55 33.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000.</p>

B. Login method for e-voting and joining virtual meetings for shareholders holding shares in physical mode and non-individual shareholders holding shares in demat form:

- i. Shareholders should log on to the e-voting website: <https://evoting.kfintech.com>.
 - Enter the login credentials i.e., user id and password mentioned below:
For Members holding shares in Demat Form :-
 - a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - b) For CDSL: 16 digits beneficiary ID
 - For Members holding shares in Physical Form:
 - **Event no.** i.e. 8684, followed by Folio Number registered with the Company.
 - **Password:** If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. If you are using Kfin's e-Voting system for the first time, you will need to retrieve the 'initial password' communicated to you by e-mail. Shareholders who have not registered their email addresses can follow the steps provided at serial no xiii below to obtain the User ID and password.
 - **Captcha:** Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
- ii. After entering the details appropriately, click on LOGIN.
- iii. In case you are retrieving and using your 'initial password', you need to enter the 'initial password' and the system will force you to change your password. Once you reach the Password change menu you will be required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, e-mail etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

You need to login again with the new credentials.
- iv. On successful login, the system will prompt you to select the EVENT i.e., 8684
- v. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/ dissenting to the Resolution, then enter all shares and click "FOR"/" AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option "ABSTAIN" in case you wish to abstain from voting. If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- vi. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- vii. Cast your vote by selecting an appropriate option and click on SUBMIT. 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.
- viii. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- ix. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- x. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cutoff date i.e., Friday, February 14, 2025.

- xi. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e., Friday, February 14, 2025, may obtain the User ID and password in the manner as mentioned below:
If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may:
- a) Send SMS: MYEPWD <space>
E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
Example for NSDL:
MYEPWD <SPACE> IN12345612345678
Example for CDSL :
MYEPWD <SPACE> 1402345612345678
Example for Physical:
MYEPWD <SPACE> XXXX1234567890
 - b) On the home page of <https://evoting.kfintech.com>, click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com> or contact Mr. N Shyam Kumar KFin Technologies Ltd. at 1800 309 4001 (toll free). It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

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

Pursuant to the provisions of Section 161 of the Act, the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on February 12, 2025 has appointed Mr. Siddharth S. Swamy (DIN: 09400286) as an Additional Director (Non-Executive Non- Independent Director) of the Company with effect from February 12, 2025, liable to retire by rotation, subject to the approval of the members of the Company as per the provisions of the Act and SEBI Listing Regulations.

Brief profile of Mr. Siddharth S. Swamy is as under:

An MSc postgraduate from Imperial College London specializing in Data Science, and a BA (Hons) graduate from Trinity College Dublin majoring in Mathematics and Economics, Siddharth is a hands-on professional with deep expertise in the full-service strategy and implementation of Data, Research, Marketing, and Technology solutions.

He has extensive experience in leading the go-to-market strategy across the APAC region He oversees end-to-end project delivery with a focus on results that drive business growth.

Over the past decade, he has worked with blue-chip clients across a range of industries including Automotive, Fintech, CPG, Media, Telecommunications, Sports, and Commodities. His work spans multiple regions, including Asia Pacific, India, Europe, North America, the Middle East, and Africa, demonstrating his ability to adapt strategies to diverse markets.

He served as the Global Head of Delivery at a Singapore government-backed advertising technology blockchain startup, where he gained invaluable experience in cutting-edge areas like privacy-compliance and cookie-less marketing strategies.

He has advised numerous clients on their Marketing Data Strategy through his role as a Consultant at Deloitte Consulting in Germany, and also worked with marquee clients of the Advanced Analytics division at Nielsen to optimize their marketing spend.

The Company has received the notice from a Member under Section 160 of the Act proposing the candidature of Mr. Siddharth S Swamy for the office of Non- Executive Director of the Company.

Mr. Siddharth S Swamy has consented to act as a Non-Executive Director of the Company and has confirmed that (i) he is not disqualified from being appointed as a Non-Executive Director; (ii) he has not been debarred or disqualified from being appointed as a Director of the Company by any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Mr. Siddharth S Swamy will be entitled to remuneration by way of sitting fees for attending the meetings of the Board of Directors and/ or its Committees, reimbursement of expenses for participating in the Board and other meetings and Commission as may be recommended by the Nomination & Remuneration Committee and approved by the Board, which shall be within the limits stipulated under Section 197 of the Act and as approved by the Members of the Company through postal ballot on July 11, 2024.

As per the provisions of the Act, any person appointed as an Additional Director holds office upto the date of the ensuing Annual General Meeting or the last date by which the Annual General Meeting should be held. Further as per Regulation 17(1C) of the SEBI Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of such appointment, whichever is earlier.

The Nomination & Remuneration Committee and Board believe that his appointment will add dynamism to the Company's rich legacy in the Integrated Marketing Services Business and help to create sustained stakeholder value. The Audit Committee has approved the remuneration proposed to be payable to Mr. Siddharth S Swamy. Accordingly, approval of the Members is now being sought through this postal ballot for the appointment of Mr. Siddharth S Swamy as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

A detailed profile of Mr. Siddharth S Swamy is available on the website of the Company, www.rkswamy.com, in the 'Investors' section. Details as required under Regulation 36 of the SEBI Listing Regulations and Clause 1.2.5 of SS-2 are provided in **Annexure I** to the explanatory statement.

The Board recommends the Ordinary Resolution as set out at Item No. 1 of the Notice for the approval by the Members.

Except Mr. Siddharth S Swamy (appointee), Mr. Srinivasan K Swamy (father of appointee) and his relatives, to the extent of their shareholding in the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution, set out in Item No. 1 of this Notice.

For **R K SWAMY Limited**

Sd/-
Aparna Bhat
Company Secretary & Compliance Officer
Membership Number- A19995

Place: Mumbai,
Date: February 12, 2025

Registered Office:
No. 19, Wheatcrofts Road, Nungambakkam, Chennai 600034
CIN: L74300TN1973PLC006304,
Website: www.rkswamy.com, E-mail: secretarial@rkswamy.com
Tel: +91 (22) 4057 6499

ANNEXURE- I

ADDITIONAL INFORMATION ON DIRECTOR RECOMMENDED FOR APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD - 2 AS PRESCRIBED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of Director	Siddharth S Swamy
Designation	Non-Executive Director
DIN	09400286
Date of Birth Age (years)	November 15, 1994 (30 years)
Original date of appointment	February 12, 2025
Qualifications	MSc Business Analytics from Imperial College, London BA (Hons.) Double Major in Mathematics and Economics from Trinity College, Dublin
Experience and expertise in specific functional area	Part of the Explanatory Statement
Remuneration Last Drawn (Excluding Sitting Fees)	NA
Number of Meetings of Board attended during the year i.e. F.Y. 2024-25	NA
Shareholding in R K SWAMY Limited including shareholding as a beneficial owner	2,50,000 Equity Shares (0.50%)
Relationship with other Directors / KMPs	Son of Mr. Srinivasan K Swamy (Executive Group Chairman & Promoter of the Company)
Terms and conditions of re-appointment and remuneration	Part of the Explanatory Statement
Directorships held in other body corporates	i. Hansa Customer Equity Private Limited; ii. Hansa Direct Private Limited; iii. Autosense Private Limited; iv. Dsquare Solutions Private Limited ; v. Vimra Infra Private Limited ; vi. Hansa Marketing Services Pte Limited, Singapore
Membership/ Chairmanship of committees in companies in India (Statutory Committee)	None
Listed entities from which the person has resigned in the past three years	None