



**R K Swamy Limited**

*(Formerly Known as R K Swamy Private Limited and R.K.Swamy BBDO 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

Phone No.: +91 (22) 4057 6499,

**Email Id:** [secretarial@rkswamy.com](mailto:secretarial@rkswamy.com) , Website: [www.rkswamy.com](http://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, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("**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, the resolutions appended seeking approval of the Members of R K Swamy Limited (the "**Company**") is proposed to be passed as Special Resolution(s) through postal ballot process by electronic voting ("**E-voting**").

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 May 24, 2024 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 view of the current circumstances and 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, June 7, 2024. 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 National Securities Depository Limited ("**NSDL**"). 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 Wednesday, June 12, 2024 and end at 05.00 P.M. (IST) on Thursday, July 11, 2024. 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 Thursday, July 11, 2024. E-voting will be blocked by NSDL 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 Saturday, July 13, 2024.

The said results along with the report of the Scrutinizer shall be displayed on the Company's website [www.rkswamy.com](http://www.rkswamy.com) and the website of National Securities Depository Limited ("NSDL") [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be communicated to BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed. The Company will also display the results of the Postal Ballot at its Registered Office.

#### **SPECIAL BUSINESS:**

##### **Resolution No.1: To approve change in designation of Mr. Srinivasan K Swamy (DIN: 00505093) from Chairman & Managing Director to "Executive Group Chairman":**

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (**"the Act"**) and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof, the Articles of Association of the Company, Regulation 17(6)(e)(ii) of the (SEBI Listing Obligations & Disclosures Regulations) Regulations, 2015 (**"SEBI Listing Regulations"**) and as proposed and recommended by the Nomination and Remuneration Committee and Board of Directors, the approval of the members be and is hereby accorded to the change in the designation of **Mr. Srinivasan K Swamy (DIN: 00505093)** from Chairman & Managing Director to Whole-time Director designated as **"Executive Group Chairman of the Company"** for a period of three years starting from July 01, 2024 till June 30, 2027 (**"Tenure"**), liable to retire by rotation, notwithstanding that he crosses the age of 70 years during the said Tenure , on the following terms and conditions:

a. **Period:** From July 01, 2024, to June 30, 2027.

b. **Remuneration:**

- i. the annual remuneration range for the tenure, shall be between Rs. 100 Lakhs and Rs. 250 Lakhs;
- ii. Annual Performance Bonus as may be decided by the Board on recommendation from the Nomination and Remuneration Committee, subject to a maximum 0.4% of consolidated net profits after tax as per the profit and loss account of the Company for the said financial year;
- iii. Within the overall range of Rs 100 Lakhs to Rs. 250 Lakhs, the quantum of annual remuneration including performance bonus throughout the tenure, will be decided by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee;

- c. Insurance and Medclaim benefits as per Service Rules of the Company shall also be applicable to Mr. Srinivasan K Swamy, unless specifically provided otherwise;
- d. The appointment may be terminated either by Mr. Srinivasan K Swamy or by the Company by giving 90 days' notice in writing.

**RESOLVED FURTHER THAT** in the event of inadequacy or absence of profits in any financial year or years, the remuneration comprising salary, perquisites and other benefits and emoluments approved herein above be continued to be paid as minimum remuneration to Mr. Srinivasan K Swamy for a said tenure not exceeding three years; notwithstanding the said amount may exceed the overall limits prescribed under Section 197 read with Schedule V of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 17(6)(e) (ii) of the SEBI Listing Regulations;

**RESOLVED FURTHER THAT** any of the Executive Directors of the Company, Mr. Rajeev Newar (Group CFO), Mrs. Aparna Bhat (Compliance Officer) and Mr. Rajagopalan Desikan (Company Secretary) 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.”

**Resolution No.2: To approve change in designation of Mr. Narasimhan K Swamy (DIN: 00219883) from Whole-time Director & Group CEO to “Managing Director & Group CEO” of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof, the Articles of Association of the Company, Regulation 17(6)(e)(ii) of the (SEBI Listing Obligations & Disclosures Regulations) Regulations, 2015 (“SEBI Listing Regulations”) and as proposed and recommended by the Nomination and Remuneration Committee and Board of Directors, the approval of the members be and is hereby accorded to the change in the designation of **Mr. Narasimhan K Swamy (DIN: 00219883)** from Whole-time Director & Group CEO to “**Managing Director & Group CEO**” of the Company for a period of three years starting from July 01, 2024 till June 30, 2027 (“Tenure”), liable to retire by rotation, notwithstanding that he crosses the age of 70 years during the said Tenure, on the following terms and conditions:

a. **Period:**

From July 01, 2024, to June 30, 2027.

b. **Remuneration:**

- i. the annual remuneration range for the tenure shall be between Rs. 100 Lakhs and Rs. 250 Lakhs;
- ii. Annual Performance Bonus as may be decided by the Board from time to time on recommendation by the Nomination and Remuneration Committee, subject to a maximum 0.3% of consolidated net profits after tax as per the profit and loss account of the Company for the said financial year;
- iii. Within the overall range of Rs 100 Lakhs to Rs. 250 Lakhs, the quantum of annual remuneration including performance bonus throughout the tenure will be decided by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee;

- c. Insurance and Medclaim benefits as per Service Rules of the Company shall also be applicable to Mr. Narasimhan K Swamy, unless specifically provided otherwise;
- d. The appointment may be terminated either by Mr. Narasimhan K Swamy or by the Company by giving 90 days' notice in writing.

**RESOLVED FURTHER THAT** in the event of inadequacy or absence of profits in any financial year or years, the remuneration comprising salary, perquisites and other benefits and emoluments approved herein above be continued to be paid as minimum remuneration to Mr. Narasimhan K Swamy for the said tenure not exceeding three years; notwithstanding the said may exceed the overall limits prescribed under Section 197 read with Schedule V of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 17(6)(e)(ii) of the SEBI Listing Regulations;

**RESOLVED FURTHER THAT** any of the Executive Directors of the Company, Mr. Rajeev Newar (Group CFO), Mrs. Aparna Bhat (Compliance Officer) and Mr. Rajagopalan Desikan (Company Secretary) 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.”

**Resolution No.3: To approve remuneration payable to Mrs. Sangeetha Narasimhan (DIN: 07050848) (Whole-time Director & CEO):**

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

“**RESOLVED THAT** in partial modification of earlier resolution passed by the shareholders at their meeting held on July 25, 2023, pursuant to the provisions of Regulation 17(6)(e)(ii) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, and as proposed and recommended by the Nomination and Remuneration Committee and Board of Directors, the approval of the members be and hereby accorded for the payment of remuneration to Mrs. Sangeetha Narasimhan (DIN: 07050848) (Whole-time Director & CEO), on such terms and conditions as approved by Shareholders at their meeting held on July 25, 2023, notwithstanding that the annual aggregate remuneration payable Mrs. Sangeetha Narasimhan, along with the other Executive Directors who are promoter of the Company exceeds 5% of the net profits of the Company (calculated under section 198 of the Companies Act, 2013) in any year during the remaining tenure of her appointment;

**RESOLVED FURTHER THAT** all the existing terms and conditions of remuneration including salary and perquisites passed by the shareholders at their general meeting held on July 25, 2023 shall remain unchanged;

**RESOLVED FURTHER THAT** the approval of shareholders shall be valid only till the expiry of the existing term of appointment of Mrs. Sangeetha Narasimhan, Whole-time Director & CEO;

**RESOLVED FURTHER THAT** any of the Executive Directors of the Company, Mr. Rajeev Newar (Group CFO), Mrs. Aparna Bhat (Compliance Officer) and Mr. Rajagopalan Desikan (Company Secretary) 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.”

**Resolution No.4: To approve payment of commission to Non-Executive Directors of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof and Regulation 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, and as proposed and recommended by the Board of Directors, the approval of the members be and is hereby accorded to the payment and distribution of such sum by way of commission, not exceeding, 1% per annum of the net profits of the Company for the financial year FY 2023-24 to FY 2025-26 (“Tenure”) to the Non-Executive Directors of the Company in aggregate;

**RESOLVED FURTHER THAT** the above remuneration shall be in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board and/or other Committee meetings being paid to the non-executive Directors;

**RESOLVED FURTHER THAT** in the event if during Tenure, there are no profits or profits are inadequate, the Company may pay to the Non-Executive Directors of the Company, commission accordance with the limits specified in Schedule V to the Act;

**RESOLVED FURTHER THAT** any of the Executive Directors of the Company, Mr. Rajeev Newar (Group CFO), Mrs. Aparna Bhat (Compliance Officer) and Mr. Rajagopalan Desikan (Company Secretary) 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.”

**Resolution No.5: To approve continuation of the appointment of Dr. Pattabhi K Raman (DIN: 08319696) as the Nominee Director on behalf of Evanston Pioneer Fund L.P. :**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 (“Act”) and Rules made thereunder and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, as amended from time to time, as proposed and recommended by the Nomination and Remuneration Committee and Board of Directors, the approval of the members be and is hereby accorded for continuation of Dr. Pattabhi K Raman (DIN: 08319696) as Nominee Director on behalf of the Evanston Pioneer Fund L.P., liable to retire by rotation;

**RESOLVED FURTHER THAT** any of the Executive Directors of the Company, Mr. Rajeev Newar (Group CFO), Mrs. Aparna Bhat (Compliance Officer) and Mr. Rajagopalan Desikan (Company Secretary) 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**

**Place:** Mumbai,  
**Date:** May 24, 2024

**Sd/-**  
**Aparna Bhat**  
**Compliance Officer**  
**Membership Number- A19995**

**Registered Office:**

No. 19, Wheatcrofts Road, Nungambakkam, Chennai 600034  
CIN: L74300TN1973PLC006304,  
Website: [www.rkswamy.com](http://www.rkswamy.com), E-mail: [secretarial@rkswamy.com](mailto: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, June 7, 2024, (“**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 National Securities Depository 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, June 7, 2024, 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 May 24, 2024 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 (“**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](http://www.rkswamy.com) and on the website of NSDL viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.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](mailto: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 &amp; Mobile Number including demat and bank account details. Form ISR-1 is available on the website of the Company at <a href="https://www.rkswamy.com/regulatory-disclosure.html">https://www.rkswamy.com/regulatory-disclosure.html</a></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: <a href="mailto:inward.ris@kfintech.com">inward.ris@kfintech.com</a></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, June 7, 2024 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 Thursday, July 11, 2024 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 Saturday, July 13, 2024 and will also be displayed on the website of the Company viz [www.rkswamy.com](http://www.rkswamy.com)), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.

12. Shareholders can cast their vote online from Wednesday, June 12, 2024 from 09:00 A.M. (IST) till Thursday, July 11, 2024, 05:00 P.M. (IST) 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 Thursday, July 11, 2024 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](mailto: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:**

In compliance with the provisions of Section 108 and Section 110 of the Act, Rule 22 and Rule 20 of the Rules, Regulation 44 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and SS-2 issued by the ICSI, the Company is pleased to provide remote e-Voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL.

The details of the process and manner for remote e-Voting are explained herein below:

#### **Step 1: Access to NSDL e-Voting system**

#### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

Details on Step 1 are given below:





#### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>



	<ol style="list-style-type: none"> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 10px;"> <p><b>NSDL Mobile App is available on</b></p> <p>  <b>App Store</b>                <b>Google Play</b> </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at or contact at toll free no. 1800 22 55 33

## **B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [secretarial@csdhanapal.com](mailto:secretarial@csdhanapal.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. 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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager NSDLat [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [Secretarial@rkswamy.com](mailto:Secretarial@rkswamy.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [Secretarial@rkswamy.com](mailto:Secretarial@rkswamy.com) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode.](#)
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

### Item No. 1

Pursuant to the recommendation by the Nomination and Remuneration Committee, the Board of Directors at their meeting held on May 24, 2024 as part of internal restructuring considered and approved change in designation of Mr. Srinivasan K Swamy (DIN: 00505093) from Chairman & Managing Director to Whole-time Director designated as **“Executive Group Chairman”** of the Company for period of 3 (three) years w.e.f. July 1, 2024 till June 30, 2027 (“Tenure”).

Mr. Srinivasan K Swamy has conveyed his consent to act as Executive Group Chairman of the Company and he also confirmed that he is not disqualified from being appointed as such in terms of Section 164 of the Companies Act, 2013 (the “Act”) and he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority. The Company has also received other necessary disclosures from Mr. Srinivasan K Swamy.

As per Section 197 of the Act read with Schedule V and Regulation 17(6)(e)(ii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), approval of members by way of special resolution is required (i) in case of inadequacy of profits i.e. in case combined/individual remuneration of executive directors crosses 10% of the net profits of the Company and limits prescribed under Schedule V of the Act or (ii) if combined remuneration of executive directors forming part of promoter group crosses the threshold i.e. higher of 5% of the net profits, approval of shareholders is required by way of special resolution (“Threshold”).

Further section 196(3) of the Act, inter alia, provides that no Company shall appoint or continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution.

On July 15, 2024, Mr. Srinivasan K Swamy will be attaining 70 years of age and hence his change in designation as Executive Group Chairman and remuneration during his tenure will require the approval of members by way of a special resolution.

Mr. Srinivasan K Swamy has been associated with the Company since July 1, 1978 and has over 45 years of experience in the advertising and marketing services industry. He is also promoter of the Company. He has been serving as a Director on the Board since 1982. He holds a bachelor of technology in chemical engineering from the University of Madras and a master of management studies from the Jamnalal Bajaj Institute of Management Studies, Mumbai. He is currently the Chairman of the Asian Federation of Advertising Associations and the Audit Bureau of Circulations. He has previously served as the Chairman/ President of the International Advertising Association (IAA) the global body, as well as the India Chapter of IAA, the Advertising Agencies Association of India, All India Management Association, Madras Chamber of Commerce and Industry, Madras Management Association and the Advertising Standards Council of India. He is also engaged in social service and is the President of the Hindu Mission Hospital and National Boys’ and Girls’ Education Society, Chairman of the Valluvar Gurukulam and the Vice-President of the Rasika Ranjani Sabha.

His experience and expertise has helped the Company to emerge as one of the leading Integrated Marketing Services Company in the country. Keeping in view that Mr. Srinivasan K Swamy has rich and varied experience in the Industry it would be in the interest of the Company to continue the employment of Mr. Srinivasan K Swamy as Executive Group Chairman of the Company.

The terms and conditions of the appointment and remuneration payable to Mr. Srinivasan K Swamy have been provided as part of the resolution at Item No. 1.

In the event of absence of profits and/ or inadequacy of profits, in any financial year during the tenure of Mr. Srinivasan K Swamy as Executive Group Chairman, the payment of remuneration as proposed in resolution at Item No. 1 shall be made notwithstanding such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act or under the provisions of Regulation 17(6)(e)(ii) of the SEBI Listing Regulations or under any other law for the time being in force, if any.

As per the requirement of Section 190 of the Act, the written memorandum, setting out the terms of his appointment shall be available for inspection at the Registered Office of the Company.

The information as required to be disclosed under paragraph (iv) of the second proviso after Paragraph B of Section II of Part II of Schedule V to the Act is given in the Annexure to the Notice.

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

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice.

Except Mr. Srinivasan K Swamy, Mr. Narasimhan K Swamy and their relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out at Item No. 1.

The Board of Directors recommends the resolution to approve the appointment of Mr. Srinivasan K Swamy as the Whole-time Director designated as Executive Group Chairman of the Company, as set out in Item No. 1 for approval of the Members by way of Special Resolution.

## **Item No. 2**

Pursuant to the recommendation by the Nomination and Remuneration Committee, the Board of Directors at their meeting held on May 24, 2024 as part of internal restructuring considered and approved change in designation of Mr. Narasimhan K Swamy (DIN: 00219883) from Whole-time Director & Group CEO to **“Managing Director & Group CEO”** of the Company for period of 3 (three) years w.e.f. July 1, 2024 till June 30, 2027(“Tenure”).

Mr. Narasimhan K Swamy has conveyed his consent to act as a Managing Director & Group CEO of the Company and he also confirmed that he is not disqualified from being appointed as such in terms of Section 164 of the Companies Act, 2013 (the “Act”) and he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority. The Company has also received other necessary disclosures from Mr. Narasimhan K Swamy.

As per Section 197 of the Act read with Schedule V and Regulation 17(6)(e)(ii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), approval of members by way of special resolution is required (i) in case of inadequacy of profits i.e. in case combined/individual remuneration of executive directors crosses 10% of the net profits of the Company and limits prescribed under Schedule V of the Act or (ii) if combined remuneration of executive directors forming part of promoter group crosses the threshold i.e. higher of 5% of the net profits, approval of shareholders is required by way of special resolution (“Threshold”).

Section 196(3) of the Act inter alia, provides that no Company shall appoint or continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution.



On May 28, 2027, Mr. Narasimhan K Swamy will be attaining 70 years of age and hence his change in designation as the Managing Director & Group CEO and remuneration during his tenure will require the approval of members by way of a special resolution.

Mr. Narasimhan K Swamy has been associated with the Company since October 1, 1985 and has over 38 years of experience in the advertising and marketing services industry. He is also promoter of the Company. He has been serving as a Director on the Board since 2001. He holds a master of business administration from the University of Delhi and a master of science in advertising from Northwestern University, Illinois, U.S.A. He was also inducted into the hall of achievement at Medill School of Journalism, Northwestern University on April 29, 2002. He was an adjunct faculty of the Medill School of Journalism, Media and Integrated Marketing Communications at Northwestern University for over two decades where he developed and co-instructed a special course on 'global marketing communications.

His experience & expertise has helped the Company to emerge as one of the leading Integrated Marketing Services Company in the country. Keeping in view that Mr. Narasimhan K Swamy has rich and varied experience in the Industry it would be in the interest of the Company to continue the employment of Mr. Narasimhan K Swamy as the Managing Director & Group CEO.

The terms and conditions of the appointment and remuneration payable to Mr. Narasimhan K Swamy have been provided as part of the resolution at Item No. 2.

In the event of absence of profits and/ or inadequacy of profits, in any financial year during the tenure of Mr. Narasimhan K Swamy Managing Director & Group CEO, the payment of remuneration as proposed in resolution at Item No. 2 shall be made notwithstanding such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act, or under the provisions of provisions of Regulation 17(6)(e)(ii) of the SEBI Listing Regulations or under any other law for the time being in force, if any.

As per the requirement of Section 190 of the Act, the written memorandum, setting out the terms of his appointment shall be available for inspection at the Registered Office of the Company.

The information as required to be disclosed under paragraph (iv) of the second proviso after Paragraph B of Section II of Part II of Schedule V to the Act is given in the Annexure to the Notice.

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

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice.

Except Mr. Narasimhan K Swamy, Mr. Srinivasan K Swamy, Mrs. Sangeetha Narasimhan and their relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out at Item No. 2.

The Board of Directors recommends the resolution to approve the appointment of Mr. Narasimhan K Swamy as the Managing Director & Group CEO of the Company, as set out in Item No. 2 for approval of the Members by way of Special Resolution.

**Item No. 3**

The members of the Company at their extra ordinary general meeting held on July 25, 2023 has approved the remuneration payable to Mrs. Sangeetha Narasimhan (Whole-time Director & CEO), part of promoter group, for period of three financial years i.e. from FY 2023-24 to 2025-26 as below.

- a. the annual remuneration range for the three years not to exceed Rs. 250 Lakhs;
- b. Within the overall range of Rs. 250 Lakhs, the quantum of annual increase in remuneration for the financial year 2024-2025 and 2025-2026 will be decided by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee of the Board to be effective from April 1, 2024 and April 1, 2025 respectively.

In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") the fee and compensation payable to Executive Directors who are promoters or members of promoter group, shall be subject to the approval of the members by Special Resolution in General Meeting, if, the annual remuneration payable to such executive director exceeds rupees 5 Crore or 2.5 per cent of the net profits of the Company, whichever is higher; OR where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the Company.

The Company has been listed on BSE Limited and National Stock Exchange of India Limited w.e.f. March 12, 2024. In order to comply with the requirements of SEBI Listing Regulations, on the recommendation of the Nomination and Remuneration Committee the Board of Directors at their meeting held on May 24, 2024 considered and approved the aggregate annual remuneration payable to Mrs. Sangeetha Narasimhan ( Whole-time Director & CEO) during her tenure, in excess of the limits i.e. 5% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013, as prescribed under the provisions Regulation 17(6)(e)(ii) of the SEBI Listing Regulations.

Mrs. Sangeetha Narasimhan has been associated with our Company since March 1, 1986 and accordingly has over 37 years of experience in the advertising and marketing services industry. She has been appointed as the national creative director and is engaged in creating content in all media of our Company since February 2, 2007. She holds a bachelor of science in chemistry from the University of Madras, a master of management studies from the University of Bombay and a senior diploma (vocal) from the Prayag Sangit Samiti, Allahabad.

The members may note that there is no change in the terms and conditions of her appointment or remuneration as approved by the members by way of special resolution on July 25, 2023.

A brief profile and other information as required under the Secretarial Standard-2 issued by ICSI are provided as Annexure to this Notice.

Except Mr. Sangeetha Narasimhan, Mr. Narasimhan K Swamy and their relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out at Item No. 3.

The Board of Directors recommends the resolution to approve the remuneration payable to Mrs. Sangeetha Narasimhan, as set out in Item No. 3 for approval of the Members by way of Special Resolution.

#### Item No. 4

The Company's Non-executive Directors ("NED") are professionals with high level of expertise and have rich experience in various functional areas.

All NEDs are actively involved in various decision-making process and are making valuable contributions towards governance, long term strategy and compliances.

The threshold limit prescribed for remuneration under Section 197 of the Companies Act, 2013 (the "Act") is 1% of the net profits of the Company if there is a Managing Director. However, sitting fees paid to the Non-Executive Directors are outside the purview of the above limits. In case of inadequacy or no profits, approval of members by way of Special Resolution is required as per provisions of Section 197 read with section Schedule V of the Act. Further, as per Regulation 17(6)(a), approval of members is required for payment of any fee or compensation, if any, to non-executive directors, including independent directors.

The Board has at its meeting held on May 24, 2024, subject to the approval of the Members, approved

- a. Payment of commission not exceeding in aggregate, 1% per annum of the net profits of the Company computed in the manner referred to in Section 198 of the Act to the Non-Executive Directors of the Company for FY 2023-24 to FY 2025-26.
- b. In the event there are no profits or profits are inadequate, the Company may pay to the Non-Executive Directors of the Company commission by way of remuneration in accordance with the limits specified in Schedule V

The commission of Rs. 35 Lakhs in aggregate as approved by the Board of Directors for financial year 2023-24 for all the NEDs serving on the Board of the Company as on date of the board meeting will be paid after obtaining the approval of the members. The Board based on the recommendation of the NRC committee would consider and approve the commission payable to NEDs within limit for the financial year 2024-25 and 2025-26.

The information as required to be disclosed under paragraph (iv) of the second proviso after Paragraph B of Section II of Part II of Schedule V to the Act is given in the Annexure to the Notice.

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

A brief profile and other information as required under the Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice.

Except all the NEDs and their relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out at Item No. 4.

The Board of Directors recommends the resolution to approve payment of commission to Non-Executive Directors of the Company, as set out in Item No. 4 for approval of the Members by way of Special Resolution.

**Item No. 5:**

On June 6, 2023, the Company entered into a Shareholders Agreement (“Agreement”) with Evanston Pioneer Fund LP (“Evanston”). Pursuant to the agreement, the Company has appointed Dr. Pattabhi K Raman (DIN: 08319696) as a nominee director on behalf of Evanston. During the financial year 2023-24, the Company filed offer documents with the Securities and Exchange Board of India (“SEBI”) to list its equity shares on stock exchanges. SEBI while reviewing the Company’s offer documents provided observations as below:

*“LM is advised to specifically mention in the RHP that all special rights available to the Shareholders, will cease to exist upon listing of Equity Shares on the Stock Exchanges pursuant to the Offer, (without requiring any further action) except for rights subject to approval of the Shareholders by way of a special resolution, in a general meeting post listing of the Equity Shares.”*

Accordingly on January 25, 2024, the parties to the agreement have executed amendment agreement to the shareholders agreement dated June 6, 2023. Through the amendment agreement, all the special rights were terminated except Evanston's right to nominate a director on the Board of the Company, which shall survive the termination of the agreement, and shall be subject to approval of the shareholders by way of a special resolution, in the first general meeting post listing of the Equity Shares of the Company.

Accordingly based on the recommendation by the Nomination and Remuneration Committee, the Board of Directors at their meeting held on May 24, 2024 considered and approved the continuation of Dr. Pattabhi Kothandapani Raman as Nominee director on behalf of Evanston.

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice.

Except Dr. Pattabhi Kothandapani Raman and their relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out at Item No. 5.

The Board of Directors recommends the resolution for approving the continuation of the appointment of Dr. Pattabhi K Raman (DIN: 08319696) as the Nominee Director on behalf of Evanston Pioneer Fund L.P., as set out in Item No. 5 for approval of the Members by way of Special Resolution.

**For R K Swamy Limited**

**Sd/-  
Aparna Bhat  
Compliance Officer  
Membership Number- A19995**

**Place:** Mumbai,  
**Date:** May 24, 2024

**Registered Office:**

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

**ANNEXURE-I**

**THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013 W.R.T. ITEM NO. 1, 2 & 4**

<b>1. General information:</b>				
i.	<b>Nature of Industry</b>	Integrated Marketing Services		
ii.	<b>Date or expected date of commencement of commercial production</b>	On April 2, 1973 the Company started commercial operations.		
iii.	<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	Not Applicable (The Company is an existing Company).		
iv.	<b>Financial performance based on given indicators</b>	Financial Performance for last 3 years is given as under: In Rs Lakhs		
		<b>Financial Year</b>	<b>Revenue from Operations</b>	<b>Profit / (Loss) after Tax</b>
		2023-24	16,213.62	2650.61
		2022-23	14,405.30	2154.45
	2021-22	9,408.53	689.76	
v.	<b>Foreign investments or collaborations</b>	The foreign investors, mainly comprising FIIs and NRIs are on account of issuances of securities and/or secondary market purchases, from time to time. As on March 31, 2024, the aggregate foreign shareholding in the Company was approx. 9.49 %		

**2. Information about the appointee**

i.	<b>Background details</b>	<b>Srinivasan K Swamy</b>	<b>Narasimhan K Swamy</b>	<b>Pattabhi Kothandapani Raman</b>	<b>Nalini Padmanabhan</b>	<b>Rajiv Vastupal Mehta</b>	<b>T T Srinivasarag havan</b>	<b>Sunil Sethy</b>
		Srinivasan K Swamy has been associated with our Company since July 1, 1978 and has over 45 years of	Narasimhan Krishnaswamy has been associated with our Company since October 1, 1985 and	Dr. Pattabhi Kothandapani Raman is the Nominee Director of our Company (nominee of	Nalini Padmanabhan is an Independent Director of our Company. She is a member of the	Rajiv Vastupal Mehta is an Independent Director of our Company. He holds a bachelor	T T Srinivasarag havan is an Independent Director of our Company.	Sunil Sethy is an Independent Director of our Company. He is a fellow

		experience in the advertising and marketing services industry. He has been serving as a Director on the Board since 1982.	accordingly has over 38 years of experience in the marketing services and communications industry. He has been serving as a Director on the Board since 2001.	Evanston Pioneer Fund L.P.). He is a partner in the Evanston Pioneer Fund, L.P., Evanston Investment Advisors, LLC and Evanston Investment Group, LLC.	Institute of Chartered Accountants of India and is qualified as a certified information systems auditor.	of commerce from Gujarat University.	He holds a bachelor of commerce from University of Madras and a master of business administration from Gannon College, Pennsylvania.	of the Institute of Chartered Accountants of India.
ii.	<b>Past remuneration (Excluding Sitting fees)</b>	Rs. 114.47 /- Lakhs for F.Y. 2023-24	Rs. 105.05/- Lakhs for F.Y. 2023-24	-	-	-	-	-
iii.	<b>Recognition or awards</b>	<ul style="list-style-type: none"> <li>IAA Golden Compass Award by the International Advertising Association;</li> <li>the Lifetime Achievement Award by the Advertising Agencies Association of India and Rotary Club of Guindy;</li> <li>the International</li> </ul>	<ul style="list-style-type: none"> <li>Inducted into the Hall of Achievement at Medill School of Journalism, Northwestern University;</li> <li>served on the faculty of the Integrated Marketing Communications program at Northwestern University's Medill School for 15 years;</li> </ul>	-	-	-	-	-



		<p>Honour Award from AD Stars, Korea;</p> <ul style="list-style-type: none"> <li>• Special Merit Award from Asian Federation of Advertising Associations;</li> <li>• Distinguished Service Award by the Advertising Club Madras;</li> <li>• Distinguished Alumni Award from AC College of Technology;</li> <li>• Honorary Life Fellowship from All India Management Association;</li> <li>• Certificate of Appreciation from Japan Advertising Agencies Association;</li> </ul>	<ul style="list-style-type: none"> <li>• In the year 2011 he was recognized as one of the top 30 innovators by the magazine 'The Internationalist,'</li> </ul>					
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		<ul style="list-style-type: none"> <li>admitted to the IAA Hall of Fame;</li> <li>IAA Champion at the IAA Inspire Awards.</li> </ul>						
iv.	<b>Job profile and his suitability</b>	Considering his qualification, industry expertise and experience, Mr. Srinivasan K Swamy is suitable for duties and responsibilities to be discharged as Executive Group Chairman	Considering his qualification, industry expertise and experience, Mr. Narasimhan K Swamy is suitable for duties and responsibilities to be discharged as Managing Director and Group CEO of the Company.	The Company's Non-executive Directors are senior professionals with high level of expertise and have rich experience in various functional areas and coming from diverse background and experience, they help the Board in setting up strategies, processes and policies.				
v.	<b>Remuneration proposed</b>	As disclosed in Resolution.						
vi.	<b>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates)</b>	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility and the current performance the proposed remuneration is in line with the current remuneration structure of the industry						

the relevant details would be with respect to the country of his origin):							
vii. <b>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any</b>	He does not have any pecuniary relationship with the Company except to the extent of Remuneration, Sitting fees, Commission, reimbursement of out of pocket expenses as applicable, holding 1,54,58,987 Equity Shares i.e. 30.63% of the paid up capital of the Company and as promoter of the Company  Mr. Srinivasan K Swamy is Brother of Mr. Narasimhan K Swamy (Managing Director and Group CEO)	He does not have any pecuniary relationship with the Company except to the extent of Remuneration, Sitting fees, Commission, reimbursement of out of pocket expenses as applicable, holding 1,59,60,287 Equity Shares i.e. 31.62% of the paid up capital of the Company and as promoter of the Company  Mr. Narasimhan K Swamy is Brother of Mr. Srinivasan K Swamy (Executive Group Chairman)	He does not have any pecuniary relationship with the Company except to the extent of Sitting fees, Commission, reimbursement of out of pocket expenses as applicable and holding nominee directorship on behalf of Evanston Pioneer Fund L.P. who is holding 17,95,806 Equity Shares i.e. 3.56% of the paid up capital of the Company.	She does not have any pecuniary relationship with the Company except to the extent of Sitting fees, Commission, reimbursement of out of pocket expenses as applicable.	He does not have any pecuniary relationship with the Company except to the extent of Sitting fees, Commission, reimbursement of out of pocket expenses as applicable and holding 1,700 Equity Shares in the Company.	He does not have any pecuniary relationship with the Company except to the extent of Sitting fees, Commission, reimbursement of out of pocket expenses as applicable.	He does not have any pecuniary relationship with the Company except to the extent of Sitting fees, Commission, reimbursement of out of pocket expenses as applicable.

			Mr. Narasimhan K Swamy is spouse of Mrs. Sangeetha Narasimhan (Whole-time Director & CEO)					
<b>3. Other Information</b>								
i.	<b>Reasons of loss or inadequate profits</b>	The Company has posted a net profit after tax of Rs. 2650.61 Lakhs (on standalone basis) for the year ended March 31, 2024. The approval has been sought from the members in the event of inadequate profit.						
ii.	<b>Steps taken or proposed to be taken for Improvement</b>	The Company is focused on various business strategies in all spheres of business activities to improve the revenue and profitability of the Company.						
iii.	<b>Expected increase in productivity and profits in measurable terms</b>	The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future.						
<b>4. Disclosures</b>		The necessary disclosures required under Part IV of Section II of Part II of Schedule V to the Companies Act, 2013 will be disclosed in the Corporate Governance report to the extent applicable.						

**ANNEXURE- 2**

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

<b>Name of Director</b>	<b>Srinivasan K Swamy</b>	<b>Narasimhan K Swamy</b>	<b>Sangeetha Narasimhan</b>	<b>Pattabhi Kothandapani Raman</b>	<b>Nalini Padmanabhan</b>	<b>Rajiv Vastupal Mehta</b>	<b>T T Srinivasaraghavan</b>	<b>Sunil Sethy</b>
<b>DIN</b>	<b>00505093</b>	<b>00219883</b>	<b>07050848</b>	<b>08319696</b>	<b>01565909</b>	<b>00647906</b>	<b>00018247</b>	<b>00244104</b>
<b>Date of Birth Age (years)</b>	July 15, 1954 69 Years	May 28, 1957 67 Years	May 19, 1962 62 Years	September 4, 1950 73 Years	July 20, 1964 59 Years	October 28, 1957 66 Years	January 19, 1955 69 Years	March 27, 1951 73 Years
<b>Original date of appointment</b>	April 29, 1982	June 30, 2001	September 23, 2015	June 6, 2023	July 3, 2023	July 3, 2023	July 3, 2023	July 3, 2023
<b>Qualifications</b>	<ul style="list-style-type: none"> <li>• Bachelor of technology in chemical engineering from the University of Madras</li> <li>• Master of management studies from the Jamnalal Bajaj Institute of</li> </ul>	<ul style="list-style-type: none"> <li>• Bachelor of commerce from the University of Madras</li> <li>• Master of business administration from the University of Delhi</li> <li>• Master of</li> </ul>	<ul style="list-style-type: none"> <li>• Bachelor of science in chemistry from the University of Madras,</li> <li>• Master of management studies from the University of Bombay,</li> <li>• Senior diploma</li> </ul>	<ul style="list-style-type: none"> <li>• Master of technology in chemical engineering from Indian Institute of Technology, Delhi,</li> <li>• Master of business administration from the University of</li> </ul>	<ul style="list-style-type: none"> <li>• Member of the Institute of Chartered Accountants of India</li> <li>• Certified Information Systems Auditor.</li> </ul>	<ul style="list-style-type: none"> <li>• Bachelor of commerce from Gujarat University</li> </ul>	<ul style="list-style-type: none"> <li>• Bachelor of commerce from University of Madras</li> <li>• Master of business administration from Gannon College, Pennsylvania.</li> </ul>	<ul style="list-style-type: none"> <li>• Fellow of the Institute of Chartered Accountants of India</li> </ul>

	Management Studies, Mumbai.	science in advertising from Northwestern University, Illinois, U.S.A.	(vocal) from the Prayag Sangit Samiti, Allahabad	Chicago • Doctor of philosophy from Kansas State University.				
<b>Experience and expertise in specific functional area</b>	Advertising and marketing services	Advertising and marketing services	Advertising and marketing services	Business management and technology development.	Finance, Banking and Audit	Business expertise in Petrochemical, Polymers and Insurance Broking industry	Banking and financial services sector.	Finance, Banking & Risk Management
<b>Remuneration Last Drawn (Excluding Sitting Fees)</b>	Rs. 114.47 Lakhs for F.Y. 2023-24	Rs. 105.05 Lakhs for F.Y. 2023-24	Rs. 99.96 Lakhs for F.Y. 2023-24	-	-	-	-	-
<b>Number of Meetings of Board attended during the year i.e. F.Y. 2024-25</b>	1 of 1	1 of 1	1 of 1	1 of 1	1 of 1	1 of 1	1 of 1	1 of 1
<b>Shareholding in R K Swamy Limited including</b>	1,54,58,987 Equity Shares i.e. 30.63% of paid-up capital	1,59,60,287 Equity Shares i.e. 31.62% of paid-up capital of the	45,000 Equity Shares i.e. 0.09% of paid up capital of the Company	-	-	1,700 Equity Shares	-	-



<b>shareholding as a beneficial owner</b>	of the Company	Company						
<b>Relationship with other Directors / KMPs</b>	Brother of Mr. Narasimhan K Swamy (Managing Director and Group CEO)	Mr. Narasimhan K Swamy is Brother of Mr. Srinivasan K Swamy (Executive Group Chairman) and Spouse of Mrs. Sangeetha Narasimhan (Whole-time Director & CEO)	Spouse of Mr. Narasimhan K Swamy (Managing Director and Group CEO)	-	-	-	-	-
<b>Terms and conditions of re-appointment and remuneration</b>	Disclosed in the Resolution and Explanatory Statement							
<b>Directorships held in other companies in India</b>	Hansa Research Group Private Limited; Hansa Customer Equity Private Limited; Hansa Direct Private	Hansa Holdings Private Limited; Hansa Research Group Private Limited; Hansa Customer Equity Private Limited; Dsquare Solutions Private Limited;	C S Foundation; Hansa Holdings Private Limited	-	Indradhanush Gas Grid Limited; Mangalore SEZ Limited ; Information Systems Audit and Solutions Private Limited; Prerana	Hansa Research Group Private Limited; Anar Insurance Brokers Limited; Rajiv Petrochemicals Private Limited;	Hansa Customer Equity Private Limited; Sundaram Finance Limited; Sundaram Trustee Company Limited;	-

	<p>Limited; Dsquare Solutions Private Limited; Autosense Private Limited; Hansa Estates Private Limited; Hansa Vision India Private Limited; Audit Bureau of Circulations; India Chapter of International Advertising Association; IIM Udaipur Incubation Centre; Sri Visishtadvaita Research Foundation;</p>	<p>Autosense Private Limited; Hansa Vision India Private Limited; Hansa Direct Private Limited; C S Foundation</p>			<p>Educational Media Private Limited; Canara Bank</p>	<p>Elegant Green Energy Private Limited; Rajiv Enterprise Private Limited; Atlantis Products Private Limited;</p>	<p>Sundaram Home Finance Limited; Five-Star Business Finance Limited; Royal Sundaram General Insurance Co. Limited; Sundaram Business Services Limited; Turbo Energy Private Limited; Brakes India Private Limited; Finance Industry Development Council</p>	
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	C S Foundation; Advertising Agencies Association of India							
<b>Membership/ Chairmanship of committees in companies in India (Statutory Committee)</b>	R K Swamy Limited- Audit Committee (Member);  R K Swamy Limited- Stakeholder Relation Ship Committee (Member);  R K Swamy Limited- Corporate Social Responsibility Committee (Chairperson);  Hansa Research Group Private Limited- Corporate Social Responsibility Committee (Member)	R K Swamy Limited- Corporate Social Responsibility Committee (Member);  Hansa Research Group Private Limited- Corporate Social Responsibility Committee (Member);  Hansa Customer Equity Private Limited- Corporate Social Responsibility Committee (Member)	R K Swamy Limited-Risk Management Committee- (Member);  R K Swamy Limited- Stakeholder Relationship Committee- (Member)	-	R K Swamy Limited-Audit Committee- (Chairperson);  R K Swamy Limited- Corporate Social Responsibility Committee- (Member);  Canara Bank- Audit Committee- (Chairperson);  Canara Bank- Risk Management Committee- (Member);  Mangalore SEZ Limited-	R K Swamy Limited- Nomination & Remuneration Committee- (Chairperson)	R K Swamy Limited- Nomination & Remuneration Committee- (Member);  R K Swamy Limited-Audit Committee- (Member);  Five Star Business Finance Limited-Risk Management Committee- (Member);  Royal Sundaram General Insurance Co. Limited.-Audit Committee-	R K Swamy Limited- Nomination & Remuneration Committee- (Member)  R K Swamy Limited-Risk Management Committee- (Chairperson )  R K Swamy Limited- Stakeholder Relationship Committee- (Chairperson )

	<p>Responsibility Committee (Chairperson);</p> <p>Hansa Customer Equity Private Limited- Corporate Social Responsibility Committee (Chairperson)</p>				<p>Audit Committee- (Chairperson);</p> <p>Mangalore SEZ Limited- Nomination &amp; Remuneration Committee- (Chairperson);</p> <p>Mangalore SEZ Limited- Corporate Social Responsibility Committee- (Chairperson)</p>		<p>(Member);</p> <p>Sundaram Business Services Limited- Nomination and Remuneration Committee- (Member);</p> <p>Sundaram Business Services Limited-CSR Committee- (Member);</p> <p>Royal Sundaram General Insurance Co. Ltd.- Member- Risk Management Committee- (Member)</p>	
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<b>Listed entities from which the person has resigned in the past three years</b>	Nil	Nil	NA	NA	NA	NA	NA	NA
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