

NOTICE

NOTICE is hereby given that the First Extra Ordinary General Meeting of the Members of R.K.SWAMY BBDO Private Limited for the financial year 2022-23 will be held at shorter notice on Friday, 20th May 2022 at 11.30 a.m. at the Registered Office of the Company to transact the following business:

Special Business:**1. Change of name of the Company and consequential alteration in Memorandum of Association and Article of Association of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13, 14 and Section 15 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable law(s), regulation(s), polices or guidelines, the provisions of the Memorandum of Association of the Company and subject to the approval of Central Registration Center (“**CRC**”) of Ministry of Corporate affairs (“**MCA**”), Central Government and other regulatory authorities, as may be applicable, consent of the members be and are hereby accorded to the change the name of the Company from **“R.K.SWAMY BBDO PRIVATE LIMITED”** to **“R K SWAMY PRIVATE LIMITED”**;

RESOLVED FURTHER THAT upon the issuance of the Fresh Certificate of Incorporation by the CRC consequent upon the change of name, **“R.K.SWAMY BBDO PRIVATE LIMITED”** as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents, letterhead and invoices and other places be substituted with **“R K SWAMY PRIVATE LIMITED”**;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director of the Company and / or Company Secretary be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign ,execute and file all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies;

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

2. To Adopt new set of Articles of Association for the Company:

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

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

and the new set of Articles be and is hereby adopted as the Articles of Association of the Company and shall substitute in its entirety the existing Articles of Association of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company and / or Company Secretary be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign ,execute and file all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies;

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

3. To Alteration and Substitution of Main Object Clause of the Memorandum of Association of the Company:

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

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

- (1) To carry on the business of advertising and publicity agents, marketing and advertising, consultants, planners and designers and all aspects of marketing services
- (2) To carry on the business of marketing and advertising; to acquire and dispose of advertising time, space or opportunities in any media including digital, interactive, mobile and the worldwide web; to undertake advertising and promotional campaigns of every nature including consumer relationship management; to acquire and provide promotional requisites of every kind and description; and to carry on any other business which may be usefully carried on in connection with such business; and to acquire and undertake the whole or any part of similar business, which may be usefully carried on in connection therewith.
- (3) To adopt such means of making known and advertising the business and products of the Company as may seem expedient including, but not limited to publishing brochures, books, TV/video commercials, digital content, audio visuals, interactive websites, and Market Planning Guides in whatever name called.
- (4) To carry on or promote or invest/fund/acquire companies and/or enter into strategic partnerships for doing business related to marketing services, such as media and market research, marketing analytics, marketing technology, events and activation, social and rural marketing, customer loyalty and relationship management, call centers, public relations, retail identity, health care communication, Print, Television, Outdoor, Radio, web-broadcast, and all such other media, advertising and marketing services businesses.
- (5) To carry on, promote, invest or support in the area of marketing and communication education and training, continuing medical education, para-

medical education and other forms of school and college education and training which may include teaching newer techniques both online and offline, and by other means that technology may provide.

RESOLVED FURTHER THAT the Clause 12 of the existing Memorandum of Association of company appearing under Clause III (b) viz Matters which are necessary for furtherance of the objects be and is hereby replaced as follows:

12. To enter into any type of scheme of arrangement/ reconstruction including scheme of amalgamation, merger, demerger, reconstruction (internal and / or external), reorganization of capital etc. as the board of directors may deem fit and / or to acquire any undertaking and / or divisions, including its business along with its assets including goodwill and liabilities either whole or any part of the business and assets and liabilities of any person, firm or any part of the business and assets and liabilities of any such person, firm or company or to acquire an interest in and to give/issue/allot any type of securities including equity shares, debentures, debenture stocks or to make any other appropriate consideration that may be agreed upon and to do all other acts, deeds and things that may be necessary to give effect to any of the aforesaid scheme of arrangement by the company and to sign all required documents, papers thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company and / or Company Secretary be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign, execute and file all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies;

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

**By order of the Board of Directors
For R.K.SWAMY BBDO Private Limited**

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

Registered Office:

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

Date: 16th May 2022

Place: Chennai.

NOTES:

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote instead of himself/herself. Such a proxy / proxies need not be a member of the company.**

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

2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to lodge a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members / proxies should bring duly attendance slip sent herewith to attend the meeting.
4. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during (3.00 pm to 5.00 pm) on all working days, upto and including the date of the Extra Ordinary General Meeting of the Company.
5. Every member entitled to vote at the meeting or on any resolution to be moved there at, shall be entitled during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention to inspect is given to the company.
6. Route map giving directions to the venue of the meeting and attendance slip are annexed to the Notice.

ANNEXURE TO THE NOTICE

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

Item No.1 and 2:

As per the Share Holders Agreement executed in 2009 ('Shareholders Agreement') between the Company, BBDO Asia Pacific Ltd and Hansa Vision India Private Limited (formerly known as Tiruvengadam Investments Private Limited), BBDO Asia Pacific Limited had acquired 35% stake in the Company and permitted the use of the brand BBDO to be used in the name of the Company. The Articles of Association of the Company contained restrictive clauses based on the rights and obligations agreed to as per the Agreement.

Hansa Vision India Private Limited through a Share Purchase Agreement dated 22nd April, 2022 has acquired 14,28,000 equity shares of the company from BBDO Asia Pacific Limited and terminated the earlier Shareholders' Agreement.

Thus, the Company is required to drop the BBDO word/mark from the name of the Company, consequent on the exit of BBDO Asia Pacific Limited. Hence the Company the proposal for change the name of the Company.

The Board of Directors of the Company, had subject to the approval of the members and the Central Government, approved and recommended to change the name of the Company to "R K SWAMY PRIVATE LIMITED."

The Company had made an application for availability and reservation of name change to the Central Registration Centre (CRC) of Ministry of Corporate Affairs (MCA). The desired name "R K SWAMY PRIVATE LIMITED" is made available by them, vide letter dated 17th May, 2022 to the Company.

Consequent upon change of name of the Company, the name "R.K.Swamy BBDO Private Limited" as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company documents, letterhead, Invoices and places would have to be substituted with the new name i.e. "R K SWAMY PRIVATE LIMITED".

The current Article of the Association had restrictive clauses, rights and obligations towards BBDO Asia Pacific Limited arising from the Shareholder Agreement entered in 2009. Pursuant to the termination of that Shareholders' Agreement, it was necessary to amend the Articles of Association accordingly.

The draft of the new set of Articles of Association proposed shall be made available to the members on receipt of a request and shall also be available, for inspection at the Registered Office of the Company during business hours.

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, for effecting the change in name of the Company and alteration in Articles of Association of the Company, it is necessary to obtain approval of the Shareholders by way of passing a Special Resolution.

The Board recommends that the Special Resolutions set out at Item No. 1 and 2 in this Notice be passed as a Special Resolutions by the shareholders.

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

Item No.3:

The Main Object clause of the Company as captured in Memorandum of Association of the Company was proposed to be altered to include certain additional lines of business which the company may engage in the near future and also to provide clarity and broadening the scope of existing activities and lines of Business to enable future business expansions.

The draft of the new set of Memorandum of Association shall be made available to the members on receipt of a request from the Members and shall also be available for inspection at the Registered Office of the Company during business hours.

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, for effecting alteration in Memorandum of Association of the Company, it is necessary to obtain approval of the Shareholders by way of passing a Special Resolution.

The Board recommends that the Special Resolutions set out at Item No. 3 in this Notice are be passed as a Special Resolutions by the shareholders.

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

**By order of the Board of Directors
For R.K.SWAMY BBDO Private Limited**

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

Registered Office:

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

Date: 16th May, 2022

Place: Chennai.

ATTENDANCE SLIP

R.K. SWAMY BBDO Private Limited

Extra Ordinary General Meeting

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

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

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company held at Registered office of the Company on **Thursday , 19th May 2022 at 11.30 a.m.**

Signed this **Thursday , 19th May 2022 at 11.30 a.m.**

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

Note:

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

**R.K.SWAMY BBDO PRIVATE LIMITED
PROXY FORM**

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

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

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

1.	Name:	Address:.....	
	E-mail Id:.....	Signature:.....	or failing him:
2.	Name:	Address:.....	
	E-mail Id:.....	Signature:.....	or failing him:

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra Ordinary General Meeting of the Company, to be held on **Thursday , 19th May 2022 at 11.30 a.m.** at registered office of the Company and at any adjournment thereof in respect of the following resolution as are indicated below:

Resolution No.	Resolution
Special Business	
1.	To approve change of name of the Company and subsequent alteration in Memorandum of association and Article of association of the Company
2.	To Adopt new set of Articles of Association for the Company.
3.	To Alteration and Substitution of Object Clause of the Memorandum of Association of the Company

Signed this Day of 2022

Signature of Shareholder(s): _____

Signature of Proxy holder(s): _____

Affix Revenue Stamp

NOTE:

1. This form of Proxy, in order to be effective, should be duly completed and deposited at

the Registered Office of the Company, not less than Forty-Eight Hours (48) before the commencement of the Meeting.

ROAD MAP

