

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifty First Annual General Meeting of the Members of R K SWAMY LIMITED (the 'Company') will be held on Monday, August 19, 2024 at 3.00 p.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, along with the Reports of the Board of Directors and Auditors thereon;
- To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 along with the Reports of the Auditors thereon;
- To declare a dividend of Rs. 2 (40%) per equity share of the face value of Rs. 5 each for the financial year ended March 31, 2024.
- To appoint a Director in place of Mr. Srinivasan K Swamy (DIN: 00505093), who retires by rotation and being eligible, offers himself for re-appointment.
- To approve the appointment of M/s. CNK & Associates LLP (Firm Registration No. 101961W/W100036), Chartered Accountants as the Statutory Auditors of the Company and in this regard to consider and if thought fit, to pass, the following resolutions as Ordinary Resolutions.

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Audit and Auditors) Rules, 2014, and such other rules made thereunder (including any statutory

modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. CNK & Associates LLP, Chartered Accountants, (ICAI Firm Registration No. 101961W/W-100036), be and is hereby appointed as Statutory Auditors of the Company in place of the retiring Statutory Auditors, M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm's Registration No. 008072S), to hold office for a term of five consecutive years from the conclusion of the Fifty First Annual General Meeting till the conclusion of the Fifty Sixth Annual General Meeting of the Company to be held in the year 2029 at such remuneration as may be mutually agreed by the Board of Directors of the Company and Statutory Auditors based on the recommendation of the Audit Committee from time to time;"

For R K SWAMY Limited
By Order of the Board of Directors

Sd/-
Rajagopalan Desikan
Company Secretary
Place: Mumbai
Date: May 24, 2024
Membership No.: A28348

Registered Office:

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

CFD-PoD-2/P/CIR/2023/167 dated 11th July 2023 and 7th October 2023 respectively (Collectively referred to as "SEBI Circulars") (MCA Circulars and SEBI Circulars together referred to as "Circulars"), the Company will be conducting its 51st AGM through VC/OAVM.

KFin Technologies Limited, ("KFin" or "KFintech"), Registrar and Transfer Agent ("RTA") of the Company, shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. In accordance with the Secretarial Standard - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards 2 issued by the

ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

KFin Technologies Limited, ("KFin" or "KFintech"), Registrar and Transfer Agent ("RTA") of the Company, shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM.

The procedure for participating in the meeting through VC/OAVM is provided at **Note No. 8-10** below.

2. PROXY & ATTENDANCE SLIP:

As the AGM will be conducted through VC/OAVM pursuant to the Circulars and physical attendance of members has been dispensed with, the facility for appointment of proxy by the members has not been made available. Accordingly, the proxy and the attendance slip including route map are not annexed to this Notice.

3. QUORUM:

The members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

4. EXPLANATORY STATEMENT:

Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), along with disclosure, in terms of Section 102 of the Act for the Item No. 4 to be transacted at the AGM is annexed hereto.

5. REAPPOINTMENT OF DIRECTOR

Pursuant to the provisions of Regulations 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by ICSI, the relevant information in respect of the Director seeking re-appointment at the AGM is attached as an Annexure and forms an integral part of this Notice

6. CORPORATE/INSTITUTIONAL MEMBERS:

Corporate Members are requested to send duly certified scanned copy of the Resolution of the Board or governing body, authorizing their representative(s) to attend the Meeting through VC / OAVM, as required under Section 113 of the Act and vote through remote e-Voting on their behalf at the Meeting. The said resolution / authorization shall be sent to the Scrutinizer by email through registered email address to secretarial@csdhanapal.com with a copy marked to evoting@kfintech.com.

7. ELECTRONIC DISPATCH OF NOTICE & ANNUAL REPORT AND REGISTRATION OF EMAIL ID:

In compliance with the Circulars, Notice of the AGM along with the Annual Report for the financial year 2023-24 is being sent only through electronic mode to

those members whose email addresses are registered with the Company/Depository Participants ("DPs").

Members may note that the Notice and the Annual Report for the financial year 2023-24 will also be available on the Company's website at www.rkswamy.com, websites of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com, and on the website of KFin at https://evoting.kfintech.com.

Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s).

In respect of shares held in physical form, Members may register their email id by submitting ISR form along with relevant documents with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032.

ISR forms can be downloaded by following the URL <https://www.rkswamy.com/pdf/ISR-1.pdf> and also at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

8. PROCEDURE FOR JOINING THE 51ST AGM THROUGH VC/OAVM:

- Members will be provided with a facility to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFin at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected.
- Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.
- Further, members registered as speakers may be required to turn camera on/enable video during e-AGM and hence are requested to use internet with good speed to avoid any disturbance during the meeting.
- Members may join the meeting using headphones for better sound clarity. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. It is recommended to use a stable Wi-Fi or LAN connection to mitigate any kind of the aforesaid glitches.
- Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the

NOTES:

1. CONVENING OF 51ST ANNUAL GENERAL MEETING ("AGM"/ "MEETING") THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS ("VC"/"OAVM"):

In compliance with the provisions of the Ministry of Corporate Affairs ("MCA") General Circular No. 09/2023 dated 25th September, 2023 read with MCA General Circular No. 10/2022, 02/2022, 20/2020, 17/2020 & 14/2020 dated 28th December, 2022, 5th May 2022, 5th May 2020, 13th April 2020 and 8th April 2020, respectively (collectively referred to as "MCA Circulars"), and Master Circular No SEBI/HO/CFD/PoD2/CIR/P/2023/120 and Circular No SEBI/HO/CFD/

URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' during the period starting from Friday, August 16, 2024 (9:00 a.m. IST) to Sunday, August 18, 2024 (5:00 p.m. IST)

- f) Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.
- g) A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>, under the "How It Works" tab placed on top of the page. Members who need technical assistance before or during the e-AGM can contact KFin at emeetings@kfintech.com or Helpline: 1800 309 4001.

9. PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT AT THE ENSUING 51ST AGM:

- a) The Members holding shares as on the cut-off date i.e., Sunday, August 11, 2024 may also visit <https://evoting.kfintech.com/> and click on the tab "Post Your Queries Here" to post their queries/views/questions in the window provided, by mentioning their name, demat account number/folio number, E-mail ID and mobile number. The window shall be activated from commencement of the remote e-voting and shall be closed by 5.00 p.m. (IST) on Sunday, August 18, 2024.
- b) Members can also post their questions during AGM through the "Ask A Question" tab, which is available in the VC/OAVM Facility

10. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

Only those members/shareholders, who will be present in the e-AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote. Members who have voted through remote e-voting will still be eligible to attend the e-AGM.

Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 minutes. Members viewing the e-AGM shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use





the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

The instructions for attending the AGM electronically are as under

- a) Any person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the Monday, August 12, 2024 only shall be entitled to avail the facility of remote e-voting. The remote e-voting period commences on Friday, August 16, 2024 at 9:00 a.m. IST and ends on Sunday, August 18, 2024 at 5:00 p.m. IST. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she/it shall not be allowed to change it subsequently.
- b) The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
- c) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations (as amended), and Circulars, the Company is providing facility of remote e-voting to its shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with KFin for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a shareholder using remote e-voting as well as the e-voting system on the date of the AGM will be provided by KFin.
- d) In order to increase the efficiency of the voting process, and pursuant to the SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 9, 2020, the demat account holders, are provided a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders will now be able to cast their vote without having to register again with the E-voting Service Providers ("ESPs"), thereby facilitating seamless authentication and convenience of participating in e-voting process.

The procedure for remote e-voting is as under:

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

<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website http://www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all ESPs, so that the user can visit the ESPs' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all ESPs.
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-Voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholder/Member" section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. <p>NSDL Mobile app is available on  </p>  
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.</p>

Important note: Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia .com or contact at toll free no. 1800 210 9911 & 022-6234 3000.
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000.

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

- i. Shareholders should log on to the e-voting website: <https://evoting.kfintech.com>.
Enter the login credentials i.e., user id and password mentioned below:
For Members holding shares in Demat Form:-
a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
b) For CDSL: 16 digits beneficiary ID
For Members holding shares in Physical Form:
 - **Event no.** i.e. **8183**, followed by Folio Number registered with the Company.
 - **Password:** If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. If you are using Kfin's e-Voting system for the first time, you will need to retrieve the 'initial password' communicated to you by e-mail. Shareholders who have not registered their email addresses can follow the steps provided at serial no xiii below to obtain the User ID and password.
 - **Captcha:** Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
- ii. After entering the details appropriately, click on LOGIN.
- iii. In case you are retrieving and using your 'initial password', you need to enter the 'initial password' and the system will force you to change your password. Once you reach the Password change menu you will be required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, e-mail etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
You need to login again with the new credentials.

- iv. On successful login, the system will prompt you to select the EVENT i.e., 8183.
- v. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution, then enter all shares and click "FOR"/" AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option "ABSTAIN" in case you wish to abstain from voting. If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- vi. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folio / demat account.
- vii. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote.
- viii. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- ix. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- x. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., Monday, August 12, 2024.
- xi. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date, may obtain the User ID and password in the manner as mentioned below:

If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may:
 - a) Send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL :
MYEPWD <SPACE> 1402345612345678
Example for Physical:
MYEPWD <SPACE> XXXX1234567890

- b) On the home page of <https://evoting.kfintech.com>, click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com> or contact KFin Technologies Ltd. at 1800 309 4001 (toll free). It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

11. SCRUTINIZER FOR E-VOTING AND VOTING RESULTS:

- a) The company has appointed Mr. N. Ramanathan and in his absence, Mrs. Smita Chirimar both Partners of M/s. S. Dhanapal & Associates LLP, Company Secretaries as the Scrutinizer (the "Scrutinizer") for conducting voting process in a fair and transparent manner.
- b) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of electronic voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- c) The voting results shall be declared within two working days from conclusion of the AGM and the Resolutions shall be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared results along with the report of the Scrutinizer shall be placed on the website of the Company (www.rkswamy.com) and on the website of Kfin (<https://evoting.kfintech.com/>) immediately after the declaration of result by the Chairman or a person authorised by him. The results along with the report of the Scrutinizer shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.

12. INTIMATION OF DETAILS OF THE AGREEMENT, IF ANY UNDER THE SEBI LISTING REGULATIONS:

Shareholders are informed that in terms of the provisions of the Listing Regulations, the Company is required to intimate to the Stock Exchanges the details of the agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create

any liability upon the Company, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements.

Accordingly, it is hereby advised to the shareholders to the inform the Company about such agreement to which the Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements. The Company will inform the details of such agreements to the Stock Exchanges on it becoming aware of it within the prescribed timelines.

[Explanation: For the purpose of this clause, the term "directly or indirectly" includes agreements creating obligation on the parties to such agreements to ensure that listed entity shall or shall not act in a particular manner.]

13. DOCUMENTS OPEN FOR INSPECTION:

- a) Members seeking any statutory information or any other matter/ documents/ registers, etc. in connection with the AGM, may please send a request to the Company via email at secretarial@rkswamy.com
- b) All documents referred to in this notice and the explanatory statement along with statutory records and registers/ returns including 'Register of Directors and Key Managerial Personnel and their shareholding', maintained under Section 170 of the Act, as required to be kept open for inspection under the Act, shall be made available for inspection by the members at the registered office of the Company during business hours except Saturday, Sunday and national holiday from the date hereof up to the date of this AGM.

14. DIVIDEND RELATED INFORMATION:

- a) The Board of Directors of the Company at their meeting held on May 24, 2024 have inter alia approved and recommended payment of final dividend of Rs. 2 (40%) per equity share of the face value of Rs. 5 each for the financial year ended March 31, 2024 ('final dividend'), subject to the approval of shareholders at the ensuing AGM.
- b) Final dividend for the financial year ended March 31, 2024, if approved by the members at the ensuing AGM, will be paid on or after Monday, August 19, 2024, to those members whose names appear on the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on the record date i.e., Sunday, August 11, 2024. Further, the register of Members and Share Transfer Book of the Company will be closed from Monday, August 12, 2024 to Monday, August 19, 2024 (both days inclusive)
- c) Members holding shares in physical/demat form are hereby informed that the bank particulars registered with RTA or their respective DP, as the case may be, will be considered by the Company for payment of final dividend.

d) Members holding shares in physical/demat form are required to submit their bank account details, if not already registered, as mandated by the SEBI.

The Dividend will be paid electronically to those shareholders who have registered their bank account details. SEBI has made it mandatory to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to the shareholders electronically. The shareholders holding shares in physical form shall be paid dividend only through electronic mode subject to their folios being KYC compliant as per the SEBI requirements.

15. TDS ON DIVIDEND:

- a. As per the Income Tax Act, 1961, dividend paid or distributed by the Company after April 1, 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to the shareholders. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof.
- b. A separate email communication was sent to the members on Saturday July 27, 2024 informing the relevant procedure to be adopted by them/documents to be submitted for availing the applicable tax rate. The said communication and draft of the exemption forms and other documents are available on the Company's website at www.rkswamy.com.
- c. The resident and non-resident shareholders should send the scanned copies of the requisite documents to KFin at einward.ris@kfintech on or before Monday, August 12, 2024 to enable the Company to determine the appropriate TDS/withholding tax rate, as may be applicable. The resident individual shareholders also have an option to upload the exemption documents directly at <https://ris.kfintech.com/form15/>.
- d. Members are requested to note that in case the tax on dividend is deducted at a higher rate in absence of receipt of the requisite details/documents, there would still be an option available to file the return of

income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.

16. UPDATION OF PAN, KYC AND NOMINATION DETAILS:

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023 (subsumed as part of the SEBI Master Circular dated 17th May 2023) read with Circular No SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November 2023, in supersession of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details.

As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details. Physical folios wherein the PAN, KYC, and nomination details are not available would be eligible for lodging grievance or any service request only after registering the required details. Any payments including dividend in respect of such folios shall only be made electronically with effect from 1st April 2024 upon registering the required details.

If a shareholder holding shares in physical form desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in the prescribed form.

The members are advised to register their details with the RTA or DPs, in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance.

17. PROCESS FOR AVAILING VARIOUS INVESTOR SERVICE REQUESTS:

Members are requested to refer Part V of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 for common and simplified norms for processing any service requests before making an application to the Company/RTA. For more details, please refer RTA's website at <https://ris.kfintech.com/> for downloading the aforesaid circulars.

EXPLANATORY STATEMENT PURSUANT TO REGULATION 36(5) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

Background

M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm's Registration No. 008072S), and completing their current tenure of 5 years upon the conclusion of the ensuing 51st AGM

The Audit Committee and Board of Directors have recommended the appointment of M/s. CNK & Associates LLP ("CNK"), Chartered Accountants, (Firm Registration

No. 101961W/W-100036), as the Statutory Auditors of the Company to hold office for a period of five consecutive years from the conclusion of 51st AGM till the conclusion of the 56th AGM of the Company to be held in the calendar year 2029 in place of the retiring Statutory Auditors.

CNK have conveyed their consent to be appointed as the Statutory Auditors of the Company and have confirmed that their appointment, if approved by the members, would be within the limits prescribed under the Act and that

they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder. They have also provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and holding a valid certificate issued by the 'Peer Review Board' of the ICAI.

The Board at its meeting held on May 24, 2024 had, considering the firm's experience and expertise and profile as stated below and on the recommendation of the Audit Committee, proposed the appointment of M/s CNK & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company.

Profile:

CNK is a Chartered Accountant Firm registered with The Institute of Chartered Accountants of India. The firm has pan India presence across seven key cities of India including all major cities. The Firm has been associated as Statutory Auditors of many listed and other large companies engaged in manufacturing and service sectors, Banks, NBFCs, PSUs (including a Fortune 500

company) for more than 5 decades, and is closely working with regulatory bodies in various capacities. Based on these credentials, the Audit Committee and the Board of Directors have recommended the appointment of CNK as Statutory Auditors of the Company.

The proposed remuneration to be paid to Auditors for the financial year 2024-25 is Rs. 21 Lakhs plus applicable taxes. There is no material change in the remuneration proposed to be paid to Auditors for the financial year 2024-25 and the remuneration paid to the Retiring Auditors for the financial year 2023-24.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

In terms of Section 139 read with Sections 141, 142 of the Act, appointment of a Statutory Auditor is subject to approval of shareholders by way of Ordinary Resolution.

Based on the above, approval of members is being sought to appoint CNK as Statutory Auditors of the Company from the conclusion of 51st AGM till the conclusion of the 56th AGM of the Company to be held in the calendar year 2029.

ADDITIONAL INFORMATION ON DIRECTOR RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD - 2 AS PRESCRIBED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of Director	Srinivasan K Swamy
DIN	00505093
Date of Birth Age (years)	July 15, 1954 (69 Years)
Original date of appointment as Director	April 29, 1982
Qualifications	Bachelor of technology in chemical engineering from the University of Madras, Master of management studies from the Jamnalal Bajaj Institute of Management Studies, Mumbai.
Experience and expertise in specific functional area	Advertising and Marketing Services
Remuneration Last Drawn (Excluding Sitting Fees)	Rs. 114.47 Lakhs for F.Y. 2023-24
Number of Meetings of Board attended during the year i.e. F.Y. 2024-25	1 of 1
Shareholding in R K SWAMY Limited including shareholding as a beneficial owner	1,54,58,987 Equity Shares i.e. 30.63% of paid-up capital of the Company
Relationship with other Directors / KMPs	Brother of Narasimhan K Swamy (Managing Director and Group CEO)
Terms and conditions of re-appointment and remuneration	As per the Company's policy and approval of shareholders being sought as per the Postal Ballot dated May 24, 2024 available at https://www.rkswamy.com/regulatory-disclosure.html
Directorships held in other companies in India	Hansa Research Group Private Limited; Hansa Customer Equity Private Limited; Hansa Direct Private 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; C S Foundation; Advertising Agencies Association of India
Membership/ Chairmanship of committees in companies in India (Statutory Committee)	R K SWAMY Limited- Audit Committee (Member); R K SWAMY Limited- Stakeholder Relationship Committee (Member); R K SWAMY Limited- Corporate Social Responsibility Committee (Chairperson); Hansa Research Group Private Limited- Corporate Social Responsibility Committee (Chairperson); Hansa Customer Equity Private Limited- Corporate Social Responsibility Committee (Chairperson)
Listed entities from which the person has resigned in the past three years	Nil