

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING (02/ 2023-24) OF THE MEMBERS OF R K SWAMY LIMITED (FORMERLY KNOWN AS R K SWAMY PRIVATE LIMITED AND R.K.SWAMY BBDO PRIVATE LIMITED) WILL BE HELD AT SHORTER NOTICE ON TUESDAY, AUGUST 8, 2023 AT 11.00 AM AT THE REGISTERED OFFICE OF THE COMPANY.

Special Business:**1. To consider and approve the Initial public offer (“IPO”) and the issuance of equity shares in the Initial public offer:**

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

“RESOLVED THAT, in accordance with the enabling provisions of the memorandum of association and the articles of association of the Company, the uniform listing agreements to be entered into between the Company and the Stock Exchanges, and in accordance with Sections 23, 62(1)(c) and other applicable provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, and the rules and regulations notified thereunder, each as amended, the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable regulations and guidelines issued by SEBI, the Foreign Exchange Management Act, 1999, and the rules and regulations notified thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, each as amended and any other applicable rules, regulations, guidelines, press notes, clarifications, circulars and notifications issued by the GoI, including the DPIIT, SEBI, the RoC, the Stock Exchanges, the RBI and/or any other competent authorities and any other Applicable Laws and subject to any required approvals, consents, permissions and/or sanctions of the GoI, including the DPIIT, the SEBI, the RoC, the Stock Exchanges, the RBI and any other appropriate regulatory authority(ies) and departments (collectively the **“Regulatory Authorities”**) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board, the consent, authority and approval of the shareholders is hereby granted to create, issue, offer, allot and transfer in the Offer, such number of Equity Shares, by way of a Fresh Issue of Equity Shares, in such manner and during such period, to such person or persons as may be permitted by and in accordance with Applicable Laws, who may or may not be shareholders of the Company, as the Board may decide, including to one or more of the members of the Company, eligible employees of the Company (whether through any Reservation, or otherwise), Hindu undivided families, anchor investors, if any, qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, foreign portfolio investors, registered foreign venture capital investors, registered alternative investment funds, public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, multilateral and bilateral financial institutions, state industrial development corporations, insurance companies registered

with the Insurance Regulatory and Development Authority of India, provident funds, pension funds, the National Investment Fund set up by the GoI, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, development financial institutions, systemically important non-banking financial companies, Indian mutual funds registered with the SEBI, non-resident Indians, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and to such other persons eligible to invest in Equity Shares of the Company, in one or more combinations thereof as may be permitted under Applicable Laws, in one or more tranches, at such price or prices (at a Discount or at par or premium) as may be determined in accordance with Applicable Laws, such that the aggregate amount of consideration receivable by the Company for the Equity Shares does not exceed ₹ 2150 Million and an offer for sale by certain existing shareholders of our Company (collectively, the “Selling Shareholders”) (the “Offer for Sale” and together with the Fresh Issue, the “Offer”), (provided that such number of additional Equity Shares to the extent of up to 87,00,000 Equity Shares of Rs. 5 each, including, without limitation, through a prospectus, offering circular or an offering document, and in such manner and on such terms and conditions as may be finalized by the Board, in consultation with the book running lead managers to the Offer and/or underwriters and/or other advisors or such persons appointed for the Offer, including in respect of all matters incidental thereto, as they may think fit in accordance with the terms of any agreements executed with the selling shareholders (if any) and book running lead managers to the Offer and/or underwriters and/or other advisors appointed for the Offer, and subject to Applicable Laws.”

“RESOLVED FURTHER THAT, subject to the approval of the SEBI, the RoC and/or other regulatory body or authorities, if and to the extent necessary, and in accordance with Applicable Laws, one or more of the existing shareholders of the Company shall be permitted to participate in the Offer for Sale with respect to Equity Shares held by them as part of the Offer at a price to be determined in accordance with the book building process in terms of the SEBI ICDR Regulations, for cash, at such premium per Equity Share as may be fixed and determined by the Company in consultation with the book running lead managers to the Offer and/or underwriters and/or other advisors or such persons appointed for the Offer, in accordance with the terms of any agreements executed with the selling shareholders and book running lead managers to the Offer and/or underwriters and/or other advisors appointed for the Offer, and subject to Applicable Laws and to such category of investors as may be permitted under Applicable Laws.”

“RESOLVED FURTHER THAT, the Company may invite the existing shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer for Sale in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLM(s), subject to the receipt of consent of SEBI, GoI, RBI, the Registrar of Companies and/or such other approvals, permissions and sanctions of all other concerned statutory authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, at a price to be determined as per the book building process in terms of the SEBI ICDR Regulations, for cash at such premium per

share as may be fixed and determined by the Company in consultation with the BRLM(s), to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other applicable law, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLM(s) and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer.”

“RESOLVED FURTHER THAT, the Board may determine the allocation of such percentage of the Offer to any category or categories in any Reservation, as may be permissible in accordance with Applicable Laws and further, provide a Discount to the offer price to retail individual bidders and/or eligible employees of the Company and its subsidiaries, and do all such other acts, deeds, matters and things as the Board may, from time to time, decide including, without limitation, negotiating, finalizing and executing any document or agreement and any amendments or supplements thereto and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Reservation or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing.”

“RESOLVED FURTHER THAT, the Equity Shares allotted and/or transferred in the Offer shall be subject to the memorandum of association and the articles of association of the Company and rank *pari passu* with the existing Equity Shares of the Company, in all respects, including rights in respect of dividend.”

“RESOLVED FURTHER THAT, subject to Applicable Laws, oversubscription to the extent of 1% of the Offer size, or such other extent as may be permitted under Applicable Laws may be retained by the Company for the purpose of rounding off to the nearest integer while finalizing the basis of allotment in relation to the Offer including the issue and allotment of Equity Shares to the stabilising agent pursuant to a green shoe option, if any.”

“RESOLVED FURTHER THAT, subject to Applicable Laws, the approval of the shareholders be and is hereby accorded to the listing of Equity Shares allotted or transferred pursuant to the Offer on BSE Limited and National Stock Exchange of India Limited.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolutions, Mr. Srinivasan K Swamy (Chairman & Managing Director), Mr. Narasimhan Krishnaswamy (Group CEO & Whole-time Director), Mr. Rajeev Newar (Group CFO), Mrs. Aparna Bhat (Compliance Officer) and Mr. Rajagopalan Desikan (Company Secretary) or already formed IPO Committee, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including issue, transfer and allot Equity Shares pursuant to the Offer, determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred in each tranche, offer price, premium amount, Discount (as allowed under Applicable Laws), Reservations, listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit, and do all such acts, deeds, matters and things in relation to the Offer including appointment of the intermediaries, opening escrow account, finalising the basis of allotment of the

Equity Shares, and negotiate, finalize and execute such deeds, documents, agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with book running lead managers underwriters, escrow agents, legal advisors, etc., approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to the Offer, offer, transfer and allotment of the Equity Shares, and utilization of the Fresh Issue proceeds, if applicable, and such other activities as may be necessary in relation to the Offer, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.”

“**RESOLVED FURTHER THAT**, duly certified copies of the above resolutions be furnished to any governmental or regulatory authority or to those concerned under the hands of a Director or Company Secretary as may be required from time to time.”

2. To consider increase in Investment limits for Non-Resident Indians and Overseas citizens of India:

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

“**RESOLVED THAT** pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended, Foreign Exchange Management (Non-debt instruments) Rules, 2019, as amended (the “**FEMA Laws**”), and the Consolidated FDI Policy Circular of 2020 with effect from October 15, 2020, as amended, the Companies Act, 2013, and the rules and regulations made thereunder, each as amended (collectively referred to as the “**Companies Act**”) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India (“**RBI**”), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities (collectively the “**Regulatory Authorities**”) and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions, guidelines, circulars which may be agreed to by the Board of the Company, and based on the recommendation of the Board, the approval of the members be and is hereby accorded to the increase in the limit of investment by the non-resident Indians (“**NRI**”) and Overseas Citizens of India (“**OCI**”), together, in the equity shares of face value of ₹ 5 each of the Company, including, without limitation, on repatriation basis, on a recognised stock exchange in India by subscription in the initial public offering in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, or direct purchase or acquisition from the open market or otherwise, from 10% to 24% of the paid-up equity share capital of the Company, provided however that the shareholding of each NRI or OCI in the Company shall not exceed 5% of the total paid-up equity share

capital of the Company on a fully diluted basis or such other limit as may be stipulated by RBI in each case, from time to time.”

“RESOLVED FURTHER THAT the Board and such other persons as may be authorised by the Board, be and are hereby severally authorised to do all such acts, things and deeds on behalf of the Company and make such filings / application with the regulatory authorities, including RBI, to effectively implement this resolution.”

“RESOLVED FURTHER THAT the Company Secretary is authorised to certify the true copy of the aforesaid resolutions.”

“RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any governmental or regulatory authority or to those concerned under the hands of a Director or Company Secretary as may be required from time to time.”

**By order of the Board of Directors
For R K Swamy Limited**

Sd/-

R Desikan

Company Secretary

Membership Number-A28348

Registered Office:

No. 19, Wheatcrofts Road,

Nungambakkam Chennai- 600 034

Tel No.9380718904

Email Id: secretarial@rkswamy.com

CIN: U74300TN1973PLC006304

Date: August 07, 2023

Place: Chennai

NOTES:

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of business to be transacted at the Extra Ordinary General Meeting (EGM), is annexed thereto.
2. Since Company has received 100% consent to hold EGM at shorter notice and hence providing the proxy facility is not required.
3. 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.
4. Members should bring duly attendance slip sent herewith to attend the meeting.
5. 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.
6. 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.
7. Members may note that the Notice and explanatory statement will also be available on the Company's website <https://www.rkswamy.com/>
8. 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:

Company proposes to undertake an initial public offering of its equity shares of face value of Rs. 5 (Five only) per equity share (the “Equity Shares” and such offering, the “Offer”), in accordance with the applicable laws, regulations, policies, rules, guidelines, notifications, circulars, directions, clarifications and orders, as may be applicable including, without limitation, the Securities Contracts (Regulation) Act, 1956, along with the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Companies Act, 2013 along with the rules made thereunder, as amended, (“Companies Act”) (collectively the “Applicable Laws”). The Offer structure will be finalized at the absolute discretion of the board of directors of the Company (the “Board” or “Board of Directors”, which reference shall include any duly constituted committee thereof, including the IPO Committee), and shall include a fresh issue of Equity Shares (“Fresh Issue”) and an offer for sale by existing shareholders of the Company, namely Mr. Srinivasan K. Swamy, Mr. Narasimhan Krishnaswamy, Evanston Pioneer Fund L.P. & Prem Marketing Ventures LLP (“Offer for Sale”) and list the Equity Shares on one or more recognized stock exchanges in India.

The Company intends to undertake the Offer and list its Equity Shares at an opportune time in consultation with the book running lead manager[s] appointed for the Offer (the “BRLMs”) and the Selling Shareholders (to the extent applicable) and other advisors appointed for the Offer and subject to applicable regulatory and other approvals, to the extent necessary. The Offer may also include a reservation of a certain number of Equity Shares for any category or categories of persons as permitted under the applicable laws or to provide a discount to the issue price to retail individual bidders or eligible employees or any other class of investors, as permitted under applicable law. Unless otherwise mentioned, the Offer includes the Offer for Sale and the reservation as may be, decided by the Board or any committee constituted by the Board.

The Board recommends passing of the resolutions as set out in Item No. 1 of the accompanying Notice as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution set out under Item 1 except to the extent of their shareholding, if any.

Item No.2:

Investments in equity instrument of Indian Companies by Person resident outside India are governed by NDI Rules. A NRI/OCI can invest in equity instrument of an Indian Company either on repatriation or on non -repatriation basis. Purchase/Sale of Equity Instrument on Recognized Stock Exchange of listed Indian Company: Permissible subject to NRI/ OCI individual holding is restricted to 5% of the total paid-up equity capital on a fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company. Total holdings of all NRIs and OCIs in the company should not exceed 10% of the total paid-up equity capital on a fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. This limit may be increased by the company to 24% through special resolution in general body. Board

recommends passing of the resolutions under Item 2 for approval of members as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution set out under Item 2

**By order of the Board of Directors
For R K Swamy Limited**

**Sd/-
Srinivasan K. Swamy
Chairperson Managing Director
DIN: 00505093**

Registered Office:

No. 19, Wheatcrofts Road,
Nungambakkam Chennai- 600 034
Tel No.9380718904
Email Id: secretarial@rkswamy.com
CIN: U74300TN1973PLC006304

Date: August 07, 2023

Place: Chennai

ATTENDANCE SLIP

R K Swamy 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) for the registered Member(s) of the Company.

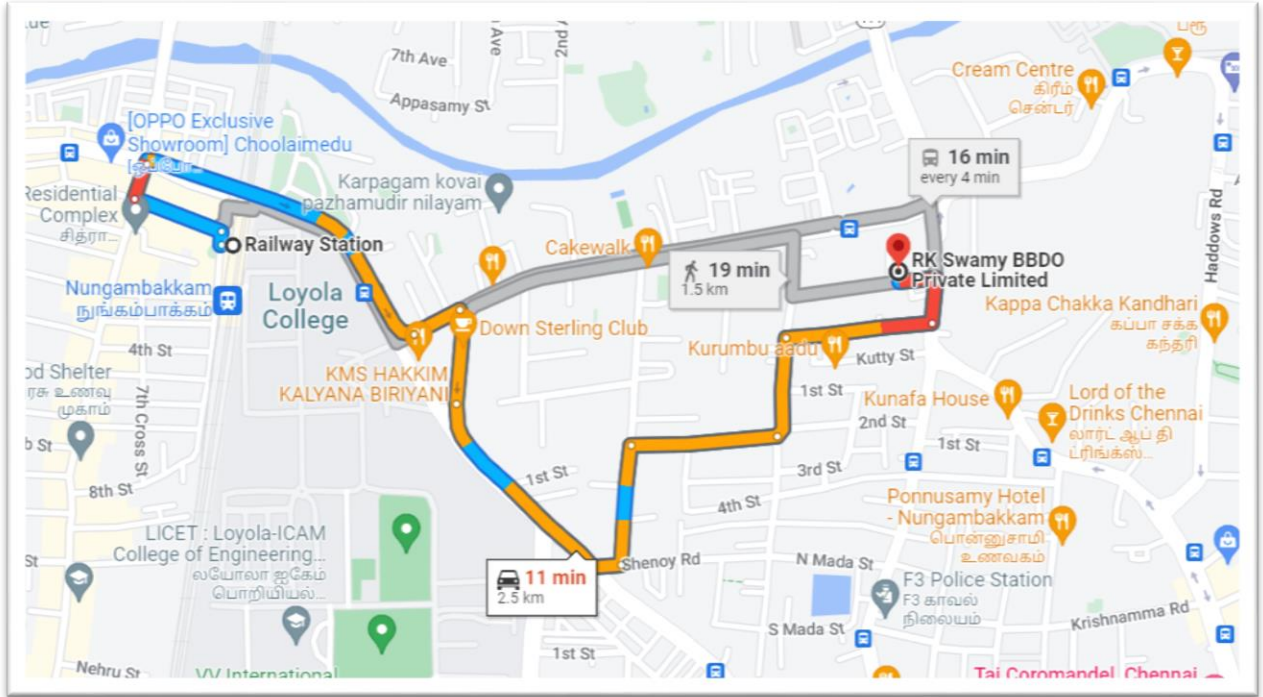
I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company held at registered office of the Company on **Tuesday, August 08, 2023 at 11.00 A.M.**

Signed this on **Tuesday, August 08, 2023**

.....
(Member's Name (In Block Letters))

.....
(Member's Signature)

ROAD MAP



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