NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 53rd (Fifty Third) **Annual General Meeting** ('AGM') of the Members of **R K SWAMY Limited** ('the Company') will be held on **Monday, August 17, 2026 at 2.30 P.M. (IST)** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), for which the Registered Office of the Company situated at No. 19, Wheatcrofts Road, Nungambakkam, Chennai, Tamil Nadu, 600034 shall be deemed as the Venue for the meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business(es):

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the Report of the Auditors thereon.
3. To declare a final dividend of Rs. 2 per equity share (40%) of the face value of Rs. 5 each for the Financial Year ended March 31, 2026.
4. To appoint a Director in place of Mrs. Sangeetha Narasimhan (DIN: 07050848), who retires by rotation and being eligible, offers her candidature for re-appointment.

SPECIAL BUSINESS:

5. Appointment of Mr. Ramesh Narayan (DIN: 00189290) as a Non-Executive, Independent Director 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 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV thereto, the Rules framed thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the Articles of Association of the Company, the consent of the Members be and is hereby accorded to appoint Mr. Ramesh Narayan (DIN: 00189290) who was appointed as an Additional Director of the Company by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, with effect from May 19, 2026, and who is eligible for appointment and has submitted a declaration confirming that he meets the criteria for independence as prescribed under Section 149(6) of the Act read with the Rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term, commencing from May 19, 2026 up to the conclusion of the Annual General Meeting to be held in the year 2029 (both days inclusive).

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to pay remuneration in the form of commission and sitting fees to Mr. Ramesh Narayan (DIN: 00189290) as Non-Executive, Independent Director of the Company as may be determined by the Board of Directors of the Company and Nomination and Remuneration Committee from time to time within the overall limits of remuneration approved by the Members and in accordance with the Nomination Remuneration and Board Diversity Policy of the Company.

RESOLVED FURTHER THAT Mr. Srinivasan K. Swamy (Executive Group Chairman), Mr. Narasimhan K. Swamy (Managing Director & Group CEO), Mrs. Sangeetha Narasimhan (Whole time Director & CEO), Mr. Rajeev Newar (Group CFO) and Mrs. Aparna Bhat (Company Secretary & Compliance Officer), be and are hereby severally authorised to do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the above resolutions and to sign the aforesaid resolution, be submitted/forwarded to the concerned authorities for necessary action."

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

Sd/-
Aparna Bhat
Company Secretary & Compliance Officer
Membership No.: ACS19995

Date: May 19, 2026
Place: Mumbai

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

NOTES:

1. **CONVENING OF 53rd AGM OF THE COMPANY THROUGH VC/OAVM**

   Pursuant to General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ('MCA') and Circulars issued from time to time by Securities Exchange Board of India ('SEBI') (together referred to as 'the Circulars'), the Company will be conducting its 53rd 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.

   The procedure for participating in the meeting through VC/OAVM is provided at **Note No. 15-17** below.

2. **PROXY & ATTENDANCE SLIP:**

   As the AGM is being 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 Companies Act, 2013 ('the Act') .

4. **EXPLANATORY STATEMENT:**

   An explanatory statement in terms Section 102 of the Act for the **Item No. 5** of the Notice to be transacted at the AGM is annexed hereto.

5. **RE-APPOINTMENT OF DIRECTOR:**

   A Statement providing additional details of a Director seeking re-appointment/appointment as set out in **Item No. 4 and 5** of the Notice at the AGM is annexed as **Annexure -A** as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by ICSI.

6. **CORPORATE/INSTITUTIONAL MEMBERS:**

   Corporate / Institutional Members (other than Individuals/HUF/NRI etc.) intending to 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, are requested to send duly certified scanned copy of the Resolution of the Board or governing body/authorization letter 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 2025-26 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 2025-26 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 may follow the process detailed below for registration of email ID to obtain the report and update bank account details for the receipt of dividend.

Type of Holder	Process to be followed	Form
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to KFin Technologies Limited, **Unit: R K SWAMY Limited** Selenium Building, Tower B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana -500 032	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out of Nomination	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical mode	Form ISR-4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP	

A letter providing the web-link including the exact path for accessing the Annual report on the website of the company, will be sent by post to the registered address of the members who have not registered their e-mail address with the Company/RTA.

8. DOCUMENTS OPEN FOR INSPECTION

The statutory records and registers/ returns including Register of Directors and Key Managerial Personnel and their shareholding etc, 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.

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

9. SCRUTINIZER FOR E-VOTING AND VOTING RESULTS

The company has appointed Mr. S Dhanapal or in his absence Mr. N Ramanathan, Partners, S. Dhanapal & Associates LLP, Practicing Company Secretary as the Scrutinizer ('the Scrutinizer') for conducting remote e-voting process in a fair and transparent manner.

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.

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.

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

Members are informed that in terms of the provisions of the SEBI Listing Regulations, the Company is required to intimate to the Stock Exchanges the details of agreements entered into by the members, promoters, promoter group entities, related parties, directors, key managerial personnel or employees of the Company or of its holding, subsidiary or associate company, whether among themselves, 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, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements.

Accordingly, members are hereby advised to inform the Company of such agreements 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 then inform the Stock Exchanges of the details of such agreements upon becoming aware of them 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.]

11. DIVIDEND RELATED INFORMATION

a) The Company has fixed **Friday, July 31, 2026** as the '**RECORD DATE**' for the purpose of determining the members eligible to receive dividend for the Financial Year ended March 31, 2026.

b) The Board of Directors of the Company at their meeting held on May 19, 2026 have inter alia approved and recommended payment of Final Dividend of Rs. 2/- (Rupees Two) (being 40% of the face value of Rs. 5/- each) per equity share for the Financial Year ended March 31, 2026, which if approved by the members at the ensuing AGM, will be paid, subject to deduction of Tax at Source ('TDS') at the prescribed rates within 30 days from the date of declarations to those persons or their mandates who hold shares as at the close of business hours on the Record Date.

c) Members holding shares in physical/demat form are hereby informed that the bank particulars registered with RTA or their respective DPs, 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.

e) The Dividend will be paid electronically to those members 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 members 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.

f) Members are requested to note that any dividend declared at this AGM that remain unpaid or unclaimed shall be transferred to the Company's Unpaid Dividend Account in accordance with Section 124 of Companies Act, 2013. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA at einward.ris@kfintech or coordinates as mentioned above, or with the Company at its Registered Office or through email at secretarial@rkswamy.com. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules. Members whose shares have been transferred to the account of the IEPF Authority, including all benefits accruing on such shares, if any, can be claimed by the Members from IEPF Authority, after following the procedure prescribed under the IEPF Rules.

12. TDS ON DIVIDEND:

a) In terms of the provisions of the Income Tax Act, 2025, dividend shall be taxed in the hands of members at applicable rates of tax, if the amount of dividend exceeds Rs. 10,000 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.

b) A separate email communication was sent to the members on Thursday, July 23, 2026 informing the relevant procedure to be adopted by them/ documents to be submitted for availing the applicable tax rate.

c) The resident and non-resident members should log into the Kfin website and **upload the TDS exemption documents** at https://ris.kfintech.com/form15/ on or before **Monday, August 3, 2026** to enable the Company to determine the appropriate TDS/ withholding tax rate, as may be applicable.

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.

13. 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 members 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.

As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members holding shares in physical form who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel their earlier nomination and record a fresh nomination, he/ she may submit the same in Form No. SH-14. The said form can be downloaded from the Company's website at https://www.rkswamy.com/pdf/Form_No_SH_14.pdf. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Company or RTA in case the shares are held in physical form, quoting their folio numbers.

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.

14. PROCESS FOR AVAILING VARIOUS INVESTOR SERVICE REQUESTS:

The common and simplified norms for processing any Investor service requests have been provided in Part V of the SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, the members are requested to refer to the said circular. Alternatively, the investors could download the said circular from the RTA's website at https://ris.kfintech.com/.

15.PROCEDURE FOR JOINING THE 53rd AGM THROUGH VC/OAVM:

a) Members will be provided with a facility to attend the e-AGM through VC/OAVM provided by KFin at https://emeetings.kfintech.com by using their (i) remote e-voting login credentials or (ii) Using registered Mobile No. and OTP after selecting the meeting from drop down or (iii) Using registered email ID and OTP after selecting the meeting from drop down.

b) Members are encouraged to join the meeting through browser enabled devices like - Laptops, Desktops or Mobile devices with proper internet bandwidth for a seamless experience.

c) 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 URL https://emeetings.kfintech.com and clicking on the tab '**Speaker Registration**' during the period starting from **Thursday, August 13, 2026 (9:00 a.m. IST) to Sunday, August 16, 2026 (5:00 p.m. IST)**

d) Members who register themselves as speakers may be required to turn on the microphone and camera on/enable video during e-AGM and hence are requested to use internet with good speed to avoid any disturbance during the meeting.

e) 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.

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 "eAGM Tutorial" 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.

16.PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS

The Members holding shares as on the **CUT-OFF DATE** i.e., **Monday, August 10, 2026** may also visit https://emeetings.kfintech.com and click on the tab 'Post Your Queries' to post their queries/views/questions in the window provided, by mentioning their 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 16, 2026.**

Members can also post their questions during AGM through the 'Ask A Question' tab, which is available in the VC/OAVM Facility.

17.INSTRUCTIONS FOR REMOTE E-VOTING

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 members 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 member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by KFin.

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.

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 **Cut-Off Date i.e. Monday, August 10, 2026** only shall be entitled to avail the facility of remote e-voting. The remote e-voting period commences on **Thursday, August 13, 2026 at 9:00 a.m. IST and ends on Sunday, August 16, 2026 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 member, he/she/it shall not be allowed to change it subsequently.

The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

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

I. Login method for e-voting for Individual members holding securities in demat mode.

Pursuant to SEBI circular - SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/website of Depository(ies)/Depository Participants ("DPs") in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Members are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

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

Type of Member	Login Method
Individual Members login through their demat accounts / website of DPs	i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against 'EVENT NUMBER (9924)' or 'KFIN'. v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.
Individual Members holding securities in **demat mode with NSDL**	**A. Users registered for NSDL IDeAS facility:** 1. Open web browser and type the following URL: https://eservices.nsdl.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. 2. A new screen will open. 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. 3. Click on options available against Company name or e-voting service provider - **KFintech** and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.
	B. Users not registered for IDeAS e-Services: Option to register is available at https://eservices.nsdl.com/ Select **"Register Online for IDeAS"** Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.
	C. By visiting the e-voting website of NSDL: 1. Visit the e-voting website of NSDL. Open web browser and type the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the **"Login"** icon, available under the **'Shareholder/Member'** section. 2. A new screen will open. Enter your User ID (i.e., your 16-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. 3. Click on options available against Company name or e-voting service provider - **KFintech** and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.
	D. NSDL Speede Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile app is available on App Store Google Play
Individual Members holding securities in **demat mode with CDSL**	**A. Existing users who have opted for Easi/Easiest:** 1. Open web browser and type: https://www.cdslindia.com/ and click on login icon and select New System Myeasi 2. Shareholders/Members can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. 3. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on **KFintech** to cast your vote.

Type of Member	Login Method
Individual Shareholders holding securities in **demat mode with CDSL**	**B. Users who have not opted for Easi/Easiest:** Option to register for Easi/Easiest is available at https://www.cdslindia.com/ Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.
	C. By visiting the e-voting website of CDSL: 1. The user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in https://www.cdslindia.com/. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account. 2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., KFintech.

Important note: *Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.*

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

Login type	Helpdesk details
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 22 55 33

II. Login method for e-voting for members other than individual members holding securities in demat mode and members holding securities in physical mode

1. Initial password is provided in the body of the e-mail.
2. Launch internet browser and type the URL: https://evoting.kfintech.com in the address bar.
3. Enter the login credentials i.e., User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
4. After entering the details, click on LOGIN.
5. You will reach the password change menu wherein, you are 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 (@,#,$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the EVENT, i.e., 9924
8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut- off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
9. Members holding multiple folios/demat accounts may choose to vote separately for each folio/demat account.
10. Cast your votes 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 subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on all the resolutions.
11. Corporate/institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through email at secretarial@csdhanapal.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'RKS_EVENT No. 9924'.

In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of https://evoting.kfintech.com or call KFin on 1-800-309-4001 (toll free).

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5: Appointment of Mr. Ramesh Narayan (DIN: 00189290) as a Non-Executive, Independent Director of the Company

Pursuant to the recommendation of Nomination and Remuneration Committee of the Company ("NRC") the Board of Directors at their meeting held on May 19, 2026 approved the appointment of **Mr. Ramesh Narayan (DIN: 00189290)** as an Additional Director in the capacity of an Independent Director of the Company for a term commencing from May 19, 2026 up to the conclusion of the Annual General Meeting to be held in the year 2029 (both days inclusive) on the terms and conditions as set out in the said resolution subject to approval of the members.

The Company has received the following from Mr. Ramesh Narayan: (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"); (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act; iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the SEBI Listing Regulations; (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority; (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company; (vi) A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Profile of Mr. Ramesh Narayan is given in the Annexure-A.

The Company has received a notice in writing by a member proposing his candidature under Section 160 of the Act.

The NRC had previously suggested certain desired attributes for the selection of the Independent Director. In the opinion of the Board and the NRC, Mr. Ramesh Narayan's skills background, experience and expertise as listed below are aligned to the attributes suggested by the NRC and he is eligible for appointment as Independent Director:

1. He has a distinguished career spanning over three decades in brand building, strategic communications, and advertising.
2. He has extensive expertise in sustainability communication, cause-based marketing, and driving large-scale social impact initiatives.
3. He provides strategic leadership across national and global industry bodies and championing institutional development on international platforms.

The Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director.

Mr. Ramesh Narayan will be entitled to remuneration by way of sitting fees for attending the meetings of the Board of Directors and/ or its Committees, reimbursement of expenses for participating in the Board and other meetings and Commission as may be recommended by the NRC or Board, which shall be within the limits stipulated under Section 197 of the Act and /or as approved by the Members of the Company through postal ballot dated March 23, 2026.

The terms and conditions of appointment of Independent Director is available for inspection by the Members electronically and at the registered office during business hours on all working days until the last date of remote e-voting and also available on the website of the company.

The resolution seeks the approval of members for the appointment of Mr. Narayan as an Independent Director of the Company for a term of Company for a term, commencing from May 19, 2026 up to the conclusion of the Annual General Meeting to be held in the year 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

Details of Mr. Ramesh Narayan pursuant to the provisions of (i) SEBI Listing Regulations; and (ii) Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, are provided in the **Annexure-A** to this Notice

No Director, KMP or their relatives except Mr. Narayan to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no 5.

The Board recommends the Special Resolution as set out in **Item No. 5** of this Notice for approval of the Members.

Annexure - A

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

Name of Director	**Mrs. Sangeetha Narasimhan**	**Mr. Ramesh Narayan**
Designation	Whole Time Director & CEO	Independent Director
DIN	07050848	00189290
Age (years)	63 years	70 years
Original date of appointment on the Board	September 23, 2015	May 19, 2026
Qualification, Experience and expertise in specific functional area	Sangeetha Narasimhan's career parallels the growth of the company over the past four decades. She joined R K SWAMY in March 1986 as an Account Executive. She is now the CEO, having been one of the key architects of the Company. During her tenure, she has contributed in a big way to the success of numerous clients, the hallmark of a true professional. She is not only a versatile creative person, having held the position of National Creative Director, she has simultaneously been a senior management person organising teams and talent to cater to the diverse needs of the business. A hands-on manager, she provides leadership across business strategy, creative direction, client stewardship, and organizational development, delivering both creative excellence and commercial success. She is regarded as one of the top specialists in the industry with a track record matched by few others. Her innovative ideas, exceptional multi-tasking ability and established network with celebrated talent in the country add a significant edge to the company's professional excellence. She is a trained vocalist in Hindustani Classical music with a Senior Diploma (vocal) from the Prayag Sangit Samiti, Allahabad. Her first love, and what defines her, will always be Music. In addition, she holds a Bachelor of Science in Chemistry, and a Master of Management Studies from S P Jain Institute of Management and Research, Mumbai.	Ramesh Narayan is a distinguished advertising and communications leader with over three decades of experience in brand building, industry leadership, sustainability advocacy, and social impact initiatives. Over the years, he has held several prestigious leadership positions, including President of the Advertising Club, President of the Advertising Agencies Association of India (AAAI), and President of the International Advertising Association (IAA) India Chapter. He has also served on the boards and governing bodies of key industry institutions, including the Audit Bureau of Circulations (ABC) and the National Readership Survey Council. Beyond advertising, he has actively championed campaigns focused on social good.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Not Applicable	As stated in the explanatory statement

Terms and conditions of re-appointment and remuneration	To be appointed as Director liable for retire by rotation. As per the Company's policy and as approved by the Nomination & Remuneration Committee and Board of Directors from time to time subject to the limits approved by members by way of a Special Resolution passed through Postal Ballot on March 23, 2026	As stated in the explanatory statement
Remuneration Last Drawn (Excluding Sitting Fees)	**FY 2025-2026** Total Remuneration : Rs. 1,49,38,265 *Commission payable for F.Y. 2025-2026 to Mrs. Sangeetha Narasimhan was voluntarily waived off.*	Not Applicable
Number of Meetings of Board attended during the year i.e. F.Y. 2025-26	4/4	Not Applicable
Shareholding in R K SWAMY Limited including shareholding as a beneficial owner	45,000 Equity Shares	NIL
Relationship with other Directors / KMPs	Spouse of Mr. Narasimhan K. Swamy (Managing Director and Group CEO)	None
Directorships held in other body corporates	• Varahaa Manpower Services Private Limited • Varahaa Steelworks Private Limited • C S Foundation; • Hansa Holdings Private Limited	• Canco Advertising Private Limited • IMC Chamber of Commerce and Industry
Membership/ Chairmanship of committees in companies in India (Statutory Committee)	**R K SWAMY Limited** Stakeholder Relationship Committee – Member Risk Management Committee - Member	**R K SWAMY Limited** Corporate Social Responsibility Committee - Member Stakeholders Relationship Committee - Chairperson
Listed entities from which the person has resigned in the past three years	None	None
Justification for appointment as an Independent Director	Not Applicable	As stated in the explanatory statement