

**Date:** May 22, 2025

**BSE Limited**

Department of Corporate Services  
Pheroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001

**National Stock Exchange of India Limited**

Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block  
Bandra- Kurla Complex, Mumbai-400051

**SCRIP Code- 544136**

**SYMBOL-RKSWAMY**

**ISIN: INE0NQ801033**

**Subject: Submission of Annual Secretarial Compliance Report for the financial year ended March 31, 2025, as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").**

Dear Sir/ Madam,

Pursuant to Regulation 24A of the SEBI Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 please find enclosed the Annual Secretarial Compliance Report of R K SWAMY Limited ("the Company"), issued by M/s. S Dhanapal & Associates LLP, Practising Company Secretaries for the financial year ended March 31, 2025.

This intimation is also being uploaded on the Company's website at [www.rkswamy.com](http://www.rkswamy.com)

This is for your information and records.

Thanking you

**For R K SWAMY Limited**

APARNA  
PRASHANT  
BHAT

Digitally signed by  
APARNA PRASHANT  
BHAT  
Date: 2025.05.22  
18:25:01 +05'30'

**Aparna Bhat**

**Company Secretary & Compliance Officer**

**Membership No.:** A19995

**Address:** Esplanade House, 29, Hazarimal Somani Marg, Fort, Mumbai 400 001

## **S Dhanapal & Associates LLP** **Practising Company Secretaries**

LLPIN ACB - 0368  
(Regd. with Limited Liability Under the LLP Act, 2008)

**Designated Partners :**

S. Dhanapal, B.Com., B.A.B.L., F.C.S  
N. Ramanathan, B.Com., F.C.S  
Smita Chirimar, M.Com., F.C.S, DCG(ICSI)

**SECRETARIAL COMPLIANCE REPORT**  
**OF**  
**R K SWAMY LIMITED**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2025**

We, S Dhanapal & Associates LLP, Practicing Company Secretaries, Chennai, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **R K SWAMY LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at No.19, Wheatcrofts Road, Nungambakkam, Chennai- 600034.

Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that, the listed entity has, during the review period covering the financial year ended 31<sup>st</sup> March, 2025, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We have examined;

- (a) all the documents and records made available to us and explanation provided by R K SWAMY LIMITED ("the listed entity");
- (b) the filings/ submissions made by the listed entity to the stock exchanges and as provided to us / available for public viewing on website of the exchanges;
- (c) website of the listed entity namely www.rkswamy.com,
- (d) other document/ filings, such as email communications as relevant which have been relied upon to make this certification,

for year ended on March 31, 2025 ("Review Period") in respect of compliance with the applicable provisions of

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

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(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, as applicable, have been examined include:-

- (a) Securities and Exchange Board of India (LODR) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

And circulars/guidelines issued there under; and based on the above examination, we hereby report that, during the Review Period:

(a) (\*\*) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action Advisory/Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
1.	publicity guideline issued by SEBI in connection with Draft Red	Clause 1 (b) and Clause 6 of Schedule IX of SEBI (ICDR)	Warning letter dated August 05, 2024.	SEBI	Warning	Clause 1 (b) and Clause 5 of Schedule IX of SEBI (ICDR)	Nil	provisions of the SEBI (ICDR) Regulations, 2018 has been deviated by disclosing	The SEBI warning letter was placed before the Board along with the	

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	Herring Prospectus	Regulations, 2018				Regulations, 2018 which relates to publicity guidelines issued by SEBI in connection with Draft Red Herring Prospectus		certain statements in an article published by the Business Standard which were not mentioned in the Draft Red herring Prospectus filed by the Company with SEBI.	management response and intended action. The receipt of this letter was disclosed to Stock Exchange immediately under Corporate Announcement on August 05, 2024	
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports: Not Applicable

Sr. No.	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning , etc.					
-	-	-	-	-	-	-	-	-	-	-



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I. We hereby report that, during the review period the compliance status of the listed entity with the following requirements is as below:

Sr. No.	Particulars	Compliance Status(Yes/No/NA)	Observations /Remarks by PCS
1.	<b>Secretarial Standards:</b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India(ICSI).	Yes	Nil
2.	<b>Adoption and timely updation of the Policies:</b>  <ul style="list-style-type: none"> <li>● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>● All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/ guidelines issued by SEBI</li> </ul>	Yes  Yes	Nil  Nil
3.	<b>Maintenance and disclosures on Website:</b>  <ul style="list-style-type: none"> <li>● The Listed entity is maintaining a functional website</li> <li>● Timely dissemination of the documents/ information under a separate section on the website</li> <li>● Web-links provided in annual corporate governance reports for FY ended 31.03.2024 under Regulation 27(2) are accurate and specific which re-directs to the relevant document t(s)/ section of the website</li> </ul>	Yes  Yes  Yes	Nil  Nil  Nil
4.	<b>Disqualification of Director:</b>  None of the Director(s) of the Company is/ are disqualified under Section 184 of Companies Act, 2013 as confirmed by the listed entity.	Yes	Nil
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b>  (a) Identification of material subsidiary companies  (b) Disclosure requirement of material as well as other subsidiaries	Yes  Yes	Nil  Nil

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6.	<b>Preservation of Documents:</b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015.	Yes	Nil
7.	<b>Performance Evaluation:</b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	<b>Related Party Transactions:</b>  (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions ;or  In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	Yes  NA	Nil  No such instance
9.	<b>Disclosure of events or information:</b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	<b>Actions taken by SEBI or Stock Exchange (s),if any:</b>  No action(s) has been taken against the listed entity /its promoters /directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	Nil

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12.	<p><b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	Yes	<p>Since the existing auditors M/s. Deloitte Haskins &amp; Sells LLP has served the maximum term permissible under the Companies Act, 2013 as the Statutory Auditors of the Company, they are not eligible for re-appointment. They are also the Statutory Auditors of the material subsidiaries of the company namely , M/s. Hansa Research Group Private Limited, Hansa Customer Equity Private Limited, and also of the step down domestic subsidiaries of the company. Deloitte have tendered their resignation on August 7, 2024 as statutory auditors of the above mentioned companies to enable the appointment of new statutory auditor in such companies. The company has appointed M/s. CNK &amp; Associates LLP, for a term of 5 years starting from the conclusion of 51st AGM till the conclusion of 56th AGM. The step down</p>
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			subsidiaries have also appointed M/s. CNK & Associates LLP as their statutory auditors for a term of 5 years.
13.	<b>Additional Non-compliances, if any:</b>  No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes	Nil

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations.- **Not Applicable**

### Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Chennai  
Date: May 21, 2025

For S DHANAPAL & ASSOCIATES LLP

(Practising Company Secretaries)

(Peer Review Certificate No.1107/2021)(Firm

Regn. No. L2023TN014200)



*R. N. Nachiappan*

RAMANATHAN NACHIAPPAN

Designated Partner

FCS 6665

C.P.No. 11084

UDIN: F006665G000400069

