

**MEMORANDUM OF ASSOCIATION OF
R K SWAMY LIMITED**
(Incorporated under the Companies Act of 1956)

- I. The name of the Company is **R K SWAMY LIMITED**¹.
- II. The Registered Office of the Company will be situated in the State of **TamilNadu**.
- III.(a) The main objects to be pursued by the Company on its incorporation are²:

- (1) To carry on the business of integrated marketing services including but not limited to all aspect and forms of advertising creative, digital content & allied services, media consulting, planning & buying, pharma and healthcare communication, continuing medical education, social & rural communication, events and activation, brand & marketing consulting, public relationship management, public advocacy, awareness & national missions, customer data analytics & consulting, customer relationship management, campaign management , loyalty management , customer experience management, media and market research and all aspects of marketing services either directly or through an affiliate or a business arrangement;
- (2) To carry on the business of marketing and advertising; to acquire and dispose of advertising time, space or opportunities in any media including but not limited to print, television, cinema hall, digital, interactive, mobile and the worldwide web; to undertake advertising and promotional campaigns of every nature including consumer relationship management; to acquire and provide promotional requisites of every kind and description; and to carry on any other business which may be usefully carried on in connection with such business; and to acquire and undertake the whole or any part of similar business, which may be usefully carried on in connection therewith;
- (3) To adopt such means of making known and advertising the business and products of the Company as may seem expedient including, but not limited to publishing brochures, books, TV/video commercials, digital content, audio visuals, interactive websites, and Market Planning Guides in whatever name called;
- (4) To carry on or promote or invest/fund/acquire companies and/or enter into strategic partnerships for doing business related to integrated marketing services and any of its main or ancillary objects such as marketing analytics, marketing technology, events and activation, work contract services, construction services, social and rural marketing, customer loyalty and relationship management, call centers, public relations, retail identity, health care communication, print, television, outdoor, radio, web-broadcast, and all such other media, advertising and marketing services businesses;
- (5) To carry on, promote, invest or support in the area of marketing and communication education and training, continuing medical education, para- medical education and other forms of school and college education and training which may include teaching newer techniques both online and offline, and by other means that technology may provide.

(b) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (a) ARE:

- (6) To carry on the business of manufacture of all kinds of apparatus, applications, plant and material employed by advertising people in their business, and to sell, dispose of and use the same for the purpose of the business of the Company;³
- (7) To establish or promote or concur in establishing any company whose objects shall include and acquisition of all or any of the assets or liabilities of the Company or the promotion of which shall be considered likely to advance directly or indirectly the objects this company or the interests of its shareholders;
- (8) To carry on any scientific, research or other research which may be of benefit to the Company, to establish, conduct and carry on any educational or other institution and research or such other activities for the attainment of the above objects;

¹ The members of the Company at their Annual General Meeting held on July 03, 2023 have approved the change in name of the Company from R K Swamy Private Limited to R K Swamy Limited by passing of Special Resolution which shall be effective from the date of central government approval.

² The members of the Company at their Annual General Meeting held on July 03, 2023 have substituted the existing main object clause of the Company by passing of Special Resolution.

³ The members of the Company at their Extra Ordinary General Meeting held on June 30, 2014 had amended Clause III (b) (5) [currently numbered as Clause III (b) (6)] by passing of Special Resolution.



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DIN: 00219883
GROUP CEO & Whole Time Director

- (9) To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights;
- (10) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights;
- (11) To undertake and to carry on and execute all kinds of financial, commercial, trading, manufacturing and other operations, and to carry on any other business which may seem to be capable of being conveniently carried on in connection with any of these objects of the Company;
- (12) To enter into any type of scheme of arrangement/ reconstruction including scheme of amalgamation, merger, demerger, reconstruction (internal and / or external), reorganization of capital etc. as the board of directors may deem fit and / or to acquire any undertaking and / or divisions, including its business along with its assets including goodwill and liabilities either whole or any part of the business and assets and liabilities of any person, firm or company or to acquire an interest in and to give/issue/allot any type of securities including equity shares, debentures, debenture stocks or to make any other appropriate consideration that may be agreed upon and to do all other acts, deeds and things that may be necessary to give effect to any of the aforesaid scheme of arrangement by the company and to sign all required documents, papers thereof;⁴
- (13) To receive monies on deposit, current account or otherwise with or without allowance of interest and to receive deposit of title deeds and other securities, without doing Banking business within the meaning of Banking Companies Regulation Act 1949;
- (14) To enter into contracts of indemnity or guarantee and to guarantee the due payment of any debt or liability present or future or contingent on the performance of any contracts or obligations of any person, firm or company or body corporate and the payment of the capital and the dividends and interest on any stock shares or securities of any Company or body;⁵
- (15) To purchase, invest in, take on lease or in exchange, hire otherwise acquire or sell any moveable or immovable property and any right or privileges which the Directors of the Company may think fit to do;
- (16) To carry on in India or elsewhere the business of acting as Consultants and advisers in respect of matters relating to technical, operational, industrial know-how, project and/or design, engineering, scientific and other research, feasible studies, financial, budgetary control, taxation, legal, industrial and labour relations, insurance, company promotion, formation and registration and all other matters in any way connected or concerned with or relating thereto;
- (17) To provide for the welfare of the Directors, Managing Directors, trustees and employees or ex-directors, ex-Managing Directors, ex-trustees, and ex-employees of the Company and the wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwellings or chawls by grants of money, pensions, allowances, bonus, or other payments or by creating and from time to time subscribing or contributing to provident or other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreating hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit, and to subscribe or contribute or otherwise assist or guarantee money to charitable benevolent, religious, scientific national or other institutions, and objects which shall have any moral or other claim to support or aid by the company either by reason of locality of operation or public and general utility or otherwise⁶;



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⁴ The members of the Company at their Extra Ordinary General Meeting held on May 19, 2022 had amended Clause III (b) (12) by passing of Special Resolution

⁵ The member of the Company at their Extra Ordinary General Meeting held on June 30, 2014 had amended Clause III (b) (13) [currently numbered as Clause III (b) (14)] by passing of Special Resolution

⁶ The member of the Company at their Extra Ordinary General Meeting held on June 30, 2014 has inserted Clause III (b) (17) [currently numbered as Clause III (b) (18)] by passing of Special Resolution

(18) To borrow or raise or secure the payment of money in such manner as the company shall think fit and in particular by the issue of debentures, debenture- stocks, bonds, obligations, notes and securities of all kinds to and , frame, constitute and secure the same as may seem expedient with full powers to make the same transferable by delivery or by instrument of transfer or otherwise, and either perpetual or terminable and either redeemable or otherwise, and to secure the same by trust deeds or otherwise on the undertaking of the companion or upon any specific property and rights present and future of the company (including and if thought fit, uncalled capital) or otherwise, howsoever. To advance and lend money on assets of all kinds upon such terms as may be thought fit.

IV. The liability of members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.⁷

V. The Authorised Capital of the Company is Rs. 30,00,00,000/-divided into 6,00,00,000 (Six Crore) equity shares of Rs. 5/-each with power to increase and/or reduce the capital of the Company as provided in the Articles of Association of the Company.^{8, 9}



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⁷ The member of the Company at their Extra Ordinary General Meeting held on June 30, 2014 had amended Clause IV by passing of Special Resolution

⁸ The member of the Company at their Extra Ordinary General Meeting held on June 30, 2014 had altered clause V by passing Special Resolution.

⁹ The member of the Company at their Extra Ordinary General Meeting held on July 25, 2023 had altered clause V by passing Special Resolution. (adjusted post increased in authorized share capital and subdivision)

We the several persons, whose names and address are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names:

Sr. No	Name of Subscribers	Address and description of Subscribers	No. of Shares taken by each Subscribers	Witness to the signatures of the subscribers
1	Rangaswamy Krishnaswamy	S/o Shri. M.V. Rangaswamy Iyengar Guntur House 13 Shenoy Road Madras 600 034	100 Equity Shares	Sd/-
2	Kali Rustomji Billimoria	S/o Shri. Rustomji Phirosha Billimoria 54/A West Mada Church Street Royapuram Madras 600 013	100 Equity Shares	Sd/-



Narasimhan K. Swamy

DIN: 00219883

Group CEO & Whole Time Director

Synopsis of Alteration in Memorandum of Association of the Company with effect from April 01, 2014

Date of Shareholders' resolution	Nature of amendment
June 30, 2014	<p>I. Clause III (a)(1) - (4) of the Memorandum of Association of the Company were amended by substituting with the following sub-clauses:</p> <p><i>“(1) To carry on the business of advertising and publicity agents, marketing and advertising consultants, planners and designers.</i></p> <p><i>(2) To carry on the business of marketing and advertising; to acquire and dispose of advertising time, space or opportunities in any media including digital, interactive, mobile and the worldwide web; to undertake advertising and promotional campaigns of every nature including consumer relationship management, to acquire and provide promotional requisites of every kind and description, and to carry on any other business which may be usefully carried on in connection with such business, and to acquire and undertake the whole or any part of similar business, which may be usefully carried on in connection therewith</i></p> <p><i>(3) To adopt such means of making known and advertising the business and products of the Company as may seem expedient including, but not limited to publishing brochures, books, TV/video commercials, audio visuals, interactive websites, and Market Planning Guides.</i></p> <p><i>(4) To carry on or promote or invest/fund companies for doing business related to marketing services, such as market research, marketing analytics, events and activation, public relations, retail identity, health care advertising and all such other advertising and marketing services businesses.”</i></p> <p>II. Clause III (b)(5) of the Memorandum of Association of the Company was amended by substituting with the following sub-clause:</p> <p><i>“(5) To carry on the business of manufacture of all kinds of apparatus, applications, Plant and material employed by advertising people in their business, and to sell, dispose of and use the same for the purpose of the business of the Company.”</i></p> <p>III. Clause III (b)(13) of the Memorandum of Association of the Company was amended by substituting with the following sub-clause:</p> <p><i>“To enter into contracts of indemnity or guarantee and to guarantee the due payment of any debt or liability present or future or contingent on the performance of any contracts or obligations of any person, firm or company or body corporate and the payment of the capital and the dividends and interest on any stock shares or securities of any Company or body.”</i></p> <p>IV. Deletion of existing clause III (c) (17) to clause III (c) (19),</p> <p><i>(17) To undertake and transact all kinds of agency or business which an ordinary individual may legally undertake.</i></p> <p><i>(18) To carry on business as proprietors, printers, publishers and distributors of newspapers, journals, magazines, leaflets, pamphlets, diaries, books, periodicals and other literary or journalistic works of any description and to acquire the goodwill and copyright</i></p>

Synopsis of Alteration in Memorandum of Association of the Company with effect from April 01, 2014

Date of Shareholders' resolution	Nature of amendment
	<p><i>and continue the publication of any such existing publications or works.</i></p> <p><i>(19) To carry on business of chemical manufacturers, pharmaceutical manufacturers and wholesale and retail chemists and druggists, analytical, chemists, drysalters, colourmen, importers, exporters, and manufacturers of and dealers in heavy chemicals, drugs, soap essences, cordials, acids, alkalis, pharmaceutical, medical chemical, industrial and other preparations and articles of any kind whatsoever, mineral and other waters, cements paints, pigments and varnishes, drug, dyeware, paint and colour grinders, makers of and dealers in proprietary articles of all kinds, and of electrical, chemical, photographic, surgical, scientific apparatus and materials and in any similar or allied business and either in connection with the said business or as distinct or separate business.</i></p> <p>V. Clause IV of the Memorandum of Association was amended by substituting with the below clause:</p> <p><i>"The liabilities of members is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them."</i></p> <p>VI. Clause V of the Memorandum of Association was amended as below:</p> <p><i>authorised share capital from ₹100,000,000 (Rupees Ten Crores only) divided into 10,000,000 Equity Shares of ₹ 10 each with differential voting rights to ₹100,000,000 (Rupees Ten Crores only) divided into 10,000,000 Equity Shares of ₹ 10 each with differential voting rights.</i></p>
September 27, 2016	<p><i>Insertion of an Objects Clause under III(b)(17) which are necessary for furtherance of the Objects of Memorandum of Association</i></p> <p><i>"To borrow or raise or secure the payment of money in such manner as the company shall think fit and in particular by the issue of debentures, debenture-stocks, bonds, obligations, notes and securities of all kinds to and , frame, constitute and secure the same as may seem expedient with full powers to make the same transferable by delivery or by instrument of transfer or otherwise, and either perpetual or terminable and either redeemable or otherwise, and to secure the same by trust deeds or otherwise on the undertaking of the companion or upon any specific property and rights present and future of the company (including and if thought fit, uncalled capital) or otherwise, howsoever. To advance and lend money on assets of all kinds upon such terms as may be thought fit."</i></p>
May 19, 2022	<p>I. Clause I of the Memorandum of Association was amended to reflect the change of name of the Company from 'R. K. Swamy BBDO Private Limited' to 'R K Swamy Private Limited'.</p> <p>II. Clause III (a) of the Memorandum of Association of the Company were amended by substituting clauses III (a)(1) – (4) and inserting Clause III (a)(5)the following sub-clauses:</p> <p><i>"(1) To carry on the business of advertising and publicity agents, marketing and advertising</i></p>

Synopsis of Alteration in Memorandum of Association of the Company with effect from April 01, 2014

Date of Shareholders' resolution	Nature of amendment
	<p><i>consultants, planners and designers and all aspects of marketing services.</i></p> <p><i>(2) To carry on the business of marketing and advertising; to acquire and dispose of advertising time, space or opportunities in any media including digital, interactive, mobile and the worldwide web; to undertake advertising and promotional campaigns of every nature including consumer relationship management; to acquire and provide promotional requisites of every kind and description; and to carry on any other business which may be usefully carried on in connection with such business; and to acquire and undertake the whole or any part of similar business, which may be usefully carried on in connection therewith.</i></p> <p><i>(3) To adopt such means of making known and advertising the business and products of the Company as may seem expedient including, but not limited to publishing brochures, books, TV/video commercials, digital content, audio visuals, interactive websites, and Market Planning Guides in whatever name called.</i></p> <p><i>(4) To carry on or promote or invest/fund/acquire companies and/or enter into strategic partnerships for doing business related to marketing services, such as media and market research, marketing analytics, marketing technology, events and activation, social and rural marketing, customer loyalty and relationship management, call centers, public relations, retail identity, health care communication, print, television, outdoor, radio, web-broadcast, and all such other media, advertising and marketing services businesses.</i></p> <p><i>(5) To carry on, promote, invest or support in the area of marketing and communication education and training, continuing medical education, para- medical education and other forms of school and college education and training which may include teaching newer techniques both online and offline, and by other means that technology may provide."</i></p> <p>III. Clause III (b)(12) of the Memorandum of Association of the Company was amended by substituting with the following sub-clause:</p> <p><i>"(12) To enter into any type of scheme of arrangement/ reconstruction including scheme of amalgamation, merger, demerger, reconstruction (internal and / or external), reorganization of capital etc. as the board of directors may deem fit and / or to acquire any undertaking and / or divisions, including its business along with its assets including goodwill and liabilities either whole or any part of the business and assets and liabilities of any person, firm or any part of the business and assets and liabilities of any such person, firm or company or to acquire an interest in and to give/issue/allot any type of securities including equity shares debentures, debenture stocks or to make any other appropriate consideration that may be agreed upon and to do all other acts, deeds and things that may be necessary to give effect to any of the aforesaid scheme of arrangement by the company and to sign all required documents, papers thereof."</i></p>
July 03, 2023	<p>Clause I of the Memorandum of Association was amended to reflect the change of name of the Company from 'R. K. Swamy Private Limited' to 'R K Swamy Limited'.</p> <p>Note - effective date of amendment of clause I is the date on which Central Government provides their approval.</p>

Synopsis of Alteration in Memorandum of Association of the Company with effect from April 01, 2014

Date of Shareholders' resolution	Nature of amendment
	<p>Clause III (a) of the Memorandum of Association of the Company were amended by substituting clauses III (a)(1) - (5) as below:</p> <ol style="list-style-type: none"> 1. <i>To carry on the business of Integrated Marketing Services including but not limited to all aspect and forms of advertising creative, digital content & allied Services including media consulting, planning & buying, pharma and healthcare communication, continuing medical education, social & rural communication, events and activation, brand & marketing consulting, public relationship management, public advocacy, awareness & national missions, customer data analytics & consulting , customer relationship management, campaign management ,loyalty management , customer experience management, media & market research, and all aspects of marketing services either directly or through an affiliate or a business arrangement;</i> 2. <i>To carry on the business of marketing and advertising; to acquire and dispose of advertising time, space or opportunities in any media including but not limited to print, television, cinema hall, digital, interactive, mobile and the worldwide web; to undertake advertising and promotional campaigns of every nature including consumer relationship management; to acquire and provide promotional requisites of every kind and description; and to carry on any other business which may be usefully carried on in connection with such business; and to acquire and undertake the whole or any part of similar business, which may be usefully carried on in connection therewith;</i> 3. <i>To adopt such means of making known and advertising the business and products of the Company as may seem expedient including, but not limited to publishing brochures, books, TV/video commercials, digital content, audio visuals, interactive websites, and market planning guides in whatever name called;</i> 4. <i>To carry on or promote or invest/fund/acquire companies and/or enter into strategic partnerships for doing business related to integrated marketing services and any of its main or ancillary objects, such as marketing analytics, marketing technology, events and activation, work contract services, construction services, customer loyalty and relationship management, call centers, public relations, retail identity, health care communication, print, television, outdoor, radio, web-broadcast, and all such other media, advertising and marketing services businesses;</i> 5. <i>To carry on, promote, invest or support in the area of marketing and communication education and training, continuing medical education, para-medical education and other forms of school and college education and training which may include teaching newer techniques both online and offline, and by other means that technology may provide.</i>
July 25, 2023	<p>Clause V of the Memorandum of Association was amended as below:</p> <p>a) for increase in authorised share capital</p> <p>The Authorised Capital of the Company is Rs. 30,00,00,000/- divided into 3,00,00,000 (Three Crore) equity shares of Rs. 10/- each with power to increase and/or reduce the</p>

Synopsis of Alteration in Memorandum of Association of the Company with effect from April 01, 2014

Date of Shareholders' resolution	Nature of amendment
	<p>capital of the Company as provided in the Articles of Association of the Company.</p> <p>b) for sub-division:</p> <p>The Authorised Capital of the Company is Rs. 30,00,00,000/-divided into 6,00,00,000 (Six Crore) equity shares of Rs. 5/-each with power to increase and/or reduce the capital of the Company as provided in the Articles of Association of the Company</p>