

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 52<sup>nd</sup> (Fifty Second) **Annual General Meeting ('AGM')** of the Members of **R K SWAMY Limited** ('the Company') will be held on **Wednesday, September 03, 2025 at 02.30 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, 2025, 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, 2025 together with the Report of the Auditors thereon.
3. To declare a final dividend of Rs. 1.50 per equity share (30 %) of the face value of Rs. 5 each for the Financial Year ended March 31, 2025.
4. To appoint a Director in place of Mr. Narasimhan K Swamy (DIN: 00219883), who retires by rotation and being eligible, offers his candidature for re-appointment.

## **SPECIAL BUSINESS:**

5. Appointment of M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries as the Secretarial Auditors of the Company.

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of

the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 other applicable laws/statutory provisions if any as amended from time to time and based on the recommendation of the Audit Committee and the Board of Director, the approval of the members be and is hereby accorded for the appointment of M/s. S Dhanapal & Associates LLP., Practicing Company Secretaries (Firm Regn. No. L2023TN014200) as the Secretarial Auditor of the Company for one term of five consecutive years commencing from Financial Year 2025-26 to Financial Year 2029-30, at such remuneration and on such terms and conditions as maybe mutually agreed between the Board of Directors (including its Committee thereof) and the Secretarial Auditor."

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

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

Date: May 21, 2025

## **R K SWAMY LIMITED**

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

## **NOTES:**

### **1. CONVENING OF 52<sup>ND</sup> AGM OF THE COMPANY THROUGH VC/ OAVM**

Pursuant to General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ('MCA') and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by Securities Exchange Board of India ('SEBI') (together referred to as 'the Circulars'), the Company will be conducting its 52<sup>nd</sup> 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 of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ('SEBI Listing Regulations'), along with disclosure, in terms of Section 102 of the Act for the **Item No. 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 as set out in **Item No 4** of the Notice at the AGM is annexed as **Annexure-A** as required under Regulations 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 [cssnehalshah@gmail.com](mailto:cssnehalshah@gmail.com) with a copy marked to [evoting@kfinotech.com](mailto:evoting@kfinotech.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 2024-25 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 2024-25 will also be available on the Company's website at [www.rkswamy.com](http://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](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), and on the website of KFin at <https://evoting.kfinotech.com>.

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

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

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

In case any Members desirous of obtaining physical copy of the Annual Report for the Financial Year 2024-25, are requested to send a request to the Company by email at [secretarial@rkswamy.com](mailto:secretarial@rkswamy.com) mentioning their folio number/ DP ID and Client ID.

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 shareholders 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](mailto:secretarial@rkswamy.com)

#### **9. SCRUTINIZER FOR E-VOTING AND VOTING RESULTS**

The company has appointed Mr. Snehal Shah Practicing Company Secretary failing whom Mr. Pratik Shah, Practicing Company Secretary as the Scrutinizer (the 'Scrutinizer') for conducting 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](http://www.rkswamy.com)) and on the website of KFin (<https://evoting.kfinotech.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**

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

Accordingly, shareholders 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 to 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 **Tuesday, August 19, 2025** as the '**RECORD DATE**' for the purpose of determining the members eligible to receive dividend for the Financial Year ended March 31, 2025.
- b) The Board of Directors of the Company at their meeting held on May 21, 2025 have inter alia approved and recommended payment of Final Dividend of Rs. 1.50 (Rupee One and Fifty Paise) (being 30% of the face value of Rs.5/-each) per equity share for the Financial Year ended March 31, 2025 ('final dividend'), which if approved 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 shareholders who have registered their bank account details. SEBI has made it mandatory to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to the shareholders electronically. The shareholders holding shares in physical form shall be paid dividend only through electronic mode subject to their folios being KYC compliant as per the SEBI requirements.
- 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](mailto:einward.ris@kfintech) or coordinates as mentioned above, or with the Company at its Registered Office or through email at [secretarial@rkswamy.com](mailto: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, 1961, dividend shall be taxed in the hands of shareholders 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 **Friday, August 8, 2025** 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 shareholders should log into the Kfin website and **upload the TDS exemption documents** at <https://ris.kfintech.com/form15/> on or before **Friday, August 22, 2025** 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 16<sup>th</sup> March 2023 (subsumed as part of the SEBI Master Circular dated 17<sup>th</sup> May 2023) read with Circular No SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17<sup>th</sup> November 2023, in supersession of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details.

As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details.

Physical folios wherein the PAN, KYC, and nomination details are not available would be eligible for lodging grievance or any service request only after registering the required details. Any payments including dividend in respect of such folios shall only be made electronically with effect from 1<sup>st</sup> 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/regulatory-disclosure.html>. 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. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, 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 52<sup>ND</sup> 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 remote e-voting login credentials and by clicking on the tab 'video conference'. The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected.
- 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 **Saturday, August 30, 2025 (9:00 a.m. IST) to Tuesday, September 02, 2025 (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 "How It Works" tab placed on top of the page. Members who need technical assistance before or during the e-AGM can contact KFin at [emeetings@kfintech.com](mailto: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., **Wednesday, August 27, 2025** may also visit <https://evoting.kfintech.com/> and click on the tab 'Post Your Queries Here' to post their queries/views/questions in the window provided, by mentioning their name, demat account number/folio number, E-mail ID and mobile number. The window shall be activated from commencement of the remote e-voting and shall be closed by 5.00 p.m. (IST) on Tuesday, September 2, 2025.

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

#### 17. **PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM**

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations (as amended), and Circulars, the Company is providing facility of remote e-voting to its shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with KFin for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a shareholder using remote e-voting as well as the e-voting system on the date of the AGM will be provided by KFin.

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



Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 minutes. Members viewing the e-AGM shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

**The instructions for attending the AGM electronically are as under:**

- a) Any person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the **Cut-Off Date i.e. Wednesday, August 27, 2025** only shall be entitled to avail the facility of remote e-voting. **The remote e-voting period commences on Saturday, August 30, 2025 at 9:00 a.m. IST and ends on Tuesday, September 02, 2025 at 5:00 p.m. IST.**

The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she/it shall not be allowed to change it subsequently.

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

In order to increase the efficiency of the voting process, and pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the demat account holders, are provided a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders will now be able to cast their vote without having to register again with the E-voting Service Providers ('ESPs'), thereby facilitating seamless authentication and convenience of participating in e-voting process.

## INSTRUCTIONS FOR E-VOTING





The procedure for remote e-voting is as under

### A. INDIVIDUAL MEMBERS- DEMAT HOLDING

Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member	Login Method
Individual Members login through their demat accounts / website of DPs	<ol style="list-style-type: none"> <li>Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility.</li> <li>Once logged-in, Members will be able to view e-voting option.</li> <li>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.</li> <li>Click on options available against '8999' or 'KFin'.</li> <li>Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.</li> </ol>
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li><b>Existing Internet-based Demat Account Statement ("IDeAS") facility Users:</b> <ol style="list-style-type: none"> <li>Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile.</li> <li>On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password.</li> <li>After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed.</li> <li>Click on company name i.e. R K SWAMY Limited or ESP i.e. KFin.</li> <li>Members will be re-directed to KFin's website for casting their vote during the remote e-voting period.</li> </ol> </li> <li><b>Those not registered under IDeAS:</b> <ol style="list-style-type: none"> <li>Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</li> <li>Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>.</li> <li>Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open.</li> <li>Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.</li> </ol> </li> </ol>

*contd.*

Type of Member	Login Method
<b>Individual Members holding securities in demat mode with NSDL</b>	<p>vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>vii. Click on company name i.e R K SWAMY Limited or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.</p> <p>viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile app is available on  App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<b>Individual Members holding securities in demat mode with CDSL</b>	<p><b>1. Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>Click on New System Myeasi.</li> <li>Login to Myeasi option under quick login.</li> <li>Login with the registered user ID and password.</li> <li>Members will be able to view the e-voting Menu.</li> <li>The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</li> </ol> <p><b>1. User not registered for Easi/ Easiest</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> or <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a> for registering.</li> <li>Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>After successful registration, please follow the steps given in point no. 1 above to cast your vote.</li> </ol> <p><b>2. Alternatively, by directly accessing the e-voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>Provide demat account number and PAN.</li> <li>System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</li> <li>After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. R K SWAMY Limited or select KFin.</li> <li>Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</li> </ol>

**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	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 102 0990</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022-62343625, 022-62343626, 022-62343259</b>

## B NON INDIVIDUAL MEMBERS & MEMBERS HOLDING SHARES IN PHYSICAL MODE

Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (8999), USER ID and password. They will have to follow the following process:

- Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.

- Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 8999, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
- After entering these details appropriately, click on “LOGIN”.
- You will now reach 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.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'R K SWAMY Limited' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and

partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. In case you do not desire to cast your vote, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

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

### **Item No. 5: Appointment of M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries as the Secretarial Auditors of the Company**

In accordance with the Section 204 of the Act and Regulation 24A of the SEBI Listing Regulations as amended from time to time, the Company is required to appoint a Secretarial Auditor for a term of five consecutive years at a time, subject to approval of shareholders at the Annual General Meeting.

The Audit Committee, at its meeting held on May 20, 2025, and the Board of Directors of the Company, at their meeting held on May 21, 2025, have recommended the appointment of M/s. S Dhanapal & Associates LLP, a Peer Reviewed Firm of Practicing Company Secretaries (Firm Regn. No. L2023TN014200 & Peer Review No. 1107/2021), ('the Firm') as Secretarial Auditors of the Company for the approval of the shareholders at the upcoming Annual General Meeting, for a term of five consecutive years, commencing from April 01, 2025 to March 31, 2030.

The Firm has given its consent to act as the Secretarial Auditors of the Company and has confirmed that its appointment, if approved by the shareholders would be within the limits specified by Institute of Company Secretaries of India (ICSI) and that it is not disqualified to be appointed as the Secretarial Auditors in terms of the provisions of Regulation 24A of SEBI Listing Regulations. The Firm has also confirmed that it has undergone the peer review process of the ICSI and holds a valid certificate issued by the 'Peer Review Board' of the ICSI.

The proposed remuneration to be paid to the Firm for the Secretarial Audit Services for the Financial Year ending March 31, 2026 is Rs. 1.5 Lakhs (Rupees One Lakh Fifty Thousand) plus applicable taxes and out of

pocket expenses. There is no material change in the remuneration proposed to be paid to Secretarial Auditors for the Financial Year 2025-26 as compared to and the remuneration paid to them for the financial year 2024-25. The proposed fees are determined based on the scope of work, team size, industry experience, and the time and expertise required by Firm to conduct the audit effectively. The Board of Directors in consultation with the Audit Committee may fix the remuneration for the Financial Year 2026-27 to 2029-30 and may alter and vary the terms and conditions of appointment including remuneration in such a manner as may be mutually agreed with the Firm. In addition to the secretarial audit, Firm may provide such other permissible services from time to time as may be approved by the Board of Directors.

### **Firms Profile:**

M/s. S Dhanapal & Associates LLP, is a firm of Practicing Company Secretaries has around 10 years of experience in handling secretarial audit of various listed and unlisted entities. The Core team consists of 3 partners and other Qualified Company Secretaries and the firm provides the professional services with respect to compliances relating to Companies Act, 2013, SEBI Regulations, Stock Exchanges compliances, Insolvency & Bankruptcy Code and Foreign Exchange Management Act.

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

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

## Annexure - A

**ADDITIONAL INFORMATION ON DIRECTOR RECOMMENDED FOR RE-APPOINTMENT AT AGM**

[In pursuance of Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2]

Name of Director	<b>Narasimhan K Swamy (Shekar Swamy)</b>
DIN	00219883
Current Designation	Managing Director & Group CEO
Age	68 Years
Brief Profile	Mr. Shekar Swamy has been associated with our Company since 1985 and accordingly has over 40 years of experience in the marketing services and communications industry. He was also inducted into the hall of achievement at Medill School of Journalism, Northwestern University on April 29, 2002. He was an adjunct faculty of the Medill School of Journalism, Media and Integrated Marketing Communications at Northwestern University for over two decades where he developed and co-instructed a special course on 'global marketing communications'.
Original date of appointment as Director	June 30, 2001
Qualifications	<ul style="list-style-type: none"> <li>• Bachelor of Commerce from the University of Madras</li> <li>• Master of Business Administration from the University of Delhi</li> <li>• Master of Science in Advertising from Northwestern University, Illinois, U.S.A.</li> </ul>
Experience and expertise in specific functional area	40 years experience in Advertising, Marketing, Business Strategies
Remuneration Last Drawn (Excluding Sitting Fees)	Rs. 152.10 Lakhs for F.Y. 2024-25
Number of Meetings of Board attended during the year i.e. F.Y. 2024-25	4 of 4
Shareholding in R K SWAMY Limited including shareholding as a beneficial owner	1,66,07,540 Equity Shares i.e. 32.90% of paid-up equity capital of the Company
Relationship with other Directors / KMPs	Brother of Srinivasan K Swamy (Executive Group Chairman) Spouse of Sangeetha Narasimhan (Whole-time Director & CEO)
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 shareholders by way of a Special Resolution passed through Postal Ballot on July 11, 2024.
Directorships held in other companies in India	Hansa Research Group Private Limited; Hansa Customer Equity Private Limited; Dsquare Solutions Private Limited; Autosense Private Limited; Hansa Direct Private Limited; Hansa Vision India Private Limited; Hansa Holdings Private Limited; C S Foundation
Membership/ Chairmanship of committees in companies in India (Statutory Committee)	R K SWAMY Limited- Corporate Social Responsibility Committee (Member); Hansa Research Group Private Limited- Corporate Social Responsibility Committee (Member); Hansa Customer Equity Private Limited- Corporate Social Responsibility Committee (Member)
Names of other listed entities in which the Director also holds directorship and membership of Committees of the Board along with names of listed entities from which the Director has resigned in the past three years	None