

Date: February 13, 2026

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: Outcome of Board Meeting held on February 13, 2026, under Regulation 30 and 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Dear Sir/Madam,

Pursuant to Regulation 30 and 33 of the SEBI Listing Regulations, we hereby notify that the Board of Directors of R K SWAMY Limited (“the Company”) at its Meeting held today i.e. February 13, 2026 at the Corporate office of the Company at Esplanade House, Fort, Mumbai which commenced at 02:30 P.M. (IST) and concluded at 04:30 P.M (IST) has inter alia, considered, approved and taken on record the following:-

1. The Un-Audited Consolidated Financial Results of the Company along with the Limited Review Report thereon for the quarter and nine months ended December 31, 2025; **(Enclosed as Annexure- I);**
2. The Un-Audited Standalone Financial Results of the Company along with the Limited Review Report thereon for the quarter and nine months ended December 31, 2025 **(Enclosed as Annexure- II);**
3. **Re-appointment of Independent Directors**
 - a. Mr. T. T. Srinivasaraghavan (DIN: 00018247) as an Independent Director for a second term, commencing from July 03, 2026 upto the conclusion of the Annual General Meeting of the Company to be held in the year 2029 (both days inclusive) and whose office shall not be liable to retire by rotation, subject to approval of the Members of the Company. **(Enclosed as Annexure- III).**
 - b. Mrs. Nalini Padmanabhan (DIN: 01565909) as an Independent Director for a second term, commencing from July 03, 2026 upto the conclusion of the Annual General Meeting of the Company to be held in the year 2030 (both days inclusive) and whose office shall not be liable to retire by rotation, subject to approval of the Members of the Company **(Enclosed as Annexure- III).**
 - c. Mr. Rajiv Vastupal Mehta (DIN: 00647906) as an Independent Director for second term of five years commencing from July 03, 2026 upto July 02, 2031 (both days inclusive) and whose office shall not be liable to retire by rotation, subject to approval of the Members of the Company **(Enclosed as Annexure- III).**

R K SWAMY Limited

Esplanade House,

29 Hazarimal Somani Marg,

Fort, Mumbai 400001

Phone: +91 22 4057 6399, 2207 7476

Email: reachout@rkswamy.com

www.rkswamy.com

CIN No. L74300TN1973PLC006304

Regd Office: Plot No.19, Wheatcrofts Road,

Nungambakkam, Chennai- 600034.

Offices also at Bengaluru, Hyderabad,

Kochi, Kolkata, New Delhi

4. Re-appointment of Mrs. Sangeetha Narasimhan (DIN: 07050848) as a Whole-time Director of the Company for a period of five consecutive years effective September 19, 2026 upto September 18, 2031 (both days inclusive) and terms of her remuneration, whose office is liable to retire by rotation, subject to approval of the Members of the Company **(Enclosed as Annexure- III)**.
5. Cessation of office on retirement of Mr. Sunil Sethy (DIN: 00244104) as an Independent Director of the Company, with effect from the close of business hours on March 26, 2026 who will be attaining the age of 75 years on March 27, 2026. **(Enclosed as Annexure- III & IV)**.

The Board placed on record its sincere appreciation and gratitude for the invaluable contributions, guidance and dedicated service rendered by Mr. Sunil Sethy during his tenure as an Independent Director of the Company.

6. The Notice of Postal Ballot for obtaining approval of the Members for the re-appointment of Independent Directors, re-appointment of Mrs. Sangeetha Narasimhan and terms of her remuneration; and the Commission payable to all the Non-Executive Directors of the Company.

The above disclosure will be uploaded on the Company's website www.rkswamy.com

You are requested to kindly take the same on record.

Thanking you

For R K SWAMY Limited

Aparna Bhat
Company Secretary & Compliance Officer
Membership No.: A19995
Address: Esplanade House, 29, Hazarimal Somani Marg,
Fort, Mumbai 400 001



R K SWAMY LIMITED

Regd Office: No. 19, Wheatcrofts Road, Nungambakkam, Chennai 600 034, Tamil Nadu, India
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(₹ in lakhs)

Statement of unaudited consolidated financial results for the quarter and nine months ended December 31, 2025

| | Particulars | Quarter ended | | | Nine months ended | | Year ended |
|----|--|-----------------|-----------------|-----------------|-------------------|------------------|------------------|
| | | 31-12-2025 | 30-09-2025 | 31-12-2024 | 31-12-2025 | 31-12-2024 | 31-03-2025 |
| | | Unaudited | Unaudited | Unaudited | Unaudited | Unaudited | Audited |
| | Income | | | | | | |
| 1 | Revenue from operations | 8,866.10 | 7,364.84 | 7,678.87 | 23,987.73 | 21,077.53 | 29,428.65 |
| 2 | Other income | 220.87 | 273.40 | 262.26 | 762.29 | 826.25 | 1,186.60 |
| 3 | Total income (1+2) | 9,086.97 | 7,638.24 | 7,941.13 | 24,750.02 | 21,903.78 | 30,615.25 |
| 4 | Expenses | | | | | | |
| | (a) Operational expense | 3,265.88 | 2,172.48 | 2,384.78 | 7,932.61 | 6,247.62 | 8,093.19 |
| | (b) Employee benefits expense | 2,997.39 | 3,014.89 | 3,200.44 | 9,194.99 | 9,635.56 | 13,024.95 |
| | (c) Other expenses | 1,636.82 | 1,583.60 | 1,499.29 | 4,688.95 | 3,852.23 | 5,356.53 |
| | Total expenses (4) | 7,900.09 | 6,770.97 | 7,084.51 | 21,816.55 | 19,735.41 | 26,474.67 |
| | Earnings before interest, tax, depreciation and amortisation (EBITDA) (3-4) | 1,186.88 | 867.27 | 856.62 | 2,933.47 | 2,168.37 | 4,140.58 |
| | (d) Finance costs | 94.71 | 87.60 | 57.21 | 267.76 | 145.42 | 210.27 |
| | (e) Depreciation and amortisation expenses | 479.02 | 466.60 | 371.15 | 1,379.14 | 1,068.42 | 1,453.47 |
| 5 | Profit before exceptional item and tax | 613.15 | 313.07 | 428.26 | 1,286.57 | 954.53 | 2,476.84 |
| 6 | Exceptional item (refer note 4) | 307.09 | - | - | 307.09 | - | - |
| 7 | Profit before tax | 306.06 | 313.07 | 428.26 | 979.48 | 954.53 | 2,476.84 |
| 8 | Tax expense | | | | | | |
| | (a) Current tax | | | | | | |
| | - Current period/year | 143.51 | 310.01 | 101.93 | 491.80 | 317.95 | 619.73 |
| | - Short/ Excess Provision of earlier period/year taxes (net) | (11.19) | (10.64) | (32.00) | (21.82) | (32.00) | (48.06) |
| | (b) Deferred tax | (101.28) | (39.94) | (4.69) | (106.60) | 35.84 | 39.15 |
| | Total tax expense | 31.04 | 259.43 | 65.24 | 363.38 | 321.79 | 610.82 |
| 9 | Profit for the period/year (7-8) | 275.02 | 53.64 | 363.02 | 616.10 | 632.74 | 1,866.02 |
| 10 | Other comprehensive income | | | | | | |
| | (a) Items that will not be reclassified to profit or loss | | | | | | |
| | (i) Remeasurement of defined benefit plans | 9.40 | 7.65 | (16.78) | 5.78 | (50.33) | (44.98) |
| | (ii) Income tax relating to above | (2.36) | (1.92) | 4.23 | (1.45) | 12.67 | 11.33 |
| | (b) Items that will be reclassified to profit or loss | | | | | | |
| | (i) Exchange difference on translation of foreign operations | 0.89 | 6.46 | 4.29 | 5.74 | (3.44) | (4.42) |
| | (ii) Income tax relating to above | - | - | - | - | - | - |
| | Total other comprehensive income/(loss) (net of tax) for the period/year | 7.93 | 12.19 | (8.26) | 10.07 | (41.10) | (38.07) |
| 11 | Total comprehensive income (net of tax) for the period/year (9+10) | 282.95 | 65.83 | 354.76 | 626.17 | 591.64 | 1,827.95 |
| | Profit for the period/year attributable to | | | | | | |
| | Owners of the company | 275.02 | 53.64 | 363.02 | 616.10 | 632.74 | 1,866.02 |
| | Non controlling interests | - | - | - | - | - | - |
| | Other comprehensive income/(loss) attributable to | | | | | | |
| | Owners of the company | 7.93 | 12.19 | (8.26) | 10.07 | (41.10) | (38.07) |
| | Non controlling interests | - | - | - | - | - | - |
| | Total comprehensive income attributable to | | | | | | |
| | Owners of the company | 282.95 | 65.83 | 354.76 | 626.17 | 591.64 | 1,827.95 |
| | Non controlling interests | - | - | - | - | - | - |
| 12 | Paid-up equity share capital (face value of ₹ 5 per share) | 2,523.87 | 2,523.87 | 2,523.87 | 2,523.87 | 2,523.87 | 2,523.87 |
| 13 | Other Equity | | | | | | 22,429.41 |
| 14 | Earnings per share (EPS) (not annualised, except for year end) | | | | | | |
| | Basic (in ₹) | 0.54 | 0.11 | 0.72 | 1.22 | 1.25 | 3.70 |
| | Diluted (in ₹) | 0.54 | 0.11 | 0.72 | 1.22 | 1.25 | 3.70 |



R K SWAMY

R K SWAMY LIMITED

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Notes to the unaudited consolidated financial results

- 1) The above consolidated financial results of R K SWAMY Limited ("the Parent Company") and its subsidiaries (the Parent company and its subsidiaries together referred to as "the Group") have been prepared in accordance with Indian Accounting Standard (Ind AS 34) "Interim Financial Reporting" and other applicable standards as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Companies (Indian Accounting Standard Rules), 2015 (as amended), other accounting principles generally accepted in India and in terms of Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulation'), as amended.
- 2) The above consolidated financial results have been reviewed and recommended by the Audit Committee at its meeting held on February 12, 2026. The Board of Directors at its meeting held on February 13, 2026 have approved these results and taken on record. The statutory auditors have expressed unmodified review opinion on financial results for the quarter and nine months ended December 31, 2025.
- 3) During the year ended March 31, 2024, the company has completed initial public offering (IPO) of ₹ 42,356.00 lakhs (including fresh issue of ₹ 17,300.00 lakhs) comprising of (i) equity shares of 58,79,751 each at an issue price of ₹ 288 per share towards fresh issue of equity shares (ii) equity shares of 87,00,000 each at an issue price of ₹ 288 per share towards offer for sale (iii) equity shares of 1,40,350 each at an issue price of ₹ 261 per share for employee quota towards fresh issue. The equity shares of the company were listed on BSE Limited and National Stock Exchange of India Limited w.e.f March 12, 2024.

Details of net proceeds are as follows:

| | (₹ in lakhs) | | |
|---|---|------------------------------------|---|
| Objects of the issue as per prospectus | Estimated amount to be utilised as per Prospectus | Utilization upto December 31, 2025 | Unutilized amount as at December 31, 2025 |
| 1. Funding working capital requirements | 5,400.00 | 5,400.00 | - |
| 2. Funding capital expenditure incurred for setting up a DVCP Studio | 1,098.50 | - | 1,098.50 |
| 3. Funding investment in IT infrastructure development of Company, and its Material Subsidiaries Hansa Research and Hansa Customer Equity | 3,334.20 | 699.40 | 2,634.80 |
| 4. Funding setting up of new CEC and CATI | 2,173.60 | 754.03 | 1,419.57 |
| 5. General corporate purposes | 3,626.22 | 3,626.22 | - |
| Total net proceeds | 15,632.52 | 10,479.65 | 5,152.87 |

- 4) On November 21, 2025, the Government of India notified the four Labour Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020 - consolidating 29 existing labour laws, collectively referred to as the 'New Labour Codes'. The Company has assessed and disclosed the incremental impact of these changes, taking into consideration the best information available read with the FAQs released by Ministry of Labour & Employment and Institute of Chartered Accountants of India. Considering the materiality and regulatory driven, non-recurring nature of this impact, the Company has presented incremental impact of Rs. 307.09 lakhs related to Employee Benefit Obligations under "Exceptional item" in the consolidated financial results for quarter and nine months ended December 31, 2025. The Company continues to monitor developments on the rules to be notified by regulatory authorities, including clarifications/ additional guidance from authorities and will continue to assess the accounting implications basis such developments/ guidance. The impact on Profit before tax is summarised below:

| | (₹ in lakhs) | | | |
|--|---------------------------------|---------------------------------|-------------------------------------|-------------------------------------|
| Particulars | Quarter ended December 31, 2025 | Quarter ended December 31, 2024 | Nine months ended December 31, 2025 | Nine months ended December 31, 2024 |
| Profit before exceptional item and tax | 613.15 | 428.26 | 1,286.57 | 954.53 |
| Exceptional item | 307.09 | - | 307.09 | - |
| Profit before tax | 306.06 | 428.26 | 979.48 | 954.53 |

- 5) The Company operates in a single operating segment i.e. 'Integrated Marketing Services' and the information reported to the Chief Operating Decision Maker (CODM) for the purposes of resource allocation and assessment of performance focuses on this operating segment. Accordingly, there is single reportable operating segment in accordance with Ind AS 108 'Operating Segments'.
- 6) Based on the nature of business and past trends of the group, the results from operations of the group are not evenly distributed across the year.
- 7) The results for the quarter and nine months ended December 31, 2025 are available on the Company's website at www.rkswamy.com and also on the website of BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com, where the shares of the Company are listed.

For and on behalf of the Board of Directors
R K SWAMY LIMITED



Narasimhan Krishnaswamy
Managing Director and Group CEO
DIN: 00219883

Place: Mumbai
Date: February 13, 2026



Independent Auditor's Review Report on Unaudited Consolidated Financial Results of the Company for the quarter and nine months ended December 31, 2025 pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

**To the Board of Directors of
R K SWAMY Limited**

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of **R K SWAMY Limited** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") for the quarter and nine months ended December 31, 2025 ("the Statement") attached herewith, being submitted by the Parent pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").
2. The Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" (Ind AS 34) prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries primarily of person responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope

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than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. We also performed procedures in accordance with the circular issued by the Securities and Exchange Board of India under regulation 33(8) of the Listing Regulations, to the extent applicable.
5. The statement includes the results of the following entities:

| Name of the Entity | Relationship |
|--|-------------------------|
| R K SWAMY Limited | Parent Company |
| Hansa Research Group Private Limited | Subsidiary Company |
| Hansa Customer Equity Private Limited | Subsidiary Company |
| Dsquare Solutions Private Limited | Step Subsidiary Company |
| Hansa Direct Private Limited | Step Subsidiary Company |
| Autosense Private Limited | Step Subsidiary Company |
| Hansa Marketing Services LLC | Step Subsidiary Company |
| Hansa Marketing Services Private Limited | Step Subsidiary Company |

6. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
7. Other Matters:
 - a) The consolidated financial results includes interim financial results of two subsidiaries, which have not been reviewed / audited by their auditors, whose interim financial results total revenue (before consolidation) of Rs 53.39 Lakhs and Rs. 239.23 Lakhs for the quarter and nine months ended December 31, 2025 respectively, total losses (before consolidation adjustments) after tax of Rs. 27.70 Lakhs and Rs 31.87 Lakhs for the quarter and nine months ended December 31, 2025 respectively, total

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comprehensive loss of Rs. 26.18 Lakhs and Rs 26.13 Lakhs for the quarter and nine months ended December 31, 2025 respectively as considered in the Statement. According to the information and explanations given to us by the management, these interim financial results are not material to the group;

Our conclusion on the Statements is not modified in respect of our reliance on these interim financial results certified by the management.

For **C N K & Associates LLP**

Chartered Accountants

Firm Registration No. 101961W/W-100036



Himanshu Kishnadwala

Partner

Membership No. 037391

UDIN: 26037391FRFUTB8185

Place: Mumbai

Date: February 13, 2026



R K SWAMY

R K SWAMY LIMITED

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(₹ in lakhs)

Statement of unaudited standalone financial results for the quarter and nine months ended December 31, 2025

| | Particulars | Quarter ended | | | Nine months ended | | Year ended |
|----|--|-----------------|-----------------|-----------------|-------------------|-----------------|------------------|
| | | 31-12-2025 | 30-09-2025 | 31-12-2024 | 31-12-2025 | 31-12-2024 | 31-03-2025 |
| | | Unaudited | Unaudited | Unaudited | Unaudited | Unaudited | Audited |
| | Income | | | | | | |
| 1 | Revenue from operations | 4,048.09 | 2,990.87 | 3,438.38 | 10,322.02 | 8,233.08 | 11,954.71 |
| 2 | Other income | 244.62 | 906.25 | 186.52 | 1,405.71 | 1,138.91 | 1,450.45 |
| 3 | Total income (1+2) | 4,292.71 | 3,897.12 | 3,624.90 | 11,727.73 | 9,371.99 | 13,405.16 |
| 4 | Expenses | | | | | | |
| | (a) Operational expense | 1,950.78 | 1,080.27 | 1,384.89 | 4,426.29 | 3,191.28 | 4,042.15 |
| | (b) Employee benefits expense | 1,107.06 | 1,046.35 | 1,055.88 | 3,186.46 | 3,075.07 | 4,344.66 |
| | (c) Consultancy charges | 340.91 | 335.95 | 294.66 | 987.88 | 854.78 | 1,170.21 |
| | (d) Other expenses | 358.52 | 394.22 | 412.70 | 1,137.84 | 1,062.02 | 1,389.35 |
| | Total expenses (4) | 3,757.27 | 2,856.79 | 3,148.13 | 9,738.47 | 8,183.15 | 10,946.37 |
| | Earnings before interest, tax, depreciation and amortisation (EBITDA) (3-4) | 535.44 | 1,040.33 | 476.77 | 1,989.26 | 1,188.84 | 2,458.79 |
| | (e) Finance costs | 75.30 | 87.29 | 77.29 | 256.14 | 236.01 | 313.89 |
| | (f) Depreciation and amortisation expenses | 165.89 | 157.19 | 119.31 | 470.02 | 349.74 | 469.52 |
| 5 | Profit before exceptional items and tax | 294.25 | 795.85 | 280.17 | 1,263.10 | 603.09 | 1,675.38 |
| 6 | Exceptional item (refer note 4) | 124.53 | - | - | 124.53 | - | - |
| 7 | Profit before tax | 169.72 | 795.85 | 280.17 | 1,138.57 | 603.09 | 1,675.38 |
| 8 | Tax expense | | | | | | |
| | (a) Current tax | | | | | | |
| | - Current year | 65.63 | 194.58 | 62.96 | 265.67 | 128.19 | 316.40 |
| | - Short/ Excess Provision of earlier period/year taxes (net) | (11.19) | (10.64) | - | (21.82) | - | 0.92 |
| | (b) Deferred tax | (26.95) | (31.66) | 1.19 | (25.24) | 10.47 | 4.94 |
| | Total tax expense | 27.49 | 152.28 | 64.15 | 218.61 | 138.66 | 322.26 |
| 9 | Profit for the period/year (7-8) | 142.23 | 643.57 | 216.02 | 919.96 | 464.43 | 1,353.12 |
| 10 | Other comprehensive income | | | | | | |
| | (a) Items that will not be reclassified to profit or loss | | | | | | |
| | (i) Remeasurement of defined benefit plans | 7.83 | 12.93 | (11.10) | 15.68 | (33.30) | (20.32) |
| | (ii) Income tax relating to above | (1.97) | (3.25) | 2.80 | (3.95) | 8.38 | 5.12 |
| | (b) (i) Items that will be reclassified to profit or loss | - | - | - | - | - | - |
| | (ii) Income tax relating to above | - | - | - | - | - | - |
| | Total other comprehensive income/(loss) (net of tax) for the period/year | 5.86 | 9.68 | (8.30) | 11.73 | (24.92) | (15.20) |
| 11 | Total comprehensive income (net of tax) for the period/year (9+10) | 148.09 | 653.25 | 207.72 | 931.69 | 439.51 | 1,337.92 |
| 12 | Paid -up equity share capital (face value of ₹ 5 per share) | 2,523.87 | 2,523.87 | 2,523.87 | 2,523.87 | 2,523.87 | 2,523.87 |
| 13 | Other Equity | | | | | | 22,485.36 |
| 14 | Earnings per share (EPS) (not annualised, except for year end) | | | | | | |
| | Basic (in ₹) | 0.28 | 1.27 | 0.43 | 1.82 | 0.92 | 2.68 |
| | Diluted (in ₹) | 0.28 | 1.27 | 0.43 | 1.82 | 0.92 | 2.68 |



R K SWAMY

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Notes to the unaudited standalone financial results

- 1) The above standalone financial results of R K SWAMY Limited have been prepared in accordance with Indian Accounting Standard (Ind AS 34) "Interim Financial Reporting" and other applicable standards as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Companies (Indian Accounting Standard Rules), 2015 (as amended), other accounting principles generally accepted in India and in terms of Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulation'), as amended.
- 2) The above standalone financial results have been reviewed and recommended by the Audit Committee at its meeting held on February 12, 2026. The Board of Directors at its meeting held on February 13, 2026 have approved the above results and taken on record. The statutory auditors have expressed unmodified review opinion on financial results for the quarter and nine months ended December 31, 2025.
- 3) During the year ended March 31, 2024, the company has completed initial public offering (IPO) of ₹ 42,356.00 lakhs (including fresh issue of ₹ 17,300.00 lakhs) comprising of (i) equity shares of 58,79,751 each at an issue price of ₹ 288 per share towards fresh issue of equity shares (ii) equity shares of 87,00,000 each at an issue price of ₹ 288 per share towards offer for sale (iii) equity shares of 1,40,350 each at an issue price of ₹ 261 per share for employee quota towards fresh issue. The equity shares of the company were listed on BSE Limited and National Stock Exchange of India Limited w.e.f March 12, 2024.

Details of net proceeds are as follows:

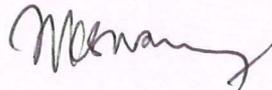
| Objects of the issue as per prospectus | (₹ in lakhs) | | |
|---|---|------------------------------------|---|
| | Estimated amount to be utilised as per Prospectus | Utilization upto December 31, 2025 | Unutilized amount as at December 31, 2025 |
| 1. Funding working capital requirements | 5,400.00 | 5,400.00 | - |
| 2. Funding capital expenditure incurred for setting up a DVCP Studio | 1,098.50 | - | 1,098.50 |
| 3. Funding investment in IT infrastructure development of Company, and its Material Subsidiaries Hansa Research and Hansa Customer Equity | 3,334.20 | 699.40 | 2,634.80 |
| 4. Funding setting up of new CEC and CATI | 2,173.60 | 754.03 | 1,419.57 |
| 5. General corporate purposes | 3,626.22 | 3,626.22 | - |
| Total net proceeds | 15,632.52 | 10,479.65 | 5,152.87 |

- 4) On November 21, 2025, the Government of India notified the four Labour Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020 - consolidating 29 existing labour laws, collectively referred to as the 'New Labour Codes'. The Company has assessed and disclosed the incremental impact of these changes, taking into consideration the best information available read with the FAQs released by Ministry of Labour & Employment and Institute of Chartered Accountants of India. Considering the materiality and regulatory driven, non-recurring nature of this impact, the Company has presented incremental impact of Rs.124.53 lakhs related to Employee Benefit Obligations under "Exceptional item" in the standalone financial results for quarter and nine months ended December 31, 2025. The Company continues to monitor developments on the rules to be notified by regulatory authorities, including clarifications/ additional guidance from authorities and will continue to assess the accounting implications basis such developments/ guidance. The impact on Profit before tax is summarised below:

| Particulars | (₹ in lakhs) | | | |
|--|---------------------------------|---------------------------------|-------------------------------------|-------------------------------------|
| | Quarter ended December 31, 2025 | Quarter ended December 31, 2024 | Nine months ended December 31, 2025 | Nine months ended December 31, 2024 |
| Profit before exceptional item and tax | 294.25 | 280.17 | 1,263.10 | 603.09 |
| Exceptional item | 124.53 | - | 124.53 | - |
| Profit before tax | 169.72 | 280.17 | 1,138.57 | 603.09 |

- 5) The Company operates in a single operating segment i.e. 'Integrated Marketing Services' and the information reported to the Chief Operating Decision Maker (CODM) for the purposes of resource allocation and assessment of performance focuses on this operating segment. Accordingly, there is single reportable operating segment in accordance with Ind AS 108 'Operating Segments'.
- 6) Based on the nature of business and past trends of the company, the results from operations of the company are not evenly distributed across the year.
- 7) The results for the quarter and nine months ended December 31, 2025 are available on the Company's website at www.rkswamy.com and also on the website of BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com, where the shares of the Company are listed.

For and on behalf of the Board of Directors
R K SWAMY LIMITED



Narasimhan Krishnaswamy
Managing Director and Group CEO
DIN: 00219883

Place: Mumbai
Date: February 13, 2026



Independent Auditor's Review Report on Unaudited Standalone Financial Results of the Company for the quarter and nine months ended December 31, 2025 pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

**To the Board of Directors of
R K SWAMY Limited**

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial Results of **R K SWAMY Limited** ("the Company") for the quarter and nine months ended December 31, 2025 ("the Statement") attached herewith being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").
2. The Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" (Ind AS 34) prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries primarily of person responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



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501-502, Narain Chambers, M.G. Road, Vile Parle (E), Mumbai 400 057. Tel: +91 22 6250 7600

Website: www.cnkindia.com

MUMBAI | CHENNAI | VADODARA | AHMEDABAD | GIFT CITY | BENGALURU | DELHI | PUNE | KOLKATA | DUBAI | ABU DHABI

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **C N K & Associates LLP**
Chartered Accountants
Firm Registration No. 101961W/W-100036

Himanshu Kishnadwala

Himanshu Kishnadwala
Partner

Membership No. 037391

UDIN: 26037391DMX1MM9872

Place: Mumbai

Date: February 13, 2026



Details of Re-appointment & Cessation of Directors

Particulars as required under SEBI Listing Regulations read with SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026.

| Sr. No. | Particulars | Mr. T. T. Srinivasaraghavan | Mrs. Nalini Padmanabhan | Mr. Rajiv Vastupal Mehta | Mrs. Sangeetha Narasimhan | Mr. Sunil Sethy |
|---------|--|--|---|--|--|--|
| 1. | Reason for change viz. appointment, re-appointment, retirement, resignation, removal, death or otherwise. | Re-appointment of Mr. T. T. Srinivasaraghavan (DIN: 00018247) as an Independent Director of the Company. | Re-appointment of Mrs. Nalini Padmanabhan (DIN: 01565909) as an Independent Director of the Company. | Re-appointment of Mr. Rajiv Vastupal Mehta (DIN: 00647906) as an Independent Director of the Company. | Re-appointment of Mrs. Sangeetha Narasimhan (DIN: 07050848) as Whole-time Director of the Company and terms of her remuneration. | Cessation of office on retirement of Mr. Sunil Sethy (DIN: 00244104) as an Independent Director of the Company with effect from the close of business hours on March 26, 2026 who will be attaining the age of 75 years on March 27, 2026. |
| 2. | Date of appointment/ re-appointment / cessation (as applicable) & term of appointment/ re-appointment; | Date of Re-appointment: July 03, 2026 Term of re-appointment: For a second term commencing from July 03, 2026 upto the conclusion of the Annual General Meeting of the Company to be held in the year 2029 (both days inclusive) and whose office shall not be liable to retire by rotation, subject to approval of the Members | Date of Re-appointment: July 03, 2026 Term of re-appointment: For a second term, commencing from July 03, 2026 upto the conclusion of the Annual General Meeting of the Company to be held in the year 2030 (both days inclusive) and whose office shall not be liable to retire by rotation, subject to approval of the Members | Date of Re-appointment: July 03, 2026 Term of re-appointment: For a second term of five years commencing from July 03, 2026 upto July 02, 2031 (both days inclusive) and whose office shall not be liable to retire by rotation, subject to approval of the Members of the Company. | Date of Re-appointment: September 19, 2026 Term of Re-appointment: For a period of five consecutive years effective September 19, 2026 upto September 18, 2031 (both days inclusive) and terms of her remuneration, whose office is liable to retire by rotation, subject to approval of the Members of the Company | Date of Cessation: Close of business hours on March 26, 2026. |

R K SWAMY Limited

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Email: reachout@rkswamy.com
www.rkswamy.com
CIN No. L74300TN1973PLC006304

Regd Office: Plot No.19, Wheatcrofts Road,

Nungambakkam, Chennai- 600034.

Offices also at Bengaluru, Hyderabad,

Kochi, Kolkata, New Delhi

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|----|---|--|---|--|---|----------------|
| | | of the Company. | of the Company. | | | |
| 3. | Brief profile (in case of appointment); | T. T. Srinivasaraghavan is a graduate in Commerce and holds a Masters in Business Administration from the Gannon University, Pennsylvania. He has over 40 years of experience in the banking and financial services sector and has been associated with leading trade related organisations including the International Finance and Leasing Association, UK, of which he is a past President. He is a past Chairman of Equipment Leasing Association (India) and the Founding Chairman of Finance Industry Development Council (FIDC), the Representative body of Assets and Loan Financing NBFCs in India. He was the Managing Director of Sundaram Finance for a period of 18 years till his retirement on March 31, 2021, after serving the Company for a period of 38 years at | Nalini Padmanabhan is a Fellow Member of the Institute of Chartered Accountants of India (ICAI), a Diploma in Information Systems Audit (DISA) from the ICAI and Certified Information Systems Auditor (CISA) from ISACA, USA. She is a Chartered Accountant in practice since 1988, with nearly four decades of distinguished professional experience spanning audit, taxation, corporate advisory and governance with specialization in Information systems audit and business consultancy areas. She possesses extensive experience in board-level oversight across public sector undertakings, banking, infrastructure, and financial institutions, with a strong focus on governance, compliance, and risk management. | Rajiv Vastupal Mehta has a Bachelor's degree in commerce and Law and a Diploma in Marketing. He is a first generation entrepreneur with four decades of experience in diversified business like petroleum, insurance and electric fitting business. He has served as a chairman of various prestigious trade and industry bodies like FICCI and has been on the Board of Governors of IIM -Udaipur, IIM - Bangalore and IIM-Rohtak and past president of All India Management Association (AIMA) and Ahmedabad Management Association (AMA). | Sangeetha Narasimhan is a Bachelor of Science in chemistry, Master of management studies and holds a Senior Diploma (vocal) from the Prayag Sangit Samiti, Allahabad. She is also the National Creative Director of our company. She has been associated with the Company since March 1, 1986 and accordingly has over 40 years of experience in the advertising and marketing services industry. Her forte is creation of Content in all Media and over the decades, she has created iconic advertising for many major brands in the company. Her depth of understanding of Clients' issues, strategic understanding and insight into consumer behaviour has led to the creation of consistent high-quality communication. | Not Applicable |

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|----|---|--|---|--|---|----------------|
| | | different levels. He has been involved with various Committees constituted by the RBI on NBFC related matters, including the Group of Advisors to Regulations Review Authority. In September 2025, he was nominated as a member of RBI's Advisory Group on Regulation (AGR). | | | | |
| 4. | Disclosure of relationships between directors (in case of appointment of a director). | Not Applicable | Not Applicable | Not Applicable | Spouse of Mr. Narasimhan K Swamy | Not Applicable |
| 5. | Information as required pursuant to BSE Circular with ref. no. LIST/COMP/ 14/ 2018-19 and the National Stock Exchange of India Limited Circular with ref. no. NSE/CML/ 2018/ 24, both dated 20 th June 2018. | Mr. T. T. Srinivasaraghavan is not debarred from holding the office of Director by virtue of any SEBI order or order of any other such Authority. | Mrs. Nalini Padmanabhan is not debarred from holding the office of Director by virtue of any SEBI order or order of any other such Authority. | Mr. Rajiv Vastupal Mehta is not debarred from holding the office of Director by virtue of any SEBI order or order of any other such Authority. | Mrs. Sangeetha Narasimhan is not debarred from holding the office of Director by virtue of any SEBI order or order of any other such Authority. | Not Applicable |

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Annexure - IV

13th February 2026

To,
**The Board of Directors,
R K Swamy Limited**

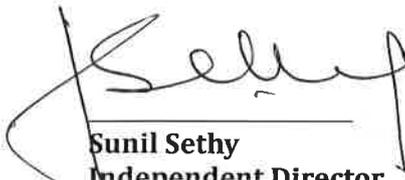
Subject: Cessation of Office of Independent Director effective March 26, 2026

Dear Sir, Madam,

In view of my attaining the age of 75 years on March 27, 2026, I am writing to communicate my retirement as a Non-Executive, Independent Director of the Company. Accordingly, I will be stepping down from the Board effective from the close of business hours on March 26, 2026.

This is in adherence to the age-related guidelines prescribed under Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

I hereby confirm that there are no material reasons for my stepping down other than the regulatory requirement associated with my age. I wish the Board and the Company continued success.



Sunil Sethy
Independent Director
DIN: 00244104