

**Date:** February 19, 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: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) – Notice of Postal Ballot**

**Dear Sir/ Madam,**

We refer to the Outcome of the Board Meeting held on February 13, 2026 and, pursuant to Regulation 30 of the SEBI Listing Regulations, we hereby submit the Notice of Postal Ballot dated February 13, 2026, along with the Explanatory Statement, seeking approval of the Members through electronic voting (“**remote e-voting**”) for the following Special Resolutions:

<b>Sr. No.</b>	<b>Particulars</b>
1.	To consider and approve the re-appointment of Mr. T. T. Srinivasaraghavan (DIN: 00018247) as Independent Director of the Company
2.	To consider and approve the re-appointment of Mrs. Nalini Padmanabhan (DIN: 01565909) as Independent Director of the Company
3.	To consider and approve the re-appointment of Mr. Rajiv Vastupal Mehta (DIN: 00647906) as Independent Director of the Company
4.	To consider and approve the re-appointment of Mrs. Sangeetha Narasimhan (DIN: 07050848) as Whole-time Director of the Company and terms of her remuneration
5.	To consider and approve the Commission payable to all Non-Executive Directors of the Company

In compliance with the applicable circulars, this postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members / Register of Beneficial Owners as on the **Cut-off date i.e. Friday, February 13, 2026**.

In accordance with the provisions of the MCA Circulars, the Company has arranged for the members to register their e-mail addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the Postal Ballot Notice.

For the purpose of remote e-voting, the Company has engaged the services KFin Technologies Limited (“**KFin**”).

The e-voting facility will be available during the following period:

Commencement of e-voting period	9.00 a.m. IST on Sunday, February 22, 2026
Conclusion of e-voting period	5.00 p.m. IST on Monday, March 23, 2026

**R K SWAMY Limited**

Esplanade House,  
29 Hazarimal Somani Marg,  
Fort, Mumbai 400001

**Phone:** +91 22 4057 6399, 2207 7476

**Email:** [reachout@rkswamy.com](mailto:reachout@rkswamy.com)

[www.rkswamy.com](http://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

The Board of Directors at its meeting held on February 13, 2026 had appointed Mr. S. Dhanapal or in his absence, Mr. N. Ramanathan, Partners of M/s. S. Dhanapal & Associates LLP, Company Secretaries as the Scrutinizer (the “**Scrutinizer**”) for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or any person authorised by him after the completion of scrutiny of the remote e-voting, and the results of the voting by Postal Ballot will be announced by the Chairman or any person authorised by him, within two working days from the conclusion of the remote e-voting period i.e. on or before **Wednesday, March 25, 2026**.

The above disclosure will be uploaded on the Company's website [www.rkswamy.com](http://www.rkswamy.com)

You are requested to kindly take the same on record.

Thanking you

**For R K SWAMY Limited**

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

**R K SWAMY Limited**

Esplanade House,

29 Hazarimal Somani Marg,

Fort, Mumbai 400001

**Phone:** +91 22 4057 6399, 2207 7476

**Email:** [reachout@rkswamy.com](mailto:reachout@rkswamy.com)

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**R K SWAMY LIMITED**

**CIN: L74300TN1973PLC006304**

**Regd. Office:** No. 19, Wheatcrofts Road, Nungambakkam, Chennai 600034

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

**Phone No.:** +91 (22) 4057 6499, **Email Id:** [secretarial@rkswamy.com](mailto:secretarial@rkswamy.com), **Website:** [www.rkswamy.com](http://www.rkswamy.com)

**POSTAL BALLOT NOTICE**

**[Pursuant to Section 108, Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended]**

Dear Member(s),

**Notice** is hereby given that pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), Secretarial Standard on General Meetings (**"SS-2"**) read with the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as **"MCA Circulars"**) (including any statutory modification or re-enactment thereof for the time being in force, as amended from time to time) and pursuant to other applicable laws and regulations, the resolutions appended seeking approval of the Members of **R K SWAMY Limited** (the **"Company"**) is proposed to be passed as Special Resolutions through postal ballot process only by way of remote Electronic Voting (**"E-voting"**):

<b>Sr. No.</b>	<b>Particulars</b>
1.	To consider and approve the re-appointment of Mr. T. T. Srinivasaraghavan (DIN: 00018247) as Independent Director of the Company
2.	To consider and approve the re-appointment of Mrs. Nalini Padmanabhan (DIN: 01565909) as Independent Director of the Company
3.	To consider and approve the re-appointment of Mr. Rajiv Vastupal Mehta (DIN: 00647906) as Independent Director of the Company
4.	To consider and approve the re-appointment of Mrs. Sangeetha Narasimhan (DIN: 07050848) as Whole-time Director of the Company and terms of her remuneration
5.	To consider and approve the Commission payable to all Non-Executive Directors of the Company

Pursuant to Sections 102 and 110 of the Act, the Explanatory Statement pertaining to the resolution setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice, for your consideration.

The Board of Directors has appointed Mr. S Dhanapal or failing him Mr. N. Ramanathan Partners of M/s. S. Dhanapal & Associates LLP, Company Secretaries as the Scrutinizer (**"the Scrutinizer"**) for conducting the Postal Ballot and E-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted **only** to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant("DP") as on cut-off date viz Friday, February 13, 2026.

The hard copy of this Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the SEBI Listing Regulations, and SS-2, the Company has provided e-voting

facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice under the **“General information and instructions relating to E-voting”** in this Notice

The Company has engaged the services of KFin Technologies Limited (**“KFin”**) for facilitating e-voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting period	9.00 a.m. IST on Sunday, February 22, 2026
Conclusion of e-voting period	5.00 p.m. IST on Monday, March 23, 2026
Cut-off date for eligibility to vote	Friday, February 13, 2026

The e-voting facility will be disabled by KFin immediately after 5.00 p.m. (IST) on Monday, March 23, 2026, and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman or any person authorised by him after the completion of scrutiny of the E-voting, and the result of the voting by Postal Ballot will be announced by the Chairman or any person authorised by him, within two working days from the conclusion of the e-voting period i.e. on or before Wednesday, March 25, 2026.

The last date of e-voting, i.e. Monday, March 23, 2026, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The said results along with the report of the Scrutinizer shall be displayed on the Company’s website [www.rkswamy.com](http://www.rkswamy.com), and on the 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.kfintech.com>.

#### **SPECIAL BUSINESS:**

#### **Resolution No.1: To consider and approve the re-appointment of Mr. T. T. Srinivasaraghavan (DIN: 00018247) as Independent Director of the Company:**

To consider and, if thought fit, to pass, the following resolutions as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV thereto, the Rules framed thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the Articles of Association of the Company, and based on recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, the consent of the Members be and is hereby accorded for re-appointment of Mr. T. T. Srinivasaraghavan (DIN: 00018247) who is eligible for re-appointment and meets the criteria for independence as prescribed under Section 149(6) of the Act read with the Rules made thereunder, and SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature to the office of Director of the Company, as an Independent Director of the Company for a second term, commencing from July 03, 2026 up to 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.

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

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

**Resolution No.2: To consider and approve the re-appointment of Mrs. Nalini Padmanabhan (DIN: 01565909) as Independent Director of the Company:**

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV thereto, the Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the Articles of Association of the Company, and based on recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, the consent of the Members be and is hereby accorded for re-appointment of Mrs. Nalini Padmanabhan (DIN: 01565909) who is eligible for re-appointment and meets the criteria for independence as prescribed under Section 149(6) of the Act read with the Rules made thereunder, and SEBI Listing Regulations, and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature to the office of Director of the Company, as an Independent Director of the Company for a second term, commencing from July 03, 2026 up to 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.

**RESOLVED FURTHER THAT** the consent of the Members be and is hereby accorded to pay remuneration in the form of commission and sitting fees to Mrs. Nalini Padmanabhan as Non-Executive, Independent Director of the Company as may be determined by the Board of Directors of the Company and Nomination and Remuneration Committee from time to time within the overall limits of remuneration approved by the Members and in accordance with the Nomination Remuneration and Board Diversity Policy of the Company.

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

**Resolution No.3: To consider and approve the re-appointment of Mr. Rajiv Vastupal Mehta (DIN: 00647906) as Independent Director of the Company:**

To consider and, if thought fit, to pass, the following resolutions as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV thereto, the Rules framed thereunder, and SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the Articles of Association of the Company, and based on recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, the consent of the Members be and is hereby accorded for re-appointment of Mr. Rajiv Vastupal Mehta (DIN: 00647906) who is eligible for re-appointment and meets the criteria for independence as prescribed under Section 149(6) of the Act read with the Rules made thereunder, and SEBI Listing Regulations, and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature to the office of Director of the Company, as an Independent Director of the Company 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.

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

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

**Resolution No.4: To consider and approve the re-appointment of Mrs. Sangeetha Narasimhan (DIN: 07050848) as Whole-time Director of the Company and terms of her remuneration:**

To consider and, if thought fit, to pass, the following resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 2 (51), 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder read with Schedule V of the Act, SEBI (Listing Obligations & Disclosure Regulations) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification or re-enactment thereof) the enabling provisions in the Articles of Association of the Company, and based on recommendation of the Nomination and Remuneration Committee (“NRC”) and approval by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the 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, (“Tenure”), and whose office is liable to retire by rotation.

**RESOLVED FURTHER THAT** based on recommendation of the Nomination and Remuneration Committee (“NRC”) and Audit Committee (“AC”) and approval by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to pay remuneration to Mrs. Sangeetha Narasimhan (DIN: 07050848) as Whole-time Director for a period of three financial year(s) from FY 2026-27 to FY 2028 -2029 on the following terms and conditions:

- i. The annual fixed remuneration range for the tenure not exceed Rs. 250 Lakhs. The amount would comprise of basic salary, house rent allowance or rent free accommodation, other entitlements, benefits and perquisites;
- ii. She shall be eligible for an annual performance bonus of upto 0.3% of the consolidated net profits (after tax) of the Company for the relevant financial year, in addition to the remuneration as mentioned above;

- iii. Within the overall limit, the Board of Directors, based on the recommendations of the NRC, shall determine the annual increase and the detailed remuneration structure for each financial year, including the performance bonus;
- iv. She shall be eligible for Insurance and Medclaim benefits as per Service Rules of the Company;
- v. The appointment may be terminated by either Mrs. Sangeetha Narasimhan or the Company by giving 90 days' notice in writing.

**RESOLVED FURTHER THAT** the consent of the Members be and is hereby accorded that in the event of inadequacy or absence of profits in any financial year during her tenure, the remuneration comprising salary, perquisites and other benefits and emoluments approved herein shall be continued to be paid as minimum remuneration to Mrs. Sangeetha Narasimhan for a period not exceeding three years; notwithstanding that the same may exceed the overall limits prescribed under Section 197 of the Act read with Schedule V of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and the SEBI Listing Regulations.

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

**Resolution No.5: To consider and approve the Commission payable to all Non-Executive Directors of the Company:**

To consider and, if thought fit, to pass, the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification or re-enactment thereof), read with Schedule V thereto and Regulation 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and based on the recommendation of the Audit Committee, Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the Members be and is hereby accorded for the payment of remuneration by way of commission, to all the Non-Executive Directors of the Company for FY 2026–2027, FY 2027-2028 & FY 2028–2029 (“Tenure”) not exceeding 1% per annum of the net profits of the Company in aggregate or such remuneration as may be permissible in accordance with Schedule V of the Act, in case of absence or inadequacy of profits, as applicable.

**RESOLVED FURTHER THAT** the aforesaid remuneration shall be in addition to the sitting fees and reimbursement of expenses for attending meetings of the Board and/or Committees thereof, as may be paid to the Non-Executive Directors.

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

**For R K SWAMY Limited**

**Place:** Mumbai,  
**Date:** February 13, 2026

**Sd/-**  
**Aparna Bhat**  
**Company Secretary & Compliance Officer**  
**Membership Number- A19995**

**NOTES:**

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution(s) is annexed hereto.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to all those members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories i.e National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) as on Friday, February 13, 2026, (“**Cut-off date**”) and whose e-mail IDs are registered with the Company/Depositories. The voting rights of Members shall be reckoned on the equity shares held by them as on the same cut-off date. Any person who is not a Member of the Company as on the cut-off date may treat the Notice for information purposes only.
3. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolutions through the E-voting service facility arranged by KFin. The instructions for E-voting are provided as part of this Notice.
4. The Board of Directors has appointed Mr. S Dhanapal or in his absence Mr. N Ramanathan, Partners, S. Dhanapal & Associates LLP, Company Secretaries as the scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot through E-voting process in a fair and transparent manner.
5. This Notice is also being uploaded on the Company’s website viz., [www.rkswamy.com](http://www.rkswamy.com) and on the website of KFin viz. <https://evoting.kfintech.com>.
6. Members who have not registered their e-mail address are requested to register the same in respect of equity shares held in electronic form with the Depository through their Depository Participant(s) and in respect of equity shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana or at [evoting@kfintech.com](mailto:evoting@kfintech.com) as per the following procedure:

Physical Holding	Kindly submit <u>Form ISR-1</u> to update PAN, Postal Address with PIN, Email Address & Mobile Number including demat and bank account details. Form ISR-1 is available on the website of the Company at <a href="https://www.rkswamy.com/regulatory-disclosure.html">https://www.rkswamy.com/regulatory-disclosure.html</a> You are requested to forward the duly filled-in documents along with the related proofs as mentioned in the form to the following address:  KFin Technologies Limited (Unit: R K SWAMY Limited) Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana. Ph.: 040 - 67161500 Email: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>
Demat Holding	Contact respective Depository Participant(s)

7. In accordance with the provisions of the MCA Circulars, Members can vote only through the Remote E-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
8. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

9. Members desiring to exercise their vote through the E-voting process are requested to read the instructions in the Notes under the section “**General information and instructions relating to E-voting**” in this Notice. Members are requested to cast their vote through the E-voting process not later than 05:00 P.M. (IST) on Monday, March 23, 2026 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.
10. The Scrutinizer will submit the report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the E-voting process will be announced by the Chairman or any person authorised by him, on or before Wednesday, March 25, 2026 and will also be displayed on the website of the Company viz [www.rkswamy.com](http://www.rkswamy.com), besides being communicated to the Stock Exchanges and Registrar and Share Transfer Agent.
11. Members can cast their vote online from 09.00 A.M. (IST) on Sunday, February 22, 2026 till 05.00 P.M. (IST) on Monday, March 23, 2026. Voting beyond the said date shall not be allowed and the E-voting facility shall be blocked.
12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Monday, March 23, 2026 i.e., the last date specified for receipt of votes through the E-voting process.
13. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the E-voting process. Members seeking to inspect such documents can send an email to [secretarial@rkswamy.com](mailto:secretarial@rkswamy.com)
14. In this Notice, the term “Member(s)” and “member(s)” are used interchangeably.

**General information and instructions relating to E-voting:**

The Company has availed the services of KFin Technologies Limited (“**KFin**”) for conducting the Postal Ballot and for providing services of remote e-voting.

- 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 Friday, February 13, 2026 (**cut-off date**) only shall be entitled to avail the facility of remote e-voting. The remote e-voting period commences from 09.00 A.M. (IST) on Sunday, February 22, 2026 till 05.00 P.M. (IST) on Monday, March 23, 2026. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the Member, he/she/it shall not be allowed to change it subsequently.
- b) The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

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 MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted through Postal Ballot. For this purpose, the Company has entered into an agreement with KFin for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a Member using remote e-voting will be provided by KFin.

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

**I. LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE.**

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

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

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

Type of Member	Login Method
<b>Individual Members Login through their demat accounts / website of DPs</b>	<ol style="list-style-type: none"> <li>i. 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>ii. Once logged-in, Members will be able to view e-voting option.</li> <li>iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</li> <li>iv. Click on options available against ‘<b>Company name i.e ‘R K SWAMY Limited’</b>’ or e-voting service provider (“ESP”)- ‘<b>KFin</b>’.</li> <li>v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.</li> </ol>
<b>Individual Members Holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>1. 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>2. <b>Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b> <ol style="list-style-type: none"> <li>i. 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>ii. 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>iii. 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>iv. Click on company name i.e. <b>R K SWAMY Limited</b> or ESP i.e. <b>KFin</b>. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period.</li> </ol> </li> </ol>

	<p><b>3. Those not registered under IDeAS:</b></p> <ol style="list-style-type: none"> <li>i. Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</li> <li>ii. 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>iii. Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>.</li> <li>iv. 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>v. 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> <li>vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>vii. Click on company name i.e <b>R K SWAMY Limited</b> or ESP i.e <b>KFin</b> after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.</li> <li>viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store     Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p><b>Individual Members Holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li><b>1. Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility:</b> <ol style="list-style-type: none"> <li>i. 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>ii. Click on New System Myeasi.</li> <li>iii. Login to Myeasi option under quick login.</li> <li>iv. Login with the registered user ID and password.</li> <li>v. Members will be able to view the e-voting Menu.</li> <li>vi. 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> </li> <li><b>2. User not registered for Easi/ Easiest</b> <ol style="list-style-type: none"> <li>i. 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>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</li> </ol> </li> <li><b>3. Alternatively, by directly accessing the e-voting website of CDSL</b> <ol style="list-style-type: none"> <li>i. Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>ii. Provide demat account number and PAN.</li> <li>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</li> <li>iv. 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. <b>R K SWAMY Limited</b> or</li> </ol> </li> </ol>

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|  | select KFin.<br>v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication. |
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**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>022 - 4886 7000</b> or <b>022 - 2499 7000</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 1800 22 55 33

**II. NON INDIVIDUAL MEMBERS & MEMBERS HOLDING SHARES IN DEMAT MODE AND SHAREHOLDERS 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, USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9444, 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.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. 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 "EVENT (9444)" 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.
- xii. Corporate/institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through email at [secretarial@csdhanapal.com](mailto:secretarial@csdhanapal.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format ‘BFL\_EVENT No.’

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

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 1 To consider and approve the re-appointment of Mr. T. T. Srinivasaraghavan (DIN: 00018247) as Independent Director of the Company:**

The Members of the Company had approved the appointment of Mr. T. T. Srinivasaraghavan (DIN: 00018247), as Independent Director of the Company for first term of three consecutive years commencing from July 03, 2023 to July 02, 2026.

Pursuant to the provisions of Section 149(10) and 149(11) of the Companies Act, 2013 ("the Act") and Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") an Independent Director shall be eligible for re-appointment for a second term on the Board of the Company, subject to approval of Members by passing of Special Resolution.

Pursuant to the recommendation of Nomination and Remuneration Committee of the Company ("NRC") the Board of Directors at their meeting held on February 13, 2026 approved the re-appointment of Mr. T. T. Srinivasaraghavan as an Independent Director of the Company for a second term commencing from July 03, 2026 up to the conclusion of the Annual General Meeting of the Company to be held in the year 2029 (both days inclusive) on the terms and conditions as set out in the respective resolutions subject to approval of the members.

**Profile, Qualification, Experience and expertise in specific functional area:**

Mr. T. T. Srinivasaraghavan is a graduate in Commerce and holds a Masters in Business Administration from the Gannon University, Pennsylvania.

He began his career as a banker, before moving to Sundaram Finance Limited in 1983. Starting his career as a department manager in the company, he was elevated as its Managing Director in 2003. He retired from Sundaram Finance on March 31, 2021, after 38 years of service, 18 of them as its Managing Director. He also led the diversification of the group from its traditional focus on medium and heavy commercial vehicles to a multi-product diversified financial services provider.

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 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).

He serves as a Director on the Boards of several companies and is a Past President of the 189-year-old Madras Chamber of Commerce & Industry. He was ranked among India's Top 100 CEOs, for three years in succession, 2013 and 2014 & 2015 in the Business Today- PWC rankings and was conferred the Baroda Sun Achievement Award for Leadership, in 2018. A keen sportsman, he is widely travelled and has an avid interest in photography.

In the opinion of the Board and the NRC, the following are the core skills/expertise/competencies required for the Independent Director in the context of the Company's business:

*Business & Strategic leadership, Financial Expertise and knowledge on Board Governance & Regulatory Compliances, Industry Expertise, Risk Management and Information Technology.*

Based on the performance evaluation, his skills, experience, expertise and knowledge, the NRC and the Board have recommended the re-appointment of Mr. T. T. Srinivasaraghavan as an Independent Director pursuant to the provisions of Sections 149, 152 and Schedule IV of the Act. The Board of Directors is of the opinion that it would be in the interest of the Company to re-appoint him as an Independent Director considering his past performance evaluation, vast knowledge and experience.

Mr. T. T. Srinivasaraghavan also fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

The Company has received a declaration from him confirming that he meets the criteria of independence under the Act and SEBI Listing Regulations.

Further, the Company has also received consent from Mr. T. T. Srinivasaraghavan to act as a Director in terms of Section 152 of the Act and a declaration that he is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act.

In terms of Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Mr. T. T. Srinivasaraghavan to be re-appointed as an Independent Director.

Further, Mr. T. T. Srinivasaraghavan has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. T. T. Srinivasaraghavan has also confirmed that he is not debarred from holding the office of a Director by virtue of order passed by SEBI or any other such authority.

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

Except Mr. T. T. Srinivasaraghavan, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out at **Item No. 1** in this Postal Ballot Notice. He does not hold any shares in the Company.

The terms and conditions of re-appointment of Independent Directors is available for inspection by the Members electronically or at the Registered Office of the Company during business hours on all working days until the last date of remote e-voting and also available on the website of the company.

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

The Board of Directors recommends the resolution as set out in Item No. 1 for approval of the Members by way of a Special Resolution.

**Item No. 2 To consider and approve the re-appointment of Mrs. Nalini Padmanabhan (DIN: 01565909) as Independent Director of the Company**

The Members of the Company had approved the appointment of Mrs. Nalini Padmanabhan (DIN: 01565909), as Independent Director of the Company for first term of three consecutive years commencing from July 03, 2023 to July 02, 2026.

Pursuant to the provisions of Section 149(10) and 149(11) of the Companies Act, 2013 (“the Act”) and Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (“SEBI Listing Regulations”) an Independent Director shall be eligible for re-appointment for a second term on the Board of the Company, subject to approval of Members by passing of Special Resolution.

Pursuant to the recommendation of Nomination and Remuneration Committee of the Company (“NRC”) the Board of Directors at their meeting held on February 13, 2026 approved the re-appointment of Mrs. Nalini Padmanabhan as an Independent Director of the Company for a second term commencing from July 03, 2026 up to the conclusion of the Annual General Meeting of the Company to be held in the year 2030 (both days inclusive) on the terms and conditions as set out in the respective resolutions subject to approval of the members.

**Profile, Qualification, Experience and expertise in specific functional area:**

Mrs. Nalini Padmanabhan is a Fellow Member of the Institute of Chartered Accountants of India (ICAI) and holds a Diploma in Information Systems Audit (DISA) from ICAI, along with the Certified Information Systems Auditor (CISA) credential from ISACA, USA.

A practicing Chartered Accountant since 1988, she brings nearly four decades of distinguished professional experience across audit, taxation, corporate advisory, and governance, with particular specialization in information systems audit and business consultancy.

She currently serves as Senior Partner at B. Thiagarajan & Co., Chartered Accountants, Chennai — a well-established 15-partner firm with a legacy spanning over five decades.

She possesses extensive board-level experience across public sector undertakings, banking, infrastructure, and financial institutions, with a strong emphasis on governance, compliance, and risk management. She is presently an Independent Director on the Boards of Canara Bank and Mangalore SEZ Limited.

She is also a Member of the Supervisory Committee of NABARD, overseeing State Co-operative Banks, District Central Co-operative Banks, and Regional Rural Banks.

Earlier, she was appointed as a Government-nominated Independent Director on the Chennai Local Board of State Bank of India. She has also served as Independent Director on the Boards of Indradhanush Gas Grid Limited, NLC India Limited, and NLC Tamil Nadu Power Limited. In addition, she served as a Member of the Disciplinary Committee of ICAI.

Beyond her corporate roles, she has served as a Trustee of Vivekananda Educational Trust, which runs a chain of schools under the name “Vivekananda Vidyalaya.” She was the Honorary Secretary of the Madras Management Association and Chairperson of the MMA Women Managers’ Forum. She is also a Founder Member of Prerana Helpline Foundation, an organization dedicated to supporting the visually challenged in the field of education.

Possesses extensive experience in board-level oversight across public sector undertakings, banking, infrastructure, and financial institutions, with a strong focus on governance, systems audit, and risk management.

In the opinion of the Board and the NRC, the following are the core skills/expertise/competencies required for the Independent Director in the context of the Company’s business:

*Information Technology, Business & Strategic leadership, Financial Expertise, knowledge on Board Governance & Regulatory Compliances Industry Expertise and Risk Management.*

Based on the performance evaluation, her skills, experience, expertise and knowledge, the NRC and the Board have recommended the re-appointment of Mrs. Nalini Padmanabhan as an Independent Director pursuant to

the provisions of Sections 149, 152 and Schedule IV of the Act. The Board of Directors is of the opinion that it would be in the interest of the Company to re-appoint her as an Independent Director considering her past performance evaluation, vast knowledge and experience.

Mrs. Nalini Padmanabhan also fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

The Company has received a declaration from her confirming that she meets the criteria of independence under the Act and SEBI Listing Regulations.

Further, the Company has also received consent from Mrs. Nalini Padmanabhan to act as a Director in terms of Section 152 of the Act and a declaration that she is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act.

In terms of Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Mrs. Nalini Padmanabhan to be re-appointed as an Independent Director.

Further, Mrs. Nalini Padmanabhan has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Mrs. Nalini Padmanabhan has also confirmed that she is not debarred from holding the office of a Director by virtue of order passed by SEBI or any other such authority.

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

Except Mrs. Nalini Padmanabhan, being the appointee, or her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out at **Item No. 2** in this Postal Ballot Notice. She does not hold any shares in the Company.

The terms and conditions of re-appointment of Independent Directors is available for inspection by the Members electronically or at the Registered Office of the Company during business hours on all working days until the last date of remote e-voting and also available on the website of the company.

Details of Mrs. Nalini Padmanabhan pursuant to the provisions of (i) SEBI Listing Regulations; and (ii) Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, are provided in the **Annexure-I** to this Postal Ballot Notice.

The Board of Directors recommends the resolution as set out in Item No. 2 for approval of the Members by way of a Special Resolution.

**Item No. 3 To consider and approve the re-appointment of Mr. Rajiv Vastupal Mehta (DIN: 00647906) as Independent Director of the Company:**

The Members of the Company had approved the appointment of Mr. Rajiv Vastupal Mehta (DIN: 00647906) as Independent Director of the Company for first term of three consecutive years commencing from July 03, 2023 to July 02, 2026.

Pursuant to the provisions of Section 149(10) and 149(11) of the Companies Act, 2013 (“the Act”) and Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) an Independent Director shall be eligible for re-appointment for a second term on the Board of the Company, subject to approval of Members by passing of Special Resolution.

Pursuant to the recommendation of Nomination and Remuneration Committee of the Company (“NRC”) the Board of Directors at their meeting held on February 13, 2026 approved the re-appointment of Mr. Rajiv Vastupal Mehta as an Independent Director of the Company for a second term of five years commencing from July 03, 2026 upto July 02, 2031 (both days inclusive) on the terms and conditions as set out in the respective resolutions subject to approval of the members.

**Profile, Qualification, Experience and expertise in specific functional area:**

Mr. Rajiv Vastupal Mehta has a Bachelor’s degree in commerce and Law and a Diploma in Marketing.

He is the Group Chairman & Managing Director of Rajiv Petrochemicals Pvt. Ltd, a flagship company of the 1500 Crore diversified group in Polymers, Woven sack bags, Fabrics, Electrical cables, Switch gears, Light fittings, Panel boards and an Insurance broking, named Anar Insurance Brokers Limited.

He was the past Chairman FICCI Gujarat State council and has served as the board of governors in the Indian Institute of Management Udaipur (IIM-Udaipur), Indian Institute of Management Bangalore (IIM-Bangalore) and Indian Institute of Management Rohtak (IIM-Rohtak).

He was also the past President of the prestigious All India Management Association (AIMA) and Ahmedabad Management Association (AMA)

He is the founder of Gujarat Chapter, Young President Organization (YPO) and a member of YPO Gold Mumbai and a board member of YPO Gold South Asia.

He has been very active in contributing to the society and social causes and has been supporting various charitable institution /trust.

In the opinion of the Board and the NRC, the following are the core skills/expertise/competencies required for the Independent Director in the context of the Company’s business:

*Business & Strategic leadership, Industry Expertise, Risk Management, Financial Expertise and knowledge on Board Governance & Regulatory Compliances.*

Based on the performance evaluation, his, experience, expertise and knowledge, the NRC and the Board have recommended the re-appointment of Mr. Rajiv Vastupal Mehta as an Independent Director pursuant to the provisions of Sections 149, 152 and Schedule IV of the Act. The Board of Directors is of the opinion that it would be in the interest of the Company to re-appoint him as an Independent Director considering his past performance evaluation, vast knowledge and experience.

Mr. Rajiv Vastupal Mehta also fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

The Company has received a declaration from him confirming that he meets the criteria of independence under the Act and SEBI Listing Regulations.

Further, the Company has also received consent from Mr. Rajiv Vastupal Mehta to act as a Director in terms of Section 152 of the Act and a declaration that he is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act.

In terms of Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Mr. Rajiv Vastupal Mehta to be re-appointed as an Independent Director.

Further, Mr. Rajiv Vastupal Mehta has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Rajiv Vastupal Mehta has also confirmed that he is not debarred from holding the office of a Director by virtue of order passed by SEBI or any other such authority.

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

Except Mr. Rajiv Vastupal Mehta, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out at **Item No. 3** in this Postal Ballot Notice. He holds 1700 equity shares in the Company.

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

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

The Board of Directors recommends the resolution as set out in Item No. 3 for approval of the Members by way of a Special Resolution.

**Item No. 4 To consider and approve the re-appointment of Mrs. Sangeetha Narasimhan (DIN: 07050848) as Whole-time Director of the Company and terms of her remuneration**

Mrs. Sangeetha Narasimhan (DIN: 07050848) has been an Executive Director of the Company since September 23, 2015. She is also Chief Executive Officer of the Company since July 1, 2024.

She was re-appointed as Whole-time Director for a period of four years from September 19, 2022 until September 18, 2026, while her existing remuneration approval is effective only until March 31, 2026.

**Brief Profile of Mrs. Sangeetha Narasimhan**

Mrs. Sangeetha Narasimhan's career parallels the growth of the company over the past four decades. She joined R K SWAMY in March 1986 as an Account Executive. She is now the CEO, having been one of the key architects of the company.

During her tenure, she has contributed in a big way to the success of numerous clients, the hallmark of a true professional. She is not only a versatile creative person, having held the position of National Creative Director, she has simultaneously been a senior management person organising teams and talent to cater to the diverse needs of the business. A hands-on manager, she provides leadership across business strategy, creative direction, client stewardship, and organizational development, delivering both creative excellence and commercial success.

She is regarded as one of the top specialists in the industry with a track record matched by few others. Her innovative ideas, exceptional multi-tasking ability and established network with celebrated talent in the country add a significant edge to the company's professional excellence.

She is a trained vocalist in Hindustani Classical music with a Senior Diploma (vocal) from the Prayag Sangit Samiti, Allahabad. Her first love, and what defines her, will always be Music. In addition, she holds a Bachelor of

Science in Chemistry, and a Master of Management Studies from S P Jain Institute of Management and Research, Mumbai.

Keeping in view that Mrs. Sangeetha Narasimhan has rich and varied experience in the Advertising and Marketing Industry it would be in the interest of the Company to re-appoint Mrs. Sangeetha Narasimhan as Whole-Time Director of the Company.

On the recommendation of the Nomination and Remuneration Committee ("NRC") and approval of the Audit Committee ("AC") of the Company, the Board of Directors of the Company at their meeting held on February 13, 2026, approved the re-appointment of Mrs. Sangeetha Narasimhan as Whole-time Director of the Company for a term of 5 (five) consecutive years effective September 19, 2026, to September 18, 2031 subject to approval of the members, on terms and conditions as mentioned in the resolution and below:

**A. Term:** Five consecutive years effective September 19, 2026, to September 18, 2031, liable to retire by rotation.

**B. Proposed Remuneration:** The remuneration is for a period of three financial year FY 2026-2027, FY 2027-2028 & FY 2028-2029 as per details given below:

- i. The annual fixed remuneration range for the tenure not exceed Rs. 250 Lakhs; The amount would comprise of basic salary, house rent allowance or rent free accommodation, other entitlements, benefits and perquisites.
- ii. She shall be eligible for an annual performance bonus of upto 0.3% of the consolidated net profits (after tax) of the Company for the relevant financial year, in addition to the remuneration as mentioned above;
- iii. Within the overall limit, the Board of Directors, based on the recommendations of the NRC, shall determine the annual increase and the detailed remuneration structure for each financial year, including the performance bonus.
- iv. She shall be eligible for Insurance and Mediclaim benefits as per Service Rules of the Company

**C. Minimum Remuneration:** In the event of inadequacy or absence of profits in any financial year during her tenure, the remuneration comprising salary, perquisites and other benefits and emoluments approved herein shall be continued to be paid as minimum remuneration notwithstanding that the same may exceed the overall limits prescribed under Section 197 read with Schedule V of the Ac, and SEBI Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force).

**D. Notice Period:** 90 days

**E. Past Remuneration:** The Members of the Company, at the Extraordinary General Meeting held on July 25, 2023, approved an annual remuneration range upto Rs. 250 lakhs for Mrs. Sangeetha Narasimhan for a period of three financial years (FY 2023-24 to FY 2025-26). Within this range, the annual remuneration and subsequent annual increments was to be determined by the Board based on the recommendation of the Nomination and Remuneration Committee and her performance evaluation. This annual remuneration range remains unchanged in the current remuneration proposal being put up for approval to the members.

In accordance with the provisions of SEBI Listing Regulations and since Mrs. Sangeetha Narasimhan is part of the Promoter Group, the approval of the Audit Committee was required for remuneration payable to Mrs. Sangeetha Narasimhan as Related Party Transactions, which was obtained from the Audit Committee at its meeting held on February 12, 2026.

The remuneration payable to Mrs. Sangeetha Narasimhan has been reviewed and recommended by the NRC to the Board, taking into account the size of the Company, her contribution to the business of the company, industry benchmark in general, profile, position, responsibility and the current performance. The proposed remuneration is in line with the current remuneration structure in the Industry.

The remuneration shall be in accordance with Sections 197 and 198 read with Schedule V of the Act and Regulation 17(6)(e) of the SEBI Listing Regulations. Notwithstanding that the annual aggregate remuneration payable to Mrs. Sangeetha Narasimhan, along with other Executive Directors who are Promoters of the Company exceed 5% of the net profits of the Company.

The Company has received the declarations and confirmations and disclosures from Mrs. Sangeetha Narasimhan confirming that:

- a) she is not disqualified from being appointed as a Director in terms of Section 164 of the Act;
- b) she is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other statutory authority;
- c) she has given her consent to act as a Director of the Company;

Pursuant to the recommendations of the NRC, approval of the Audit Committee and Board of Directors, the proposal for re-appointment of Mrs. Sangeetha Narasimhan as Whole-time Director and payment of remuneration is placed before the Members for their consideration and approval by way of a Special Resolution.

Mrs. Sangeetha Narasimhan does not hold any executive position in other companies, nor does she receive any remuneration from other entities within the group.

Accordingly, approval of the Members by way of Special Resolution is now being sought through this Postal Ballot for re-appointment and remuneration of Mrs. Sangeetha Narasimhan as Whole-time Director of the Company.

The terms and conditions of her re-appointment are available for inspection by the Members electronically or at the Registered Office of the Company during business hours on all working days until the last date of remote e-voting.

Except Mrs. Sangeetha Narasimhan and Mr. Narasimhan K. Swamy and their relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution, set out in **Item No. 4** of this Postal Ballot Notice.

Details of Mrs. Sangeetha Narasimhan as required under the (i) SEBI Listing Regulations; (ii) Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, and Schedule V of the Act are provided in the **Annexure-I** and **Annexure-II** to this Postal Ballot Notice.

The Board recommends the Special Resolution as set out at Item No. 4 of this Postal Ballot Notice for the approval by the Members.

#### **Item No. 5 To consider and approve the Commission payable to all Non-Executive Directors of the Company**

The Members by way of Special Resolution on July 11, 2024 had approved the payment of commission not exceeding in aggregate, 1% per annum of the net profits of the Company computed in the manner referred to in Section 198 of the Companies Act, 2013 (the "Act"), to the Non-Executive Directors ("NED") of the Company from F.Y. 2023-24 to F.Y. 2025-26.

The NED's of the Company are professionals with high level of expertise and have rich experience in various functional areas. All the NED's are actively involved in various decision-making processes and are making valuable contributions towards governance, long term strategy and compliances.

As on date of this notice, there are 5 NEDs out of which 4 are Independent Directors viz. Mr. T. T. Srinivasaraghavan, Mr. Sunil Sethy, Mrs. Nalini Padmanabhan, Mr. Rajiv Vastupal Mehta and 1 Non-Executive, Non-Independent Director Mr. Siddharth S Swamy.

Mr. Sunil Sethy would be stepping down from the Office of Independent Director w.e.f. March 26, 2026 considering attaining the age of 75 years.

### **Profile of Non-Executive Directors**

Mr. T. T. Srinivasaraghavan has significant years of experience in the banking and financial services sector. He was associated with Sundaram Finance Limited as Managing Director. 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 has been involved with various Industry bodies and is on Committees constituted by the RBI on NBFC related matters, including the Group of Advisors to Regulations Review Authority. He currently serves as a member of RBI's Advisory Group on Regulation (AGR).

Mrs. 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 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.

Mr. Rajiv Vastupal Mehta has significant years of experience across various industries such as Petrochemical, Polymers and Insurance Broking. He is the group Chairman and Managing Director of Rajiv Petrochemicals Private Limited. He has previously associated with Federation of Indian Chambers of Commerce & Industry (FICCI) Gujarat State Council as Chairman, Ahmedabad Management Association as president, Indian Institute of Management Udaipur (IIM-U) as board of governors, Indian Institute of Management Bangalore (IIM-Bangalore) as board of governors and the Indian Institute of Management Rohtak (IIM-Rohtak) as board of governors.

Mr. Siddharth S Swamy is a MSc postgraduate from Imperial College London specializing in Data Science, and a BA (Hons) graduate from Trinity College Dublin majoring in Mathematics and Economics, He is a professional with deep expertise in the full-service strategy and implementation of Data, Research, Marketing, and Technology solutions. He has extensive experience in leading the go-to-market strategy across the APAC region He oversees end-to-end project delivery with a focus on results that drive business growth.

The threshold limit prescribed for remuneration under Section 197 of the Act is 1% of the net profits of the Company, if there is a Managing Director or Whole Time Director in the Company. However, the sitting fees paid to the NED's are outside the purview of the above limits.

Mr. Siddharth S Swamy is part of the Promoter Group. Accordingly, this proposal for payment of remuneration to the Non-Executive Directors has been placed before the Audit Committee and approved as required under the provisions of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Thus, the Audit Committee at its meeting held on February 12, 2026 and Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on February 13, 2026, have approved payment of commission not exceeding in aggregate, 1% per annum of the net profits of the Company computed in the manner referred to in Section 198 of the Act to the NED's of the Company for F.Y. 2026-27 to F.Y. 2028-29 or such remuneration as may be permissible in accordance with the Schedule V of the Act as may be applicable.

In case of inadequacy or no profits, the approval of members by way of Special Resolution is required as per provisions of Section 197 read with Schedule V of the Act and pursuant to the provisions of the SEBI Listing Regulations, the approval of members is required for payment of any fee or compensation, if any, to NED, including Independent directors.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

The total commission payable to the NED for the relevant financial year shall be calculated based on the Annual Financial Statement of the Company and shall be distributed among the NEDs as per the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors.

Mr. Siddharth S Swamy is the son of Mr. Srinivasan K. Swamy, Executive Group Chairman of the Company.

The Non-Executive Directors and their relatives are deemed to be concerned or interested, financially or otherwise in the Resolution at **Item No.5** of the Notice to the extent of the share of commission that may be received by them. The Details as required under Schedule V of the Act are provided in **Annexure-II** to the explanatory statement.

The Board recommends the Special Resolution as set out at Item No. 5 of this Postal Ballot Notice for the approval by the Members.

**For R K SWAMY Limited**

**Place:** Mumbai,  
**Date:** February 13, 2026

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

**Sd/-**  
**Aparna Bhat**  
**Company Secretary & Compliance Officer**  
**Membership Number- A19995**

**ANNEXURE- I**

**ADDITIONAL INFORMATION ON DIRECTOR RECOMMENDED FOR RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD - 2 AS PRESCRIBED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

<b>Name of Director</b>	<b>Mr. T. T. Srinivasaraghavan</b>	<b>Mr. Rajiv Vastupal Mehta</b>	<b>Mrs. Nalini Padmanabhan</b>	<b>Mrs. Sangeetha Narasimhan</b>
<b>Designation</b>	Non-Executive, Independent Director	Non-Executive, Independent Director	Non-Executive, Independent Director	Whole Time Director & CEO
<b>DIN</b>	00018247	00647906	01565909	07050848
<b>Age (years)</b>	71 years	68 years	61 years	63 years
<b>Original date of appointment on the Board</b>	July 03, 2023	July 03, 2023	July 03, 2023	September 23, 2015
<b>Qualification, Experience and expertise in specific functional area</b>	Disclosed in the Resolution and Explanatory Statement			
<b>In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.</b>	Banking, Finance and Business	Business & Finance	Finance, Banking and Audit including Systems Audit (IT)	Advertising and Marketing services.
<b>Terms and conditions of re-appointment and remuneration</b>	Disclosed in the Resolution and Explanatory Statement			
<b>Remuneration Last Drawn (Excluding Sitting Fees)</b>	<b>FY 2024-2025</b> Commission: Rs. 3,43,000	<b>FY 2024-2025</b> Commission: Rs. 3,43,000	<b>FY 2024-2025</b> Commission: Rs. 3,43,000	<b>FY 2024-2025</b> Rs. 1,45,92,500 <i>**This does not include the commission payable for F.Y. 2024-2025 to Mrs. Sangeetha Narasimhan which was voluntarily waived off.</i>
<b>Details of Remuneration sought to be paid</b>	Disclosed in the Resolution and Explanatory Statement			
<b>Number of Meetings of Board attended during the year i.e. F.Y. 2025-26</b>	4/4	4/4	4/4	4/4
<b>Shareholding in R K SWAMY Limited</b>	NIL	1,700 Equity Shares	NIL	45,000 Equity Shares

<b>including shareholding as a beneficial owner</b>				
<b>Relationship with other Directors / KMPs</b>	NA	NA	NA	Spouse of Mr. Narasimhan K. Swamy (Managing Director and Group CEO)
<b>Directorships held in other body corporates</b>	<ul style="list-style-type: none"> <li>• Sundaram Finance Limited</li> <li>• Sundaram Trustee Company Limited</li> <li>• Brakes India Private Limited</li> <li>• Sundaram Home Finance Limited</li> <li>• Five-Star Business Finance Limited</li> <li>• Royal Sundaram General Insurance Co. Limited</li> <li>• Sundaram Business Services Limited</li> <li>• Hansa Direct Private Limited</li> <li>• Hansa Customer Equity Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Rajiv Petrochemicals Private Limited</li> <li>• Anar Insurance Brokers Limited</li> <li>• Elegant Green Energy Private Limited</li> <li>• Rajiv Enterprise Private Limited</li> <li>• Atlantis Products Private Limited</li> <li>• Hansa Research Group Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Canara Bank</li> <li>• Mangalore SEZ Limited</li> <li>• Information Systems Audit and Solutions Private Limited</li> <li>• Prerana Educational Media Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Varahaa Manpower Services Private Limited</li> <li>• Varahaa Steelworks Private Limited</li> <li>• C S Foundation;</li> <li>• Hansa Holdings Private Limited</li> </ul>
<b>Membership/ Chairmanship of committees in companies in India (Statutory Committee)</b>	<p><b>R K SWAMY Limited</b> Audit Committee - Member</p> <p>Nomination &amp; Remuneration Committee - Member</p> <p><b>Five-Star Business Finance Limited</b> Audit Committee - Member</p> <p>Risk Management Committee -</p>	<p><b>R K SWAMY Limited</b> Nomination &amp; Remuneration Committee - Chairperson</p>	<p><b>R K SWAMY Limited</b> Audit Committee - Chairperson</p> <p>Corporate Social Responsibility Committee - Member</p> <p><b>Mangalore SEZ Limited</b> Audit Committee - Chairperson</p> <p>Nomination &amp; Remuneration</p>	<p><b>R K SWAMY Limited</b> Stakeholder Relationship Committee - Member</p> <p>Risk Management Committee - Member</p>

	<p>Chairperson</p> <p><b>Royal Sundaram General Insurance Co. Ltd</b> Risk Management Committee - Member</p> <p><b>Sundaram Business Services</b> Nomination &amp; Remuneration Committee - Member</p> <p>Corporate Social Responsibility - Member</p> <p>Executive Committee - Chairperson</p> <p><b>Sundaram Finance Limited</b> Corporate Social Responsibility - Member</p> <p>Customer Service Committee - Chairperson</p>		<p>Committee - Chairperson</p> <p>Corporate Social Responsibility Committee - Chairperson</p> <p><b>Canara Bank</b> Risk Management Committee - Chairperson</p>	
<b>Listed entities from which the person has resigned in the past three years</b>	NA	NA	NA	NA

**ANNEXURE- II**

**THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013 W.R.T. ITEM NO. 4 & 5**

<b>1. General information:</b>			
<b>Nature of Industry</b>	The Company is one of the leading integrated marketing service groups in India, offering a single-window solution for creative, media, data analytics and market research services. The Company offer a comprehensive range of services in the following interrelated and complementary business segments: (i) Integrated Marketing Communications, (ii) Customer Data Analytics and Marketing Technology (“Customer Data Analytics and MarTech”); and (iii) Full-Service Market Research (including customer experience measurement) and Syndicated Studies (“Full-Service Market Research”).		
<b>Date or expected date of commencement of commercial production</b>	On April 2, 1973 the Company started commercial operations.		
<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	Not Applicable (The Company is an existing Company).		
<b>Financial performance based on given indicators</b>	Financial Performance (Standalone) for last 3 years is given as under:		
	<b>(In Rs. Lakhs)</b>		
	<b>Financial Year</b>	<b>Revenue from Operations</b>	<b>Profit / (Loss) after Tax</b>
	2024-25	11,954.71	1,353.12
	2023-24	16,213.62	2,650.61
2022-23	14,405.30	2,154.45	
<b>Foreign investments or collaborations</b>	The foreign investors, mainly comprising FIIs and NRIs are on account of issuances of securities and/ or secondary market purchases, from time to time. As on March 31, 2025, the aggregate foreign shareholding (public) in the Company was approx. 2.55 %		

<b>2. Information about the appointees</b>		<b>Sangeetha Narasimhan</b>	<b>T. T. Srinivasaraghavan</b>	<b>Rajiv Vastupal Mehta</b>	<b>Nalini Padmanabhan</b>	<b>Siddharth S Swamy</b>
i.	<b>Background details</b>	As Disclosed in Explanatory Statement				
ii.	<b>Past remuneration (Excluding Sitting fees)</b>	Disclosed in Annexure-I to this Notice.				<b>FY 2024-2025</b> Commission: Rs. Nil  <i>(Appointed as Non-Executive Director on February 12, 2025)</i>

iii.	<b>Job profile Recognition or awards and suitability</b>	<p>She specializes in content creation across all media platforms and brings over four decades of rich experience in the advertising and marketing industry. In view of her qualifications, extensive industry expertise, and significant contributions to the Company's business, she has been integral to the growth, strategic direction, and continued success of the Company, and will continue to play a pivotal role in driving its future performance as Whole-Time Director.</p>	<p>The Board believes that considering the vast experience, knowledge and strategic vision the Non-Executive Directors have in their respective fields, their contribution and guidance to the Board will be pivotal for the Company's next phase of growth and success.</p> <p>Recognition &amp; Awards : T. T. Srinivasaraghavan was ranked among India's Top 100 CEOs, for three years in succession, 2013 and 2014 &amp; 2015 in the Business Today- PWC rankings and was conferred the Baroda Sun Achievement Award for Leadership, in 2018.</p>	
iv.	<b>Remuneration proposed</b>	Part of the resolution and explanatory Statement		
v.	<b>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):</b>	<p>Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility and the current performance the proposed remuneration is in line with the current remuneration structure of the Industry</p>	<p>Basis their contribution in the Company, the Company believes that the proposed remuneration to the Non-Executive Directors is commensurate with the remuneration paid by similar size of companies with similar complexities.</p>	
vi.	<b>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial</b>	<p>Mrs. Sangeetha Narasimhan is the spouse of Mr. Narasimhan K.</p>	<p>The Non-Executive Directors have no other pecuniary relationship with the Company except to the extent of the sitting fees and commission paid/payable to them by the</p>	<p>Mr. Siddharth S Swamy is the son of Mr. Srinivasan K.</p>

<p><b>personnel, if any</b></p>	<p>Swamy(Managing Director and Group CEO of the Company.)</p> <p>She holds 45000 Equity shares of the company.</p> <p>Apart from the remuneration and commission paid/payable to Mrs. Sangeetha Narasimhan as Whole-time Director and CEO and as interest stated above, that she does not have any other pecuniary relationship.</p>	<p>Company.</p>	<p>Swamy (Executive Group Chairman of the Company) He holds 2,50,000 Equity shares of the Company.</p> <p>Apart from the sitting fees and commission paid/payable to him by virtue of being a Non-Executive Directors of the Company and as stated above, he does not have any other pecuniary relationship.</p>
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**3. Other Information: Reasons of loss or inadequate profits, steps taken or proposed to be taken for Improvement, expected increase in productivity and profits in measurable terms & other disclosures**

The Company is proactively implementing strategic initiatives aimed at enhancing future performance. The Company is focused on various business strategies in all spheres of business activities to improve the revenue and profitability of the Company.

The Company has posted a net profit after tax of Rs. 1,353.12 Lakhs (on standalone basis) for the year ended March 31, 2025. The Company is not envisaging loss or inadequate profits; however as a precautionary measure the approval has been obtained from the members.

The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future.

The necessary disclosures required under Part IV of Section II of Part II of Schedule V to the Companies Act, 2013 will be disclosed in the Corporate Governance report to the extent applicable.

The Company has not defaulted in payment of dues to banks and financial institutions or non-convertible debenture holders or any other secured creditor in the preceding and in the current financial year.