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INITIAL PUBLIC OFFERING OF EQUITY SHARES ON THE MAIN BOARD OF THE STOCK EXCHANGES IN COMPLIANCE WITH CHAPTER II OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED ("SEBI ICDR REGULATIONS").

PUBLIC ANNOUNCEMENT



Please scan this QR Code to view this Addendum)

Our Company was incorporated as "R. K. Swamy Advertising Associates Private Limited" on February 16, 1973, as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation granted by the Registrar of Companies, Tamil Nadu at Madras. On September 11, 1990, a fresh certificate of incorporation was issued by the Registrar of Companies, Tamil Nadu at Madras, pursuant to change of name of our Company to "R. K. Swamy BBDO Advertising Private Limited". On April 01, 1997, our Company became a deemed public limited company under section 43-A(2) of the Companies Act, 1956 and consequently the name of our Company was changed to "R. K. Swamy BBDO Advertising Private Limited". On March 26, 2001, the name of our Company was changed to "R. K. Swamy BBDO Advertising Private Limited" under section 43-A(2A) of the Companies Act, 1956, pursuant to an amendment to the Companies Act 1956 with respect to deemed public company. On February 21, 2005, a fresh Certificate of Incorporation issued by the Registrar of Companies, Tamil Nadu at Chennai ("RoC"), pursuant to change of our Company name to "R. K. Swamy BBDO Private Limited". On June 21, 2022, a fresh Certificate of Incorporation was issued by the RoC, pursuant to change of name of our Company to "R K Swamy Private Limited". Pursuant to the conversion of our Company into a public limited company and as approved by our Board on June 16, 2023, and a special resolution passed by our Shareholders on July 3, 2023, the name of our Company was changed to "R K Swamy Limited", and the RoC issued a fresh certificate of incorporation on July 17, 2023. For details of changes in our name and the Registered Office, see "History and Certain Corporate Matters – Brief history of our Company" and "History and Certain Corporate Matters – Changes in the registered office of our Company" on page 191 of the Draft Red Herring Prospectus dated August 11, 2023 ("DRHP").

Registered Office: No. 19, Wheatcrops Road, Nungambakkam, Chennai - 600 034, Tamil Nadu, India;  
Corporate Office: Esplanade House, 29, Hazarimal Soman Marg, Fort, Mumbai - 400 001, Maharashtra, India  
Contact Person: Aparna Bhat, Compliance Officer and Rajagopalan Desikan, Company Secretary; Telephone: +91 22 4057 6499  
E-mail: secretarial@rkswamy.com; Website www.rkswamy.com; Corporate Identity Number: U74300TN1973PLC006304

NOTICE TO INVESTORS: ADDENDUM TO THE DRAFT RED HERRING PROSPECTUS (THE "ADDENDUM")

INITIAL PUBLIC OFFERING OF UP TO [•] EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH ("EQUITY SHARES") OF R K SWAMY LIMITED ("COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING UP TO ₹[•] MILLION (THE "OFFER"), COMPRISING A FRESH ISSUE OF UP TO [•] EQUITY SHARES AGGREGATING UP TO ₹ 1,730 MILLION ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 8,700,000 EQUITY SHARES (THE "OFFERED SHARES") AGGREGATING UP TO ₹ [•] MILLION (THE "OFFER FOR SALE") AND TOGETHER WITH THE FRESH ISSUE, THE "OFFER", COMPRISING UP TO 1,788,093 EQUITY SHARES BY SRINIVASAN K SWAMY AGGREGATING UP TO ₹ [•] MILLION, UP TO 1,788,093 EQUITY SHARES BY NARASIMHAN KRISHNASWAMY AGGREGATING UP TO ₹[•] MILLION, UP TO 4,445,714 EQUITY SHARES BY EVANSTON PIONEER FUND L.P. AGGREGATING UP TO ₹[•] MILLION AND UP TO 678,100 EQUITY SHARES BY PREM MARKETING VENTURES LLP AGGREGATING UP TO ₹[•] MILLION (COLLECTIVELY, THE "SELLING SHAREHOLDERS"). THE OFFER WILL CONSTITUTE [•] % OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL.

THE OFFER INCLUDES A RESERVATION OF UP TO [•] EQUITY SHARES, AGGREGATING UP TO ₹ [•] MILLION (CONSTITUTING UP TO [•] % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE [•] % AND [•] %, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. OUR COMPANY AND THE SELLING SHAREHOLDERS MAY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS ("BRLMS"), OFFER A DISCOUNT OF UP TO ₹[•] ON THE OFFER PRICE TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT").

Potential Bidders may note the following:

A. The Draft Red Herring Prospectus currently states that the Offer comprises a Fresh Issue of up to [•] Equity Shares, aggregating up to ₹ 2,150 million by our Company and an Offer for Sale of up to 8,700,000 Equity Shares aggregating up to ₹ [•] million by the Selling Shareholders. Further, the Draft Red Herring Prospectus states that our Company proposes to utilize ₹ 870.00 million out of the Net Proceeds towards funding its working capital requirements. In view of certain revised working capital requirements of our Company, our Company now proposes to utilize ₹ 540.00 million out of the Net Proceeds towards funding its working capital requirements. Consequently, the Offer size has been reduced as the size of the Fresh Issue has been reduced from up to ₹ 2,150 million to up to ₹ 1,730 million.

B. The Draft Red Herring Prospectus including the sections titled "Definitions and Abbreviations", "Summary of the Offer Document", "The Offer", "Capital Structure", and "Offer Structure" beginning on pages 1, 18, 55, 70 and 376, respectively, of the Draft Red Herring Prospectus shall be appropriately updated to reflect the developments indicated in this Addendum, in the Red Herring Prospectus and Prospectus, as and when they are filed with the RoC, SEBI and the Stock Exchanges.

Potential Bidders may note that in order to assist in obtaining a complete understanding of the updated information, the specific updated sub-sections of the section titled "Objects of the Offer" have been included in this Addendum. This Addendum is to be read in conjunction with the Draft Red Herring Prospectus and accordingly the corresponding references in the Draft Red Herring Prospectus stand updated pursuant to this Addendum. The information in this Addendum supplements the Draft Red Herring Prospectus and updates the information in the Draft Red Herring Prospectus, as applicable. However, this Addendum does not reflect all the changes that have occurred between the date of filing of the Draft Red Herring Prospectus and the date hereof, and accordingly does not include all the changes and/or updates that will be included in the Red Herring Prospectus and the Prospectus. Please note that the information included in the Draft Red Herring Prospectus will be suitably updated, including to the extent stated in this Addendum, as may be applicable, in the Red Herring Prospectus and the Prospectus, as and when filed with the RoC, SEBI and the Stock Exchanges. Investors should not rely on the Draft Red Herring Prospectus or this Addendum for any investment decision, and should read the Red Herring Prospectus, as and when it is filed with the RoC, SEBI and the Stock Exchanges before making an investment decision with respect to the Offer. All capitalized terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Draft Red Herring Prospectus. The Equity Shares offered in the Offer have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made.

Pursuant to Regulation 26(1) of the SEBI ICDR Regulations, this Addendum filed with SEBI shall be made public for comments, if any, for a period of at least 21 days from the date of such filing by hosting it on the website of SEBI at www.sebi.gov.in, websites of the Stock Exchanges at www.nseindia.com, www.bseindia.com, and the websites of the BRLMs i.e. SBI Capital Markets Limited, IIFL Securities Limited and Motilal Oswal Investment Advisors Limited at www.sbicans.com, www.iiflcap.com and www.motilaloswalgroup.com, respectively.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
<b>SBI Capital Markets Limited</b> Unit No. 1501, 15 <sup>th</sup> floor, A & B Wing, Parinee Crescenzo Building, Plot C- 38, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India Tel: +91 22 4006 9807 E-mail: rkswamy ipo@sbicans.com Investor grievance e-mail: investor.relations@sbicans.com Website: www.sbicans.com Contact person: Aditya Deshpande SEBI registration no.: INM000003531	<b>IIFL Securities Limited</b> 24 <sup>th</sup> Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel (West) Mumbai – 400 013, Maharashtra, India Tel: +91 22 4646 4728 E-mail: rkswamy.ipo@iiflcap.com Investor grievance e-mail: ig.ib@iiflcap.com Website: www.iiflcap.com Contact person: Pawan Jain/Rahul Anand SEBI registration no.: INM000010940	<b>Motilal Oswal Investment Advisors Limited</b> Motilal Oswal Tower, Rahimtullah Sayani Road Opposite Parel ST Depot, Prabhadevi, Mumbai – 400 025, Maharashtra, India Tel: +91 22 7193 4380 E-mail: rkswamy.ipo@motilaloswal.com Investor grievance e-mail: moiaplredressal@motilaloswal.com Website: www.motilaloswalgroup.com Contact person: Sankita Ajinkya/Ritu Sharma SEBI registration no.: INM000011005	<b>KFin Technologies Limited</b> Selenium, Tower B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi - 500 032, Telangana, India Tel: +91 40 6716 2222 / 18003094001 E-mail: rkswamy.ipo@kfintech.com Investor grievance e-mail: einward.ris@kfintech.com Website: www.kfintech.com Contact person: M. Murali Krishna SEBI registration no.: INR000002221

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the DRHP.

Place: Chennai  
Date: November 11, 2023

For R K SWAMY LIMITED  
On behalf of the Board of Directors  
Sd/-  
Rajagopalan Desikan  
Company Secretary

R K SWAMY LIMITED is proposing, subject to the receipt of requisite approvals, market conditions and other considerations, to undertake an initial public offering of its Equity Shares and has filed the DRHP dated August 11, 2023 with the SEBI on August 12, 2023. The DRHP is available on the website of SEBI at www.sebi.gov.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, the website of the Company at www.rkswamy.com and the websites of the Book Running Lead Managers ("BRLMs"), i.e. SBI Capital Markets Limited, IIFL Securities Limited and Motilal Oswal Investment Advisors Limited at www.sbicans.com, www.iiflcap.com and www.motilaloswalgroup.com, respectively. Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to such risk, please see the section entitled "Risk Factors" on page 28 of the DRHP. Potential investors should not rely on the DRHP filed with SEBI for making any investment decision.