

Date: May 24, 2024

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: INEONQ801033

Subject: Outcome of Board Meeting held on May 24, 2024, under Regulation 30 and 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LISTING REGULATIONS”):

Dear Sir/Madam,

Pursuant to Regulation 30 and 33 of the SEBI Listing Regulations, we inform you that the Board of Directors at its Meeting held today i.e. May 24, 2024 through Video Conferencing which commenced at 7.00 PM (IST) and concluded at 9.20 PM (IST) has inter alia, considered, approved and taken on record the following:

1. Audited Consolidated Financial Results along with the audit reports thereon for the quarter and financial year ended March 31, 2024 **(Refer- Annexure- I)**;
2. Audited Standalone Financial Results along with the audit reports thereon for the quarter and financial year ended March 31, 2024 **(Refer- Annexure- II)**;
3. Declaration from the Chief Financial Officer regarding unmodified opinion in the Audit Report issued by the statutory auditor of the Company on Standalone and Consolidated Financial Results for the financial year ended March 31, 2024 **(Refer- Annexure- III)**;
4. Recommended a final dividend of Rs. 2/- (Rupees Two only) (40%) per Equity share of Rs. 5/- (Rupees Five Only) each (fully paid-up) for the financial year ended March 31, 2024, which shall be payable subject to the approval of shareholders at the ensuing Annual General Meeting (“AGM”) of the Company;

The Company shall inform the Stock Exchanges in due course about the date of AGM for financial year ended March 31, 2024, dates of book closure for purpose of entitlement of final dividend and date from which the final dividend will be paid, once approved by shareholders;

5. Press release on the Audited Financial Results of the Company for the quarter and Financial year ended March 31, 2024 **(Refer- Annexure- IV)**;
6. **Internal Restructuring:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board has approved the following changes:

- a. Change in designation of Mr. Srinivasan K. Swamy (DIN: 00505093) from ‘Chairperson & Managing Director’ to **‘Whole-time Director designated as Executive Group**



- Chairman** of the Company, subject to approval of the shareholders of the Company. **(Refer- Annexure- V);**
- b. Change in designation of Mr. Narasimhan K. Swamy (DIN: 00219883) from 'Group CEO & Whole-time Director' to '**Managing Director & Group CEO**' of the Company, subject to approval of the shareholders of the Company. **(Refer- Annexure- V);**
- c. The appointment of Mrs. Sangeetha Narasimhan (DIN: 07050848) as '**Chief Executive Officer**' ('CEO') of the Company. With this, Mrs. Sangeetha Narasimhan will be the '**Whole-time Director and CEO**' of the Company. **(Refer- Annexure- V);**
7. Continuation of Mr. Pattabhi Kothandapani Raman (DIN: 08319696) as Nominee Director of Evanston Pioneer Fund L.P., subject to approval of the shareholders of the Company. **(Refer- Annexure-VI);**
8. **Appointment/Re-appointment of Auditors:**
- a. Appointment of M/s. CNK & Associates LLP, Practicing Chartered Accountants, as statutory auditor of the Company for period of 5 (five) year from the conclusion of Annual General Meeting ("AGM") of the Financial Year 2024-25 till the AGM of Financial Year 2028-29, subject to approval of shareholders at the forthcoming AGM of the Company. **(Refer- Annexure- VII);**
- b. Re-appointment of M/s. ASA & Associates LLP, Practicing Chartered Accountants, as the Internal Auditors of the Company for the financial year 2024-25 **(Refer- Annexure-VII);**
- c. Re-appointment of M/s. S. Dhanapal & Associates LLP, Practicing Company Secretaries, as the Secretarial Auditors of the Company for the financial year 2024-25 **(Refer- Annexure-VII);**

The results will be uploaded on the Company's website, www.rkswamy.com and will also be available on the website of the Stock Exchanges. Further, the Financial Results will be published in the newspapers as provided under Regulation 47 of the Listing Regulations.

We request you to kindly take the above information on your records.

Thanking you

For R K Swamy Limited



Aparna Bhat

Compliance Officer

Membership No.: A19995

Address: Esplanade House, 29, Hazarimal Somani Marg, Fort, Mumbai 400 001

Place: Mumbai

R K SWAMY

R K SWAMY LIMITED

(formerly known as R K SWAMY Private Limited and R.K. SWAMY BBDO Private Limited)
 Regd Office: No. 19, Wheatcrofts Road, Nungambakkam, Chennai 600 034, Tamil Nadu, India
 CIN: L74300TN1973PLC006304, Website: www.rkswamy.com

(₹ in lakhs)

Statement of consolidated financial results for the quarter and year ended March 31, 2024

| | Particulars | Quarter ended | | | Year ended | |
|----|--|-----------------------------|-----------------|-----------------------------|------------------|------------------|
| | | 31-03-2024 | 31-12-2023 | 31-03-2023 | 31-03-2024 | 31-03-2023 |
| | | Unaudited (Refer note 7) | Unaudited | Unaudited (Refer note 6) | Audited | Audited |
| | Income | | | | | |
| 1 | Revenue from operations | 11,828.20 | 7,213.61 | 8,269.69 | 33,151.56 | 29,261.31 |
| 2 | Other income | 104.25 | 137.99 | 203.36 | 387.59 | 734.49 |
| 3 | Total income (1+2) | 11,932.45 | 7,351.60 | 8,473.05 | 33,539.15 | 29,995.80 |
| 4 | Expenses | | | | | |
| | (a) Operational expense | 3,754.63 | 1,942.59 | 1,561.12 | 9,886.88 | 9,303.36 |
| | (b) Employee benefits expense | 3,059.00 | 2,986.51 | 2,688.89 | 11,869.56 | 10,708.34 |
| | (c) Other expenses | 1,093.15 | 1,116.66 | 871.06 | 4,354.21 | 3,693.31 |
| | Total expenses (4) | 7,906.78 | 6,045.76 | 5,121.07 | 26,110.65 | 23,705.01 |
| | Earnings before interest, tax, depreciation and amortisation (EBITDA) (3-4) | 4,025.67 | 1,305.84 | 3,351.98 | 7,428.50 | 6,290.79 |
| | (d) Finance costs | 142.05 | 167.97 | 153.11 | 577.09 | 561.04 |
| | (e) Depreciation and amortisation expense | 375.68 | 375.53 | 374.18 | 1,494.50 | 1,471.57 |
| 5 | Profit before tax | 3,507.94 | 762.34 | 2,824.69 | 5,356.91 | 4,258.18 |
| 6 | Tax expense | | | | | |
| | (a) Current tax | | | | | |
| | - Current period/year | 887.36 | 190.87 | 728.81 | 1,318.71 | 1,076.84 |
| | - Prior years | - | - | 13.30 | (7.67) | 2.91 |
| | (b) Deferred tax | 3.05 | 9.76 | 21.29 | 73.39 | 52.43 |
| | Total tax expense | 890.41 | 200.63 | 763.40 | 1,384.43 | 1,132.18 |
| 7 | Profit for the period/year (5-6) | 2,617.53 | 561.71 | 2,061.29 | 3,972.48 | 3,126.00 |
| 8 | Other comprehensive income | | | | | |
| | (a) Items that will not be reclassified to profit or loss | | | | | |
| | (i) Remeasurement of defined benefit plans | (12.82) | (21.04) | (5.16) | (67.02) | (44.59) |
| | (ii) Income tax relating to above | 3.22 | 5.25 | 1.70 | 17.03 | 11.25 |
| | (b) Items that will be reclassified to profit or loss | | | | | |
| | (i) Exchange difference on translation of foreign operations | 1.01 | (1.37) | 0.10 | (6.82) | - |
| | (ii) Income tax relating to above | - | - | - | - | - |
| | Total other comprehensive (loss) (net of tax) for the period/year | (8.59) | (17.16) | (3.36) | (56.81) | (33.34) |
| 9 | Total comprehensive income (net of tax) for the period/year (7+8) | 2,608.94 | 544.55 | 2,057.93 | 3,915.67 | 3,092.66 |
| | Profit for the period/year attributable to | | | | | |
| | Owners of the company | 2,617.53 | 561.71 | 2,061.29 | 3,972.48 | 3,126.00 |
| | Non controlling interests | - | - | - | - | - |
| | Other comprehensive (loss) attributable to | | | | | |
| | Owners of the company | (8.59) | (17.16) | (3.36) | (56.81) | (33.34) |
| | Non controlling interests | - | - | - | - | - |
| | Total comprehensive income attributable to | | | | | |
| | Owners of the company | 2,608.94 | 544.55 | 2,057.93 | 3,915.67 | 3,092.66 |
| | Non controlling interests | - | - | - | - | - |
| 10 | Paid-up equity share capital (face value of ₹ 5 per share) | 2,523.87 | 2,222.86 | 444.57 | 2,523.87 | 444.57 |
| 11 | Other Equity | | | | 21,611.00 | 4,078.24 |
| 12 | Earnings per share (EPS) (Refer note 4) (not annualised, except for year end) | | | | | |
| | Basic (in ₹) | 5.84 | 1.26 | 4.64 | 8.86 | 7.03 |
| | Diluted (in ₹) | 5.84 | 1.26 | 4.64 | 8.86 | 7.03 |



Shree Sathyan

R K SWAMY
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(₹ in lakhs)

Consolidated Statement of Assets and Liabilities

| | Particulars | As at | As at |
|----------|--|------------------|------------------|
| | | March 31, 2024 | March 31, 2023 |
| | | (Audited) | (Audited) |
| A | ASSETS | | |
| 1 | Non-Current Assets | | |
| | (a) Property, Plant and Equipment | 754 00 | 814.68 |
| | (b) Right-of-use Assets | 1,855 73 | 2,854 04 |
| | (c) Investment Property | - | - |
| | (d) Intangible Assets | 276 00 | 400 84 |
| | (e) Financial Assets | | |
| | (i) Investments | 42 12 | 31 02 |
| | (ii) Other Financial Assets | 609.76 | 1,255 25 |
| | (f) Deferred Tax Assets (net) | 425 79 | 482 16 |
| | (g) Non-current Tax Assets (net) | 2,079 87 | 1,043 71 |
| | (h) Other Non-current Assets | - | 0 42 |
| | Total Non-current Assets | 6,043.27 | 6,882.12 |
| 2 | Current Assets | | |
| | (a) Financial Assets | | |
| | (i) Investments | - | 240 86 |
| | (ii) Trade Receivables | 13,301 96 | 20,471 19 |
| | (iii) Cash and Cash Equivalents | 4,917 34 | 923 43 |
| | (iv) Bank Balances other than (iii) above | 11,626 41 | 443 87 |
| | (v) Loans | 75 00 | 75 00 |
| | (vi) Other Financial Assets | 1,207 26 | 470 35 |
| | (b) Other Current Assets | 2,437 11 | 1,857 64 |
| | Total Current Assets | 33,565.08 | 24,482.34 |
| | Total Assets | 39,608.35 | 31,364.46 |
| B | EQUITY AND LIABILITIES | | |
| 1 | Equity | | |
| | (a) Equity Share Capital | 2,523 87 | 444 57 |
| | (b) Other Equity | 21,611 00 | 4,078 24 |
| | Total Equity | 24,134.87 | 4,522.81 |
| | Liabilities | | |
| 2 | Non-Current Liabilities | | |
| | (a) Financial Liabilities | | |
| | (i) Borrowings | - | 16 76 |
| | (ii) Lease Liabilities | 1,147 71 | 1,935 16 |
| | (b) Provisions | 325 92 | 292 84 |
| | Total Non-Current Liabilities | 1,473.63 | 2,244.76 |
| 3 | Current Liabilities | | |
| | (a) Financial Liabilities | | |
| | (i) Borrowings | - | 433 60 |
| | (ii) Lease Liabilities | 899 05 | 1,063 31 |
| | (iii) Trade payables | | |
| | - Total outstanding dues of micro enterprises and small enterprises | 597 73 | 555 61 |
| | - Total outstanding dues of creditors other than micro enterprises and small enterprises | 8,579 73 | 19,153 80 |
| | (iv) Other Financial Liabilities | 1,229 98 | 2,162 95 |
| | (b) Other Current Liabilities | 2,393 72 | 960 47 |
| | (c) Provisions | 299 64 | 267 15 |
| | Total Current Liabilities | 13,999.85 | 24,596.89 |
| | Total Liabilities | 15,473.48 | 26,841.65 |
| | Total Equity and Liabilities | 39,608.35 | 31,364.46 |

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George Selvam

R K SWAMY

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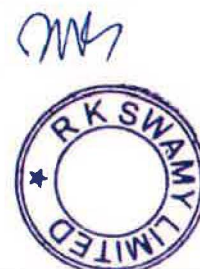
(₹ in lakhs)

| Consolidated Statement of Cash Flow | | |
|--|---|---|
| Particulars | For the year ended March 31, 2024 (Audited) | For the year ended March 31, 2023 (Audited) |
| A. Cash Flow From Operating Activities | | |
| Profit Before Tax | 5,356.91 | 4,258.18 |
| <i>Adjustments for:</i> | | |
| Interest Income on bank deposits | (106.31) | (28.69) |
| Interest Income on loans to related parties | - | (265.62) |
| Interest income on financial assets carried at amortised cost | (75.51) | (75.35) |
| Profit on sale of Investment property | (72.00) | - |
| Net gain arising on financial assets measured at FVTPL | (14.38) | (7.29) |
| Gain on lease modification/termination | (8.45) | - |
| Provisions / Miscellaneous balances written back | (46.64) | (157.01) |
| Property, Plant and Equipment written off | - | 37.55 |
| Finance costs | 577.09 | 561.04 |
| Depreciation and amortisation expenses | 1,494.50 | 1,471.57 |
| Profit on sale of Property, Plant and Equipment | (0.75) | (13.49) |
| Bad Debts Written off (net of provision utilised) | 17.55 | 1.11 |
| Allowance for Expected credit loss (net) | 36.86 | 67.48 |
| Dividend Income | (11.38) | (10.24) |
| Operating Profit before Working Capital / Other Changes | 7,147.49 | 5,839.25 |
| <i>Adjustments for (increase)/decrease in operating assets:</i> | | |
| Trade Receivables | 7,114.82 | (1,596.81) |
| Non-current and Current Financial Assets | (229.14) | (168.65) |
| Other Non-current and Current Assets | (579.05) | 480.45 |
| <i>Adjustments for increase/(decrease) in operating liabilities:</i> | | |
| Trade Payables | (10,487.36) | (2,765.88) |
| Other Non-current and Current Financial Liabilities | (932.97) | 1,890.50 |
| Other Non-current and Current Liabilities | 1,433.26 | (81.91) |
| Non-current and Current Provisions | (1.45) | 68.32 |
| Cash Generated from Operations | 3,465.60 | 3,665.27 |
| Income Tax Paid (net of refund) | (2,347.20) | (748.72) |
| Net Cash Generated From Operating Activities (A) | 1,118.40 | 2,916.55 |
| B. Cash Flow From Investing Activities | | |
| Purchase of Property, Plant and Equipment (including Intangible Assets) | (180.59) | (485.28) |
| Sale Proceeds on Property, Plant and Equipment (including Investment Property) | 73.59 | 36.88 |
| Intercompany Loans given | - | (2,125.00) |
| Intercompany Loans recovered | - | 10,388.82 |
| (Purchase) of equity interest in subsidiaries | - | (9,557.77) |
| Interest Received on bank deposits and loans | 106.31 | 294.31 |
| Dividend Income Received | 11.38 | 10.24 |
| Placement of Bank deposits | (11,079.34) | (1,425.05) |
| Maturities of Bank deposits | 110.00 | 1,487.85 |
| (Purchase) of investments in mutual funds | - | (9.34) |
| Sales of investments in mutual funds and others | 244.14 | 1.50 |
| Net Cash (Used in) Investing Activities (B) | (10,714.51) | (1,382.83) |
| C. Cash Flow Used in Financing Activities | | |
| Dividend Paid | (177.83) | (204.00) |
| Finance Cost Paid | (356.26) | (274.66) |
| Proceeds from issue of equity shares | 17,300.00 | - |
| Share issue expenses | (1,425.78) | - |
| (Repayment) of Non-current Borrowings | (16.76) | (50.28) |
| Proceeds from intercompany loan | - | 1,183.00 |
| (Repayment) of intercompany loan | (411.25) | (771.80) |
| Proceeds from Current borrowings | 5,000.00 | - |
| (Repayment) of Current borrowings | (5,022.35) | (2,783.55) |
| Payment of lease liabilities | (1,299.76) | (1,525.22) |
| Net Cash Generated from/(Used in) Financing Activities (C) | 13,590.01 | (4,426.51) |
| Net Increase/ (Decrease) in Cash and Cash Equivalents (A) + (B) + (C) | 3,993.90 | (2,892.79) |
| Effect of Exchange Fluctuation on Cash and Cash Equivalents | 0.01 | 0.00 |
| Cash and Cash Equivalents at the Beginning of the Year | 923.43 | 3,816.22 |
| Cash and Cash Equivalents at the End of the Year | 4,917.34 | 923.43 |

0.00 represent less than 0.005 lakhs

Notes:

1. The Consolidated Statement of Cash Flow has been prepared under the indirect method as set out in Indian Accounting Standard (IND AS 7) - Statement of Cash Flows



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Statement of consolidated segment reporting for the quarter and year ended March 31, 2024

The Group has identified three operating segments in accordance with 'Ind AS 108-Operating Segments' for the purposes of resource allocation and assessment of performance focuses on these operating segments which are reported to the Chief Operating Decision Maker (CODM) of Parent Company a) Integrated Marketing Communications; b) Customer Data Analytics and Marketing Technology (MarTech); and c) Full-Service Market Research (including Customer Experience Measurement) and Syndicated Studies

(₹ in lakhs)

| | Particulars | Quarter ended | | | Year ended | |
|----------|--|-----------------------------|------------------|-----------------------------|------------------|------------------|
| | | 31-03-2024 | 31-12-2023 | 31-03-2023 | 31-03-2024 | 31-03-2023 |
| | | Unaudited (Refer note 7) | Unaudited | Unaudited (Refer note 6) | Audited | Audited |
| 1 | Segment Revenue | | | | | |
| | a) Integrated Marketing Communications | 7,131.31 | 2,828.30 | 4,651.32 | 16,213.62 | 14,405.30 |
| | b) Customer Data Analytics and Marketing Technology (MarTech) | 2,211.86 | 2,321.68 | 1,822.42 | 8,855.53 | 7,869.29 |
| | c) Full-Service Market Research (including Customer Experience Measurement) and Syndicated Studies | 2,539.58 | 2,133.93 | 1,815.33 | 8,264.30 | 7,018.05 |
| | Less: Inter Segment Revenue | | | | | |
| | a) Integrated Marketing Communications | (49.63) | (68.78) | - | (164.85) | - |
| | b) Customer Data Analytics and Marketing Technology (MarTech) | - | - | (5.02) | - | (5.52) |
| | c) Full-Service Market Research (including Customer Experience Measurement) and Syndicated Studies | (4.92) | (1.52) | (14.36) | (17.04) | (25.81) |
| | Total Segment Revenue | 11,828.20 | 7,213.61 | 8,269.69 | 33,151.56 | 29,261.31 |
| 2 | Segment Results | | | | | |
| | a) Integrated Marketing Communications | 2,697.50 | 425.68 | 2,605.38 | 4,056.49 | 3,171.76 |
| | b) Customer Data Analytics and Marketing Technology (MarTech) | 349.07 | 331.82 | 233.56 | 1,099.42 | 924.96 |
| | c) Full-Service Market Research (including Customer Experience Measurement) and Syndicated Studies | 603.42 | 172.81 | 138.86 | 778.09 | 722.50 |
| | Total Segment Results | 3,649.99 | 930.31 | 2,977.80 | 5,934.00 | 4,819.22 |
| | Less: Finance costs | 142.05 | 167.97 | 153.11 | 577.09 | 561.04 |
| | Profit before tax | 3,507.94 | 762.34 | 2,824.69 | 5,356.91 | 4,258.18 |
| 3 | Tax expense | 890.41 | 200.63 | 763.40 | 1,384.43 | 1,132.18 |
| 4 | Profit for the period/year | 2,617.53 | 561.71 | 2,061.29 | 3,972.48 | 3,126.00 |
| 5 | Segment Assets | | | | | |
| | a) Integrated Marketing Communications | 29,616.27 | 18,402.47 | 22,623.89 | 29,616.27 | 22,623.89 |
| | b) Customer Data Analytics and Marketing Technology (MarTech) | 6,251.50 | 6,241.90 | 5,848.09 | 6,251.50 | 5,848.09 |
| | c) Full-Service Market Research (including Customer Experience Measurement) and Syndicated Studies | 3,740.58 | 3,297.73 | 2,892.48 | 3,740.58 | 2,892.48 |
| | Total Segment Assets | 39,608.35 | 27,942.10 | 31,364.46 | 39,608.35 | 31,364.46 |
| 6 | Segment Liabilities | | | | | |
| | a) Integrated Marketing Communications | 11,179.41 | 17,108.01 | 22,301.55 | 11,179.41 | 22,301.55 |
| | b) Customer Data Analytics and Marketing Technology (MarTech) | 2,336.31 | 3,022.23 | 2,830.57 | 2,336.31 | 2,830.57 |
| | c) Full-Service Market Research (including Customer Experience Measurement) and Syndicated Studies | 1,957.76 | 2,160.15 | 1,709.53 | 1,957.76 | 1,709.53 |
| | Total Segment Liabilities | 15,473.48 | 22,290.39 | 26,841.65 | 15,473.48 | 26,841.65 |

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Singh Sankar

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CIN:L74300TN1973PLC006304, Website:www.rkswamy.com

Notes to the consolidated financial results

- 1) The above consolidated financial results of R K SWAMY Limited (formerly known as R K SWAMY Private Limited and R K SWAMY BBDO Private Limited) ("the Parent Company") and its subsidiaries (the Parent company and its subsidiaries together referred to as "the Group") have been prepared in accordance with Indian Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Companies (Indian Accounting Standard Rules), 2015 (as amended), other accounting principles generally accepted in India and in terms of Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulation"), as amended
- 2) The above consolidated financial results have been reviewed and recommended by the Audit Committee at its meeting held on May 23, 2024. The Board of Directors at its meeting held on May 24, 2024 have approved these results and taken on record. The statutory auditors have expressed unmodified review opinion on financial results for the quarter ended March 31, 2024 and unmodified audit opinion for the year ended March 31, 2024.
- 3) During the year, the company has completed initial public offering (IPO) of ₹ 42,356.00 lakhs (including fresh issue of ₹ 17,300.00 lakhs) comprising of (i) equity shares of 58,79,751 each at an issue price of ₹ 288 per share towards fresh issue of equity shares (ii) equity shares of 87,00,000 each at an issue price of ₹ 288 per share towards offer for sale (iii) equity shares of 1,40,350 each at an issue price of ₹ 261 per share for employee quota towards fresh issue. The equity shares of the company were listed on National Stock Exchange of India Limited and BSE Limited w e f March 12, 2024. The Company has incurred issue expenses amounting to ₹ 4,127.22 lakhs. These expenses are borne by the Company and Selling Shareholders, in proportion of the Equity Shares issued by the Company and sold by each of the Selling Shareholders in the Offer for Sale and in accordance with Applicable Law amounting to ₹ 1,667.48 lakhs and ₹ 2,459.74 lakhs respectively. The Company's share of expense of ₹ 1,425.78 lakhs (excluding taxes) has been adjusted against Securities Premium as at March 31, 2024. Details of net proceeds are as follows:

| Objects of the issue as per prospectus | ₹ in lakhs | | |
|---|---|---------------------------------|--|
| | Estimated amount to be utilised as per Prospectus | Utilization upto March 31, 2024 | Unutilized amount as at March 31, 2024 |
| 1. Funding working capital requirements | 5,400.00 | 5,400.00 | - |
| 2. Funding capital expenditure incurred for setting up a DVCP Studio | 1,098.50 | - | 1,098.50 |
| 3. Funding investment in IT infrastructure development of Company, and its Material Subsidiaries Hansa Research and Hansa Customer Equity | 3,334.20 | - | 3,334.20 |
| 4. Funding setting up of new CEC and CATI | 2,173.60 | - | 2,173.60 |
| 5. General corporate purposes | 3,626.22 | - | 3,626.22 |
| Total net proceeds | 15,632.52 | 5,400.00 | 10,232.52 |

- 4) During the year, pursuant to resolution passed by the Board of Directors on July 21, 2023 and the approval of shareholders granted in the extra-ordinary general meeting held on July 25, 2023: (i) the paid-up share capital of the Company has been sub-divided from face value of ₹ 10 per equity share to ₹ 5 per equity share; (ii) the authorised share capital of the Company has been increased from ₹ 1,000 lakhs to ₹ 3,000 lakhs divided into 60,000,000 equity shares of ₹ 5 each; and (iii) the Company has issued and allotted fully paid up 'bonus shares' at par in proportion of 4 new equity shares of ₹ 5 each for every one existing fully paid up equity share of ₹ 5 each held on the record date of July 25, 2023. Accordingly, the equity shares and basic/diluted earnings per share for comparative quarter and year ended March 31, 2023 has been presented considering the adjustments for issue of bonus shares and sub-division of shares in accordance with Ind AS 33-"Earnings per share"
- 5) The Board of Directors at their meeting held on May 24, 2024 have recommended a dividend @ 40% i.e ₹ 2 per share of face value of ₹ 5 each for the financial year March 31, 2024 subject to the approval of shareholders in the ensuing Annual General Meeting of the Company.
- 6) The figures for the quarter ended March 31, 2023 are balancing figures between audited figures in respect of full financial year and unaudited figure for the nine months ended December 31, 2022 as prepared by the management and reported in these financial results which were neither reviewed nor subjected to audit. However management has exercised necessary due diligence to ensure that the financial results for this period provide a true and fair view of the Company's affairs.
- 7) The figures for the quarter ended March 31, 2024 are balancing figures between audited results in respect of full financial year and published year to date figures for nine months ended December 31, 2023, which were subjected to limited review by the auditor.
- 8) Based on the nature of business and past trends of the group, the results from operations of the group are not evenly distributed across the year.
- 9) The results for the quarter and year ended March 31, 2024 are available on the Company's website at www.rkswamy.com and also on the website of BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nscindia.com, where the shares of the Company are listed.

For and on behalf of the Board of Directors
R K SWAMY LIMITED (formerly known as R K SWAMY Private Limited and R K SWAMY BBDO Private Limited)



Narasimhan Krishnaswamy

Narasimhan Krishnaswamy
Group CEO and Whole Time Director
DIN:00219883

Place: Mumbai
Date: May 24, 2024

Ranga Sathyan

INDEPENDENT AUDITOR'S REPORT ON AUDIT OF ANNUAL CONSOLIDATED FINANCIAL RESULTS AND REVIEW OF QUARTERLY FINANCIAL RESULTS

TO THE BOARD OF DIRECTORS OF R K SWAMY LIMITED (FORMERLY R K SWAMY PRIVATE LIMITED AND R.K. SWAMY BBDO PRIVATE LIMITED)

Opinion and Conclusion

We have (a) audited the Consolidated Financial Results for the year ended 31 March, 2024 and (b) reviewed the Consolidated Financial Results for the quarter ended 31 March, 2024 (refer 'Other Matters' section below), which were subject to limited review by us, both included in the accompanying "Statement of Consolidated Financial Results for the Quarter and Year Ended 31 March, 2024" of **R K Swamy Limited (formerly R K Swamy Private Limited and R.K. Swamy BBDO Private Limited)** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), ("the Statement"), being submitted by the Parent pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").

(a) Opinion on Annual Consolidated Financial Results

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the audit reports of the other auditors on separate financial statements of the subsidiaries referred to in Other Matters section below the Consolidated Financial Results for the year ended 31 March, 2024:

- (i) includes the results of the following entities:

| Name of the Entity | Relationship |
|--|-------------------------|
| R K Swamy Limited (Formerly R K Swamy Private Limited and R.K. Swamy BBDO Private Limited) | Parent Company |
| Hansa Research Group Private limited | Subsidiary Company |
| Hansa Customer Equity Private Limited | Subsidiary Company |
| Dsquare Solutions Private Limited | Step Subsidiary Company |
| Hansa Direct Private Limited | Step Subsidiary Company |
| Autosense Private Limited | Step Subsidiary Company |
| Hansa Marketing Services LLC | Step Subsidiary Company |
| Hansa Marketing Services Private Limited | Step Subsidiary Company |

- (ii) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and
- (iii) gives a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India of the consolidated net profit and consolidated total comprehensive income and other financial information of the Group for the year ended 31 March, 2024.

(b) Conclusion on Unaudited Consolidated Financial Results for the quarter ended 31 March, 2024

With respect to the Consolidated Financial Results for the quarter ended 31 March, 2024, based on our review conducted and procedures performed as stated in paragraph (b) of Auditor's Responsibilities section below and based on the consideration of the review reports



of the other auditors referred to in Other Matters section below, nothing has come to our attention that causes us to believe that the Consolidated Financial Results for the quarter ended 31 March, 2024, prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Basis for Opinion on the Audited Consolidated Financial Results for the year ended 31 March, 2024

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in paragraph (a) of Auditor's Responsibilities section below. We are independent of the Group, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the Consolidated Financial Results for the year ended 31 March, 2024 under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matters section below is sufficient and appropriate to provide a basis for our audit opinion.

Management's Responsibilities for the Statement

This Statement, which includes the Consolidated Financial Results is the responsibility of the Parent's Board of Directors and has been approved by them for the issuance. The Consolidated Financial Results for the year ended 31 March, 2024, has been compiled from the related audited consolidated financial statements. This responsibility includes the preparation and presentation of the Consolidated Financial Results for the quarter and year ended 31 March, 2024 that give a true and fair view of the consolidated net profit and consolidated other comprehensive income and other financial information of the Group in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards, prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the respective financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of this Consolidated Financial Results by the Directors of the Parent, as aforesaid.

In preparing the Consolidated Financial Results, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.



Auditor's Responsibilities

(a) Audit of the Consolidated Financial Results for the year ended 31 March, 2024

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Results for the year ended 31 March, 2024 as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Consolidated Financial Results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Annual Consolidated Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Annual Consolidated Financial Results, including the disclosures, and whether the Annual Consolidated Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the Annual Standalone Financial Results of the entities within the Group to express an opinion on the Annual Consolidated Financial Results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Annual Consolidated Financial Results of which we are the independent auditors. For the other entities included in the Annual Consolidated Financial Results, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.



Materiality is the magnitude of misstatements in the Annual Consolidated Financial Results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Annual Consolidated Financial Results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Annual Consolidated Financial Results.

We communicate with those charged with governance of the Parent and such other entities included in the Consolidated Financial Results of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

(b) Review of the Consolidated Financial Results for the quarter ended 31 March, 2024

We conducted our review of the Consolidated Financial Results for the quarter ended 31 March, 2024 in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the ICAI. A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with SAs specified under section 143(10) of the Act and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

The Statement includes the results of the entities as listed under paragraph (a)(i) of Opinion and Conclusion section above.

Other Matters

- As stated in Note 6 of the Statement which states that the consolidated figures for the corresponding quarter ended 31 March, 2023, as reported in the accompanying Statement have been approved by the Parent's Board of Directors, but have not been subjected to audit/review. Our report is not modified in respect of this matter.
- As stated in Note 6 of the Statement, the figures for the corresponding quarter ended 31 March, 2023 are the balancing figures between the annual audited figures for the year then ended and the year to date figures for the 9 months period ended 31 December, 2022. We have not issued a separate limited review report on the results and figures for the quarter ended 31 March, 2023. Our report on the Statement is not modified in respect of this matter.
- The Statement includes the results for the Quarter ended 31 March, 2024 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us. Our report is not modified in respect of this matter.
- We did not audit the financial statements of 2 subsidiaries included in the consolidated financial results, whose financial statements reflect total assets of Rs. 145.56 lakhs as at 31 March, 2024 and total revenues of Rs. 28.55 lakhs and Rs. 72.51 lakhs for the quarter and year ended 31 March, 2024 respectively, total net loss after tax of Rs. 45.80 lakhs and Rs. 90.55 lakhs for the



quarter and year ended 31 March, 2024 respectively and total comprehensive loss of Rs. 51.74 lakhs and Rs. 96.52 lakhs for the quarter and year ended 31 March, 2024 respectively and net cash inflows of Rs. 87.51 lakhs for the year ended 31 March, 2024, as considered in the Statement. These financial statements have been audited, as applicable, by other auditors whose reports have been furnished to us by the Management and our opinion and conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors and the procedures performed by us as stated under Auditor's Responsibilities section above.

Our report on the Statement is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

**For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm's Registration No. 008072S)**



**KETAN VORA
Partner
(Membership No.100459)
(UDIN: 24100459BKFATY9406)**

Mumbai
24 May 2024

R K SWAMY

R K SWAMY LIMITED

(formerly known as R K SWAMY Private Limited and R.K. SWAMY BBDO Private Limited)
Regd Office: No. 19, Wheatcrofts Road, Nungambakkam, Chennai 600 034, Tamil Nadu, India
CIN:L74300TN1973PLC006304, Website:www.rkswamy.com

(₹ in lakhs)

Statement of standalone financial results for the quarter and year ended March 31, 2024

| | Particulars | Quarter ended | | | Year ended | |
|----|--|-----------------------------|-----------------|-----------------------------|------------------|------------------|
| | | 31-03-2024 | 31-12-2023 | 31-03-2023 | 31-03-2024 | 31-03-2023 |
| | | Unaudited (Refer note 7) | Unaudited | Unaudited (Refer note 6) | Audited | Audited |
| | Income | | | | | |
| 1 | Revenue from operations | 7,131.31 | 2,828.30 | 4,651.32 | 16,213.62 | 14,405.30 |
| 2 | Other income | 74.23 | 106.62 | 139.61 | 277.08 | 451.77 |
| 3 | Total income (1+2) | 7,205.54 | 2,934.92 | 4,790.93 | 16,490.70 | 14,857.07 |
| | Expenses | | | | | |
| 4 | (a) Operational expense | 2,561.10 | 840.20 | 649.69 | 5,643.53 | 5,572.42 |
| | (b) Employee benefits expense | 1,013.68 | 947.47 | 849.47 | 3,703.99 | 3,235.50 |
| | (c) Consultancy charges | 305.69 | 290.51 | 239.95 | 1,179.59 | 1,049.43 |
| | (d) Other expenses | 325.39 | 273.51 | 253.44 | 1,119.85 | 1,040.09 |
| | Total expenses (4) | 4,205.86 | 2,351.69 | 1,992.55 | 11,646.96 | 10,897.44 |
| | Earnings before interest, tax, depreciation and amortisation (EBITDA) (3-4) | 2,999.68 | 583.23 | 2,798.38 | 4,843.74 | 3,959.63 |
| | (d) Finance costs | 186.98 | 209.11 | 175.86 | 750.90 | 541.77 |
| | (e) Depreciation and amortisation expense | 137.58 | 136.77 | 135.03 | 545.73 | 540.72 |
| 5 | Profit before tax | 2,675.12 | 237.35 | 2,487.49 | 3,547.11 | 2,877.14 |
| 6 | Tax expense | | | | | |
| | (a) Current tax | | | | | |
| | - Current period/year | 655.98 | 58.34 | 632.67 | 835.32 | 692.00 |
| | - Prior years | - | - | 6.30 | - | 6.30 |
| | (b) Deferred tax | 10.57 | 3.40 | 6.23 | 61.18 | 24.39 |
| | Total tax expense | 666.55 | 61.74 | 645.20 | 896.50 | 722.69 |
| 7 | Profit for the period/year (5-6) | 2,008.57 | 175.61 | 1,842.29 | 2,650.61 | 2,154.45 |
| 8 | Other comprehensive income | | | | | |
| | (a) Items that will not be reclassified to profit or loss | | | | | |
| | (i) Remeasurement of defined benefit plans | (23.56) | (15.28) | (3.09) | (44.37) | (27.75) |
| | (ii) Income tax relating to above | 5.93 | 3.85 | 0.76 | 11.17 | 6.98 |
| | (b) (i) Items that will be reclassified to profit or loss | - | - | - | - | - |
| | (ii) Income tax relating to above | - | - | - | - | - |
| | Total other comprehensive (loss) (net of tax) for the period/year | (17.63) | (11.43) | (2.33) | (33.20) | (20.77) |
| 9 | Total comprehensive income (net of tax) for the period/year (7+8) | 1,990.94 | 164.18 | 1,839.96 | 2,617.41 | 2,133.68 |
| 10 | Paid-up equity share capital (face value of ₹ 5 per share) | 2,523.87 | 2,222.86 | 444.57 | 2,523.87 | 444.57 |
| 11 | Other Equity | - | - | - | 22,156.98 | 5,922.49 |
| 12 | Earnings per share (EPS) (Refer note 4) (not annualised, except for year end) | | | | | |
| | Basic (in ₹) | 4.48 | 0.40 | 4.14 | 5.91 | 4.85 |
| | Diluted (in ₹) | 4.48 | 0.40 | 4.14 | 5.91 | 4.85 |

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R K SWAMY

R K SWAMY LIMITED

(formerly known as R K SWAMY Private Limited and R.K. SWAMY BBDO Private Limited)
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 CIN: L74300TN1973PLC006304, Website: www.rkswamy.com

(₹ in lakhs)

Standalone Statement of Assets and Liabilities

| | Particulars | As at 31 March 2024 | As at 31 March 2023 |
|----------|--|------------------------|------------------------|
| | | (Audited) | (Audited) |
| A | ASSETS | | |
| 1 | Non-Current Assets | | |
| | (a) Property, Plant and Equipment | 265.02 | 294.38 |
| | (b) Right-of-use Assets | 445.65 | 894.37 |
| | (c) Investment Property | - | - |
| | (d) Intangible Assets | 13.02 | 17.58 |
| | (e) Financial Assets | | |
| | (i) Investments | 9,618.61 | 9,607.51 |
| | (ii) Other Financial Assets | 114.39 | 519.20 |
| | (f) Deferred Tax Assets (net) | 161.00 | 211.00 |
| | (g) Non-current Tax Assets (net) | 1,095.62 | 492.46 |
| | Total Non-current Assets | 11,713.31 | 12,036.50 |
| 2 | Current Assets | | |
| | (a) Financial Assets | | |
| | (i) Trade Receivables | 9,915.19 | 17,908.62 |
| | (ii) Cash and Cash equivalents | 4,216.64 | 323.56 |
| | (iii) Bank Balances other than (ii) above | 10,860.29 | 401.74 |
| | (iv) Loans | 75.00 | 75.00 |
| | (v) Other Financial Assets | 1,215.94 | 634.88 |
| | (b) Other Current Assets | 1,279.87 | 1,019.16 |
| | Total Current Assets | 27,562.93 | 20,362.96 |
| | Total Assets | 39,276.24 | 32,399.46 |
| B | EQUITY AND LIABILITIES | | |
| 1 | Equity | | |
| | (a) Equity Share Capital | 2,523.87 | 444.57 |
| | (b) Other Equity | 22,156.98 | 5,922.49 |
| | Total Equity | 24,680.85 | 6,367.06 |
| | Liabilities | | |
| 2 | Non-current Liabilities | | |
| | (a) Financial Liabilities | | |
| | (i) Lease Liabilities | 206.84 | 498.05 |
| | (b) Provisions | 27.52 | 48.60 |
| | Total Non-current Liabilities | 234.36 | 546.65 |
| 3 | Current Liabilities | | |
| | (a) Financial Liabilities | | |
| | (i) Borrowings | 3,198.55 | 4,136.25 |
| | (ii) Lease Liabilities | 291.74 | 437.40 |
| | (iii) Trade payables | | |
| | - Total outstanding dues of micro enterprises and small enterprises | 522.94 | 535.35 |
| | - Total outstanding dues of creditors other than micro enterprises and small enterprises | 6,986.69 | 17,799.83 |
| | (iv) Other Financial Liabilities | 1,362.36 | 2,162.95 |
| | (b) Other Current Liabilities | 1,791.56 | 229.19 |
| | (c) Provisions | 207.19 | 184.78 |
| | Total Current Liabilities | 14,361.03 | 25,485.75 |
| | Total Liabilities | 14,595.39 | 26,032.40 |
| | Total Equity and Liabilities | 39,276.24 | 32,399.46 |

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R K SWAMY

R K SWAMY LIMITED

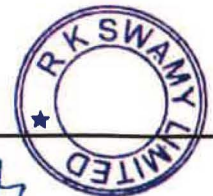
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(₹ in lakhs)

| Standalone Statement of Cash Flow | | |
|--|-------------------------------------|-------------------------------------|
| Particulars | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
| | (Audited) | (Audited) |
| A. Cash Flow From Operating Activities | | |
| Profit Before Tax | 3,547.11 | 2,877.14 |
| <i>Adjustments for:</i> | | |
| Interest Income on bank deposits | (70.90) | (17.19) |
| Interest Income on loans to related parties | - | (155.94) |
| Write back of liabilities | (24.16) | (146.92) |
| Finance costs | 750.90 | 541.77 |
| Depreciation and amortisation expense | 545.73 | 540.72 |
| Profit on sale of Property, Plant and Equipment including assets held for sale (net) | (0.70) | (12.98) |
| Profit on sale of Investment property | (72.00) | - |
| Bad debts written off (net of provision utilised) | 14.04 | - |
| Allowance for Expected credit loss (net) | 31.45 | 56.33 |
| Net gain arising on financial assets measured at FVTPL | (11.10) | (4.67) |
| Dividend Income | (0.46) | (0.19) |
| Interest income on financial assets carried at amortised cost | (43.91) | (45.98) |
| Property, Plant and Equipment written off | - | 37.55 |
| Operating Profit before Working Capital / Other Changes | 4,666.00 | 3,669.64 |
| <i>Adjustments for (increase) decrease in operating assets:</i> | | |
| Trade Receivables | 7,947.94 | (1,131.89) |
| Non-current and Current Financial Assets | (127.62) | (524.62) |
| Other Non-current and Current Assets | (260.71) | 638.84 |
| <i>Adjustments for increase (decrease) in operating liabilities:</i> | | |
| Trade Payables | (10,801.42) | (2,810.00) |
| Other current and non current financial Liabilities | (932.97) | 1,890.49 |
| Other Non-current and Current Liabilities | 1,562.38 | (55.74) |
| Non-current and Current Provisions | (43.04) | 29.04 |
| Cash Generated from Operations | 2,010.56 | 1,705.76 |
| Income Tax Paid (net of refunds) | (1,438.48) | (571.76) |
| Net Cash Flow From Operating Activities (A) | 572.08 | 1,134.00 |
| B. Cash Flow From Investing Activities | | |
| Purchase of Property, Plant and Equipment (including Intangible Assets) | (63.09) | (132.21) |
| Sale Proceeds on Property, Plant and Equipment (including Investment Property) | 72.70 | 36.16 |
| Interest Received on Bank deposits | 70.90 | 17.19 |
| Inter corporate loan received back (including interest) | - | 6,880.07 |
| Inter corporate loan given | - | (1,300.00) |
| Purchase of equity interest in subsidiaries | - | (9,557.27) |
| Placement of Bank deposits | (10,563.27) | (1,068.07) |
| Maturities of Bank deposits | 100.00 | 1,013.32 |
| Dividend Income Received | 0.46 | 0.19 |
| Net Cash (Used in) Investing Activities (B) | (10,382.30) | (4,110.62) |
| C. Cash Flow from Financing Activities | | |
| Dividend paid | (177.83) | (204.00) |
| Finance Cost Paid | (554.17) | (452.30) |
| Payment of lease liabilities | (501.22) | (506.21) |
| Proceeds from intercompany loan | 2,355.00 | 5,258.00 |
| (Repayment) of intercompany loan | (3,292.70) | (1,471.75) |
| Proceeds from current borrowings | 5,000.00 | 350.00 |
| (Repayment) of Current borrowings | (5,000.00) | (1,800.00) |
| Proceeds from issue of equity shares | 17,300.00 | - |
| Share issue expenses | (1,425.78) | - |
| Net Cash Generated From Financing Activities (C) | 13,703.30 | 1,173.74 |
| Net Increase / (Decrease) in Cash and Cash Equivalents (A) + (B) + (C) | 3,893.08 | (1,802.88) |
| Cash and Cash Equivalents at the Beginning of the Year | 323.56 | 2,126.44 |
| Cash and Cash Equivalents at the End of the Year | 4,216.64 | 323.56 |

Notes:

1 The Standalone Statement of Cash Flow has been prepared under the indirect method as set out in Indian Accounting Standard (IND AS 7) - Statement of Cash Flows



Singh Sankar

Notes to the standalone financial results

- The above standalone financial results of the Company have been prepared in accordance with Indian Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Companies (Indian Accounting Standard Rules), 2015 (as amended), other accounting principles generally accepted in India and in terms of Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulation'), as amended
- The above standalone financial results have been reviewed and recommended by the Audit Committee at its meeting held on May 23, 2024. The Board of Directors at its meeting held on May 24, 2024 have approved these results and taken on record. The statutory auditors have expressed unmodified review opinion on financial results for the quarter ended March 31, 2024 and unmodified audit opinion for the year ended March 31, 2024.
- During the year, the company has completed initial public offering (IPO) of ₹ 42,356.00 lakhs (including fresh issue of ₹ 17,300.00 lakhs) comprising of (i) equity shares of 58,79,751 each at an issue price of ₹ 288 per share towards fresh issue of equity shares (ii) equity shares of 87,00,000 each at an issue price of ₹ 288 per share towards offer for sale (iii) equity shares of 1,40,350 each at an issue price of ₹ 261 per share for employee quota towards fresh issue. The equity shares of the company were listed on National Stock Exchange of India Limited and BSE Limited w e f March 12, 2024. The Company has incurred issue expenses amounting to Rs 4,127.22 lakhs. These expenses are borne by the Company and Selling Shareholders, in proportion of the Equity Shares issued by the Company and sold by each of the Selling Shareholders in the Offer for Sale and in accordance with Applicable Law amounting to Rs 1,667.48 lakhs and Rs 2,459.74 lakhs respectively. The Company's share of expense of Rs. 1,425.78 lakhs (excluding taxes) has been adjusted against Securities Premium as at 31 March 2024.

Details of net proceeds are as follows:

| Objects of the issue as per prospectus | (₹ in lakhs) | | |
|---|---|---------------------------------|--|
| | Estimated amount to be utilised as per Prospectus | Utilization upto March 31, 2024 | Unutilized amount as at March 31, 2024 |
| 1. Funding working capital requirements | 5,400.00 | 5,400.00 | - |
| 2. Funding capital expenditure incurred for setting up a DVCP Studio | 1,098.50 | - | 1,098.50 |
| 3. Funding investment in IT infrastructure development of Company, and its Material Subsidiaries Hansa Research and Hansa Customer Equity | 3,334.20 | - | 3,334.20 |
| 4. Funding setting up of new CEC and CAIT | 2,173.60 | - | 2,173.60 |
| 5. General corporate purposes | 3,626.22 | - | 3,626.22 |
| Total net proceeds | 15,632.52 | 5,400.00 | 10,232.52 |

- During the year, pursuant to resolution passed by the Board of Directors on July 21, 2023 and the approval of shareholders granted in the extra-ordinary general meeting held on July 25, 2023: (i) the paid-up share capital of the Company has been sub-divided from face value of ₹ 10 per equity share to ₹ 5 per equity share; (ii) the authorised share capital of the Company has been increased from ₹ 1,000 lakhs to ₹ 3,000 lakhs divided into 60,000,000 equity shares of ₹ 5 each; and (iii) the Company has issued and allotted fully paid up 'bonus shares' at par in proportion of 4 new equity shares of ₹ 5 each for every one existing fully paid up equity share of ₹ 5 each held on the record date of July 25, 2023. Accordingly, the equity shares and basic/diluted earnings per share for comparative quarter and year ended March 31, 2023 has been presented considering the adjustments for issue of bonus shares and sub-division of shares in accordance with Ind AS 33-"Earnings per share".
- The Board of Directors at their meeting held on May 24, 2024 have recommended a dividend @ 40% i.e ₹ 2 per share of face value of ₹ 5 each for the financial year March 31, 2024 subject to the approval of shareholders in the ensuing Annual General Meeting of the Company.
- The figures for the quarter ended March 31, 2023 are balancing figures between audited figures in respect of full financial year and unaudited figure for the nine months ended December 31, 2022 as prepared by the management and reported in these financial results which were neither reviewed nor subjected to audit. However management has exercised necessary due diligence to ensure that the financial results for this period provide a true and fair view of the Company's affairs.
- The figures for the quarter ended March 31, 2024 are balancing figures between audited results in respect of full financial year and published year to date figures for nine months ended December 31, 2023, which were subjected to limited review by the auditor.
- The Company operates in a single operating segment i.e. 'Integrated Marketing Communications' and the information reported to the Chief Operating Decision Maker (CODM) for the purposes of resource allocation and assessment of performance focuses on this operating segment. Accordingly, there is single reportable operating segment in accordance with Ind AS 108 'Operating Segments'.
- Based on the nature of business and past trends of the group, the results from operations of the group are not evenly distributed across the year.
- The results for the quarter and year ended March 31, 2024 are available on the Company's website at www.rkswamy.com and also on the website of BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com, where the shares of the Company are listed.

For and on behalf of the Board of Directors
R K SWAMY LIMITED (formerly known as R K SWAMY Private Limited and R K SWAMY BBDO Private Limited)

Shree Sathya



Narasimhan Krishnaswamy

Narasimhan Krishnaswamy
Group Chief Executive Officer and Whole time Director
DIN: 00219883

Place : Mumbai
Date : May 24, 2024

INDEPENDENT AUDITOR'S REPORT ON AUDIT OF ANNUAL STANDALONE FINANCIAL RESULTS AND REVIEW OF QUARTERLY FINANCIAL RESULTS

TO THE BOARD OF DIRECTORS OF R K SWAMY LIMITED (FORMERLY R K SWAMY PRIVATE LIMITED AND R.K. SWAMY BBDO PRIVATE LIMITED)

Opinion and Conclusion

We have (a) audited the Standalone Financial Results for the year ended 31 March, 2024 and (b) reviewed the Standalone Financial Results for the quarter ended 31 March, 2024 (refer 'Other Matters' section below), which were subject to limited review by us, both included in the accompanying "Statement of Standalone Financial Results for the Quarter and Year Ended 31 March, 2024" of R K Swamy Limited (formerly R K Swamy Private Limited and R.K. Swamy BBDO Private Limited) ("the Company"), ("the Statement"), being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").

(a) Opinion on Annual Standalone Financial Results

In our opinion and to the best of our information and according to the explanations given to us, the Standalone Financial Results for the year ended 31 March, 2024:

- i. is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and
- ii. gives a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India of the net profit and total comprehensive income and other financial information of the Company for the year then ended.

(b) Conclusion on Unaudited Standalone Financial Results for the quarter ended 31 March, 2024

With respect to the Standalone Financial Results for the quarter ended 31 March, 2024, based on our review conducted as stated in paragraph (b) of Auditor's Responsibilities section below, nothing has come to our attention that causes us to believe that the Standalone Financial Results for the quarter ended 31 March, 2024, prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Basis for Opinion on the Audited Financial Results for the year ended 31 March, 2024

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in paragraph (a) of Auditor's Responsibilities section below. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial Results for the year ended 31 March, 2024 under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.



Management's Responsibilities for the Statement

This Statement which includes the Standalone Financial Results is the responsibility of the Company's Board of Directors and has been approved by them for the issuance. The Standalone Financial Results for the year ended 31 March, 2024 has been compiled from the related audited financial statements. This responsibility includes the preparation and presentation of the Standalone Financial Results for the quarter and year ended 31 March, 2024 that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Results that give a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing Standalone the Financial Results, the Board of Directors are responsible for assessing the Company's ability, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities

(a) Audit of the Standalone Financial Results for the year ended 31 March, 2024

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Results for the year ended 31 March, 2024 as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Standalone Financial Results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Annual Standalone Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Annual Standalone Financial Results, including the disclosures, and whether the Annual Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the Annual Standalone Financial Results of the Company to express an opinion on the Annual Standalone Financial Results.

Materiality is the magnitude of misstatements in the Annual Standalone Financial Results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Annual Standalone Financial Results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Annual Standalone Financial Results.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

(b) Review of the Standalone Financial Results for the quarter ended 31 March, 2024

We conducted our review of the Standalone Financial Results for the quarter ended 31 March, 2024 in accordance with the Standard on Review Engagements ("SRE") 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the ICAI. A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with SAs specified under section 143(10) of the Act and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



Other Matters

- As stated in Note 6 of the Statement, the figures for the corresponding quarter ended 31 March, 2023 are the balancing figures between the annual audited figures for the year then ended and the year to date figures for the 9 months period ended 31 December, 2022. We have not issued a separate limited review report on the results and figures for the quarter ended 31 March, 2023. Our report on the Statement is not modified in respect of this matter.
- The Statement includes the results for the Quarter ended 31 March, 2024 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us. Our report on the Statement is not modified in respect of this matter.

**For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 008072S)**



**Ketan Vora
Partner
(Membership No.100459)
(UDIN: 24100459BKFATX7081)**

Mumbai
24 May 2024

Annexure III

Date: May 24, 2024

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

Dear Sir/Madam,

Subject: Declaration pursuant to Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LISTING REGULATIONS"):

I Rajeev Newar, Group CFO of R K Swamy Limited, hereby declare that the Company's Statutory Auditors M/s, Deloitte Haskins & Sells have issued Audit Report with unmodified opinion on the Audited Financial Results of the Company (Standalone and Consolidated) for the Financial Year ended March 31, 2024.

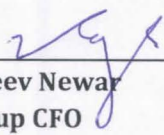
This declaration is given in compliance with Regulation 33(3)(d) of SEBI Listing Regulations.

We kindly request you to take the above on your records.

Thanking you,

Yours faithfully,

For **R K Swamy Limited**



Rajeev Newar
Group CFO



Date: May 24, 2024

Place: Mumbai

**R K SWAMY Ltd announces full year FY '24 results –
Revenue growth of 13.3%, PAT increase by 27.1%**

Mumbai, May 24, 2024: R K Swamy Limited, a leading Integrated Marketing Services provider that listed in March 2024, announced its financial results for the year and quarter ended March 31, 2024.

Highlights:

Consolidated Revenue from Operations for the year was Rs 331.5 crores, up 13.3% from year ago. Gross margins defined as Revenue from Operations less Operating expenses for the year ended March 31, 2024 was higher by 16.6% as compared to the previous Fiscal year.

Consolidated PBT for the year ended March 31, 2024 was Rs 53.6 crores, an increase of 25.8% versus year ago.

Consolidated PAT for the year ended March 31, 2024 was Rs 39.7 crores, higher by 27.1% as compared to the previous fiscal year.

For the Quarter ended Mar '24, consolidated Revenue was up 43.0% versus same period year ago to Rs 118.3 crores, and PAT increased by 27% versus same period year ago to Rs 26.2 crores.

Consolidated Performance Highlights

(₹ in lakhs)

| Particulars | FY 2024 | FY 2023 | Variance % | Q4 FY 24 | Q4 FY 23 | Variance % |
|--------------------------|---------|---------|------------|----------|----------|------------|
| Revenue from Operations | 33152 | 29261 | 13.3% | 11828 | 8270 | 43.0% |
| Operating Expenses | 9887 | 9303 | | 3755 | 1561 | |
| Gross Margin | 23265 | 19958 | 16.6% | 8073 | 6709 | 20.3% |
| Gross Margin % | 70.2% | 68.2% | | 68.3% | 81.1% | |
| Other Income | 388 | 734 | | 104 | 203 | |
| EBITDA | 7429 | 6291 | 18.1% | 4026 | 3352 | 20.1% |
| EBITDA % to Total Income | 22.1% | 21.0% | | 33.7% | 39.6% | |
| Profit before tax | 5357 | 4258 | 25.8% | 3508 | 2825 | 24.2% |
| PBT % | 16.2% | 14.6% | | 29.7% | 34.2% | |
| Profit after tax | 3972 | 3126 | 27.1% | 2618 | 2061 | 27.0% |
| Profit after tax % | 12.0% | 10.7% | | 21.1% | 24.9% | |

Commenting on the results, Shekar Swamy, Group CEO, R K Swamy Limited said: “Our Company is unique in its combination of service offerings under unified management – Creative and Content, Customer Data Analytics and Martech, full-service Market Research, and Media Planning & Buying. We continue to build these as an integrated offering, at scale. Our clients are responding well as we provide them with relevant solutions with combination of disciplines.”

Rajeev Newar, Group CFO, R K Swamy Limited added: “Our industry performance is skewed towards the latter half of the year. The fourth quarter is usually the period when budgets are exhausted and tends to be the largest quarter. We are happy to report a 27% growth in PAT for the year ended March 31, 2024 as compared to the previous Fiscal year.”



***Disclaimer :** Certain statements in this “Release” may not be based on historical information or facts and may be “forward looking statements” within the meaning of applicable securities laws and regulations, including, but not limited to, those relating to general business plans & strategy of the Company, its future outlook & growth prospects, future developments in its businesses, its competitive & regulatory environment and management's current views & assumptions which may not remain constant due to risks and uncertainties. Actual results could differ materially from those expressed or implied. The Company and its management assumes no responsibility to publicly amend, modify or revise any statement, based on any subsequent development, information, or events, or otherwise. The financial results are consolidated financials unless otherwise specified.*



Annexure V- Details of Internal Restructuring:

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is as under:

| Sr. No. | Particular | Mr. Srinivasan K Swamy (DIN: 00505093) | Mr. Narasimhan K Swamy (DIN: 00219883) | Mrs. Sangeetha Narasimhan (DIN: 07050848) |
|---------|--|--|---|---|
| 1. | Reason for change viz., appointment, resignation, re-appointment removal, death or otherwise | Change in Designation from 'Chairperson & Managing Director' to ' Whole-time Director designated as Executive Group Chairman '. | Change in Designation from 'Group CEO & Whole-time Director' to ' Managing Director & Group CEO ' | Appointment as ' Chief Executive Officer ' ('CEO') of the Company in addition to being Whole-time Director. |
| 2. | Date of appointment / cessation (as applicable) | Effective date of Change- July 1, 2024 Term- 3 Years From July 1, 2024 to June 30, 2027 | Effective date of Change- July 1, 2024 Term- 3 Years From July 1, 2024 to June 30, 2027 | Effective date of Appointment as CEO- July 1, 2024 |
| 3. | Brief profile | Srinivasan K Swamy has been associated with our Company since July 1, 1978 and has over 45 years of experience in the advertising and marketing services industry. He has been serving as a Director on the Board since 1982. | Narasimhan Krishnaswamy has been associated with our Company since October 1, 1985 and accordingly has over 38 years of experience in the marketing services and communications industry. He has been serving as a Director on the Board since 2001. | Sangeetha Narasimhan is the Whole-time Director of our Company. She has been associated with our Company since March 1, 1986 and has over 38 years of experience in the advertising and marketing services industry. She has been appointed as the national creative director and is engaged in creating content in all media of our Company since February 2, 2007. |

R K SWAMY LIMITED
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Esplanade House.
29 Hazarimal Somani Marg,
Fort, Mumbai 400 001.

Phone +91 22 4057 6399, 2207 7476
www.rkswamy.com
CIN No. L74300TN1973PLC006304

Regd Office 19 Wheatcrofts Road,
Nungambakkam, Chennai 600 034.
Offices also at Bengaluru, Hyderabad,
Kochi, Kolkata, New Delhi.



| | | | | |
|----|--|--|--|---|
| 4. | Disclosure of relationships between directors (in case of appointment of a director) | Brother of Narasimhan K Swamy | Brother of Srinivasan K Swamy Spouse of Sangeetha Narasimhan | Spouse of Narasimhan K Swamy |
| 5. | Affirmation as required pursuant to BSE & NSE dated June 20, 2018 | Mr. Srinivasan K Swamy is not debarred from holding office of director by virtue of any SEBI order or any other such authority | Mr. Narasimhan K Swamy is not debarred from holding office of director by virtue of any SEBI order or any other such authority | Mrs. Sangeetha Narasimhan is not debarred from holding office of director by virtue of any SEBI order or any other such authority |



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Annexure VI- Details of Mr. Pattabhi Kothandapani Raman (DIN: 08319696):

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is as under:

| Sr. No. | Particular | Disclosure |
|---------|--|---|
| 1. | Reason for change viz., appointment, resignation, re-appointment removal, death or otherwise | No Change, Confirmation of appointment of Dr. Pattabhi Kothandapani Raman (DIN: 08319696) as a Nominee Director on behalf of the Evanston Pioneer Fund L.P. is proposed to the Shareholders of the Company for their approval. |
| 2. | Date of appointment / cessation (as applicable) | Not Applicable as it is continuation of appointment. Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company in their meeting held on May 24 2024, have considered and recommended to the members continuation of the appointment of Dr. Pattabhi Kothandapani Raman as a Nominee Director on behalf of the Evanston Pioneer Fund L.P. ('Evanston') |
| 3. | Terms of appointment | As per the Shareholders Agreement ("SHA") dated June 6, 2023 as amended from time to time. During FY 2023-24 Company has filed its offer documents with SEBI for listing on the stock exchanges. Pursuant to SEBI Observations on the offer documents, the parties had agreed to terminate the shareholders' agreement dated June 6, 2023 prior to filing of the UDRHP. Through the said agreement all the special rights available to Evanston were terminated save and except Evanston's right to nominate a director on the Board of the Company which shall survive the termination of the Evanston SHA, which shall be subject to approval of the shareholders by way of a special resolution, at the first general meeting post listing of the Equity Shares of the Company. |
| 4. | Brief profile | Dr. Pattabhi Kothandapani Raman is the Nominee Director of our Company (nominee of Evanston Pioneer Fund L.P.). He is a partner in the Evanston Pioneer Fund, L.P., Evanston Investment Advisors, LLC and Evanston Investment Group, LLC. |

| | | |
|----|--|--|
| 5. | Relationship between Directors | None |
| 6. | Affirmation as required pursuant to BSE & NSE circular dated June 20, 2018 | Dr. Pattabhi Kothandapani Raman is not debarred from holding office of director by virtue of any SEBI order or any other such authority. |



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Annexure VII- Details of Auditor's Appointment

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is as under:

| Sr. No. | Particular | Statutory Auditor | Internal Auditor | Secretarial Auditor |
|---------|---|---|--|--|
| 1. | Reason for change viz., appointment, resignation, re-appointment removal, death or otherwise | <p>Appointment of M/s. CNK & Associates LLP (Firm Registration Number: No. 101961W /W-100036), as Statutory Auditors of the Company.</p> <p>The present term of existing Statutory Auditors viz. M/s. Deloitte Haskins & Sells (Firm Registration No. 008072S), shall expire at the conclusion of forthcoming 51st AGM to be held in the calendar year 2024.</p> | Re-appointment of M/s. ASA & Associates LLP as Internal Auditor of the Company. | Re-appointment of M/s. S. Dhanapal & Associates LLP as Secretarial Auditor of the Company. |
| 2. | Date of appointment / cessation (as applicable) & term of appointment-re-appointment | <p>Term – 5 years</p> <p>From the conclusion of forthcoming 51st AGM till the conclusion of 56th AGM, subject to the approval of shareholders of the Company.</p> | <p>Date of Appointment- May 24, 2024</p> <p>Term- 1 year</p> <p>From April 1, 2024 to March 31, 2025</p> | <p>Date of Appointment- May 24, 2024</p> <p>Term- 1 year</p> <p>From April 1, 2024 to March 31, 2025</p> |

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| | | | | |
|----|---------------|--|--|---|
| 3. | Brief profile | <p>M/ s. C N K & Associates LLP (CNK or The Firm) is a Chartered Accountant Firm registered with The Institute of Chartered Accountants of India ("ICAI") with Firm Registration No. 101961W /W-100036. The firm has presence in 7 locations in India including all major cities. The Firm has been associated as Statutory Auditors of many listed and other large companies engaged in manufacturing and service sectors, Banks, NBFCs, PSUs (including a Fortune 500 company) for more than 5 decades, and is closely working with regulatory bodies in various capacities. The firm has been subjected to peer review process by The ICAI and has received a Certificate of Peer Review.</p> | <p>M/s ASA & Associates LLP (ASA or the firm) is a Chartered Accountant firm having a strong presence in major cities of the country.</p> <p>ASA is a full service Accounting and Consulting firm specialise in audits including internal audits, risk advisory services, compliance and taxation services. ASA has own offices in New Delhi, Ahmedabad, Bengaluru, Chennai, Gurgaon, Hyderabad, Kochi and Mumbai with over 1000 in-house professionals and over 32 years of experience across varied industries.</p> <p>Its service offerings include Audit & Assurance, Risk Advisory, Accounting and Business Support, Taxation, Business Advisory and Transaction Advisory. ASA has extensive experience in auditing of large, listed and multi-national corporations.</p> | <p>M/s. S. Dhanapal & Associates LLP, is a firm of Practicing Company Secretaries ("the Firm") registered with the Institute of Company Secretaries of India and having around 10 years of experience in handing secretarial audit of various listed and unlisted entities.</p> <p>The Core team consists of 3 partners and other Qualified Company Secretaries and the firm provides the professional services with respect to compliances relating to Companies Act, 2013, SEBI Regulations, Stock Exchanges compliances, Insolvency & Bankruptcy Code and Foreign Exchange Management Act.</p> |
|----|---------------|--|--|---|



R K SWAMY LIMITED
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