

**Date:** July 12, 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: Submission of Voting Results along with Scrutinizers Report of the postal ballot under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”):**

This is to inform that pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company conducted the Postal Ballot through remote e-voting process, seeking approval of the Members for the resolutions as set out in the Notice of Postal Ballot (‘Notice’) dated May 24, 2024.

The remote e-voting commenced on 09.00 A.M. (IST) on Wednesday, June 12, 2024 and end at 05.00 P.M. (IST) on Thursday, July 11, 2024. Based on the report of the Scrutinizer, all the resolutions as set in the Notice have been duly approved by the Members of the Company with requisite majority. The resolutions are deemed to have been passed on Thursday, July 11, 2024, the last date specified for receipt of votes through remote e-voting process.

Mr. N Ramanathan (FCS 6665), Partner, M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries, was appointed as Scrutinizer for conducting the postal ballot process, has submitted his report to the Executive Group Chairman of the Company and the result of the postal ballot has been announced by the Executive Group Chairman today, i.e. July 12, 2024.

As per the Scrutinizer’s report, the resolution has been passed by the members with the requisite majority.

In this regard, please find enclosed the following:

1. In terms of Regulation 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of the Postal Ballot through remote e-voting on the aforesaid resolutions are enclosed in the prescribed format, as **Annexure - A**.
2. The Scrutinizers’ Report dated July 11, 2024, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, on the resolutions passed through Postal Ballot is enclosed as **Annexure -B**.

**R K SWAMY LIMITED**

*Formerly known as “R K Swamy Private Limited”*

Esplanade House.

29 Hazarimal Somani Marg,

Fort, Mumbai 400 001.

**Phone** +9122 4057 6399,22077476

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

**CIN No.** L74300TN1973PLC006304

**Regd Office** 19 Wheatcrofts Road,  
Nungambakkam, Chennai 600 034.

**Offices also at** Bengaluru. Hyderabad.  
Kochi, Kolkata, New Delhi.

The Voting Results along with the Scrutinizer's Report are available on the website of the Company at [www.rkswamy.com](http://www.rkswamy.com)

This is for your information and records.

Thanking you  
**For R K Swamy Limited**

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

**Place:** Mumbai

**Annexure-A - Voting Results of Postal Ballot Activity through remote e-Voting**

Date of the AGM/EGM	Not Applicable (Resolution passed through Postal Ballot on July 11, 2024)
Total number of shareholders on record date	30,349
No. of shareholders present in the meeting either in person or through proxy: <ul style="list-style-type: none"> <li>• Promoters and Promoter Group:</li> <li>• Public</li> </ul>	Not applicable (Resolutions passed through Postal Ballot)
No. of Shareholders attended the meeting through Video Conferencing <ul style="list-style-type: none"> <li>• Promoters and Promoter Group:</li> <li>• Public</li> </ul>	Not applicable (Resolutions passed through Postal Ballot)

R K SWAMY Limited								
<b>Resolution No.</b>	1							
<b>Resolution required: (Ordinary/Special)</b>	Special - To approve change in designation of Mr. Srinivasan K Swamy (DIN: 00505093) from Chairman & Managing Director to Executive Group Chairman							
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	33339634	33339634	100.0000	33339634	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>33339634</b>	<b>33339634</b>	<b>100.0000</b>	<b>33339634</b>	<b>0</b>	<b>100.0000</b>
<b>Public - Institutions</b>	E-Voting	7366353	4853047	65.8813	4505797	347250	92.8447	7.1553
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>7366353</b>	<b>4853047</b>	<b>65.8813</b>	<b>4505797</b>	<b>347250</b>	<b>92.8447</b>
<b>Public - Non Institutions</b>	E-Voting	9771254	2297146	23.5092	2296563	583	99.9746	0.0254
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>9771254</b>	<b>2297146</b>	<b>23.5092</b>	<b>2296563</b>	<b>583</b>	<b>99.9746</b>
<b>Total</b>		<b>50477241</b>	<b>40489827</b>	<b>80.2140</b>	<b>40141994</b>	<b>347833</b>	<b>99.1409</b>	<b>0.8591</b>

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R K SWAMY Limited								
<b>Resolution No.</b>	2							
<b>Resolution required: (Ordinary/Special)</b>	Special - To approve change in designation of Mr. Narasimhan K Swamy (DIN: 00219883) from Whole-time Director & Group CEO to “Managing Director & Group CEO” of the Company							
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes - in favour (4)</b>	<b>No. of Votes against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	E-Voting	33339634	33339634	100.0000	33339634	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>33339634</b>	<b>33339634</b>	<b>100.0000</b>	<b>33339634</b>	<b>0</b>	<b>100.0000</b>
<b>Public - Institutions</b>	E-Voting	7366353	4853047	65.8813	4505797	347250	92.8447	7.1553
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>7366353</b>	<b>4853047</b>	<b>65.8813</b>	<b>4505797</b>	<b>347250</b>	<b>92.8447</b>
<b>Public - Non Institutions</b>	E-Voting	9771254	2297086	23.5086	2296448	638	99.9722	0.0278
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>9771254</b>	<b>2297086</b>	<b>23.5086</b>	<b>2296448</b>	<b>638</b>	<b>99.9722</b>
<b>Total</b>		<b>50477241</b>	<b>40489767</b>	<b>80.2139</b>	<b>40141879</b>	<b>347888</b>	<b>99.1408</b>	<b>0.8592</b>

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R K SWAMY Limited								
<b>Resolution No.</b>	3							
<b>Resolution required: (Ordinary/ Special)</b>	Special - To approve remuneration payable to Mrs. Sangeetha Narasimhan (DIN: 07050848)(Whole-time Director & CEO)							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	33339634	33339634	100.0000	33339634	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>33339634</b>	<b>33339634</b>	<b>100.0000</b>	<b>33339634</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public - Institutions</b>	E-Voting	7366353	4853047	65.8813	2390730	2462317	49.2625	50.7375
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>7366353</b>	<b>4853047</b>	<b>65.8813</b>	<b>2390730</b>	<b>2462317</b>	<b>49.2625</b>	<b>50.7375</b>
<b>Public - Non Institutions</b>	E-Voting	9771254	2296799	23.5073	2295999	800	99.9652	0.0348
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>9771254</b>	<b>2296799</b>	<b>23.5073</b>	<b>2295999</b>	<b>800</b>	<b>99.9652</b>	<b>0.0348</b>
<b>Total</b>		<b>50477241</b>	<b>40489480</b>	<b>80.2137</b>	<b>38026363</b>	<b>2463117</b>	<b>93.9166</b>	<b>6.0834</b>

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R K SWAMY Limited								
<b>Resolution No.</b>	4							
<b>Resolution required: (Ordinary/ Special)</b>	Special - To approve payment of commission to Non-Executive Directors of the Company							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes - in favour (4)</b>	<b>No. of Votes against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	E-Voting	33339634	33339634	100.0000	33339634	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>33339634</b>	<b>33339634</b>	<b>100.0000</b>	<b>33339634</b>	<b>0</b>	<b>100.0000</b>
<b>Public - Institutions</b>	E-Voting	7366353	4853047	65.8813	4853047	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>7366353</b>	<b>4853047</b>	<b>65.8813</b>	<b>4853047</b>	<b>0</b>	<b>100.0000</b>
<b>Public - Non Institutions</b>	E-Voting	9771254	2296961	23.5073	2285957	11004	99.5209	0.4791
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>9771254</b>	<b>2296961</b>	<b>23.5073</b>	<b>2285957</b>	<b>11004</b>	<b>99.5209</b>
<b>Total</b>		<b>50477241</b>	<b>40489642</b>	<b>80.2137</b>	<b>40478638</b>	<b>11004</b>	<b>99.9728</b>	<b>0.0272</b>

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R K SWAMY Limited								
<b>Resolution No.</b>	5							
<b>Resolution required: (Ordinary/Special)</b>	Special - To approve continuation of the appointment of Dr. Pattabhi K Raman (DIN: 08319696) as the Nominee Director on behalf of Evanston Pioneer Fund L.P.							
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	33339634	33339634	100.0000	33339634	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>33339634</b>	<b>33339634</b>	<b>100.0000</b>	<b>33339634</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public - Institutions</b>	E-Voting	7366353	4853047	65.8813	3637697	1215350	74.9570	25.0430
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>7366353</b>	<b>4853047</b>	<b>65.8813</b>	<b>3637697</b>	<b>1215350</b>	<b>74.9570</b>	<b>25.0430</b>
<b>Public - Non Institutions</b>	E-Voting	9771254	2296824	23.5059	2296211	613	99.9733	0.0267
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot		0	0	0	0	0.0000	0.0000
	<b>Total</b>	<b>9771254</b>	<b>2296824</b>	<b>23.5059</b>	<b>2296211</b>	<b>613</b>	<b>99.9733</b>	<b>0.0267</b>
<b>Total</b>		<b>50477241</b>	<b>40489505</b>	<b>80.2134</b>	<b>39273542</b>	<b>1215963</b>	<b>96.9968</b>	<b>3.0032</b>

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## **S Dhanapal & Associates LLP** **Practising Company Secretaries**

LLPIN ACB - 0368  
(Regd. with Limited Liability Under the LLP Act, 2008)

**Designated Partners :**

S. Dhanapal, B.Com., B.A.B.L., F.C.S  
N. Ramanathan, B.Com., F.C.S  
Smita Chirimar, M.Com., F.C.S, DCG(ICSI)

**FORM NO. MGT-13**  
**REPORT OF SCRUTINIZER**

*[Pursuant to Sections 108 & 110 of the Companies Act, 2013 and Rules 20 and 22 of the  
Companies (Management and Administration) Rules, 2014]*

To  
The Chairman,  
**M/s. R K SWAMY LIMITED**  
No. 19, Wheatcrofts Road,  
Nungambakkam,  
Chennai 600034

**Sub: Scrutinizer's Report on voting through E-voting for Postal Ballot**

Dear Sir,

I, **N Ramanathan**, Partner representing M/s. S Dhanapal & Associates LLP, a firm of Practising Company Secretaries, appointed as Scrutinizer for the purpose of conducting the Postal Ballot and scrutinizing the voting process for passing of resolution as set out in the notice of postal ballot dated **24.05.2024** of **M/s. R K SWAMY LIMITED ("the Company") (L74300TN1973PLC006304)**, submit my report as under:

1. Pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Rules, circulars, notifications issued thereunder, the Company had completed the dispatch of Postal Ballot Notices in electronic mode on Tuesday, June 11, 2024, to its members whose name(s) appeared on the Register of Members / list of beneficiaries as on Friday, June 7, 2024 and who had registered their e-mail addresses with the Company or with the Depositories or with the Company's Registrar & Share Transfer Agent ("RTA").



# S Dhanapal & Associates LLP

## Practising Company Secretaries

2. The remote e-voting facility was provided by National Securities Depository Limited ("NSDL").
3. The voting period commenced at 09.00 A.M. (IST) on Wednesday, June 12, 2024 and ended at 05.00 P.M. (IST) on Thursday, July 11, 2024 for voting through e-voting.
4. All the votes cast electronically up to the close of working hours i.e. 5.00 P.M. on, Thursday, 11th July, 2024 were considered for my scrutiny, being the last date and time fixed by the Company for receipt of e-voting on NSDL portal as per the notice of postal ballot dated May 24, 2024.
5. A summary of the votes cast electronically is given below. The Voting Rights of the members is taken in proportion to their share of paid up equity share capital of the Company as on cut-off date Friday, June 7, 2024 and as per Register of Members of the Company.

**RESOLUTION NO. 1 - TO APPROVE CHANGE IN DESIGNATION OF MR. SRINIVASAN K SWAMY (DIN: 00505093) FROM CHAIRMAN & MANAGING DIRECTOR TO "EXECUTIVE GROUP CHAIRMAN".(SPECIAL RESOLUTION)**

	No. of Shares	No. of Members
Total Votes Cast	4,04,89,827	242
Less: Invalid votes	0	0
Net Valid votes cast	4,04,89,827	242
Votes cast in favour	4,01,41,994	228
Votes Cast against	3,47,833	14

% of total valid votes cast in favour of the resolution: 99.14 %

% of total valid votes cast against the resolution: 0.86%



# S Dhanapal & Associates LLP

Practising Company Secretaries

**RESOLUTION NO. 2- TO APPROVE CHANGE IN DESIGNATION OF MR. NARASIMHAN K SWAMY (DIN: 00219883) FROM WHOLE-TIME DIRECTOR & GROUP CEO TO "MANAGING DIRECTOR & GROUP CEO" OF THE COMPANY. (SPECIAL RESOLUTION)**

	No. of Shares	No. of Members
Total Votes Cast	4,04,89,767	240
Less: Invalid votes	0	0
Net Valid votes cast	4,04,89,767	240
Votes cast in favour	4,01,41,879	224
Votes Cast against	3,47,888	16

% of total valid votes cast in favour of the resolution: 99.14 %

% of total valid votes cast against the resolution: 0.86%

**RESOLUTION NO. 3- TO APPROVE REMUNERATION PAYABLE TO MRS. SANGEETHA NARASIMHAN (DIN: 07050848) (WHOLE-TIME DIRECTOR & CEO). (SPECIAL RESOLUTION)**

	No. of Shares	No. of Members
Total Votes Cast	4,04,89,480	237
Less: Invalid votes	0	0
Net Valid votes cast	4,04,89,480	237
Votes cast in favour	3,80,26,363	214
Votes Cast against	24,63,117	23

% of total valid votes cast in favour of the resolution: 93.92 %

% of total valid votes cast against the resolution: 6.08 %



# S Dhanapal & Associates LLP

Practising Company Secretaries

**RESOLUTION NO. 4- TO APPROVE PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS OF THE COMPANY. (SPECIAL RESOLUTION)**

	No. of Shares	No. of Members
Total Votes Cast	4,04,89,642	238
Less: Invalid votes	0	0
Net Valid votes cast	4,04,89,642	238
Votes cast in favour	4,04,78,638	211
Votes Cast against	11,004	27

% of total valid votes cast in favour of the resolution: 99.97 %

% of total valid votes cast against the resolution: 0.03%

**RESOLUTION NO. 5- TO APPROVE CONTINUATION OF THE APPOINTMENT OF DR. PATTABHI K RAMAN (DIN: 08319696) AS THE NOMINEE DIRECTOR ON BEHALF OF EVANSTON PIONEER FUND L.P. (SPECIAL RESOLUTION)**

	No. of Shares	No. of Members
Total Votes Cast	4,04,89,505	237
Less: Invalid votes	0	0
Net Valid votes cast	4,04,89,505	237
Votes cast in favour	3,92,73,542	220
Votes Cast against	12,15,963	17

% of total valid votes cast in favour of the resolution: 96.99 %

% of total valid votes cast against the resolution: 3.01 %

9



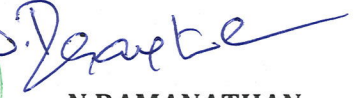
**S Dhanapal & Associates LLP**  
**Practising Company Secretaries**

6. Taking note of the above voting results, with regard to the resolutions as contained in the notice of the postal ballot, the Chairman may declare the result of the voting (e- voting) by postal ballot.

For **S DHANAPAL & ASSOCIATES LLP**  
(A firm of Practising Company Secretaries)  
Peer Review No.1107/2021



Countersigned by  
Srinivasan K Swamy  
DIN: 00505093  
Executive Group Chairman- R K Swamy Limited



**N RAMANATHAN**  
**PARTNER**  
**M. No.F6665**  
**C.P. No.11084**  
**UDIN: F006665F000723942**

**Date: 11.07.2024**

**Place: CHENNAI**

