RADIANT CASH MANAGEMENT SERVICES LIMITED (Formerly known as RADIANT CASH MANAGEMENT SERVICES PRIVATE LIMITED)

Regd. Office Address: 28, Vijayaraghava Road, T.Nagar, Chennai-17

Corporate Office: Radiant Building, 4/3 Raju Nagar, First Street, Okkiyam Thoraipakkam, Old Mahabalipuram Road, (OMR), Chennai – 600096 Email ID: girish@radiantcashservices.com Website: www.radiantcashservices.com Phone No.: 044-49044904

NOTICE TO MEMBERS

SHORTER NOTICE is hereby given that the SEVENTEENTH Annual General Meeting of the members of Radiant Cash Management Services Limited will be held on Wednesday, the 27th July 2022 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") at 11:00 AM (IST) to transact the following businesses (due to paucity of time) :

ORDINARY BUSINESS

To consider and if thought fit, to pass, with or without modification(s), the following resolution as ORDINARY RESOLUTIONS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2022, together with the reports of the Directors' and Auditors' thereon

"RESOLVED THAT the Audited Financial Statements for the Financial year ended 31st March 2022 together with the Auditors' Report thereon and the Report of the Board of Directors for the Financial Year ended on that date, be and are hereby considered, approved and adopted."

2. To declare Final Dividend of Rs. 1.20 per equity share for the FY 2021-22

"RESOLVED THAT pursuant to Section 123 of the Companies Act, 2013 read with the Companies (Declaration and Payment of Dividend) Rules, 2014 the Shareholders of the Company do and hereby declare a dividend at the rate of Rs. 1.20 per Equity share, whose names stand in the register of members as on 19th July 2022.

3. To re-appoint Mr. Ayyavu Palanichamy Vasanthakumar (holding DIN: 02069470), who retires at this annual general meeting

"RESOLVED THAT Mr. Ayyavu Palanichamy Vasanthakumar (holding DIN: 02069470), Director who retires by rotation and being eligible for reappointment is hereby re- appointed as a Director of the Company."

SPECIAL BUSINESS

4. To consider payment of remuneration to Col. David Devasahayam (DIN: 02154891), Chairman & Managing Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the approval of the Board of Directors and pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013, ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Remuneration of ManagerialPersonnel) Rules, 2014, as amended from time to time, and pursuant to the Articles of Association of the Company, consent of the Members be and is hereby accorded to the terms of remuneration payable to Col. David Devasahayam, Chairman & Managing Director (DIN: 02154891), as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary, proper, desirable or expedient to give effect to this resolution including alteration and variation in the terms of remuneration so as to comply with the requirements as specified in Schedule V of the Act as may be deemed to be in the best interest of the Company."

5. To consider payment of remuneration to Dr. Renuka David (DIN: 02190575), Whole time Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the approval of the Board of Directors and pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013, ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and pursuant to the Articles of Association of the company, consent of the Members be and is hereby accorded to the terms of remuneration payable to Dr. Renuka David, Whole time Director (DIN: 02190575), as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary, proper, desirable or expedient to give effect to this resolution including alteration and variation in the terms of remuneration so as to comply with the requirements as specified in Schedule V of the Act as may be deemed to be in the best interest of the company."

6. To consider and approve annual Related Party Transactions with Radiant Protection Force Pvt. Ltd. and other Group Companies and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the Regulation 23(1) of SEBI (LODR), 2015, the Board do hereby recommend that the approval of the shareholders is required to be obtained for the related party transactions with Radiant Protection Force Pvt. Ltd. upto Rs. 100 Crores for the FY 2022-23, Radiant Integrity Techno Solutions Pvt. Ltd., Radiant Business

Solutions Pvt. Ltd., Radiant Medical Services Pvt Ltd., Radiant Content Creation Pvt. Ltd. and Renuka Management Services LLP upto Rs. 1 Crore each for the FY 2022-23.

RESOLVED FURTHER THAT Col. David Devasahayam, Chairman and Managing Director (DIN: 02154891), be and is hereby authorized to take such steps as may be necessary with regard to this resolution."

By the order of the Board of Directors For Radiant Cash Management Services Limited

Place: Chennai Date: 25th July 2022 Sd/-Col. David Devasahayam Chairman and Managing Director DIN: 02154891

Notes:

- 1. Pursuant to the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
- 2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
- 3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 4. Manner in which the VC / OAVM facility shall be available for use by the members including instructions on how to access and participate in the meeting:
 - The meeting will be connected through ZOOM
 - The link to participate in the meeting is as follows In a web browser (Chrome, Mozilla or IE) enter : https://us06web.zoom.us/j/6757248162?pwd=cHNHdXk2bmM4UGFRQkt0MFZUd2tqZ z09
- Meeting ID: 675 724 8162 Passcode: Radiant123
 - Press Enter key

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- Kindly click Join the meeting.
- 5. Helpline numbers for those members who need assistance regarding participation in the meeting and with using the technology before or during the meeting can reach the below designated officials:

S. No.	Name of the official	Designation	Contact No.
1.	Jaya Bharathi	Company Secretary	9710400555

- 6. The VC / OAVM facility will allow two-way tele/ video conferencing for the ease of participation of the members. The participants shall also be allowed to pose questions concurrently or given time to submit questions in advance on the designated e-mail address of the company, i.e. jayabharathi@radiantcashlogistics.com
- 7. In case of voting by show of hands, shareholders may convey their vote by raising one of their hands. In case of voting by poll, shareholders may convey their vote to the designated email address. During the meeting held through VC / OAVM facility, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the Company. The said emails shall only be sent to the designated email address circulated by the Company is advance, i.e. jayabharathi@radiantcashlogistics.com
- 8. The facility for joining the meeting will be kept open at least 15 minutes before the time

scheduled to start the meeting, i.e from 10.45 AM (IST).

- 9. The consent form for holding the meeting at short notice is enclosed as Annexure A. Kindly sign and send the same to the Company before the date of the meeting.
- 10. Members may note that the Board, at its meeting held on 19th July, 2022, has recommended a final dividend of ₹1.20 per share. The record date for the purpose of final dividend for fiscal 2022 is 19th July 2022. The final dividend, once approved by the members in the ensuing AGM, will be paid through various online transfer modes to the members.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special business mentioned in the accompanying Notice:

Agenda No: 4 Remuneration of Col. David Devasahayam, Chairman and Managing Director

Col. David Devasahayam, was appointed as Managing Director of the Company for a period of five years commencing from 26th October 2018. In terms of the appointment of Col. David Devasahayam as Managing Director, the remuneration payable to him was also approved by the Shareholders. Accordingly, the remuneration in the form of Salary of Rs 2 crores per annum with the monthly payouts on a proportionate basis was being made.

It is to be noted that Col David Devasahayam has been drawing the same remuneration of Rs. 2 Crores p.a. from FY 2015-16 onwards when the annual Turnover of the Company was about Rs. 138 Crores.

On Company becoming a Public Company with effect from 25th August 2021, additional provisions like Sec. 197, 198, Schedule V, etc. are now applicable. In accordance with the said provisions, the resolution is being placed before the shareholders. Additionally, in the event of inadequacy of profits in any financial year, the remuneration by way of salary, allowances, commission, perquisites and retirement benefits to Col. David Devasahayam be paid in accordance with section II of part II of Schedule V of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Col. David Devasahayam will not be entitled to any sitting fees for attending meetings of the Board or of any committee thereof. Further revisions to the above to be decided by the Board of Directors.

The Board has taken cognizance of the following while approving the remuneration:-

- Col. David Devasahayam's vast multi-functional experience spanning over three decades
- Robust growth in the Turnover and Profitability of the Company

In compliance with the provisions under section 196, 197 read with Schedule V to the Act, the approval of the remuneration of Col. David Devasahayam, Managing Director (MD) proposed under Item No. 4 of the Notice are placed before the Members for approval.

The Board recommends the special resolution in Item No.4 for the approval of the Members.

Col. David Devasahayam is directly interested in this resolution. Dr. Renuka David being spouse of Col. David Devasahayam is also interested in this resolution and to the extent of his shareholding in the Company. None of the other Directors or Key Managerial Personnel or their relatives are concerned or interested financially or otherwise, in this resolution.

Further details of Col. David Devasahayam, as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings are provided in Annexure A.

Agenda no. 5: Remuneration of Dr. Renuka David, Whole-time Director

Dr. Renuka David was appointed as Whole-time Director of the Company for a period of five years commencing from 26th October 2018. In terms of the appointment of Dr. Renuka David as Whole Time Director, the remuneration payable to her was also approved by the Shareholders. Accordingly, the remuneration in the form of Salary of Rs 36 lakhs crores per annum with the monthly payouts on a proportionate basis, was being made.

It is to be noted that Dr. Renuka David has been drawing the same remuneration of Rs. 36 Lakhs p.a. from FY 2015-16 onwards when the annual Turnover of the Company was about Rs. 138 Crores.

On Company becoming a Public Company with effect from 25th August 2021, additional provisions like Sec. 197, 198, Schedule V, etc, are now applicable. In accordance with the said provisions, the resolution is being placed before the shareholders. Additionally, in the event of inadequacy of profits in any financial year, the remuneration by way of salary, allowances, commission, perquisites and retirement benefits to Dr. Renuka David, be paid in accordance with section II of part II of Schedule V of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Dr. Renuka David will not be entitled to any sitting fees for attending meetings of the Board or of any committee thereof. Further revisions to the above to be decided by the Board of Directors.

The Board has taken cognizance of the following while approving the remuneration:-

- Dr. Renuka David's vast multi-functional experience spanning over three decades
- Robust growth in the Turnover and Profitability of the Company

In compliance with the provisions under section 196, 197 read with Schedule V to the Act, the revision in remuneration of Dr. Renuka David, Whole-time Director proposed under Item No. 5 of the Notice are placed before the Members for approval.

The Board recommends the special resolution in Item No. 5 for the approval of the Members.

Dr. Renuka David is directly interested in this resolution. Col. David Devasahayam being spouse of Dr. Renuka David is also interested in this resolution and to the extent of his shareholding in the Company. None of the other Directors or Key Managerial Personnel or their relatives are concerned or interested financially or otherwise, in this resolution.

Further details of Dr. Renuka David, as required by paragraph no. 1.2.5 of SS2 -

Secretarial Standards on General Meetings are provided in Annexure A.

Agenda no. 6: Annual Related Party Transactions with Radiant Protection Force Pvt. Ltd. and other Group Companies

As the Company is in the process of getting its shares listed, compliance with regard to Regulation 23(1) of SEBI (LODR), 2015 is proposed (as these transactions need prior approval of the shareholders). Accordingly, the Related Party Transactions would need prior approval of the Shareholders, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Board was informed at its meetings held on 12th April 2022 and 19th July 2022, as the cumulative transactions during FY 2022-23 with Radiant Protection Force Pvt. Ltd. is likely to exceed Rs. 28 Crores (Revenue of FY 2021-22 - Rs. 286 Crores), approval of the shareholders is required. As the cumulative Transactions are likely to exceed the threshold limit during August 2022, it is now proposed that shareholders' approval be sought for these transactions upto Rs. 100 Crores p.a. Additionally, it is proposed that the approval be sought for transactions with other Group Companies, Radiant Integrity Techno Solutions Pvt. Ltd and Radiant Business Solutions Pvt. Ltd., Radiant Medical Services Pvt Ltd., Radiant Content Creation Pvt. Ltd. and Renuka Management Services LLP upto Rs. 1 Crore each for FY 2022-23. It is hereby confirmed that the proposed transactions are at arm's length basis and in the ordinary course of business.

The following contracts/ arrangements/ transactions are material in nature and approved by the Audit Committee at their Meeting held on 18th July 2022 and Board at its meeting held on 19th July 2022 and require the approval of the shareholders:

Name of the related party	Radiant Protection Force Pvt. Ltd.
Relationship	Group Company
Maximum value of transactions per	Rs. 100 Crores (Rupees One Hundred
annum (FY 2022-23)	Crores only)
Nature and material terms/ Particulars of	Lease Rental for Vehicles (Recurring in
the contract or arrangement:	nature)
	Fleet Management and Fleet Operating
	cost
	Gunmen, Guards and Drivers - salary and
	other costs
	Rent for the Corporate office building

Name of the related party	Radiant Integrity Techno Solutions Pvt. Ltd
Relationship	Group Company
Maximum value of transactions per annum (FY 2022-23)	Rs. 1 Crore (Rupees One Crore only)
Nature and material terms/ Particulars of	Software development, case – to – case
the contract or arrangement:	basis

Name of the related party	Radiant Business Solutions Pvt. Ltd
Relationship	Group Company
Maximum value of transactions per annum (FY 2022-23)	Rs. 1 Crore (Rupees One Crore only)
Nature and material terms/ Particulars of	Knowledge Process Outsourcing, case-to-
the contract or arrangement:	case basis

Name of the related party	Radiant Medical Services Pvt Ltd
Relationship	Group Company
Maximum value of transactions per annum (FY 2022-23)	Rs. 1 Crore (Rupees One Crore only)
Nature and material terms/ Particulars of	Medical related services, case-to-case basis
the contract or arrangement:	

Name of the related party	Radiant Content Creation Pvt Ltd
Relationship	Group Company
Maximum value of transactions per annum (FY 2022-23)	Rs. 1 Crore (Rupees One Crore only)
Nature and material terms/ Particulars of	Recreational services, Case-to-case basis
the contract or arrangement:	

Name of the related party	Renuka Management Services LLP
Relationship	Group Entity
Maximum value of transactions per annum (FY 2022-23)	Rs. 1 Crore (Rupees One Crore only)
Nature and material terms/ Particulars of	Management Consulting, case - to - case
the contract or arrangement:	basis

Col David Devasahayam and Dr. Renuka David are interested in this resolution to the extent of their Shareholding and Directorship in these group Companies. None of the other Directors or Key Managerial Personnel or their relatives are concerned or interested financially or otherwise, in this resolution.

The Board hereby recommends the resolution no: 6 for the approval of the shareholders.

Copies of the Memorandum and Articles of Association of the company, Investment Agreement and further amendments entered into between the company and Col David Devasahayam, Chairman and Managing Director and all other relevant documents and papers are open for inspection at the Registered Office of the Company between 10:00 a.m. to 3:00 p.m. on any working day prior to the date of the meeting.

ANNEXURE A

Agenda Item 3:

Statement as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings

Name of Director	Mr. Ayyavu Palanichamy Vasanthakumar
DIN	02069470
Date of Birth/ (Age)	12/05/1977; 45 years
Qualifications	Mr. Ayyavu Palanichamy Vasanthakumar completed his Bachelor's Degree in Mechanical Engineering from Bharathiar University and has a Master's degrees in Master of Business Administration from Bharathidasan University.
	Mr. Vasanthakumar is one of the founding members and a Partner at Ascent Capital. He has over two decades of experience in Private Equity and Capital Markets. At Ascent, he monitors portfolio companies across technology, consumer, and ed-tech sectors, where he has deep domain expertise. He also served on many boards including MyGlamm and iNurture Education. In addition, he actively engages with the ESG matters of Ascent Capital and helps in research support.
Experience / Expertise in specific functional areas	Prior to joining Ascent Capital, he was part of UTI Ventures since its inception. During his 8+ years with UTI Ventures, he has worked on assignments relating to venture capital and private equity investments, mergers & acquisitions, valuation studies, fund raising for portfolio companies, business plan reviews, and due diligence reviews across various industries viz. software services & products, auto ancillaries, media & entertainment, telecom, light engineering and alternate energy.
	Prior to joining UTI Ventures, Mr. Vasanthakumar was part of the investment operations team at UTI Mutual Fund, where he was involved in primary market equity and debt investments across sectors including technology and manufacturing.
Terms and conditions of reappointment	Non-Executive Director liable to retire by rotation. Based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 19/07/2022, the Board recommends his appointment.
Remuneration sought to be paid	Nil
Remuneration last drawn (for financial year 2020- 21)	Nil
Date of first appointment on the Board	03/01/2019 and appointed at the AGM dated 20/09/2021 re-appointed as Nominee Non- Executive Director, liable to retire by rotation
Shareholding in the Company	Nil
Relationship with other Directors, Manager and KMP of the Company	None
Number of Board Meetings attended during the Financial Year 2021- 22	8

Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nominee Director in I-Nurture Education Solutions Private Limited	
Other information	Company has received notice in writing from Mr. Vasantha Kumar, proposing the candidatures for re- appointment, who will be liable to retire by rotation in accordance with the provisions of Section 160 of the Companies Act, 2013 along with a deposit of Rs 1 lakh each.	

Agenda Item 4:

Name of Director	Col. David Devasahayam
DIN	02154891
Date of Birth/ (Age)	21/03/1960; 62 years
Qualifications	Col David Devasahayam holds a bachelor's degree in science from Jawaharlal Nehru University along with a master's degree in science in defence studies from University of Madras. He holds Post Graduate Studies on the 49th Staff Courses from Defense Services Staff College, Wellington, India. He has also completed the 44th session of the Owner/President Management Program at Harvard Business School. He has served in the Indian Army for over twenty four years.
Experience / Expertise in specific functional areas	 Col. David Devasahayam is the founder, Chairman and Managing Director of our Company. He has 17 years of experience in relation to his professional association with the Company. Under his leadership, Our Company had received following awards : (2014) 'Best Cash Management Services' award at the 3rd State Conference CAPSI & APDI Tamil Nadu and Pondicherry chapter. (2015) Gold medal for "Enhancing the image of India in abroad" by the Institute of Economic Studies, India at the "Global Economic Scenario" seminar held in Bangkok, Thailand (2018) Award at 'Asia's Greatest Brands 2018' in the Category 'Cash Logistics Services' by 'Asia One' magazine.
Terms and conditions of reappointment	Reappointed as the Managing Director for 5 years with effect from 26th October 2018 at Extra Ordinary General Meeting held on 26th October 2018, when the Company was a Private Limited Company. Based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 19th July 2022, the Board recommends the approval of the remuneration currently being drawn annually (with out any change).
Remuneration sought to be paid	Rs. 2 Crores (Rupees Two Crores) Per Annum

Remuneration last drawn (for financial year 2020- 21) Date of first appointment on the Board	Rs. 2 Crores P.A. 23/03/2005
Shareholding in the Company	5,87,22,431Equity Shares
Relationship with other Directors, Manager and KMP of the Company	Dr. Renuka David - spouse
Number of Board Meetings attended during the Financial Year 2021- 22	8
Other Directorships, Membership/ Chairmanship of Committees of other Boards	 Radiant Integrity Techno Solution Private Limited Radiant Protection Force Private Limited Radiant Business Solutions Private Limited Radiant Medical Services Private Limited Shiffel Corporate Services Private Limited Radiant Content Creations Private Limited
Other information	NA

Agenda Item 5

Name of Director	Dr. Renuka David
DIN	02190575
Date of Birth/ (Age)	02/05/ 1965; 57 years
Qualifications	Dr. Renuka David holds a MBBS degree from Bharathiar University. She has completed her PhD (HC) from The American University for Global Peace in USA She has received her medical registration certificate from the Tamil Nadu Medical Council. She was previously employed as a medical officer in Apollo Hospitals, Chennai, as a casualty medical officer in Sree Uthradom Thirunal Hospital and as a contract doctor in the Assam Rifles.
Experience / Expertise in specific functional areas	Dr. Renuka David is the Whole-time Director of our Company. She has been associated with our Company since its incorporation. She has 17 years of experience in relation to her professional association with the Company.
Terms and conditions of reappointment	Designated as Whole Time Director for 5 years with effect from 26th October 2018 at Extra Ordinary General Meeting held on 26th October 2018, when the Company was a Private Limited Company and is liable to retire by rotation. Based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 19th July 2022, the Board recommends the approval of the remuneration currently being drawn annually (with out any change).

Remuneration sought to be paid	Rs. 36 Lakhs (Rupees Thirty Six Lakhs only) P.A.		
Remuneration last drawn (for financial year 2020- 21)	Rs. 36 Lakhs (Rupees Thirty Six Lakhs only) P.A.		
Date of first appointment on the Board	23/03/2005		
Shareholding in the Company	85,00,000 equity shares		
Relationship with other Directors, Manager and KMP of the Company	Col David Devashayam – spouse		
Number of Board Meetings attended during the Financial Year 2021- 22	8		
Other Directorships, Membership/ Chairmanship of Committees of other Boards	 Radiant Integrity Techno Solution Private Limited Radiant Protection Force Private Limited Radiant Business Solutions Private Limited Radiant Medical Services Private Limited Radiant Content Creations Private Limited 		
Other information	NA		

ANNEXURE B

Consent by Shareholder for shorter notice Pursuant to Section 101(1) of Companies Act, 2013

From

(Address of the shareholder)

To The Board of Directors Radiant Cash Management Services Limited, 28, Vijayaraghava Road, T.Nagar, Chennai – 600017.

Dear Sirs,

Subject: Consent to hold the Annual General Meeting at shorter notice on 27th July 2022

I,	,	residing	at
		,	holding
	(in word	s) only], Equity Shares	of Rs. 1/-
each in the Company in my nar	ne, hereby give my consen	t, pursuant to Section 1	101 of the
Companies Act 2013, to hold Ani	nual General Meeting on 27	th July 2022 at a shorter	notice.

Name :

Signature Date :