

தமிழ்நாடு தமில்நாடு TAMILNADU

45823
20.12.2014

RADIANT CASH MANAGEMENT SERVICES
Pvt Ltd
Chennai

AT 769185

S. KRISHNAN
STAMP VENDOR
Chennai Collector's Office Campus
CHENNAI-600 001.
Licence No: A2/35488/73

AMENDMENT AGREEMENT

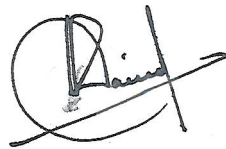
This amendment agreement to the investment agreement dated December 13, 2014 ("Amendment Agreement") is made on January 20, 2015

BETWEEN

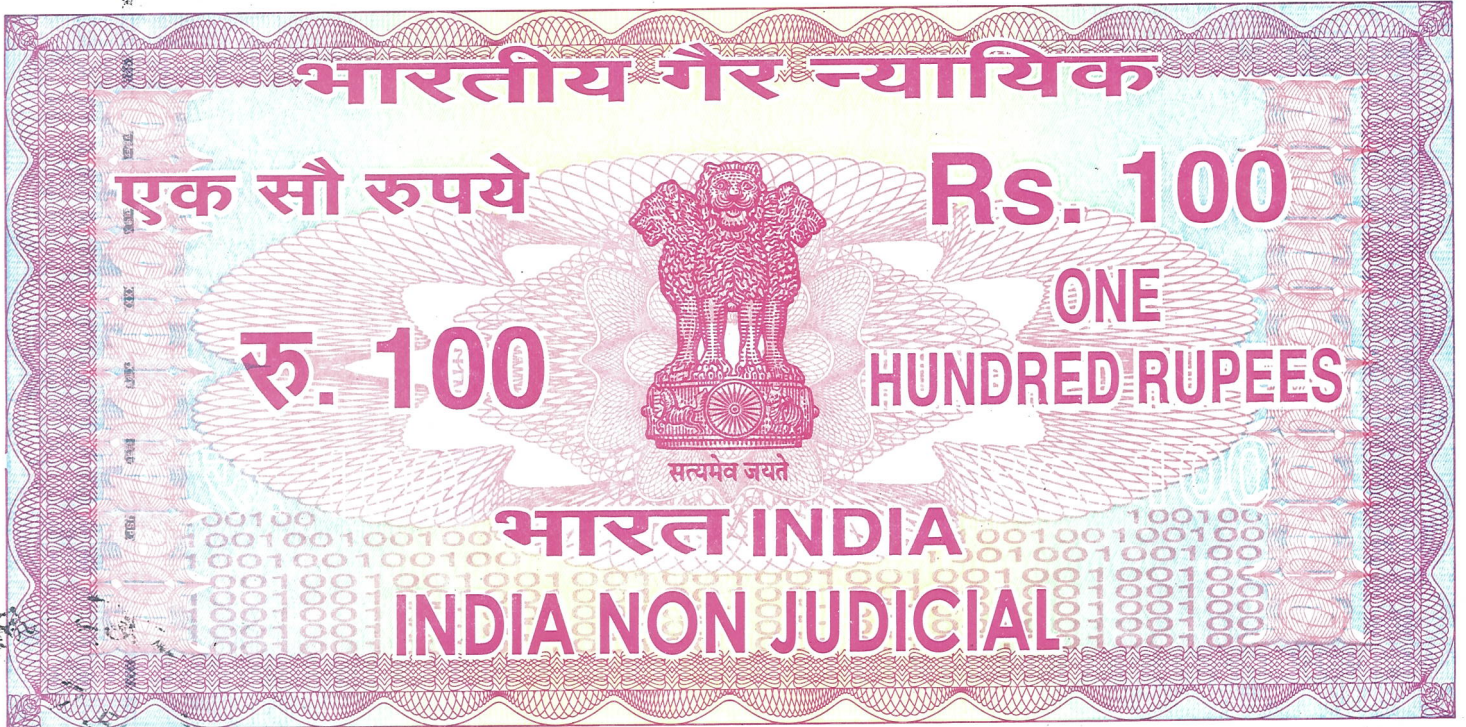
1. **RADIANT CASH MANAGEMENT SERVICES PRIVATE LIMITED**, a company incorporated under the Companies Act, 1956 and having its registered office at No. 28, Vijayaraghava Road, T Nagar, Chennai- 600017 (hereinafter referred to as the "Company", which expression shall include its successors and permitted assigns) of the **FIRST PART**;
2. **COL. DAVID DEVASAHAYAM**, son of Major Yovan Devasahayam, aged about 54 (fifty four) years, residing at Plot No.20, 5th Avenue, V G P Golden Beach Part I, Injambakkam, Chennai - 600041, holding Indian passport number Z2634481 (hereinafter referred to as "Promoter 1", which expression shall, unless it be repugnant to the subject or context, include his heirs, executors, administrators, successors and permitted assigns) of the **SECOND PART**;
3. **DR. RENUKA DAVID**, wife of Col. David Devasahayam, aged about 49 (forty nine) years, residing at Plot No.20, 5th Avenue, V G P Golden Beach Part I, Injambakkam, Chennai - 600041, holding Indian passport number Z2825930 (hereinafter referred to as "Promoter 2", which expression shall, unless it be repugnant to the subject or context, include her heirs, executors, administrators, successors and permitted assigns) of the **THIRD PART**;

For RADIANT CASH MANAGEMENT SERVICES PVT. LTD.


Chairman & Managing Director





कुम्पिनाडु तमिलनाडु TAMILNADU

45824
10.12.2014

RADIANT CASH MANAGEMENT
SERVICES PVT LTD
Chennai

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AND

4. UNIT TRUST OF INDIA INVESTMENT ADVISORY SERVICES LTD A/C ASCENT INDIA FUND III, through its duly appointed manager, Ascent Capital Advisors India Private Limited, a company incorporated and existing under the Act and having its registered office at 16th Floor, Concorde Block, UB City, Vittal Mallya Road, Bangalore – 560 001 ("Ascent Capital" which expression shall, unless it be repugnant to the subject or context include its successors and permitted assigns), ("UTI IAS" which expression shall, unless it be repugnant to the subject or context thereof, include, its successors and permitted assigns) having its registered office at UTI Tower, Gn Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, the appointed Trustees of ACA Private Equity Trust, a trust established under the Indian Trusts Act, 1882 and registered with the Securities and Exchange Board of India as a venture capital fund ("ACA PET" which expression shall, unless it be repugnant to the subject or context thereof, include, its successors and permitted assigns), the said ACA PET through its scheme the "Ascent India Fund III" (hereinafter referred to as the "Investor", which expression shall, unless it be repugnant to the subject or context, include its successors and permitted assigns) of the **FOURTH PART**.

Each of Promoter 1 and Promoter 2 shall hereinafter be referred to individually as a "Promoter" and jointly as the "Promoters".

Each of the Company, the Promoters and the Investor shall hereinafter be referred to individually as a "Party" and collectively as the "Parties".

WHEREAS:

- A. The Parties had entered into an investment agreement dated December 13, 2014 ("Investment Agreement") to record to the terms and conditions of the subscription to the Subscription Shares and purchase of Sale Shares by the Investor and to set forth their specific mutual understanding and agreement as to the rights and obligations in relation to the investment by the Investor in the Company, rights and

For RADIANT CASH MANAGEMENT SERVICES PVT. LTD.

Chairman & Managing Director

obligations of the Investor and the Promoters as shareholders of the Company, management of the Company and other matters in connection therewith.

- B. The Parties have agreed to revise certain terms of the Investment Agreement and have agreed to execute this Amendment Agreement to record the terms of their revised understanding.

IT IS HEREBY AGREED BY AND BETWEEN THE PARTIES AS FOLLOWS:

1. INTERPRETATION

- 1.1 Capitalised words used and not specifically defined herein shall have the meaning ascribed to them under the Investment Agreement.
- 1.2 The terms and conditions of this Amendment Agreement shall be read and interpreted in conjunction with those of the Investment Agreement. In the event of there being an inconsistency in the interpretation of the provisions of the Investment Agreement and this Amendment Agreement, the terms of this Amendment Agreement shall take precedence.
- 1.3 Except as modified by this Amendment Agreement, all other terms and conditions of the Investment Agreement shall remain unchanged, have full force and be enforceable between the Parties.

2. AMENDMENT TO THE INVESTMENT AGREEMENT

The definition of Company Designated Bank Account under Clause 1.1 of the Investment Agreement shall be substituted with the following:

"Company Designated Bank Account" shall mean the separate bank account maintained by the Company into which the Investor shall remit the Subscription Amount in accordance with the terms hereof, the particulars of which are as follows:

Bank	:	IDBI Bank Ltd
Bank Code	:	0194;
Address	:	Devi Arihant, 24/2, Old No.16, Dr.Nair Road, T.Nagar, Chennai - 600017;
Account	:	Current Account;
RTGS	:	IBKL0000194;
Swift Code	:	IBKLINBB005;
Correspondent Bank	:	Wellsfargo Bank- California- USA;
Account Number	:	0194102000012546
ABA Routing Number	:	026005092 - USA

3. GOVERNING LAW

This Amendment Agreement shall be governed in the manner mentioned in the Investment Agreement.

[EXECUTION PAGE FOLLOWS]

For RADIANT CASH MANAGEMENT SERVICES PVT. LTD.


Chairman & Managing Director

IN WITNESS WHEREOF, the Parties have executed this Amendment Agreement as of the date first written above.

For RADIANT CASH MANAGEMENT
SERVICES PRIVATE LIMITED



Authorized Signatory
Name: COL DAVID DEVASAHAYAM
Designation: CMD

Place: CHENNAI
Date: 20-01-2015

COL DAVID DEVASAHAYAM



Address: Plot No. 20, 5th Avenue
VGP Golden Beach Part I
Injambakkam, Chennai - 600041

Place: CHENNAI
Date: 20-01-2015


For UNIT TRUST OF INDIA INVESTMENT
ADVISORY SERVICES LIMITED A/C
ASCENT INDIA FUND III



Authorized Signatory
Name:
Designation:

Place:
Date:

DR. RENUKA DAVID



Address: Plot No. 20, 5th Avenue
VGP Golden Beach, Part I
Injambakkam, Chennai - 600041

Place: CHENNAI
Date: 20-01-2015