

தமிழ்நாடு மலினாடு TAMILNADU

09 FEB 2022

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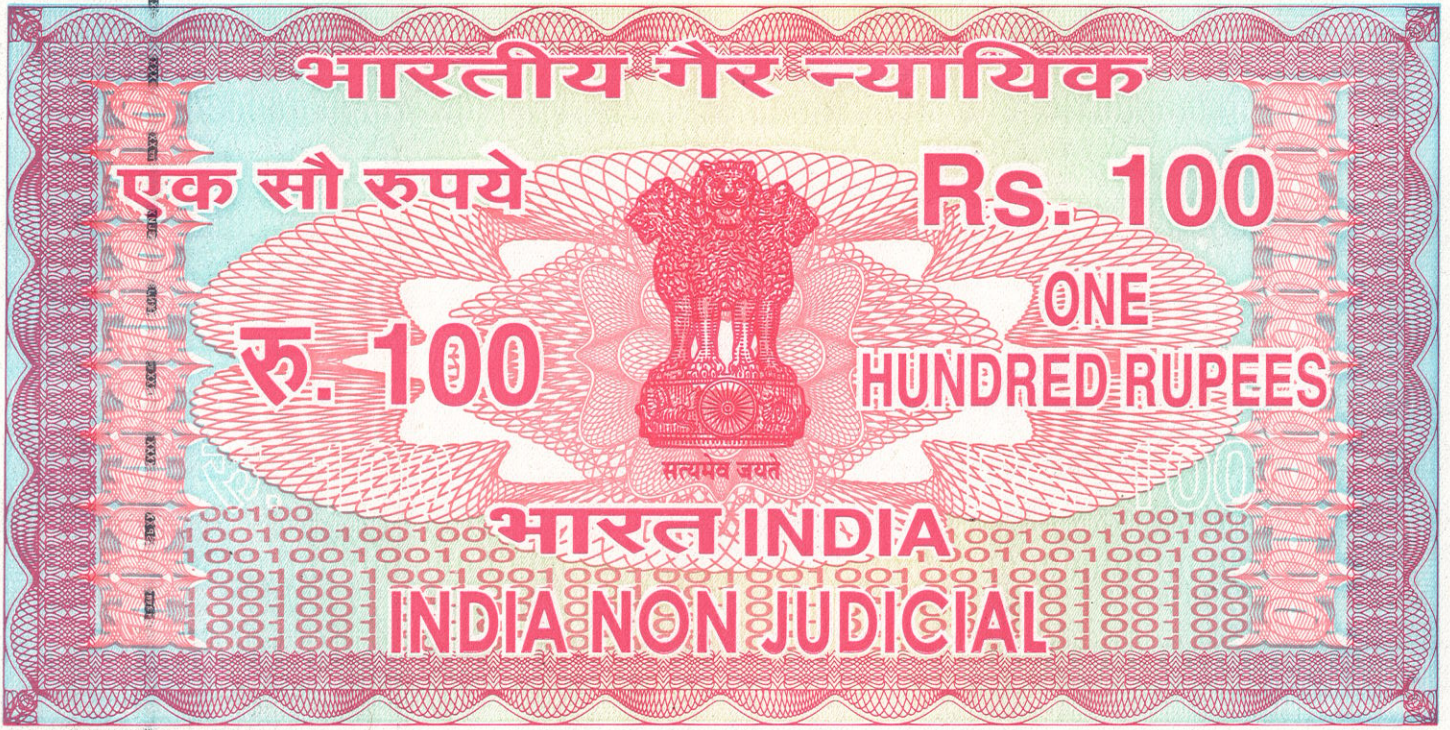
Radiant Cash Management Services Ltd
Chennai

R. SHANMUGAVALLI

STAMP VENDOR L/No. 1090/B4/CH (C) 2021-9
62/107, Rama Street, Nungambakkam
Chennai - 600 034. Mobile: 9445361496

THIS STAMP PAPER FORMS AN INTEGRAL PART OF THE ADDENDUM TO OFFER AGREEMENT ENTERED INTO BY AND AMONG THE COMPANY, BOOK RUNNING LEAD MANAGERS, PROMOTER SELLING SHAREHOLDER AND THE INVESTOR SELLING SHAREHOLDER.





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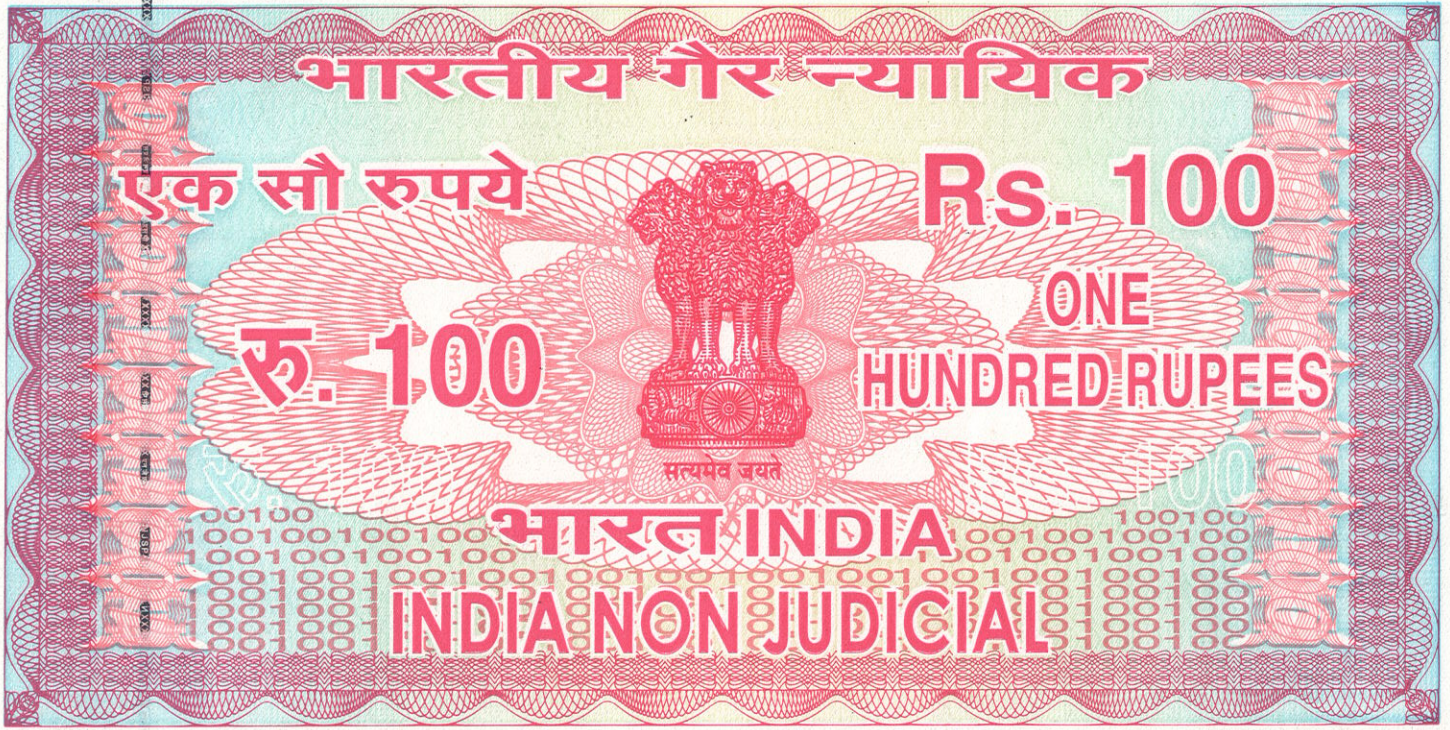
R. Shanmugavalli

Radiant Cash Management Services Ltd
Chennai

R. SHANMUGAVALLI
STAMP VENDOR L/No. 1090/B4/CH (C) 2021-4
62/107, Rama Street, Nungambakkam,
Chennai - 600 034. Mobile: 9445361496

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DATED FEBRUARY 10, 2022

ADDENDUM TO OFFER AGREEMENT

AMONGST

RADIANT CASH MANAGEMENT SERVICES LIMITED

AND

COL DAVID DEVASAHAYAM

AND

ASCENT CAPITAL ADVISORS INDIA PRIVATE LIMITED

AND

IIFL SECURITIES LIMITED

AND

MOTILAL OSWAL INVESTMENT ADVISORS LIMITED

AND

YES SECURITIES (INDIA) LIMITED



ADDENDUM TO OFFER AGREEMENT

This Addendum to Offer Agreement (this “**Addendum**”) made on this 10th day of February, 2022 at Chennai, amongst:

RADIANT CASH MANAGEMENT SERVICES LIMITED, a public limited company incorporated under the laws of India and having its registered office at 28, Vijayaraghava Road, T. Nagar, Chennai 600 017, Tamil Nadu, India and corporate office at Radiant Building, 4/3 Raju Nagar, First Street, Okkiyam Thoraipakkam, Old Mahabalipuram Road, Chennai 600096, Tamil Nadu, India (the “**Company**”, which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns);

AND

COL DAVID DEVASAHAYAM, a citizen of India, aged 61 years having PAN AGBPD8627K and residing at Radiant Villa, Plot No. 20, 5th Avenue, V.G.P. Golden Beach, Phase I Injambakkam, Chennai, Tamil Nadu, India 600041 (hereinafter referred to as “**Promoter 1**” which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include his successors in interest and permitted assigns”);

AND

ASCENT CAPITAL ADVISORS INDIA PRIVATE LIMITED, a company incorporated and existing under the Companies Act, 1956 and having its registered office at No.1, Ali Asker Road, Bangalore – 560 052, and Axis Trustees Limited, having its registered office at Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai 400025 and a Corporate office at The Ruby, 2nd Floor, South Wing, 29 Senapati Bapat Marg, Dadar West, Mumbai -400028, 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 (hereinafter collectively referred to as the “**Investor Selling Shareholder**”, which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns);

AND

IIFL SECURITIES LIMITED, a company incorporated under the laws of India and having its registered office at Plot No. B - 23, IIFL House, Sun Infotech Park, Road No - 16V, Thane Industrial Area, Wagle Estate, Thane 400 604 and operating through its office at 10th Floor, IIFL Centre, Kamala Mills, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013, Maharashtra, India (“**IIFL**”, which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns);

AND

MOTILAL OSWAL INVESTMENT ADVISORS LIMITED, a company incorporated under the laws of India and having its registered office at Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai, Maharashtra – 400 025, India (“**MOIAL**”, which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns);

AND

YES SECURITIES (INDIA) LIMITED, a company incorporated under the laws of India and having its registered office at 2nd Floor, YES Bank House, Off Western Express Highway, Santacruz East, Mumbai – 400 055 (“**YES Securities**”, which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns);

In this Addendum, (i) IIFL, MOIAL and YES Securities are collectively referred to as “**Book Running Lead Managers**” or “**BRLMs**”, and individually as “**Book Running Lead Manager**” or “**BRLM**”; (ii) Col. David Devasahayam is referred to as the “**Promoter Selling Shareholder**”; (iii) Ascent Capital Advisors India Private Limited, is referred to as **Investor Selling Shareholder**, and (iv) the Promoter Selling Shareholder and Investor Selling Shareholder are collectively referred to as the “**Selling Shareholders**” and individually as a “**Selling Shareholder**”; and (iii) the Company, the Selling Shareholders and the BRLMs are collectively referred to as



“Parties” and individually as “Party”.

WHEREAS:

A. Pursuant to Offer Agreement dated October 8, 2021 (“Offer Agreement”) entered amongst the Parties, wherein the Parties had stipulated the representations, terms and conditions to undertake an initial public offering of the equity shares of face value of ₹ 1 each of the Company (“Equity Shares”), comprising: (A) a fresh issue of Equity Shares by the Company aggregating up to ₹ 600 million (the “Fresh Issue”), and (B) an offer for sale of up to 30,125,000 Equity Shares (“Offered Shares”) by the Selling Shareholders (the “Offer for Sale” and together with the Fresh Issue, “Offer”), in accordance with the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), and other applicable laws, at such price as may be determined through the book building process under the SEBI ICDR Regulations by the Company in consultation with the BRLMs (the “Offer Price”).

B. The Parties hereto desire to now make certain amendments thereto which are set out hereunder:

NOW THEREFORE, IN VIEW OF THE FOREGOING AND IN CONSIDERATION OF THE MUTUAL COVENANTS AND AGREEMENTS SET FORTH BELOW, THE PARTIES AGREE AS FOLLOWS:

1. DEFINITION AND INTERPRETATION

Subject to and as otherwise provided in this Addendum and unless there is anything in the subject or context inconsistent therewith, all words and expressions defined or construed under Clause 1 of the Offer Agreement shall have the same meanings or construction in this Addendum.

2. Amendments to the Offer Agreement

The following amendments to the Offer Agreement shall take effect as of the date of this Addendum:

2.1. The Clause 4.1 (f) of the Offer Agreement shall be deleted in entirety and the following clause shall be substituted in place thereof:

“The Selling Shareholders shall adhere to the lock-in restrictions in accordance with the SEBI ICDR Regulations and other applicable laws”.

3. Binding Agreement

All other terms and covenants in the Offer Agreement shall continue to remain valid and binding on the Parties except as amended herein. To the extent that any of the terms and covenants contained in this Addendum may contradict or may be in conflict with the terms and covenants of the Offer Agreement, it is expressly agreed hereto that the terms of this Addendum shall take precedence and supersede the terms and covenants of the Offer Agreement.

4. Further Assurance

For the avoidance of doubt all clauses of the Offer Agreement, to the extent not modified by this Addendum, are hereby incorporated into this Addendum mutatis mutandis, shall continue in full force and effect and shall continue to govern the rights, obligations and duties of all the parties and other persons bound thereunder.

5. Counter Parts

This Addendum may be executed in counterparts which when taken together shall constitute one and the same document.

6. Entire Addendum

This Addendum constitutes the entire agreement of the parties hereto with respect to the amendments to the Offer Agreement set forth herein



7. Governing Law

This Addendum shall be governed by, and construed in accordance with the laws of India and the Courts in Chennai, India shall have exclusive jurisdiction. The Clauses pertaining to Governing Law and Arbitration under the Agreement shall mutatis mutandis apply to this Addendum

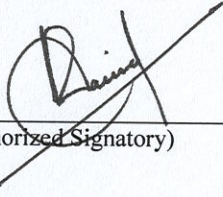
IN WITNESS WHEREOF, the Parties hereto have caused this Addendum to be executed and acknowledged by their respective officers or representatives hereunto duly authorized, as of the date first above written.

[Remainder of Page Intentionally Left Blank]



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SIGNED BY
FOR AND ON BEHALF OF RADIANT CASH MANAGEMENT SERVICES LIMITED

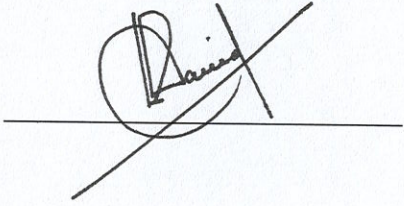


(Authorized Signatory)



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SIGNED BY COL. DAVID DEVASAHAYAM

A handwritten signature in black ink is written over a horizontal line. The signature is stylized and appears to be 'David Devasahayam'. A diagonal line is drawn across the signature from the top-left to the bottom-right.

THIS SIGNATURE PAGE FORMS AN INTEGRAL PART OF THE ADDENDUM ENTERED INTO BY AND AMONG THE COMPANY, BOOK RUNNING LEAD MANAGERS, PROMOTER SELLING SHAREHOLDER AND THE INVESTOR SELLING SHAREHOLDER

SIGNED BY
FOR AND ON BEHALF OF ASCENT CAPITAL ADVISORS INDIA PRIVATE LIMITED

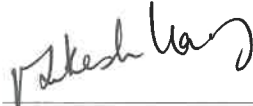


Authorised Signatory

Name: Vasanthakumar. A.

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**SIGNED BY
FOR AND ON BEHALF OF IIFL SECURITIES LIMITED**



(Authorized Signatory)



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SIGNED BY
FOR AND ON BEHALF OF MOTILAL OSWAL INVESTMENT ADVISORS LIMITED

A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text "Motilal Oswal Investment Advisors Limited" around the perimeter and "Mumbai" in the center, with a small star symbol below the word "Mumbai".

(Authorized Signatory)

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SIGNED BY
FOR AND ON BEHALF OF YES SECURITIES (INDIA) LIMITED



Name: Sachin Kapoor
Designation: SVP

