

தமிழ்நாடு தமில்நாடு TAMILNADU

11 NOV 2022

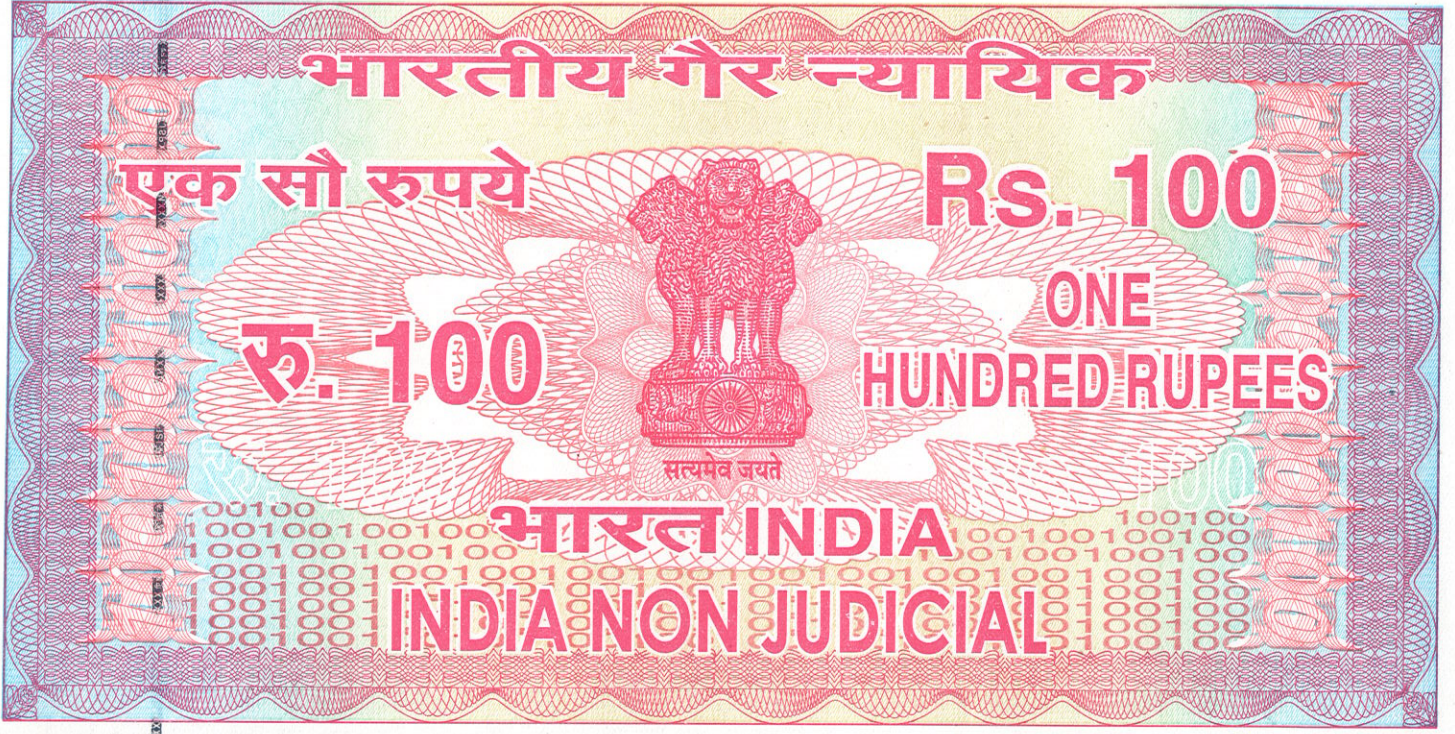
AU 962623

Radiant Cash Management
Services Limited
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 DATED 7TH DECEMBER, 2022 ENTERED INTO BY AND AMONG THE COMPANY, BOOK RUNNING LEAD MANAGERS, PROMOTER SELLING SHAREHOLDER AND THE INVESTOR SELLING SHAREHOLDER.



காபிட்டுநாடு தமில்நாடு TAMILNADU

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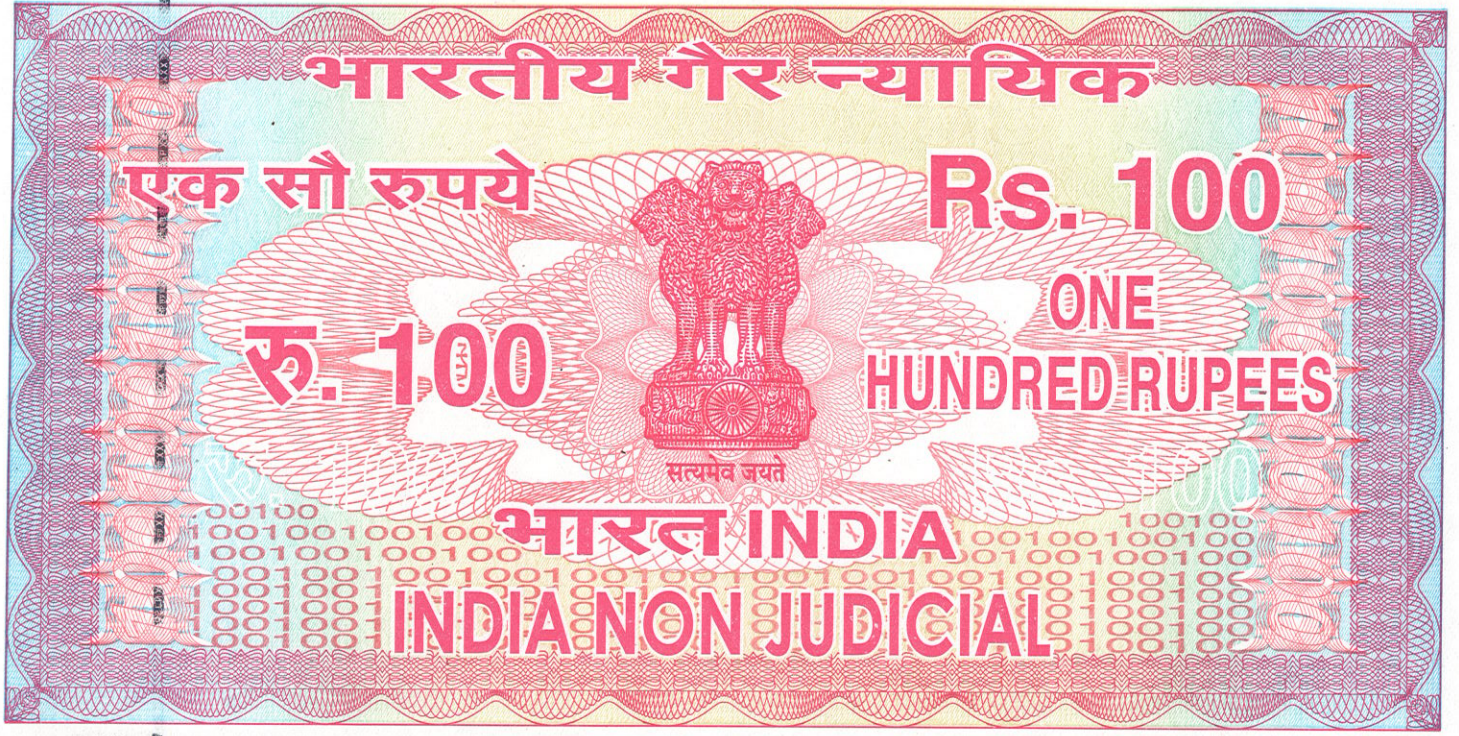
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DATED DECEMBER 7, 2022

SECOND ADDENDUM TO OFFER AGREEMENT

BY AND AMONGST

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

SECOND ADDENDUM TO OFFER AGREEMENT

This Second Addendum to Offer Agreement (this “**Second Addendum**”) made on this seventh day of December, 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 62 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 Selling Shareholder**” 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 private limited company incorporated under the laws of India a company incorporated and existing under the Act and having its registered office at No.1, Ali Askar Road, Off Palace Road, (In front of Bala Brooie Guest House), Bangalore - 560 052 is the duly appointed manager of Unit Trust of India Investment Advisory Services Ltd A/C Ascent India Fund III. “**UTI IAS**” 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 (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 Agreement, (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:

Pursuant to Offer Agreement dated October 8, 2022 (“Offer Agreement”) and the Addendum to the Offer Agreement dated February 10, 2022 (“First Addendum”) entered amongst the Parties, wherein the Parties had stipulated the term and conditions with respect to the initial public offering of the equity shares 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”).

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 Second 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 Second Addendum.

2. Amendments to the Offer Agreement

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

2.1. The Recital A of the Offer Agreement shall be amended and read as under:

The Company and the Selling Shareholders are proposing 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 33,125,000 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”). The Offer will be made (i) within India, to Indian institutional, non-institutional and retail investors in accordance with the SEBI ICDR Regulations, in “offshore transactions”, as defined in and in reliance on Regulation S (“Regulation S”) under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), (ii) outside the United States and India in “offshore transactions” (as defined in Regulation S) in accordance with Regulation S, and in each case in accordance with the Applicable Law of the jurisdictions where such offers and sales are made. The Offer may also include allocation of Equity Shares to certain Anchor Investors, in consultation with the BRLMs, on a discretionary basis by the Company, in accordance with the SEBI ICDR Regulations.

2.2. The Annexure A of the Offer Agreement shall be amended and read as mentioned under Schedule I of this Second Addendum

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 Second 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 Second 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 Second Addendum, are hereby incorporated into this Second 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 Second Addendum may be executed in counterparts which when taken together shall constitute one and the same document.

6. Entire Addendum

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

7. Governing Law

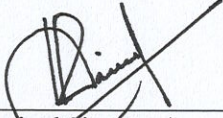
This Second Addendum shall be governed by, and construed in accordance with the laws of India and the Courts in Chennai shall have sole and exclusive jurisdiction. The Clauses pertaining to Governing Law and Arbitration under the Agreement shall mutatis mutandis apply to this Second Addendum

IN WITNESS THEREOF, this Agreement has been executed by the Parties or their duly authorised signatories the day and year first above written.

[Reminder of Page Intentionally Left Blank]

THIS SIGNATURE PAGE FORMS AN INTERGRAL PART OF THE ADDENDUM TO THE OFFER AGREEMENT 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 RADIANT CASH MANAGEMENT SERVICES LIMITED



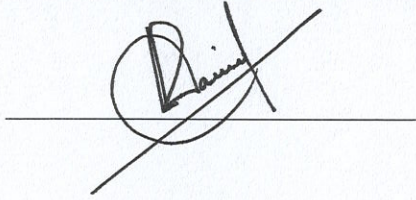
(Authorised Signatory)

Name: **Col. David Devasahayam**

Designation: **Chairman and Managing Director**

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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 'D. Devasahayam'. A diagonal line is drawn across the signature from the bottom left to the top right.

THIS SIGNATURE PAGE FORMS AN INTERGRAL PART OF THE ADDENDUM TO THE OFFER AGREEMENT 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



Name of Authorised Signatory:

Vasanthakumar A P
Partner

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SIGNED BY FOR AND ON BEHALF OF IIFL SECURITIES LIMITED

Name of Authorised Signatory: Mukesh Garg

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

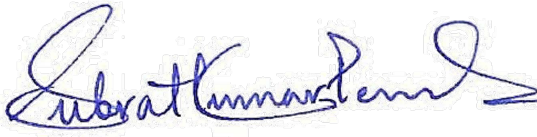


Name: Sachin Kapoor

Designation: Senior Vice President

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



Name: Subrat Kumar Panda
Designation: Director, Investment Banking

SCHEDULE I

[The Annexure A as provided in the Offer Agreement, shall be read and replaced as follows:]

ANNEXURE A

S. No.	Name of Selling Shareholders	Number of Equity Shares	Number of Equity Shares offered in the Offer for Sale	Date of consent letter	Date of resolution
Promoter Selling Shareholder					
1	Col. David Devasahayam	58,722,431	10,125,000	September 28, 2021	-
Investor Selling Shareholder					
2	Ascent Capital Advisors India Private Limited	34,030,529	23,000,000	September 23, 2022 and December 7, 2022	September 23, 2021 and December 5, 2022