



RADIANT CASH MANAGEMENT SERVICES LIMITED

(Formerly Radiant Cash Management Services Pvt. Ltd.)

Regd. Office: No. 28, Vijayaraghava Road, T.Nagar, Chennai - 600 017 Tamil Nadu

Phone: 044-4904 4904 **Email Id:** investorrelations@radiantcashlogistics.com

CIN: U74999TN2005PLC055748 **Website:** www.radiantcashservices.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014)

Dear Members,

NOTICE is hereby given pursuant to Section 108 and Section 110 of the Companies Act, 2013, as amended (hereinafter referred to as the "Act") read together with Rule 20 and Rule 22 of the Companies (Management and Administration Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ("SS-2") and the relaxations and clarifications issued by Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. I0/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 3/2022 dated May 5, 2022 and 11/22 dated December 28, 2022, ("MCA Circulars") and the Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020179 dated May 12, 2020 and SEBI/HO/CFD/ CMD2/CIR/P/ 2021 /11 dated January 15, 2021 ("SEBI Circulars") and other applicable laws and regulations, if any, for seeking approval of members of Radiant Cash Management Services Limited (the "Company") to the proposed resolutions appended below through Postal Ballot through remote voting process ("remote e-voting").

In accordance with the provisions of the MCA Circulars, the Company is sending Postal Ballot Notice (the "Notice") only by e-mail to all its members who have registered their email addresses with the Company or depositories / depository participants and the communication of assent /dissent of the members on the resolution proposed in the Notice will only take place through the remote e-voting system.

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts concerning the proposed resolutions appended below, is annexed hereto for your consideration.

The Board of Directors of the Company, at its meeting held on February 18, 2023, appointed Mr. S Sandeep (Membership No. 5853/CP No. 5987) of M/s. S Sandeep & Associates, Practising Company Secretaries, (Firm Registration No. S2010TN133300) as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically.

Shareholders are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this postal ballot notice ("Postal Ballot Notice") to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on Thursday, March 23, 2023 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before Monday, March 27, 2023 and communicated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") (together the "Stock Exchanges"), National Securities Depository Limited ("NSDL"), RTA and will also be displayed on the Company's website www.radiantcashservices.com.

SPECIAL BUSINESSES:

1. To approve alteration of Articles of Association of the Company

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), and such other approvals, as may be required from the relevant Governmental Authorities, the consent of the members be and is hereby accorded for the alteration of existing Articles of Association of the Company with the following changes in the Preamble to the Articles, Definitions and Article 177 :

Preamble: • **Deletion of the following paras:**

The Articles of the Company comprise of two parts, Part A and Part B, which shall be applicable in the following manner:

Till the time of listing and trading of equity shares of the Company on a recognised stock exchange in India, Part A and Part B shall, unless the context otherwise requires, co-exist with each other. Notwithstanding anything contained herein, in the event of any conflict between the provisions of Part A and Part B of these Articles, the provisions of Parts B of these Articles shall prevail.

Part B shall automatically terminate, be deleted and cease to have any force and effect upon the listing of equity shares of the Company proposed to be transferred/ issued pursuant to an initial public offering of the equity shares of the Company on a recognised stock exchange in India, without any further action by the Company, the Board of Directors or by the Shareholders.

• **Deletion of heading “PART A”**

Definitions:

• **Committee:**

Deletion of reference given to “Investment Agreement”

• **Consummation of the IPO:**

Complete Deletion of the Definition

• **Director:**

Deletion of reference given to “Investment Agreement”

• **Effective Date:**

Complete Deletion of the Definition

• **General Meeting:**

Deletion of reference given to “Investment Agreement”

• **IPO Long Stop Date:**

Complete Deletion of the Definition

• **Law:**

Deletion of the words “whether in effect as of the date of the Investment Agreement or thereafter”

Article 177:

• **Deletion of the First Para**

• **Deletion of the words “On and from the Effective Date” from the Second Para**

• **Deletion of Clause (b)**

• **Deletion of Clause (e)**

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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment.”

2. To approve “Article 177 - Nomination of Directors by Investor” of the Articles of Association of the Company

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), and such other approvals, as may be required from the relevant Governmental Authorities, the consent of the members be and is hereby accorded to modification and confirmation of Article No. 177 in the Articles of Association (AoA) relating to Nomination of Directors by Investor, as given under:

Article 177: Nomination of Directors by Investor

The Board shall be constituted in the following manner:

- (a) the Board shall not exceed a maximum of 8 (eight) Directors, unless otherwise required under applicable Laws, out of which:
 - (i) The Investor shall be entitled to nominate 1 (one) Director to the Board, so long as Investor holds at least 5% of the issued and outstanding paid-up share capital of the Company on a fully-diluted basis (“Investor Nominee Director”); and
 - (ii) such number of independent Directors as may be required to be appointed by the Company to comply with applicable Laws, including the Act and the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015, as amended.
- (b) Investor Director shall be non-executive director liable to retire by rotation unless otherwise required by applicable Laws. The Investor Directors shall be removed only with the prior written consent of the Investor.
- (c) The Investor shall be entitled to remove the Investor Director, including any additional Director appointed by the Investor, by notice to such Director and the Company. Any vacancy occurring with respect to the position of the Investor Director, by reason of death, disqualification, resignation, removal or inability to act, shall be filled only by another nominee specified by the Investor.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment.”

3. To approve the Material Related Party Transaction(s) to be entered into with Radiant Protection Force Private Limited

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related Rules, if any, each as amended from time to time and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Radiant Protection Force Private Limited (“RPF”), a related party of the company under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and RPF, for an aggregate value up to Rs. 800 million for FY 2023-24, up to Rs. 1,000 million for FY 2024-25 and up to Rs. 1,250 million for FY 2025-26, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

By Order of the Board of Directors

Chennai
February 18, 2023

Sd/-
Col David Devasahayam
Chairman and Managing Director
DIN: 02154891

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NOTES

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposals set out in resolution no. 1, 2 and 3 is annexed herewith.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, February 17, 2023.
3. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.radiantcasheservices.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on National Securities Depository Limited ('NSDL') at <https://www.evoting.nsdl.com/>
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company at investorrelations@radiantcashlogistics.com
5. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, February 17, 2023 will be considered for the purpose of e-voting.
6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on February 17, 2023. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by NSDL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on Thursday, March 23, 2023 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before Monday, March 27, 2023 and will also be displayed on the website of the Company (www.radiantcasheservices.com), besides being communicated to the Stock Exchanges and the Depositories
11. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Thursday, March 23, 2023 i.e., the last date specified for receipt of votes through the e-voting process.
12. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investorrelations@radiantcashlogistics.com.

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General Information and instructions relating to remote e-voting are as under:

- a. A person whose name is recorded in the register of members or in register of beneficial owners maintained by the Depositories as on the cut-off date, i.e., Friday, February 17, 2023 only shall be entitled to avail the facility of e-voting.
- b. The e-voting facility will be available during the following period:
 - i. Commencement of e-voting: 09:00 a.m. (IST) on Wednesday, February 22, 2023
 - ii. End of e-voting: 05:00 p.m. (IST) on Thursday, March 23, 2023

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

Instructions and other information relating to e-voting:

A. Procedure for registering the email address and obtaining the postal ballot and e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with Company (in case of shareholders holding shares in physical form):

Members holding shares in Demat form can get their email ID registered by contacting their respective DP. Members holding shares in physical can get their email ID registered by contacting the Company at investorrelations@radiantcashlogistics.com.

B. Procedure for Login and remote E-Voting for Individual Shareholders holding securities in Demat mode

E-vote electronically using NSDL e-Voting system

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL SPEED-e” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to secretarial@sandeep-cs.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Prajakta Pawle at evoting@nsdl.co.in

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Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorrelations@radiantcashlogistics.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorrelations@radiantcashlogistics.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY 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 Businesses mentioned in the accompanying Notice:

Item No. 1. To approve alteration of Articles of Association of the Company

The existing Articles of Association (AoA) of the Company was adopted by the members prior to the Initial Public Offer (IPO) and listing of its equity shares in the stock exchanges. Further, it also contains clauses which were incorporated to give effect to certain contractual commitments forming part of the investment agreement(s) entered into by the Company with its pre-IPO investor viz., Ascent India Fund III. The clauses forming part of the AoA arising out of the Investment Agreement(s) ceased to have effect or became redundant upon listing of company’s shares consequent consummation of its IPO, as the Investment Agreement is deemed as automatically terminated upon consummation of IPO. Accordingly, in order to ensure that the clauses in the AoA reflects the factual position, appropriate changes/amendments are proposed in the AoA as provided in the body of the Resolution and further explained in the explanatory statement.

The Board by way of a resolution passed in its meeting held on February 18, 2023 has approved following alterations to the existing Articles of Association of the Company, subject to the approval of the Members of the Company by way of postal ballot.

Preamble of the AoA:

- **Deletion of the following paras:**

The Articles of the Company comprise of two parts, Part A and Part B, which shall be applicable in the following manner:

Till the time of listing and trading of equity shares of the Company on a recognised stock exchange in India, Part A and Part B shall, unless the context otherwise requires, co-exist with each other. Notwithstanding anything contained herein, in the event of any conflict between the provisions of Part A and Part B of these Articles, the provisions of Parts B of these Articles shall prevail.

Part B shall automatically terminate, be deleted and cease to have any force and effect upon the listing of equity shares of the Company proposed to be transferred/ issued pursuant to an initial public offering of the equity shares of the Company on a recognised stock exchange in India, without any further action by the Company, the Board of Directors or by the Shareholders.

- **Deletion of heading “PART A”**

Definitions:

- **Committee:**
Deletion of reference given to “Investment Agreement”
- **Consummation of the IPO:**
Complete Deletion of the Definition
- **Director:**
Deletion of reference given to “Investment Agreement”
- **Effective Date:**
Complete Deletion of the Definition
- **General Meeting:**
Deletion of reference given to “Investment Agreement”
- **IPO Long Stop Date:**
Complete Deletion of the Definition
- **Law:**
Deletion of the words “whether in effect as of the date of the Investment Agreement or thereafter”

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Article 177:

- **Deletion of the First Para**

Notwithstanding anything contained in these Articles and hereinabove, this Article 177 shall be placed before the Shareholders for their approval through special resolution post listing of the equity shares on the Stock Exchanges. In the event the Shareholders approve the Article, this Article 177 would come into force and become valid, applicable and effective along with other Articles in this Part A and the provisions of Article 177 shall prevail over anything contained hereinabove in case of any inconsistency

- **Deletion of the words “On and from the Effective Date” from the Second Para**

- **Deletion of Clause (b)**

The composition of the Board of the Company (including appointment of Independent Directors) shall be, and remain in compliance with applicable Laws, including the Act and the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015, as amended, for a public listed company, from the Effective Date until the IPO Long Stop Date and the Company shall be responsible to ensure such compliance.

- **Deletion of Clause (e)**

The constitution of any Board committee, the composition thereof, and the scope and extent of the responsibilities, powers and functions to be delegated or delineated to any such Board committee by the Board (subject at all times to the superintendence, control and direction of the Board), shall be in compliance with the applicable Laws, including the Act and the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015, as amended, for a public listed company, from the Effective Date until the Long Stop Date and the Company shall be responsible to ensure such compliance.

PART B of the Articles relating to Investor rights, was automatically terminated and ceased to have any force without further approvals, consequent to the listing of equity shares of the Company, with effect from January 04, 2023 and accordingly, the same shall be deemed as deleted.

Pursuant to provisions under Section 5 and 14, of the Act, approval of the shareholders of the Company is required for alteration of Articles of Association.

The Board recommends for approval of the changes proposed in the AoA through a special resolution as set out in Resolution No. 1 of the accompanying Notice.

A copy of Articles of Association of the Company with the proposed alterations is available for inspection at the Registered Office of the Company at any working day during business hours.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

Item No. 2. To approve “Article 177 - Nomination of Directors by Investor” of the Articles of Association of the Company

The Article no. 177 of the AoA relating to Nomination of Directors by Investor states that Article 177 shall be placed before the shareholders for their approval through special resolution, post listing of the equity shares on the Stock Exchanges. The Article 177 provides certain rights to the Investor, Ascent India Fund III through its duly appointed manager, Ascent Capital Advisors India Private Limited, with respect to appointment of a nominee director on the Board of the Company. Accordingly, the validity of the Director nominated by the Investor on the Board will be subject approval of Article 177 of the AoA.

Accordingly, the Board at its meeting held on February 18, 2023 approved to place Article 177 of the Articles of Association before the shareholders for approval

The Board recommends approval of the resolution set out in Resolution No. 2 of the accompanying Notice as a Special Resolution.

A copy of Articles of Association of the Company is available for inspection at the Registered Office of the Company at any working day during business hours.

Except the Nominee Director of the Investor, none of the other Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

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Item No. 3. To approve the Material Related Party Transaction(s) to be entered into with Radiant Protection Force Private Limited

Background, details and benefits of the transaction

Radiant Cash Management Services Limited (“the Company/RCMS”), as a Cash - in - transit Company, requires services of trained and reliable personnel such as Gun Men, Security Guards Drivers e.t.c, and also uses Specially Fabricated Cash Vans to ensure safe transport of Cash. These services are an integral part of the cash management business of the Company. The Company proposes to continue to avail these services from the Group Company, Radiant Protection Force Private Limited (“RPF”).

Radiant Protection Force Private Limited (RPF”) is a Security Services Company which provides trained security personnel such as gun men, security guards and drivers on contract basis. RPF has a strong workforce comprising of security personnel managed by Ex-service men and professionals. RPF also has valid registration and licence in accordance with Private Security Agencies (Regulation) Act, 2005, Act (PSARA), for providing such specialized security services.

In addition, RPF provides Specially Fabricated Armored Vans which are procured and modified in accordance with the RBI Guidelines for transport of Cash and provides to the Company based on business requirements from time to time. Further, RPF also sub-leased a portion of the Office Premises, where the Corporate Office of the Company is now situated.

RCMS and RPF being part of the Radiant Group, these transactions will not only help smoothen business operations for both the Companies, but also ensure consistent flow of reliable resources of desired services standards and quality seamlessly.

The nature and basis for the proposed transactions between the Company & RPF for the period from FY 2023-24 to FY 2025-26 are given under:

Sr. No	Nature of Transactions	Elements	Basis Proposed
1.	Lease of Vehicles, Generators and Cash Vans	Lease Rental	Margin of Up to 9%
		Fleet Operating and Service Charges	
		Cash Van Running and Maintenance Expenses including Reimbursement of Expenses	
2.	Security Services	Gun Men/ Guards/ Drivers	Margin of Up to 9%
3.	Lease of Office Premises	Lease Rental	As per sub-lease agreement dated 30.03.2021

The aggregate value of the above transactions estimated for FY 2023-24 is Rs. 800 million (approx.), FY 2024-25 is Rs. 1,000 million (approx.) and FY 2025-26 is Rs. 1,250 million (approx.), which are expected to exceed 10% of the annual turnover of the Company, for the respective years and hence requires prior approval from the members of the Company.

The Audit Committee has been provided with the relevant details, as required under law, of the proposed RPTs including material terms and basis of pricing while seeking its prior approval. The Audit Committee, after reviewing all necessary information, has granted approval for entering into the above-mentioned RPTs with RPF. The Committee has noted that the said transactions will be on an arms’ length basis and in the ordinary course of business of the Company.

Accordingly, the Audit Committee and Board of Directors recommend Resolution No. 3 of the accompanying Notice to the members for approval.

Details of the proposed transactions with Radiant Protection Force Private Limited, being a related party of the Company, are as follows:

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Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021

S.No	Description	Details
1	Details of Summary of information provided	by the management to the Audit Committee
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Radiant Protection Force Private Limited (“RPF”) has common Promoter Directors viz. Col. David Devasahayam and Dr. Renuka David and together they hold 100% of the shareholding in RPF
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Col. David Devasahayam, Chairman and Managing Director and Dr. Renuka David, Whole-time Director of the Company are also Directors in RPF
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	<p>The transactions involve the following:</p> <ol style="list-style-type: none"> 1. Availing of Security Services (Security Guards, Gun Men, Driver) through a Service Agreement proposed for a term of three years, FY 2023-24 aggregating up to Rs. 376 million, FY 2024-25, aggregating up to Rs. 470 million and FY 2025-26 aggregating up to Rs. 590 million 2. Leasing, Fleet Management & Operations of Cash Vans, Vehicles, and Generators through an agreement, proposed for a term of three years. FY 2023-24 aggregating up to Rs. 415 million and FY 2024-25 aggregating up to Rs. 520 million and FY 2025-26 aggregating up to Rs. 650 million 3. Lease of Office Premises in accordance with the terms of sub-lease agreement dated March 30, 2021. Lease Rentals payable for FY 2023-24 aggregating up to Rs. 9.3 million, for FY 2024-25, aggregating up to Rs. 9.8 million and for FY 2025-26, aggregating up to Rs. 10.3 million.
d.	Value of Transaction	<p>Aggregate value of transactions for each of the financial years are as follows:</p> <p>FY 2023-24 – up to Rs. 800 million FY 2024-25 – up to Rs. 1,000 million FY 2025-26 – up to Rs. 1,250 million</p>
e.	Percentage on annual estimated turnover for FY 2022-23 (<i>base year</i>) as the immediately preceding financial year	<p>FY 2023-24 – up to 23% FY 2024-25 – up to 29% FY 2025-26 – up to 36%</p> <p><i>(The percentages have been calculated, considering the estimated turnover of FY 2022-23, as the base and should in no way be construed as guidance on likely revenues)</i></p>
2.	Justification for the transaction	<ol style="list-style-type: none"> 1. The proposed transactions are integral to the conduct of cash -in- transit business of the Company 2. RPF as a specialized security services agency run by Ex-servicemen and professionals has the requisite expertise to provide the reliable services 3. As the transaction are between entities of the same group, the Company would be able to ensure consistent flow of resources of desired services standards and quality seamlessly <p>In addition to the above, please refer to “Background, details and benefits of the transaction” for further details of the proposed transactions which is given above</p>

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3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	(i) details of the source of funds in connection with the proposed transaction	Not Applicable
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and tenure	Not Applicable
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the Shareholder	Not Applicable
5.	Any other information that may be Relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Arm's length pricing:

The related party transaction(s)/contract(s)/arrangement(s) mentioned in this proposal will be entered into on an arm's length basis and also qualifies as transactions under ordinary course of business.

RPF charges the Company for its services with respect to providing Security Services (Gun Men, Drivers, and Security Guards) and Leasing of Specially Fabricated Cash Vans, Fleet operating and maintenance charges etc. on a cost plus mark-up rate which are as per industry standard and considered on an arm's length basis. Further, the lease rental being paid for using a portion of the office premises are based on the sub-lease agreement entered into between RPF and the Company on an arm's length basis considering the terms of similar transactions prevailing in the market involving unrelated parties.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve Resolution No. 3.

Col. David Devasahayam, Chairman and Managing Director, Dr. Renuka David, Whole-time Director their respective relatives are considered interested in this item.

None of the other Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, in the Resolution No. 3 of the Notice. The Board recommends the relevant ordinary resolution set forth at Resolution No. 3 in the Notice for the approval of the Members.

By Order of the Board of Directors

Sd/-

Col David Devasahayam

Chairman and Managing Director

DIN: 02154891

Chennai

February 18, 2023