

# Notice

## Notice to Members

**NOTICE** is hereby given that the 18<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Monday, 11<sup>th</sup> day of September 2023, at 03:00 p.m. through Video Conferencing / Other Audio-Visual Means (VC/OAVM) to transact the following businesses:

### ORDINARY BUSINESSES:

#### 1. Adoption of financial statements

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

To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.

#### 2. Declaration of Dividend

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

To confirm the payment of Interim Dividend of ₹1/- per equity share of face value of ₹1/- each (100%) and to declare a Final Dividend of ₹2/- per equity share of face value of ₹1/- each (200%) for the financial year ended March 31, 2023

#### 3. Appointment of Dr Renuka David (DIN: 02190575) as Director, liable to retire by rotation

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

To appoint a Director in place of Dr Renuka David (DIN: 02190575) who retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESSES:

#### 4. To re-appoint Col. David Devasahayam (DIN: 02154891) as Managing Director of the Company for a period of 5 years

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

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with, Schedule V of the Act, the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment there to or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for re-appointment and the terms of remuneration of Col. David Devasahayam (DIN:

02154891) as the Managing Director of the Company for a period of five years with effect from October 26, 2023 to October 25, 2028 as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Col. David Devasahayam.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to herein after include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

#### 5. To re-appoint Dr. Renuka David (DIN: 02190575) as Whole-time Director of the Company for a period of 5 years

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

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V of the Act, the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment there to or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to re-appoint Dr. Renuka David (DIN: 02190575) as Whole-time Director of the Company for a period of 5 years with effect from October 26, 2023 to October 25, 2028 as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of her appointment), with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Dr. Renuka David.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to herein after include any Committee of the Board constituted to

exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

By Order of the Board of Directors  
**For Radiant Cash Management Services Limited**

**Nithin Tom**

Place: Chennai  
 Date: August 08, 2023

Company Secretary  
 A53056

## NOTES

1. The Ministry of Corporate Affairs ('MCA') has vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020 read with circular dated December 28, 2022 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/ DDHS/P/CIR/2022/62 dated May 13, 2022 (collectively referred as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing /Other Audio Visual Means ("VC/ OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 18<sup>th</sup> AGM of the Company is being held through VC/ OAVM. The Corporate Office of the Company shall be deemed to be the venue for the 18<sup>th</sup> AGM.
2. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice. However, pursuant to Section 112 and Section 113 of the Act, representatives of the Members may be appointed for participating in the AGM through VC / OAVM and for voting through remote e-voting or e-voting during the AGM. Institutional shareholders/ corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are requested to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote and Demat Account details, to the Scrutinizer by e-mail at [secretarial@sandeep-cs.in](mailto:secretarial@sandeep-cs.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and to the Company at [investorrelations@radiantcashlogistics.com](mailto:investorrelations@radiantcashlogistics.com)
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 and 5 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 3 to 5 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also enclosed as Annexure – A.
5. The Register of Members and share transfer books of the Company will remain closed from **Tuesday, September 05, 2023 to Monday, September 11, 2023** (both days inclusive), for the purpose of reckoning the entitlement of dividend for the Financial Year ended March 31, 2023 and for the purpose of the 18th AGM.
6. The Board of Directors have recommended final dividend of ₹2/- per equity share of ₹1/- each for the financial year ended March 31, 2023. The Dividend as recommended by the Board of Directors, if declared at the AGM will be paid on or after **September 19, 2023**, to those Members, whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on **Monday, September 04, 2023**
7. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their valid PAN with the DPs (if shares held in dematerialized form) and the Company/RTA (if shares are held in physical form).
8. A Resident individual shareholder with PAN and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax, as the case may be, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to our RTA, Link Intime India Private Limited to its email address: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or to the Company to its email address: [investorrelations@radiantcashlogistics.com](mailto:investorrelations@radiantcashlogistics.com) by, September 01, 2023. Shareholders are requested to note that in case their PAN is not registered or having invalid PAN or Specified Person as defined under Section 206AB of the Income-tax Act, the tax will be deducted at a higher rate prescribed under Section 206AA or 206AB of the Income-tax Act, as applicable. Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax

residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents by e-mail to our RTA, Link Intime India Private Limited to its email address: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or to the Company to its email address: [investorrelations@radiantcashlogistics.com](mailto:investorrelations@radiantcashlogistics.com) by September 04, 2023

9. Members of the Company are requested to note that as per the provisions of Section 124 of the Companies Act, 2013, dividends not encashed/ claimed by the Members of the Company, within a period of 7 (seven) years from the date of declaration of dividend, shall be transferred to the Investor Education and Protection Fund (IEPF) by the Company. Further, pursuant to the provisions of Section 124 of the Companies Act, 2013 and Investor Education and Protection Fund Authority Rules, 2016 (IEPF Rules), all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF suspense account (in the name of the Company) within 30 (thirty) days of such shares becoming due for transfer to the Fund.
  10. Members who have not encashed / claimed the dividends so far are, therefore, requested to make their claims to the Company / RTA, well in advance of the above mentioned timelines. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on 31<sup>st</sup> March, 2023 on the website of the Company at <https://radiantcashservices.com/investor-support/>
  11. In line with the MCA Circular dated May 5, 2020 and January 13, 2021 and SEBI Circular dated May 12, 2020 and January 5, 2023 the Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories and the same will also be available on the Company's website [www.radiantcashservices.com](http://www.radiantcashservices.com), the websites of Stock Exchanges i.e.: BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of National Securities Depository Limited ('NSDL') at <https://www.evoting.nsdl.com/>.
- In view of the exemptions provided, no physical or hard copies of the Notice and Annual Report will be sent to Members who have not registered their e-mail addresses with the Company/RTA. However, in line with SEBI circular dated 5<sup>th</sup> January 2023, hard copy of Annual Report will be sent to the shareholders who request for the same. A request in this regard, can be made by sending an email to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or [investorrelations@radiantcashlogistics.com](mailto:investorrelations@radiantcashlogistics.com).
12. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company at [investorrelations@radiantcashlogistics.com](mailto:investorrelations@radiantcashlogistics.com). The same will be replied by the Company suitably.
  13. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
  14. Registration / updation of name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code. Shareholders are advised to follow the procedure given below:
    - a. Shareholders holding Shares in Physical Mode: Through the Registrar and Share Transfer Agent ("RTA") of the Company viz. Link Intime India Private Limited by sending request to Company's RTA on [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or to the Company at [investorrelations@radiantcashlogistics.com](mailto:investorrelations@radiantcashlogistics.com). It is mandatory for the physical shareholders to update PAN, Address, Email ID, Mobile No., Bank account details (KYC details) and Nomination details with Link Intime India Private Limited, Registrar and Transfer Agent (RTA) / Company.
    - b. Shareholders holding Shares in Dematerialized Mode: Such Shareholders are requested to update the details through the relevant Depository Participant(s). Those shareholders who are holding shares in dematerialised mode are requested to ensure that aforesaid KYC details and nomination are updated with their depository participants.
  15. Issue of securities in Demat mode and Demat of shares SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, while making any service request, Members are requested to submit duly filled and signed Form ISR - 4, the format of which is available on the Company's website at <https://radiantcashservices.com/investor-support/> and on the website of the Company's Registrar

and Transfer Agents, Link Intime India Private Limited at <https://web.linkintime.co.in/> . It may be noted that any service request can be processed only after the folio is KYC Compliant. Hence, the members are once again requested to update their KYC details as specified in point above.

16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act as required under the SEBI Regulations will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will also be available for electronic inspection by the members up to the date of AGM, i.e. September 11, 2023. Members seeking to inspect such documents can send an email to [investorrelations@radiantcashlogistics.com](mailto:investorrelations@radiantcashlogistics.com).

17. Voting through electronic means:

- a. The remote e-voting facility will be available during the following voting period:

**Commencement of remote e-voting: Thursday, 7<sup>th</sup> day of September, 2023 at 09:00 a.m. (IST) and**

**End of remote e-voting: Sunday, 10<sup>th</sup> day, September, 2023 at 05:00 p.m. (IST).**

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **September 04, 2023** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.

- b. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means ("e-voting"). The Company has engaged the services of NSDL as the agency to provide e-voting facility. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and

for members who have not registered their email addresses is provided in the instructions given below.

- c. The Board has appointed Mr. S Sandeep (FCS 5853 /COP 5987), Managing Partner of M/s. S Sandeep and Associates, Company Secretaries, as Scrutinizer to scrutinize the remote e-voting and e-voting process during the AGM in a fair and transparent manner in terms of the requirements of the Act and the rules made there under, and he has communicated his eligibility and willingness to be appointed as Scrutinizer and given his consent for the same and will be available for the said purpose.
- d. The Result of remote e-voting and e-voting shall be declared within two working days from conclusion of the AGM and subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of this AGM, that is, 11<sup>th</sup> day, September, 2023.
- e. The Results of voting declared along with Scrutinizer's Report will be published on the website at <https://www.radiantcashservices.com> and on Service Provider's website at <https://www.evoting.nsdl.com/> within two working days from the conclusion of the AGM and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited.

#### **i. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

##### **How do I 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**

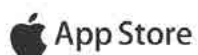
##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

#### **B) Login Method for e-Voting and joining virtual meeting 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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
  - 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'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

number/folio number, your PAN, your name and your registered address etc.

- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

- Now, you will have to click on "Login" button.

- After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 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 and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- 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](http://www.evoting.nsdl.com).
- Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account

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
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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.

#### **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](mailto:secretarial@sandeep-cs.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and to the Company at [investorrelations@radiantcashlogistics.com](mailto:investorrelations@radiantcashlogistics.com). 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](http://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](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Asst. Vice President – NSDL or Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**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](mailto: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](mailto: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 and joining virtual meeting for Individual shareholders holding securities in demat mode](#).

#### **ii. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is casted by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
4. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e, September 04, 2023 only shall be entitled to avail the facility of remote e-voting or for e-voting during the AGM. A person, who is not a member as on the cut-off date, should treat the Notice for information purpose only.
5. Members who have acquired shares after the dispatch of the Annual Report may approach NSDL for issuance of the User ID and Password for exercising their right to vote by electronic means.
6. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

#### **iii. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- a. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/



OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- b. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- c. While all efforts would be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- d. Members who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [investorrelations@radiantcashlogistics.com](mailto:investorrelations@radiantcashlogistics.com). The same will be replied by the company suitably.
- e. Members who would like to express their views or ask questions may also choose to register themselves to speak at the AGM, by sending an email to the Company at [investorrelations@radiantcashlogistics.com](mailto:investorrelations@radiantcashlogistics.com). The Speaker Registration will be open during **September 05, 2023 (09:00 a.m. IST) till September 07, 2023 (05:00 p.m. IST)**. Only those members who are registered will be allowed to express their views or ask questions. Please note that, questions will be answered only if the member continues to hold the shares as of cut-off date. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

- f. Members who need technical assistance before or during the AGM can contact NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on toll free nos : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Asst. Vice President – NSDL or Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **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 Item No. 4 & 5 of the accompanying Notice:

#### **Item No. 4: Re-Appointment of Col. David Devasahayam (DIN: 02154891) as Managing Director of the Company for a period of 5 years**

Col. David Devasahayam was appointed as the Managing Director (CMD) of the Company with effect from 26<sup>th</sup> October 2018, for a period of 5 years and his present tenure will end on 25<sup>th</sup> October 2023.

The Board of Directors, at its meeting held on August 08, 2023, based on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Col. David Devasahayam for a further period of 5 year with effect from October 26, 2023 to October 25, 2028, subject to approval of the Members. Col. David Devasahayam has confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164(1), 164(2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company.

Col. David Devasahayam who founded the Company has been instrumental in the growth and success of the Company. Under his leadership the Company has grown manifold and also successfully got its equity shares listed in both the Stock Exchanges viz., National Stock Exchange of India Ltd (NSE) and BSE Ltd during the financial year 2022-23. Considering the rich experience and domain expertise of Col. David Devasahayam, the Board of Directors of the Company felt it is highly desirable for the Company to re-appoint Col. David Devasahayam for a further period of five years to enable the Company to avail his rich experience and expertise to take forward its growth journey.

Col David Devasahayam is drawing same remuneration of ₹20 million per annum, from FY 2015-16 onwards. It is proposed to retain the remuneration at the same level now.

The main terms and conditions of re-appointment of Col. David Devasahayam are provided below.

**A. TENURE OF APPOINTMENT:** Five years with effect from October 26, 2023.

**B. REMUNERATION**

- a. Basic Salary: - Basic Salary of ₹10,00,000 per month;
- b. Other Allowances:  
Other allowances of ₹.6,66,667 per month;

### C. MINIMUM REMUNERATION

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites, Allowances and Commission subject to such further approvals as may be required

Details of Col. David Devasahayam, including nature of his expertise, as required to be disclosed pursuant to Reg. 36 (3) of the SEBI (LODR) Regulations 2015 and Secretarial Standards – 2 is annexed as **Annexure – A**.

Col. David Devasahayam and Dr Renuka David are related to each other as spouse and are considered interested in this resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives is/are in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 of the accompanying Notice.

Accordingly, your directors recommend the special resolution in item no. 4 for approval by the shareholders.

### **Item No. 5: Re- appointment of Dr. Renuka David (DIN: 02190575) as Whole-time Director of the Company for a period of 5 years**

Dr. Renuka David was appointed as a Whole-time Director of the Company with effect from 26<sup>th</sup> October 2018, for a period of 5 years and her present tenure will end on 25<sup>th</sup> October 2023.

The Board of Directors, at its meeting held on August 08, 2023, based on the recommendation of the Nomination and Remuneration Committee, approved re-appointment of Dr. Renuka David for a further period of 5 year with effect from 26<sup>th</sup> October, 2023 to 25<sup>th</sup> October, 2028 subject to approval of the Members. Dr. Renuka David has confirmed that she is not disqualified from being appointed as Director, in terms of the provisions of Section 164(1), 164(2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given her consent to act as a Director of the Company.

Dr. Renuka David has been playing key role in the growth of the Company and contributed immensely to the growth of the Company. Considering her rich experience, and contribution to the growth of the Company, the Board of Directors of the Company felt it highly desirable for the Company to re-appoint Dr. Renuka David for a further period to enable the Company to avail her rich experience and expertise to continue its growth journey.

Dr. Renuka David is drawing the same remuneration of ₹3.6 million per annum, from FY 2015-16 onwards. It is proposed to retain the remuneration at the same level now.

The main terms and conditions of appointment of Dr. Renuka David are provided below.

**A. TENURE OF APPOINTMENT:** Five years with effect from October 26, 2023.

### **B. REMUNERATION**

- a. Basic Salary: - Basic Salary of ₹1,80,000 per month;
- b. Other Allowances:

Other allowances of ₹1,20,000 per month;

### **C. MINIMUM REMUNERATION**

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites, Allowances and Commission subject to such further approvals as may be required

Further details of Dr. Renuka David, including nature of his expertise, as required to be disclosed pursuant to Reg. 36 (3) of the SEBI (LODR) Regulations 2015 and Secretarial Standards – 2 is annexed as **Annexure – A**.

Dr Renuka David and Col. David Devasahayam are related to each other as spouse and are considered interested in this resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives is/are in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 5 of the accompanying Notice.

Accordingly, your directors recommend the special resolution in item no. 5 for approval by the shareholders.

**By Order of the Board of Directors  
For Radiant Cash Management Services Limited**

**Nithin Tom**

Company Secretary  
A53056

Place: Chennai  
Date: August 08, 2023

## Annexure – A

Disclosure pursuant to Regulation 36 of SEBI (LODR) Regulations a brief resume and a statement as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings

Name of Director	Col. David Devasahayam
DIN	02154891
Date of Birth (Age)	March 21, 1960 (63)
Qualifications	<ul style="list-style-type: none"> <li>· B.Sc from Jawaharlal Nehru University,</li> <li>· M.Sc. in Defense Studies from University of Madras.</li> <li>· Post Graduate Studies on the 49<sup>th</sup> Staff Courses from Defence Services Staff College, Wellington, India.</li> <li>· Completed the 44<sup>th</sup> Session of the Owner/President Management Program at Harvard Business School</li> </ul>
Experience / Expertise in specific functional areas	<ul style="list-style-type: none"> <li>· Served in the Indian Army for over twenty five years.</li> <li>· 18 years of experience in relation to his professional association with the Company.</li> <li>· Expertise in functional areas of Business Operations, Corporate Governance, Strategy &amp; Planning etc..</li> </ul>
Terms and conditions of appointment / reappointment	Re-Appointment as the Managing Director for a further period of five years commencing from October 26, 2023. Terms and conditions of his appointment and proposed remuneration are specified in the resolution and explanatory statement annexed to this notice
Remuneration sought to be paid	Details of remuneration sought to be paid are detailed in Explanatory Statement – Item No. 4
Remuneration last drawn (for financial year 2022-23)	₹ 20.00 million
Date of first appointment on the Board	23/03/2005
Shareholding in the Company	5,22,35,575 shares
Relationship with other Directors, Manager and KMP of the Company	Spouse of Dr. Renuka David, Whole-time Director
Number of Board Meetings attended during the Financial Year 2022-23	Nine
Other Directorships,	<ul style="list-style-type: none"> <li>· Radiant Business Solutions Private Limited</li> <li>· Radiant Protection Force Private Limited</li> <li>· Radiant Medical Services Private Limited</li> <li>· Radiant Integrity Techno Solution Private Limited</li> <li>· Radiant Content Creations Private Limited</li> <li>· Renuka Management Services LLP – Partner</li> <li>· Radiant Foundation – Trustee</li> </ul>
Membership/Chairmanship of Committees of other Boards	Nil
Listed Entities from which he/she has resigned as Director in past 3 years	Nil

Disclosure pursuant to Regulation 36 of SEBI (LODR) Regulations a brief resume and a statement as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings

Name of Director	Dr. Renuka David
DIN	02190575
Date of Birth (Age)	May 2, 1965 (58)
Qualifications	<ul style="list-style-type: none"> <li>· MBBS degree from Bharathiar University.</li> <li>· PhD (HC) from The American University for Global Peace in USA</li> </ul>
Experience / Expertise in specific functional areas	<ul style="list-style-type: none"> <li>· 18 years of professional association with the Company.</li> <li>· Expertise in functional areas of Business Operations, Strategy &amp; Planning.</li> </ul>
Terms and conditions of appointment / reappointment	Re-Appointment as the Whole-time Director for a period of five years commencing from October 26, 2023. Terms and conditions of her re-appointment and proposed remuneration are specified in the resolution and explanatory statement annexed to this notice
Remuneration sought to be paid	Details of remuneration sought to be paid are detailed in Explanatory Statement – Item No. 5
Remuneration last drawn (for financial year 2022-23)	₹ 3.60 million
Date of first appointment on the Board	23/03/2005
Shareholding in the Company	85,00,000 shares
Relationship with other Directors, Manager and KMP of the Company	Spouse of Col David Devasahayam, Chairman & Managing Director of the Company
Number of Board Meetings attended during the Financial Year 2022-23	Eight
Directorships held in other companies	<ul style="list-style-type: none"> <li>· Radiant Business Solutions Private Limited</li> <li>· Radiant Protection Force Private Limited</li> <li>· Radiant Medical Services Private Limited</li> <li>· Radiant Integrity Techno Solution Private Limited</li> <li>· Radiant Content Creations Private Limited</li> <li>· Radiant Foundation - Trustee</li> </ul>
Membership/Chairmanship of Committees of other Boards	Nil
Listed Entities from which he/she has resigned as Director in past 3 years	Nil

For additional details on attendance at meetings, remuneration drawn and relationship with other directors and key managerial personnel, in respect of the above Directors, please refer to the Corporate Governance Report which is a part of the Annual Report.