

Notice to Members

NOTICE is hereby given that the 19th Annual General Meeting of the Members of **Radiant Cash Management Services Limited** ("the Company") will be held on **Thursday, September 05, 2024, at 03:00 p.m.** through Video Conferencing / Other Audio-Visual Means (VC/OAVM) to transact the following businesses:

ORDINARY BUSINESSSES:

1. Adoption of Audited Standalone Financial Statements together with the Reports of the Board of Directors and the Auditors thereon.

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2024, and the reports of the Board of Directors and Auditors thereon

2. Adoption of Audited Consolidated Financial Statements together with the Reports of the Auditors thereon.

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2024, and the report of the Auditors thereon

3. Declaration of Dividend

To declare a final dividend of ₹2.5/- per equity share of face value of ₹1/- each (250%) for the financial year ended March 31, 2024

4. Re-appointment of Mr. Ayyavu Palanichamy Vasanthakumar (DIN: 02069470) as a director who is liable to retire by rotation

To re-appoint Mr. Ayyavu Palanichamy Vasanthakumar (DIN: 02069470), who retires by rotation and being eligible, offers himself for re-appointment as a Director, liable to retire by rotation

SPECIAL BUSINESS

5. Re-appointment of Ms. Jayanthi (DIN: 09295572), who has attained the age of 75 years as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the SEBI Listing Regulations and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any amendments thereto or re-enactment thereof, for the time being in force) approval of the members of the Company be and is hereby accorded for the re-appointment of Ms. Jayanthi (DIN: 09295572) who has attained the age of 75 years as an Independent Director of the Company for a second term.

RESOLVED FURTHER THAT the Board or any committee of directors or executives / officers of the Company authorised by them, be and are hereby authorised to do all such acts, deeds, matters and things and execute such documentation as may be necessary to give effect to this Resolution."

6. Re-appointment of Ms. Jayanthi as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force, **Ms. Jayanthi** (DIN : 09295572), who was appointed as an Independent Director of the Company for a term of 3 (Three) consecutive years commencing from September 06, 2021 to September 05, 2024 (both days inclusive) and who being eligible for re-appointment as an Independent Director, has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby reappointed as an Independent Director of the Company for a second term for 3 (three) consecutive years, with effect from September 06, 2024 to September 05, 2027 (inclusive of both the days) and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board or any committee of directors or executives / officers of the Company authorised by them, be and are hereby authorised to do all such acts, deeds, matters and things and execute such documentation as may be necessary to give effect to this Resolution."

7. Re-appointment of Lt. Gen. Devraj Anbu as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force, **Lt Gen Devraj Anbu** (DIN: 09295593), who was appointed as an Independent Director of the Company for a term of 3 (Three) consecutive years commencing from September 06, 2021 to September 05, 2024 (both days inclusive) and who being eligible for re-appointment as an Independent Director, has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby reappointed as an Independent Director of the Company for a second term of 3 (Three) consecutive years with effect from September 6, 2024 to September 5, 2027 (inclusive of both the days) and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board or any committee of directors or executives / officers of the Company authorised by them, be and are hereby authorised to do all such acts, deeds, matters and things and execute such documentation as may be necessary to give effect to this Resolution."

8. Re-appointment of Mr Ashok Kumar Sarangi as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force, **Mr Ashok Kumar Sarangi** (DIN: 09041162), who was appointed as an Independent Director of the Company for a term of 3 (Three) consecutive years commencing from September 23, 2021 to September 22, 2024 (both days

inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby reappointed as an Independent Director of the Company for a second term of 3 (Three) consecutive years with effect from September 23, 2024 to September 22, 2027 (inclusive of both the days) and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board or any committee of directors or executives / officers of the Company authorised by them, be and are hereby authorised to do all such acts, deeds, matters and things and execute such documentation as may be necessary to give effect to this Resolution."

9. Authorization to the Board of Directors to advance any loan, give any guarantee or to provide any security under section 185 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, sanction and permissions as may be necessary and in accordance with Memorandum and Articles of Association of the Company, the consent of the members of the Company 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, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by **Radiant Protection Force Private Limited**, (RPF) up to a sum not exceeding **Rs. 100 million (Rupees Hundred Million only)** at any point in time provided that such loan and/or guarantee(s) and/or security(ies) is /are utilized by RPF for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and take all steps as may be necessary including without limitation, the

determination of the terms and conditions of the loan and /or guarantee including among others things, the security for repayment, tenure of loan, tranches, interest rate and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regards and /or to settle all questions, difficulties or doubts that may arise at any stage from time to time including amendment of the terms and conditions at which the loan is granted or security is provided as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek further consent or approval of the Members or otherwise."

10. To consider and approve related party transactions 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 the provisions of Section 188 and other applicable provisions if any of the Companies Act, 2013 ("Act") read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), the Company's Policy on Related Party Transaction(s) and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and on the basis of the approval of the Audit Committee and recommendation of 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), the consent of the members of the Company be and is hereby accorded to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any Financial Assistance/Loan taken/to be taken/availed/to be availed by **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 up to a sum not exceeding **Rs. 100 million (Rupees Hundred Million only)** at any point in time provided that such loan and/or guarantee and/or security to RPF shall only be utilized by it for the purpose of its principal business.

RESOLVED FURTHER THAT the Board, 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, 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
For Radiant Cash Management Services Limited**

Nithin Tom

Company Secretary
A53056

Place: Chennai
Date: August 07, 2024

NOTES

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020 along with subsequent circulars issued in this regard and the latest dated September 25, 2023 (collectively referred to as 'MCA Circulars'), permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility / Other Audio Visual Means ('OAVM') without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Master Circular dated July 11, 2023 read with Circular dated October 7, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard have provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), the SEBI Listing Regulations and MCA Circulars, the 19th AGM of the Company is being held through VC/ OAVM on Thursday, September 05, 2024 at 03:00 p.m. (IST). The Corporate Office of the Company shall be deemed to be the venue for the 19th 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 with a copy marked to evoting@nsdl.co.in and to the Company at investorrelations@radiantcashlogistics.com

3. The Members can join the AGM in the VC/OAVM mode 15 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.
4. The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
7. The Register of Members and share transfer books of the Company will remain closed from **Friday, August 30, 2024** to **Thursday, September 5, 2024** (both days inclusive), for the purpose of reckoning the entitlement of dividend for the Financial Year ended March 31, 2024 and for the purpose of the 19th AGM.
8. The Board of Directors have recommended final dividend of ₹2.5/- per equity share of ₹1/- each for the financial year ended March 31, 2024. The Dividend as recommended by the Board of Directors, if declared at the AGM will be paid on or after **September 18, 2024**, 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 **Thursday, August 29, 2024**
9. 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. 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).
10. 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 or to the Company to its email address: investorrelations@radiantcashlogistics.com by, August 30, 2024. You may also raise an email query using following link: https://liiplweb.linkintime.co.in/rnthelpdesk/Service_Request.html. 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 or to the Company to its email address: investorrelations@radiantcashlogistics.com by August 30, 2024. You may also raise an email query using following link: https://liiplweb.linkintime.co.in/rnthelpdesk/Service_Request.html
11. Members of the Company are requested to note that as per the provisions of Section 124 of the Companies Act, 2013, dividends not en-cashed/ 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.

12. 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 31st March, 2024 on the website of the Company at <https://radiantcashservices.com/investor-support/>
13. 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 2023-24 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, the websites of Stock Exchanges i.e.: BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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 5th 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 or investorrelations@radiantcashlogistics.com.
14. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's Website at www.radiantcashservices.com.
15. 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. The same will be replied by the Company suitably.
16. 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.

17. 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) For shares held in electronic form: to their DPs.
 - (b) For shares held in physical form: The following details/documents should be sent to the Company's RTA latest by **Wednesday, August 28, 2024**.
 - i. Form ISR-1 along with supporting documents.

The said form is available on the website of the Company at: www.radiantcashservices.com and on the website of the RTA at <https://linkintime.co.in/home-KYC.html>
 - ii. Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly.
 - iii. Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.
 - iv. Self-attested copy of the PAN Card of all the holders; and
 - v. Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.
18. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/ POD- 1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details. Further, Members are requested to refer to process detailed on <https://linkintime.co.in/home-KYC.html> and proceed accordingly.

Shares held in electronic form: Members holding shares in electronic form may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accede to any direct request from such Members for change/addition/ deletion in such bank

details. Accordingly, Members holding shares in electronic form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs by **Wednesday, August 28, 2024.**

The Members holding shares in electronic form who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration/incomplete registration of Bank details, the Company shall dispatch the demand draft to such Members. Further, please note that instructions, if any, already given by the Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

19. 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 www.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. You may also raise an email query using following link: https://liiplweb.linkintime.co.in/rnthelpdesk/Service_Request.html
20. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said forms can be downloaded from the website of the Company at <https://radiantcashservices.com/investor-support/>. Members are requested to submit the requisite form to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio no.
21. 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. Thursday, September 05, 2024. Members seeking to inspect such documents can send an email to investorrelations@radiantcashlogistics.com.

22. Voting through electronic means:

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

Commencement of remote e-voting: Monday, 02nd day of September, 2024 at 09:00 a.m. (IST) and

End of remote e-voting: Wednesday, 04th day, September, 2024 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. **Thursday August 29, 2024** 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, 05th day, September, 2024.

- 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.
23. In case of joint shareholders, only such joint holder whose name is appearing first in the Register of Members will be entitled to vote at the AGM
24. Members who have acquired shares after the dispatch of this Notice and before the cut-off date i.e.: Thursday, August 29, 2024, may approach the Company/ RTA for issuance of User ID and Password for exercising their votes by electronic means.

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"> 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 or joining virtual meeting & voting during the meeting. 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 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 **App Store**  **Google Play**



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<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 or joining virtual meeting & 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. 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.
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 evoting@nsdl.com or call at 022 - 4886 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 helpdesk.evoting@cdslindia.com 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:

- a) If you are already registered for e-Voting, then you can use 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.com 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. 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".
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.com and to the Company at 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 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: 022 - 4886 7000 or send a request to Mr. Amit Vishal, Asst. Vice President – NSDL or Ms. Pallavi Mhatre, Senior Manager at 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.
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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the

EGM/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.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. 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 the same will be replied by the company suitably.
6. 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. The Speaker Registration will be open from **August 30, 2024 (09:00 a.m. IST) to September 01, 2024 (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.
7. Members who need technical assistance before or during the AGM can contact NSDL at evoting@nsdl.co.in or call on toll free nos : 022 - 4886 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

EXPLANATORY STATEMENT U/S. 102(1), COMPANIES ACT, 2013

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), given hereunder sets out all the material facts relating to the Special Business mentioned at

Item Nos. 5 to 10 of the accompanying Notice dated August 07, 2024

Item Nos. 5, 6, 7 & 8

Pursuant to the provisions of Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Jayanthi (DIN: 09295572) and Lt. Gen. Devraj Anbu (DIN: 09295593) were appointed as Independent Directors of the Company, by the Members at the 16th AGM of the Company, held on September 20, 2021, for a period of three consecutive years commencing from September 6, 2021 to September 5, 2024.

Mr. Ashok Kumar Sarangi (DIN: 09041162) was appointed as Independent Director, at the EGM held on September 23, 2021 for a period of three consecutive years commencing from September 23, 2021 to September 22, 2024.

Ms. Jayanthi and Lt. Gen. Devraj Anbu holds office as Independent Directors up to the date of ensuing AGM, ie. September 05, 2024 and Mr. Ashok Sarangi holds office till September 22, 2024. Upon completion of their first term, they are eligible for re-appointment as Independent Directors, on the Board of the Company for a second term upto 5 (five) consecutive years, subject to the approval of the Members by a Special Resolution.

Further, as per the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), appointment or continuation of a Non- Executive Director after attaining the age of 75 years requires approval of Members of the Company by way of Special Resolution.

In terms of Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a Special Resolution.

The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation of Ms. Jayanthi, Lt. Gen Anbu and Mr. Sarangi during their first term of 3 (three) years and considering their knowledge, acumen, expertise, experience, time commitment and contribution to the Company, recommended to the Board, for their reappointment for a second term of 3 (three) consecutive years. The NRC and the Board also noted that they possesses appropriate skills, experience, knowledge and capabilities required for the role as Independent Directors and considers that given the background and experience of Ms. Jayanthi (77 years) of age, Lt. Gen. Anbu (64 years) and Mr. Sarangi (65 years), their continued association would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors.

The Company has received all statutory disclosures / declarations from Ms. Jayanthi, Lt. Gen Anbu and Mr. Sarangi, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),

- (ii) Intimation in Form DIR 8, in terms of the Appointment Rules to the effect that they are not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Regulation 16(1) of SEBI Listing Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that they are not debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) Confirmation that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge duties as Independent Directors of the Company;
- (vi) Notice in writing by member proposing their candidature under Section 160(1) of the Act; and
- (vii) Confirmation that they are in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs

In the opinion of the Board, they fulfil the criteria specified in the Act and SEBI Listing Regulations for appointment as Independent Directors and are independent of the management of the Company. In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, and based on the recommendation of NRC the re-appointment of Ms. Jayanthi, Lt. Gen Anbu and Mr. Sarangi as Independent Directors for a second term of three (3) consecutive years each, are being placed before the Members for approval, as set out in item Nos. 5, 6, 7 and 8 of this Notice.

The terms and conditions of the re-appointment of Independent Directors are uploaded on the website of the Company at www.radiantcashservices.com and would also be made available for inspection to the Members of the Company up to the date of the AGM. Any Member who wishes to take inspection may send a request from their registered e-mail address to the Company at investorrelations@radiantcashlogistics.com along with their Name, DP ID & Client ID/Folio No.

A brief profile of the Independent Directors who seek re-appointment are given below:

Ms. Jayanthi holds a bachelor's degree in arts and a master's degree of arts in politics and public administration from the University of Madras. She passed the All-India Civil Services Exam in 1971. Ms. Jayanthi joined our company in 2021, following her illustrious 35-year tenure in the Indian Administrative Services, where she held various significant positions in the Government's Public Department at the Secretariat. She also served as Managing Director of Industries Promotion Corporation of Tamil Nadu Ltd, Collector

of Nilgris District., Special officer at Handloom Weavers Cooperative Society (Cooptex), Chennai, Managing Director of Tamil Nadu Corporation for Development of Women Ltd., Vigilance Commissioner and Commissioner for Administrative Reforms, Chennai in charge and was ranked Chief Secretary to Government. Her illustrious career culminated in her retirement as the Vice Chairperson of the Chennai Metropolitan Development Authority in 2006. Post Retirement 2011-16, Ms. Jayanthi was appointed as Member of the State Human Rights Commission and functioned briefly as the Acting Chairperson of the Commission. Currently she is a member of the Governing Body at Vidyodhaya Girls School, Chennai.

Lt. Gen. (Retd.) Devraj Anbu graduated from the National Defence Academy and Jawaharlal Nehru University. He holds a Bachelor's degree in Arts, along with a Master's degree in Science in Defence Studies from the University of Madras and a Master's of Philosophy in Defence and Management from the School of Defence & Management Studies, Devi Ahilya Vishwavidyalaya Indore. Lt. Gen. Anbu has brought in his exceptional experience of over 35 years in the Indian Army, where he served as the Vice Chief of Army Staff, General Officer Commanding-in-Chief of Northern Command (Army Commander), and General Officer Commanding Corps (Corps Commander). His distinguished service has been recognised with prestigious honours, including the Sena Medal, Yudh Seva Medal, Ati Vishisht Seva Medal, Uttam Yudh Seva Medal, and Param Vishisht Seva Medal.

Mr. Ashok Kumar Sarangi holds a Bachelor's degree of Arts in Political Science from Sambalpur University, a Master's degree of Arts in Political Science from Jawaharlal Nehru University, and a Master's Degree in Philosophy from Jawaharlal Nehru University. With a remarkable tenure of 32 years at the Reserve Bank of India (RBI). During his tenure with RBI, he served in various capacities such as Chief Vigilance Officer, Chief Public Information Officer and Transparency Officer. Mr. Sarangi retired as Chief General Manager (HR) from RBI and served as Member in Advisory Committee of the School for Regulatory Studies and Supervision (SRSS) - NISM, Advisory Committee to frame operational guidelines for Centre for Advanced Financial Research and Learning, Advisory Committee on Education & Training in Indian Institute of Banking & Finance (IIBF) etc. He has been associated with our Company since 2021, bringing his wealth of experience and insights.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided as an Annexure to this Notice.

Except the respective Independent Directors seeking re-appointment, none of the other Directors or Key Managerial Personnel including their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned Resolutions.

The Board commends the Special Resolutions set out at Item Nos. 5, 6, 7 and 8 of the accompanying Notice for approval of the Members.

Item No. 9

Pursuant to the provisions Section 185 of the Companies Act, 2013 ('the Act'), read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the 'Rules') (as amended from time to time), a Company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any Director or any person in whom any of the Director of the company is interested, subject to the condition that prior approval of the members of the Company is obtained by way of a Special Resolution and the loans are utilized by the borrower for its principal business activities.

In view of the above compliance requirements and based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 07th August, 2024 decided to seek the approval of members, for advancing any loan (including any loan represented by a book debt) and/or give guarantee and/ or provide any security in connection with any loan taken by Radiant Protection Force Pvt. Ltd ("RPF"), a Radiant Group entity in which Directors of the Company are interested. Col. David Devashayam, Chairman & Managing Director and Dr. Renuka David, Whole-time Director are promoter directors in RPF and together they hold 100% of the shareholding in RPF.

The members may kindly note that Radiant Cash Management Services Limited (the Company / RCMS) as a cash logistics Company, avails the services of trained and reliable personnel such as Gun Men, Security Guards, Drivers etc., from RPF and uses Specially Fabricated Cash Vans of RPF to ensure safe transport of Cash. These services are an integral part of the cash management business of the Company. Therefore, in order to ensure smooth conduct of operations in RPF, it is proposed to extend necessary support towards the business requirements of RPF by way of advancing any loan (including any loan represented by a book debt) and/or give guarantee and/ or provide any security in connection with any loan taken by RPF, **up to an aggregate limit of Rs. 100 million** at any given point of time. This would enable RPF to avail credit facilities for its working capital requirements and obtain lease financing from various financial institutions, for the purchase of Specially Fabricated Cash Vans.

The members may note that the Board of Directors, would carefully evaluate each proposals and provide such loans, guarantees or security through deployment of funds arising out of internal resources/accruals, from time to time, to be used by the RPF for its principal business activities only. Considering that the proposed transaction are with a related party, the terms and conditions for the loan including any loan represented by a book debt or guarantee given or security provided in connection with any loan taken / to be taken by RPF shall be on arm's length basis and a separate approval for the same under section 188 is sought under item no. 10 of this Notice.

The Board of Directors recommends the resolution as set out in Item No. 9, for obtaining consent of the members of the Company by passing as a **Special Resolution**.

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

None of the other Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, financially or otherwise in the resolution, except to the extent of their directorships and shareholding in the Company (if any).

Item No. 10

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/ to be entered into individually or taken together with the previous transactions during a financial year exceeds 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and on an arm's length basis. Further, subsequent changes which are material in nature in respect of such related party transactions, as already approved by the Members of the Company, are required to be placed before the Members for their approval before such modification are carried out in RPTs

In view of the above compliance requirements, the Company obtained prior approval of members, through a postal ballot on March 23, 2023, for entering into contract(s)/arrangement(s)/ transaction(s) with Radiant Protection Force Private Limited ("RPF") 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, for availing services, in the nature of Security Services of Gun Men/Guards/Drivers, Lease of Vehicles, Generators, Specially Fabricated Cash Vans and to use a portion of office premises sub leased to the Company, subject to the condition that such contract(s)/arrangement(s)/ transaction(s) are being carried out at arm's length and in the ordinary course of business of the Company and RPF.

As the aforesaid transactions approved by the members on an aggregate basis are material, any new contract(s)/ arrangement(s)/ transaction(s) to be entered into with RPF, which are not covered in the earlier approval, will also require fresh approval from the Members of the Company.

Accordingly, based on the approval of the Audit Committee and the recommendation of the Board, the resolution set out in Item No. 10 of the Notice pertaining to advancing any loan (including any loan represented by a book debt) and/or give guarantee and/ or provide any security in connection with any loan taken/to be taken by RPF, is placed for the approval of the Members of the Company, to pass as an **Ordinary Resolution**.

Background, details and benefits of the transaction

Radiant Cash Management Services Limited ("the Company/

RCMS"), as a cash logistics Company, requires services of trained and reliable personnel such as Gun Men, Security Guards Drivers etc., and also uses Specially Fabricated Cash Vans to ensure safe transport of Cash. These services are currently availed from RPF and are an integral part of the cash management business of the Company.

In order to ensure uninterrupted flow services from RPF, it is proposed to extend necessary financial support towards business requirements of RPF, which may arise from time to time. RPF requires Corporate Guarantee from RCMS to avail lease financing from various financial institutions /body corporates, to secure the purchase of Specially Fabricated Cash Vans and financial assistance through loans, to manage its operations. Accordingly, an approval from the shareholders of the Company is sought for advancing any loan (including any loan represented by a book debt) and/or give guarantee and/ or provide any security in connection with any loan taken/to be taken by RPF, for an amount not exceeding **₹100 million (Rupees One Hundred million only)** in aggregate if there is a need arises.

After including the value of the aforesaid transactions proposed, the aggregate value of all transactions with RPF are expected to increase up to Rs. 1,100 million for FY 2024-25 and up to Rs. 1,350 million for FY 2025-26.

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 giving loan / guarantee to RPF.

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

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

SN	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	The transaction involves the following: <ol style="list-style-type: none"> To advance any loan (including any loan represented by a book debt) to RPF to be used for its principle business activities;and/or To give guarantee and/ or provide any security in connection with any loan or credit facilities taken/to be taken by RPF for its principle business activities The aggregate value of the aforesaid transactions shall not exceed Rs. 100 million at any given point of time.
d.	Value of transaction	The aggregate value of loans / guarantee are estimated at Rs. 100 million at any given point of time.
e.	Percentage of annual consolidated turnover of Radiant Cash Management Services Limited. considering FY 2023-24 as the immediately preceding financial year	up to 2.6%
2.	Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the statement to the resolution no. 10

SN	Description	Details
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	Internal resources/accruals
ii.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments	Nil
	- nature of indebtedness;	
	- cost of funds; and tenure	
iii.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<p>Guarantee: Guarantee Commission determined based on market rates will be applicable for the guarantees to be given to RPF</p> <p>Loan: Tenure: up to a maximum of 5 years Interest Rate: at prevailing market interest rate <i>(provided that the rate of interest shall not be lower than the prevailing yield of the Government Security closest to the tenure of the loan)</i> Repayment schedule: As decided by the Board Secured / Unsecured: As decided by the Board</p>
iv.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	For principle business activities of RPF
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 forms part of the ordinary course of business of the company and will be entered on an arm's length basis. The Company proposes to charge guarantee commission determined at market rates, from RPF for the Corporate Guarantee if any issued on behalf of RPF and loans will be provided at prevailing market interest rate, which is not lower than the prevailing yield Government Security closest to the tenure of loan.

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. 10.

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

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 Resolution No. 10 of the Notice. The Board recommends the relevant ordinary resolution set forth at Resolution No. 10 in the Notice for the approval of the Members to pass as an Ordinary Resolution.

ANNEXURE 1

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings]

Name of the Director	Mr. Ayyavu Palanichamy Vasanthakumar	Ms. Jayanthi
DIN	02069470	09295572
Date of Birth	12/05/1977	22/10/1946
Age	47 years	77 years
Date of first appointment on the Board	03/01/2019	06/09/2021
Qualifications	Mr. Vasanthakumar has an MBA from Bharathidasan Institute of Management, Tiruchirappalli and is a Mechanical Engineer from PSG College of Technology, Coimbatore.	Ms. Jayanthi completed her Bachelor's Degree in History and Economics from Stella Maris College and has a Master's degree in Politics and Public Administration from Presidency College, Madras University. She passed the All India Civil Services Exam in the year 1971.
Expertise in specific functional areas	<p>Vasanthakumar is one of the founding members and a Partner at Ascent Capital. He has over two decades of experience in Private Equity and Capital Markets. At Ascent, he monitors portfolio companies across technology, consumer, and ed-tech sectors, where he has deep domain expertise. He also serves on boards of many companies. In addition, he actively engages with the ESG matters of Ascent Capital and helps in research support.</p> <p>Prior to joining Ascent, Mr. Vasanthakumar was part of the investment operations team at UTI, where he was involved in primary market equity and debt investments across sectors including technology and manufacturing.</p> <p>He has work experience relating to venture capital and private equity investments, mergers & acquisitions, valuation studies, fund raising for portfolio companies, primary market equity and debt investments, business plan reviews, and due diligence reviews across various industries</p>	<p>Ms. Jayanthi held various positions during her illustrious civil services career from the year 1972 to 2006. She served as Managing Director of State Industries Promotion Corporation of Tamil Nadu Ltd., Collector of Nilgris District., Special Officer at Handloom Weavers Cooperative Society (Cooptex), Chennai, Managing Director of Tamil Nadu Corporation for Development of Women Ltd., Secretary to Government in various Departments. viz, Information and Tourism Department, Education Department Handlooms, Handicrafts, Textiles and Khadi Department.</p> <p>She served as the Vice – Chairperson at Chennai Metropolitan Development Authority., Chairperson at Tamil Nadu Industrial Investment Corporation and Vigilance Commissioner and Commissioner for Administrative Reforms, Chennai. She was promoted to rank of Chief Secretary To Government in August 2005.</p> <p>Post Retirement Ms. Jayanthi was appointed as Member of the State Human Rights Commission and functioned briefly as the Acting Chairperson of the Commission. Currently she is a member of the Governing Body at Vidyodhaya Girls School, Chennai.</p>

Name of the Director	Mr. Ayyavu Palanichamy Vasanthakumar	Ms. Jayanthi
Skills / Expertise	Business Expertise, Strategy & Planning, Corporate Governance, Finance & Accounts / Audit	Corporate Governance, Finance & Accounts/ Audit, General Administration
Terms and conditions of re-appointment	Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment and shall be liable to retire by rotation.	Re-Appointment as an Independent Director for a second consecutive term of 3 years
Details of remuneration last drawn (FY 2023-24)	Nil	Sitting fees of Rs. 0.61 million
Details of remuneration sought to be paid	Nil	Sitting fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof
Directorships in other Companies / Partnerships (excluding foreign companies)	<ul style="list-style-type: none"> · I-Nurture Education Solutions Private Limited · Fresh to Home Foods Private Limited · Global Creative Sciences Academy Private Limited · Sapiantsages Partners LLP 	NIL
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	NIL	NIL
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NIL	NIL
No. of Board Meetings attended during FY 2023-24	4	4
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	NIL	NIL
No. of shares held:	NIL	NIL
(a) Own		
(b) For other persons on a beneficial basis		

Name of the Director	Let. Gen. Devaraj Anbu	Mr. Ashok Kumar Sarangi
DIN	09295593	09041162
Date of Birth	12/08/1959	15/06/1959
Age	64 Years	65 Years
Date of first appointment on the Board	06/09/2021	23/09/2021
Qualifications	Lt. Gen. Devraj Anbu holds Bachelor of Arts, National Defence Academy (affiliated to JNU, New Delhi, India) Master of Science, Defence Services Staff College (affiliated to Madras University, India), and Master of Philosophy, Army War College (affiliated to Devi Ahilya University, Indore, India)	Mr. Ashok Kumar Sarangi holds a Bachelor's Degree in Political Science from Sambalpur University, Master's degree in Political Science as well as a Master's degree of Philosophy, from Jawaharlal Nehru University.
Expertise in specific functional areas	<p>Lt. Gen. Devraj Anbu, PVSM, UYSM, AVSM, YSM, SM (veteran) was commissioned into Indian Army in June 1980. He has 39 years of organizational leadership experience including leadership assignment at United Nations as International Military observer at United Nations in Namibia and commanded the prestigious Indian Military Training Team at Thimphu, Bhutan. He superannuated in August 2019 while he was the Vice Chief of the Indian Army.</p> <p>Prior to retirement Lt. General Devraj Anbu served as General Officer Commanding - in - Chief (Army Commander) of Northern Command and General Officer Commanding of a prestigious Gajraj Corps in North East Sector. The General Officer has been awarded Sena Medal (Gallantry), Yudh Seva Medal, Ati Vishisht Seva Medal, Uttam Yudh Seva Medal and Param Vishisht Seva Medal in his nearly four decades of illustrious career.</p>	<p>Mr. Ashok Kumar Sarangi joined the Reserve Bank of India ("RBI") as a Direct Recruit - Grade B officer in 1987 and discharged management responsibilities in various functional levels. He has 32 years of experience in various capacities during his tenure with RBI and retired as Chief General Manager (in-charge), Human Resource Management Dept.</p> <p>He served as Chief Vigilance Officer of Reserve Bank of India in two terms (in 2017 and 2019), Chief Public Information Officer and Transparency Officer.</p> <p>Mr. Ashok Kumar Sarangi was also part of various advisory committee such as Member in Advisory Committee of the School for Regulatory Studies and Supervision (SRSS) - NISM, Advisory Committee to frame operational guidelines for Centre for Advanced Financial Research and Learning, Advisory Committee on Education & Training in Indian Institute of Banking & Finance (IIBF) etc.</p>
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Strategy & Planning, Corporate Governance, Finance & Accounts/ Audit	Strategy & Planning, Corporate Governance, Finance & Accounts/ Audit / Banking
Terms and conditions of re-appointment	Re-Appointment as an Independent Director for a period of 3 years	Re-Appointment as an Independent Director for a period of 3 years
Details of remuneration last drawn (FY 2023-24)	Sitting fees of Rs. 0.58 million	Sitting fees of Rs. 0.52 million
Details of remuneration sought to be paid	Sitting fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof	Sitting fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof

Name of the Director	Let. Gen. Devaraj Anbu				Mr. Ashok Kumar Sarangi			
Directorships in other Companies (excluding foreign companies)	1.	Aceware Limited	Fintech Services Private		1.	Aceware Limited	Fintech Services Private	
					2.	Unnayan Bharat Finance Corporation Private Limited		
					3.	Arthimpact Digital Loans Private Limited		
					4.	Arth Platform Technology Private Limited		
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	1.	Chairman - Nomination and Remuneration Committee - Aceware Fintech Services Private Limited			1.	Chairman-Audit committee - Aceware Fintech Services Private Limited.		
	2.	Member - Audit committee - Aceware Fintech Services Private Limited			2.	Member- Nomination and Remuneration Committee Aceware Fintech Services Private Limited		
Listed entities from which the Director has resigned from Directorship in last 3 (three) years			NIL				NIL	
No. of Board Meetings attended during FY 2023-24			4				4	
Inter-se relationship with other Directors and Key Managerial Personnel of the Company			NIL				NIL	
No. of shares held:			Nil				Nil	
(c) Own								
(d) For other persons on a beneficial basis								