



## RADIANT CASH MANAGEMENT SERVICES LIMITED

Regd. Office: No. 28, Vijayaraghava Road, T.Nagar, Chennai - 600 017 Tamil Nadu  
Corp. Office: 4/3 Raju Nagar, 1<sup>st</sup> Street, Okkiyam, Thoraipakkam, OMR, Chennai - 600096  
Phone: 044-4904 4904; Email Id: [investorrelations@radiantcashlogistics.com](mailto:investorrelations@radiantcashlogistics.com)  
CIN: L74999TN2005PLC055748; Website: [www.radiantcashservices.com](http://www.radiantcashservices.com)

### NOTICE OF POSTAL BALLOT

*(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time)*

Dear Members,

Notice is hereby given that, pursuant to the provisions of Sections 108 and 110, and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") and in accordance with the General Circular No. 3/2025 dated September 22, 2025 and other applicable circulars issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as the "MCA Circulars"), the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws, rules, regulations, circulars and notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), if any, for seeking approval of members of Radiant Cash Management Services Limited (the "Company"), for the proposed resolution(s) appended below, through Postal Ballot conducted by means of remote e-voting process to cast their votes electronically ("remote e-voting").

MCA in terms of its General Circulars, has advised the Companies to take all decisions of urgent nature requiring shareholders' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/ e-Voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Shareholders at a common venue. Accordingly, the manner of voting on the proposed resolutions is restricted only to remote e-voting. The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing remote e-voting facility to all its members.

In accordance with the provisions of the MCA Circulars, the Company is sending Postal Ballot Notice (the "Notice") by e-mail to all its members who have registered their email addresses with the Company or depositories / depository participants. Those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Notice. The Notice is also available on the website of the Company at [www.radiantcashservices.com](http://www.radiantcashservices.com).

Members are requested to read the instructions given in the Notes to this Notice so as to cast their vote electronically.

#### Important dates in relation to remote e-voting are given below:

<b>Cut-off date for eligibility for e-voting</b>	February 20, 2026
<b>Commencement of e-voting</b>	February 26, 2026 at 09:00 a.m.
<b>End of e-voting:</b>	March 27, 2026 at 05:00 p.m.
<b>Last date for publishing results of the e-voting</b>	March 30, 2026

The Resolutions, if approved, shall be deemed to have been passed by the members of the Company on the last date of remote e-voting, i.e., on March 27, 2026

The Board of Directors of the Company, appointed Mr. S Sandeep (Membership No. FCS 5853/CP No.5987) of S Sandeep & Associates, Practising Company Secretaries, as the Scrutinizer for conducting the postal ballot, through the e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman, after completion of scrutiny of e-voting. The results shall be declared on or before March 30, 2026 and communicated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") (together the "Stock Exchanges"), National Securities Depository Limited ("NSDL") being the e-voting agency and will also be displayed on the Company's website [www.radiantcashservices.com](http://www.radiantcashservices.com)

## RADIANT CASH MANAGEMENT SERVICES LIMITED

The Explanatory Statement setting out material facts and the reasons/rationale for the subject resolutions, pursuant to the provisions of Section 102 and Section 110 and other applicable provisions of the Act, read with the respective Rules and the MCA Circulars, is annexed herewith which forms part of this Notice.

### RESOLUTIONS FOR APPROVAL THROUGH POSTAL BALLOT:

#### SPECIAL BUSINESSES:

#### **Item No. 1: To approve the Material Related Party Transaction(s) to be entered into with Radiant Protection Force Private Limited (RPF)**

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

**“RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) as amended from time to time, the applicable provisions of the Companies Act, 2013 (‘Act’) and the Rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any) and the Company’s Policy on Related Party Transaction(s) and subject to such other laws, rules and regulations as may be applicable in this regard and pursuant to the approval of the Audit Committee and the Board of Directors, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Radiant Protection Force Private Limited (“RPF”), a related party of the company as per Regulation 2(1)(zb) of the SEBI Listing Regulations and Section 2(76) of Companies Act, 2013 as per the details set out in the explanatory statement, on such terms and conditions as the Board, in its absolute discretion, may deem fit, for an aggregate value up to Rs. 1,250 million during the financial year 2026-27, up to Rs. 1,600 million during the financial year 2027-28 and up to Rs. 2,000 million during the financial year 2028-29, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matter, 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 on it to any Director(s) or any other Officer(s)/Authorised Representative(s) of the Company as it may deem fit and to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).”

**By Order of the Board of Directors**

Chennai  
February 11, 2026

**Nithin Tom**  
Company Secretary  
A53056

**NOTES:**

**1. Explanatory statement:**

An Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”), setting out all material facts and reasons in respect of the resolution set out at Item No. 1 of the Postal Ballot Notice, is annexed hereto

**2. Despatch of Notice:**

In line with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at [www.radiantcashservices.com](http://www.radiantcashservices.com), websites of the 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 National Securities Depository Limited ('NSDL') at <https://www.evoting.nsdl.com/>

**3. Registration of Email Addresses:**

Members who have not registered their email addresses are requested to do so:

- a. In respect of shares held in electronic form, by contacting their respective Depository Participant(s);
- b. In respect of shares held in physical form, by sending an email request to the Company at: [investorrelations@radiantcashlogistics.com](mailto:investorrelations@radiantcashlogistics.com)

**4. e-Voting and Cut-off Date for e-Voting:**

In accordance with the MCA Circulars and applicable provisions of the Act, voting shall be carried out only through the remote e-voting process. Members whose names appear in the Register of Members / List of Beneficial Owners as on **February 20, 2026** (“*Cut-off Date*”) shall be entitled to vote. Accordingly, the Postal Ballot Notice is being sent to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Depositories as on the Cut-off Date.

Each equity share of the Company shall carry one vote. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the Cut-off Date. Any person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

**5. E-Voting Facility:**

In compliance with Sections 108 and 110 of the Act, the Companies (Management and Administration) Rules, 2014, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged NSDL to provide remote e-voting facility to its Members.

**6. E-Voting Instructions:**

Members are requested to carefully follow the instructions provided in the section titled “**General Information and Instructions relating to E-voting**” in this Notice.

**7. Declaration of Results:**

The Board of Directors of the Company, have appointed Mr. S Sandeep (Membership No. FCS 5853/CP No.5987) of M/s. S Sandeep & Associates, Practising Company Secretaries, as the Scrutinizer for conducting the Postal Ballot. The Scrutinizer will submit his report to the Chairman & Managing Director of the Company or any other person authorized by the Chairman after completion of the scrutiny. The results of the postal ballot will be announced by the Chairman or such authorized person on or before Monday, March 30, 2026. The results will be uploaded on the Company’s website ([www.radiantcashservices.com](http://www.radiantcashservices.com)), and communicated to the Stock Exchanges and Depositories.

**8. Passing of Resolutions:**

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on **March 27, 2026** being the last date for receipt of valid votes through the e-voting facility. Resolutions passed by the Members through postal ballot shall be deemed to have been passed as if the same had been passed at a General Meeting of the Company.

**9. Inspection of Documents:**

All material documents referred to in the Explanatory Statement shall be available for electronic inspection by the Members until the last date for receipt of votes through the e-voting facility. Members desirous of inspecting the same may send their request by email to [investorrelations@radiantcashlogistics.com](mailto:investorrelations@radiantcashlogistics.com) , from their registered email addresses mentioning their name, folio numbers/DP ID and Client ID. Further, the weblink for accessing the external reports is: [CLICK HERE](#), and the QR code is provided below:



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**10. e-Voting Period:**

The remote e-voting facility shall be available during the following period:

- **Commencement of e-voting:** February 26, 2026 at 9:00 A.M. (IST)
- **End of e-voting:** March 27, 2026 at 5:00 P.M. (IST)

Remote e-voting shall not be permitted beyond 5:00 P.M. IST on March 27, 2026 and any votes received after this date and time will be treated as invalid. The e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

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**General Information and Instructions relating to e-Voting:**

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

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

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

**E-vote electronically using NSDL e-Voting system**

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

**Step 1: Access to NSDL e-Voting system**

**1. Login method for e-Voting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in demat mode with NSDL.</b></p>	<p>For OTP based login you can click on <a href="https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered Email ID/Mobile Number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Existing <b>IDeAS</b> 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 “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>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 “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p> </div> <div style="text-align: center;">  <p><b>Google Play</b></p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

## RADIANT CASH MANAGEMENT SERVICES LIMITED

<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<p>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.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>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.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an 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.</p>
<p><b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**2. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

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, 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.*

Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***

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**

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.com](mailto:evoting@nsdl.com) mentioning your demat account 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 on NSDL e-Voting system.**

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

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

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [secretarial@sandeep-es.in](mailto:secretarial@sandeep-es.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.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 or send a request to Ms. Prajakta Pawle at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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 for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder may send a request to [evoting@nsdl.com](mailto: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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)**

The following explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 sets out all material facts relating to the special businesses set out in Item No. 1 of this notice:

**Item No. 1**

**Context and Statutory provisions:**

Radiant Cash Management Services Limited (“RCMS” or “the Company”) is engaged in the business of cash-in-transit, cash logistics, valuables logistics and allied services, which are inherently high-risk, security-sensitive and carried out as per regulatory guidelines. The safe transportation of cash and valuables requires, deployment of trained armed security personnel and drivers, use of specially fabricated armoured vans and adherence to regulatory, safety and operational guidelines as stipulated RBI.

Radiant Protection Force Private Limited (“RPF”), is engaged in the business of providing cash van fleet services and specialised security services. RPF holds valid registrations and licences under the Private Security Agencies (Regulation) Act, 2005 (PSARA) and employs a strong workforce comprising of security personnel managed by Ex-servicemen and professionals, enabling disciplined execution of operations. RPF procures, fabricates and manages armoured cash vans in compliance with RBI guidelines and provides them to RCMS. RPF also sub-leased a portion of the Office Premises, where the Corporate Office of the Company is now situated.

These arrangements are integral to RCMS’s core operations and have been in place for several years, enabling operational continuity, regulatory compliance, scalability and service reliability. RCMS and RPF being part of the Radiant Group, these transactions will not only help smoothen business operations for both the Companies but also ensure reliable services of desired service standards and quality seamlessly.

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) mandate the prior approval of Members by means of a resolution for all material related party transactions and subsequent material modifications as determined by the Audit Committee, even if such transactions are in the ordinary course of business of the concerned company and are entered on arm’s length basis. Further, where the annual consolidated turnover of the listed entity is up to ₹20,000 crore, a transaction with a related party is considered material, if the value of the transaction(s) entered into / to be entered into, either individually or taken together with previous transaction(s) during a financial year, whether directly or indirectly with a related party, exceed(s) 10% of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity. Based on the audited consolidated financial statements of the Company for FY 2024-25, the materiality threshold under Regulation 23 stands at 10% of the annual consolidated turnover.

Considering that the existing approval from the members in respect of transactions with RPF is valid till March 31, 2026, it is proposed seek consent of the members to continue with the existing contractual arrangements with RPF for the aforesaid transactions viz., security services, leasing & fleet management services for cash vans and vehicles and lease of office premises for a further term of three (3) financial years, i.e., FY 2026-27, FY 2027-28 and FY 2028-29, as the aggregate value of these proposed transactions is expected to exceed the materiality threshold prescribed under SEBI Listing Regulations in each of these financial years. Accordingly, pursuant to the requirements under Regulation 23 of the SEBI Listing Regulations, the approval of the Members of the Company by way of an Ordinary Resolution is being sought through Postal Ballot.

The nature and basis for the proposed transactions between the Company & RPF for the period from FY 2026-27 to FY 2028-29 are given below:

<b>Sr. No</b>	<b>Nature of Transactions</b>	<b>Basis Proposed</b>
1.	Leasing and fleet management of armoured cash vans and vehicles, including running and maintenance expenses	Margin of 9% to 10%
2.	Availing of security services (armed guards, drivers and related manpower),	Margin of 9% to 10%
3.	Lease of office premises	As per sub-lease agreement dated 30.03.2021

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**Details required to be furnished under the SEBI Listing Regulations read with Industry Standards Forum note towards minimum information to be placed before the Shareholders towards related party transactions are placed for approval:**

Sr. No.	Particulars of the Information	Information provided by the Management	
<b>PART A</b>			
<b>A(1). Basic details of the related party</b>			
1	Name of the related party	Radiant Protection Force Private Limited (RPF)	
2	Country of incorporation of the related party	India	
3	Nature of business of the related party	RPF is providing specialised security services including, trained gunmen, security guards, drivers and also provides fleet support services which includes fabrication, leasing and maintenance of armoured cash vans as per RBI guidelines. RPF holds valid registrations and licences under the Private Security Agencies (Regulation) Act, 2005 (PSARA) and operates through trained personnel supervised by ex-servicemen and security professionals.	
<b>A(2). Relationship and ownership of the related party</b>			
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	RPF is a related party under Regulation 2(1)(zb) of SEBI LODR and Section 2(76) of the Companies Act, 2013 on account of common directorship and promoter control. <i>Common Directors:</i> Col. David Devasahayam, Dr. Renuka David and Mr. Alexander David. <i>Common Promoters:</i> Col. David Devasahayam and Dr. Renuka David. There is no cross-holding between the Company and RPF.	
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	No Direct shareholding by RCMS in RPF. However, the promoters of RCMS viz., Col. David Devasahayam and Dr. Renuka David together hold 100% of the shareholding in RPF	
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable	
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <b>Explanation:</b> <i>Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i>	No Direct shareholding by RPF in RCMS. However, the promoters of RPF viz., Col. David Devasahayam Dr. Renuka David and Mr. Alexander David together hold 56.92% of the shareholding in RCMS	
<b>A(3). Details of previous transactions with the related party</b>			
1 & 2	(1)Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. (2)Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.		
<i>₹ million</i>			
<i>Sr. No.</i>	<i>Nature of Transactions</i>	<i>FY 24-25</i>	<i>Up to Q3 of FY 25-26 ended December 31, 2025</i>
a.	Security services	422.31	332.23
b.	Lease / fleet operations of cash vans & vehicles including reimbursements	343.09	262.39
c.	Lease of office premises	9.81	7.66
d.	Inter-corporate loan given*	60.00	-
e.	Interest income	3.04	3.75

**RADIANT CASH MANAGEMENT SERVICES LIMITED**

	<b>Total</b>	<b>838.25</b>	<b>606.03</b>			
<i>* Out of the Inter-corporate loan of ₹60 million given, RPF has repaid ₹10 million during the year.</i>						
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None				
<b>A(4). Amount of the proposed transaction(s)</b>						
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<i>Sr. No</i>	<i>Category</i>	<i>Amount in ₹ million</i>		
				<i>FY 27</i>	<i>FY 28</i>	<i>FY29</i>
		a.	Availing of Security services which includes hiring of Gun men, Driver and Security Guards	690	885	1,104
		b.	Leasing and fleet management operation services for cash vans & vehicles and other allied transactions	549	703	884
		c.	Sub-lease of office premises	11	12	12
	<b>Total</b>	<b>1,250</b>	<b>1,600</b>	<b>2,000</b>		
	<b>Cumulative total for three financial years</b>	<b>4,850</b>				
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes				
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year. (FY 2024-25)	FY 26-27 – 30% FY 27-28 – 38% FY 28-29 – 47%				
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year ( <i>in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction</i> )	Not Applicable				
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover ( <i>if consolidated turnover is not available, calculation to be made on standalone turnover of related party</i> ) for the immediately preceding financial year, if available. (FY 2024-25).	FY 26-27 – 175% FY 27-28 – 224% FY 28-29 – 280%				
6	Financial performance of the related party for the immediately preceding financial year:	<b>Particulars</b>	<b>FY 24-25 (in ₹ million)</b>			
		Turnover	715.69			
		Net Profit (Profit after tax)	2.83			
		Networth	(0.04)			
<b>A(5) Basic details of proposed transactions to be approved</b>						
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<i>Sr. No</i>	<i>Category</i>	<i>Amount in ₹ million</i>		
				<i>FY 27</i>	<i>FY 28</i>	<i>FY29</i>
		a.	Availing of Security services which includes hiring of Gun men, Driver and Security Guards	690	885	1,104
		b.	Leasing and fleet management operation services for cash vans & vehicles and other allied transactions	549	703	884
		c.	Sub-lease of office premises	11	12	12
	<b>Total</b>	<b>1,250</b>	<b>1,600</b>	<b>2,000</b>		

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2	<p><b>Details of each type of proposed transaction:</b> The proposed transactions between RCMS and RPF consist of following:</p>													
	<table border="1"> <thead> <tr> <th data-bbox="132 185 228 219">Sr. No</th> <th data-bbox="228 185 692 219">Category</th> <th data-bbox="692 185 1522 219">Details of proposed transactions</th> </tr> </thead> <tbody> <tr> <td data-bbox="132 219 228 387">a.</td> <td data-bbox="228 219 692 387">Availing of Security services</td> <td data-bbox="692 219 1522 387">Security Services involves engagement of armed guards, drivers and security personnel essential for cash-in-transit and valuables logistics operations of RCMS. The arrangement will be governed by a service agreement for three financial years (FY27–FY29). The pricing proposed is a Cost-plus model with margin of 9%–10%.</td> </tr> <tr> <td data-bbox="132 387 228 622">b.</td> <td data-bbox="228 387 692 622">Leasing &amp; Fleet Management Services</td> <td data-bbox="692 387 1522 622">The arrangement involves leasing of armoured cash vans as per RBI guidelines and providing fleet management services including maintenance, insurance, reimbursement/recovery of expenses and ensuring compliance and operational readiness as per RBI guidelines. The arrangement will be governed by a service agreement for three financial years (FY27–FY29). The pricing proposed is a Cost-plus model with margin of 9%–10%.</td> </tr> <tr> <td data-bbox="132 622 228 757">c.</td> <td data-bbox="228 622 692 757">Sub-lease of office premises</td> <td data-bbox="692 622 1522 757">The Corporate office of RCMS is sub-leased from RPF under an agreement dated 30.03.2021 for a term of 9 years with annual escalation of 5%. This arrangement continues as per the agreed commercial terms.</td> </tr> </tbody> </table>	Sr. No	Category	Details of proposed transactions	a.	Availing of Security services	Security Services involves engagement of armed guards, drivers and security personnel essential for cash-in-transit and valuables logistics operations of RCMS. The arrangement will be governed by a service agreement for three financial years (FY27–FY29). The pricing proposed is a Cost-plus model with margin of 9%–10%.	b.	Leasing & Fleet Management Services	The arrangement involves leasing of armoured cash vans as per RBI guidelines and providing fleet management services including maintenance, insurance, reimbursement/recovery of expenses and ensuring compliance and operational readiness as per RBI guidelines. The arrangement will be governed by a service agreement for three financial years (FY27–FY29). The pricing proposed is a Cost-plus model with margin of 9%–10%.	c.	Sub-lease of office premises	The Corporate office of RCMS is sub-leased from RPF under an agreement dated 30.03.2021 for a term of 9 years with annual escalation of 5%. This arrangement continues as per the agreed commercial terms.	
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c.	Sub-lease of office premises	The Corporate office of RCMS is sub-leased from RPF under an agreement dated 30.03.2021 for a term of 9 years with annual escalation of 5%. This arrangement continues as per the agreed commercial terms.												
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Security Services, Leasing & Fleet Management Services and Sub-lease of office premises are proposed for a period of three (3) financial years (FY27–FY29). Approval is sought for material RPT limits for a period of three (3) financial years from FY27–FY29.												
4	Whether omnibus approval is being sought?	No												
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate value of proposed transactions is up to <b>₹4,850 million</b> , across three financial years. (i.e. ₹ 1,250 million during FY 2026-27 ₹ 1,600 million during FY 2027-28 and ₹ 2,000 million during FY 2028-29).												
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>Refer to background, details and benefit of the transaction captured above. Further, the services proposed to be availed from RPF are core to the Company’s cash-in-transit and valuables logistics operations and are very essential from a safety, regulatory and risk-management perspective.</p> <p>RPF possesses PSARA licences, trained manpower managed by ex-servicemen, and armoured vehicles as per RBI guidelines, ensuring operational continuity and regulatory compliance.</p> <p>Being a Group Company, operational integration with RPF provides assured availability, uniform service standards and faster scalability across locations.</p> <p>The transactions are proposed to be undertaken in the ordinary course of business and on an arm’s length basis and are in the best interest of the Company and its shareholders.</p>												
7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><b>Explanation:</b> <i>Indirect interest shall mean interest held through any person over which an individual has control.</i></p> <table border="1"> <tr> <td data-bbox="132 1888 692 1921">a. Name of the director / KMP</td> <td data-bbox="692 1888 1522 1921" rowspan="2"> <p><b>Details of shareholding in RPF:</b> Col. David Devasahayam – 9,000 shares (90%) Dr. Renuka David – 1,000 shares (10%)</p> </td> </tr> <tr> <td data-bbox="132 1921 692 2022">b. Shareholding of the director / KMP, whether direct or indirect, in the related party</td> </tr> </table>	a. Name of the director / KMP	<p><b>Details of shareholding in RPF:</b> Col. David Devasahayam – 9,000 shares (90%) Dr. Renuka David – 1,000 shares (10%)</p>	b. Shareholding of the director / KMP, whether direct or indirect, in the related party										
a. Name of the director / KMP	<p><b>Details of shareholding in RPF:</b> Col. David Devasahayam – 9,000 shares (90%) Dr. Renuka David – 1,000 shares (10%)</p>													
b. Shareholding of the director / KMP, whether direct or indirect, in the related party														
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	The Company engaged the services of a reputed Independent Chartered Accountant Firm to conduct an independent study on the arm’s length pricing of proposed transactions with RPF and the												

**RADIANT CASH MANAGEMENT SERVICES LIMITED**

		report confirms that same are at arm's length. The report was placed before the Audit Committee for review. The Audit Committee has reviewed the detailed findings and is satisfied that the pricing is commercially reasonable and at arm's length. The report is available for inspection by the Members and can also be accessed through the weblink and QR code provided in the Notes section of this Notice.
9	Other information relevant for decision making.	All relevant information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 and forms part of this disclosure
<b>PART – B</b>		
<b>B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</b>		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	RPF has proven operational capability, regulatory licences, maintains a trained workforce predominantly comprising ex-servicemen and professionally trained security personnel. The services rendered by RPF are fully aligned with the specifications and service-level commitments undertaken by RCMS under its principal customer contracts. Moreover, as RPF is a Group company, RCMS would be able to ensure reliable services of desired services standards and quality seamlessly.
2	Basis of determination of price.	<p>Considering the above and the need for seamless operational integration, regulatory compliance, manpower continuity and uninterrupted service delivery across locations, the Company determined that inviting external competitive bids for these specialised and integrated services would not be commercially practical or operationally efficient and could lead to operational disruptions.</p> <p>Further, the arm's length pricing study conducted by an independent Chartered Accountant firm has benchmarked the pricing of the proposed transactions.</p> <p>Security services and Leasing &amp; Fleet Management Services are proposed on a cost plus mark-up model and the study conducted by a reputed chartered accountant firm concluded that the pricing is at arm's length range and commercially reasonable.</p> <p>The sub-lease arrangement is governed by an agreement dated 30.03.2021, with annual escalation of 5%. Comparative analysis of rent payable by RPF to the landlord and rent charged to RCMS concluded that the rental terms are consistent, considered commercially reasonable and at arm's length.</p>
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	
B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary – <i>Not Applicable</i>		
B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary – <i>Not Applicable</i>		
B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary. – <i>Not Applicable</i>		
B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary – <i>Not Applicable</i>		

## RADIANT CASH MANAGEMENT SERVICES LIMITED

B(6). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate - <i>Not Applicable</i>
B(7). Disclosure only in case of transactions relating to payment of royalty - <i>Not Applicable</i>
<b>PART – C</b>
C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advance) or inter- corporate deposits given by the listed entity or its subsidiary. - <i>Not Applicable</i>
C(2) Disclosure only in case of investment made by the listed entity or its subsidiary. - <i>Not Applicable</i>
C(3) Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.- <i>Not Applicable</i>
C(4) Disclosure only in case of borrowings by the listed entity or its subsidiary.- <i>Not Applicable</i>
C(5) Disclosure only in case of sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.- <i>Not Applicable</i>
C(6) Disclosure only in case of transactions relating to payment of royalty. <i>Not Applicable</i>

The Audit Committee was provided with all information prescribed under the RPT Industry Standards in the specified format, including detailed particulars of the related party, nature, scope and value of the proposed transactions, tenure, material contractual terms, pricing methodology and the independent arm's length benchmarking analysis, while seeking its prior approval.

The Independent Directors of the Audit Committee, after reviewing the information and the independent Arm's Length Pricing Study conducted by reputed Chartered Accountant firm, were satisfied that the proposed related party transactions are in the ordinary course of business, on an arm's length basis and in the best interests of the Company and its shareholders. Accordingly, the Audit Committee approved entering into contracts/arrangements with Radiant Protection Force Private Limited ("RPF") for a term of three financial years, for an aggregate value of up to ₹1,250 million for FY27, ₹1,600 million for FY28 and ₹2,000 million for FY29. The Audit Committee further noted that the proposed transactions will remain subject to ongoing oversight, periodic review and requisite disclosures in accordance with the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable accounting standards.

The Audit Committee has also reviewed the certificate submitted by the Managing Director and the Chief Financial Officer of the Company, as required under the RPT Industry Standards.

The Audit Committee and the Board of Directors, at their respective meetings held on February 11, 2026, after due consideration of all relevant facts and circumstances, approved the proposed related party transactions and recommend the same to the Members for approval in accordance with applicable law and Industry Standards.

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 under Item No. 1.

Col. David Devasahayam (Chairman & Managing Director), Dr. Renuka David (Whole-time Director) and Mr. Alexander David (Whole-time Director) are Promoters/Directors of RCMS and also associated with RPF. Except to this extent, no other Director, Key Managerial Personnel or their relatives are in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution mentioned at Item No. 1 of the Notice.

The Board recommends the resolution set out in Item No. 1 of the accompanying Notice, for approval by the Members, as an Ordinary Resolution.

**By Order of the Board of Directors**

Chennai  
February 11, 2026

**Nithin Tom**  
Company Secretary  
A53056