



RADIANTCMS/Reg.30-PostalBallot/SE/2025-26

May 27, 2025

To Department of Corporate Services, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	To Listing Department, National Stock Exchange of India Limited C-1, G-Block, Bandra - Kurla Complex Bandra (E), Mumbai - 400 051
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Scrip Code: 543732, Scrip Symbol: RADIANTCMS

ISIN: INE855R01021

Dear Ma'am/Sir(s),

Sub: Postal Ballot Notice

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, we forward herewith a copy of the Postal Ballot Notice ('Notice') of Radiant Cash Management Services Limited ('the Company') dated May 23, 2025, along with the explanatory statement pursuant to the applicable provisions of the Companies Act, 2013 ('Act') read with the Listing Regulations, for seeking approval of the Members of the Company on the Resolutions forming part of the Postal Ballot Notice.

In accordance with the various General Circulars issued by the Ministry of Corporate Affairs as disclosed in the Notice, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / Depository Participants and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, May 23, 2025 ('Cut-off date'). The Company is providing its Members with the facility to cast their votes only through the remote electronic voting process ("remote e-Voting"), on the resolutions set forth in the Notice and the Company has engaged the services of National Securities Depository Limited ('NSDL') in this regard.

The remote e-Voting period commences on **Thursday, May 29, 2025 from 9:00 a.m. (IST)** and ends on **Friday, June 27, 2025 at 5:00 p.m. (IST)**. The e-Voting module shall be disabled by NSDL thereafter. The instructions for remote e-Voting are provided in the Notice. The results of voting by Postal Ballot (through e-voting) will be announced to the Stock Exchanges on or before **Saturday, June 28, 2025**.



RADIANT
Cash Management Services Limited
(Formerly known as Radiant Cash Management Service Pvt. Ltd.)
(An ISO 9001-2015 Company)
CIN : L74999TN2005PLC055748



GST No. : 33AACCR9619R1ZO
PAN No. : AACCR9619R

The Postal Ballot Notice along with explanatory statement, instructions for e-voting are also available on the website of the Company: www.radiantcashservices.com and on the website of NSDL <https://www.evoting.nsdl.com/>

Kindly take the above details on record.

Thanking you,

Yours faithfully,

For Radiant Cash Management Services Limited

Nithin Tom

Company Secretary & Compliance Officer

A53056

Regd. Office : # 28, Vijayaraghava Road, T. Nagar, Chennai - 600 017.

Corporate Office : 'Radiant Building', No. 4/3, Raju Nagar, 1st Street, Okkiyam Thoraipakkam, OMR, Chennai - 600 096.

Tel. : 044-4904 4904 • E-mail : businessdevelopment@radiantcashservices.com • Web : www.radiantcashservices.com



RADIANT CASH MANAGEMENT SERVICES LIMITED

(Formerly Radiant Cash Management Services Pvt. Ltd.)

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

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

CIN: L74999TN2005PLC055748; Website: 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. 9/2024 dated September 19, 2024 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") seeks approval of its members, 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.

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:

Cut-off date for eligibility for e-voting	Friday, May 23, 2025
Commencement of e-voting	Thursday, May 29, 2025 at 9:00 a.m. (IST)
End of e-voting:	Friday, June 27, 2025 at 5:00 p.m. (IST)
Last date for publishing results of the e-voting	Saturday, June 28, 2025

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 Friday, June 27, 2025

The Board of Directors of the Company, appointed Mr. S Sandeep (Membership No. 5853/CP No.5987) of S Sandeep & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot, only 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 the e-voting. The results shall be declared on or before Saturday, June 28, 2025 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

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:

APPROVAL FOR INCREASE IN OVERALL BORROWING LIMITS OF THE COMPANY AS PER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT in supersession of the resolution passed by the Members of the Company on 30th June, 2024 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, 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 requires, any Committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to borrow any sum or sums of money from time to time at its discretion, in any form including but not limited to by way of loans, financial facility, through the issuance of debentures, commercial paper or such other form, upon such terms and conditions as to interest, repayment, or otherwise and with or without security, as the Board may think fit for the purposes of the Company’s business, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company, its free reserves (that is to say reserves not set apart for any specific purpose) and securities premium, subject to such aggregate borrowings not exceeding the amount of **₹3,000 million (Rupees Three Thousand Million only)** or the aggregate of the paid up capital, free reserves and securities premium of the Company, whichever is higher and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions, in its absolute discretion, think fit.

RESOLVED FURTHER THAT the Board of Directors (or any Committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s) or such other document(s), by whatever name called, and to do all acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company, and to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this Resolution.”

Item No. 2:

APPROVAL FOR INCREASE IN LIMITS UNDER SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013 FOR SECURITIZATION/ DIRECT ASSIGNMENT AND CREATING CHARGE ON THE ASSETS OF THE COMPANY

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

“RESOLVED THAT in supersession of the resolution passed by the Members of the Company on 30th June, 2024 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made therein, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter

RADIANT CASH MANAGEMENT SERVICES LIMITED

referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board), to create charge / mortgage / pledge / hypothecation / security, in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the banks, non-banking financial companies, financial institutions and other lender(s), investment institution(s) and their subsidiaries, mutual fund(s), Agent(s) Trust(s) and Trustee(s) for the holders of debentures/bonds/other instruments for securing the borrowings of the company availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and securities in the nature of debt securities issued/ to be issued by the company (comprising fully / partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company (hereinafter termed 'loans'), from time to time, provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans/borrowing for which the charge is to be created shall not at any time exceed **Rs. 3,000 Million (Rupees Three Thousand Million Only)** or the aggregate of the paid up capital, free reserves and securities premium of the Company, whichever is higher

RESOLVED FURTHER THAT the Board of Directors (or any Committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s) or such other document(s), by whatever name called, and to do all acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company, and to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this Resolution.”

Item No. 3:

APPOINTMENT OF MR. ALEXANDER DAVID (DIN: 08259288) AS DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the relevant provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, **Mr. Alexander David (DIN: 08259288)**, who was appointed as an Additional Director on the Board of the Company pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, with effect from May 23, 2025 and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include, unless the context otherwise requires, 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), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Item No. 4:

APPOINTMENT OF MR. ALEXANDER DAVID (DIN: 08259288) AS A WHOLE TIME DIRECTOR FOR A TERM OF 5 YEARS COMMENCING FROM MAY 23, 2025 TO MAY 22, 2030 AND PAYMENT OF REMUNERATION

To consider and, if thought fit, to pass the following Resolution(s) as an ORDINARY RESOLUTION

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V of the Act, the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded for the appointment of **Mr. Alexander David (DIN: 08259288)**, as Whole-time Director of the Company, for a term of 5 (five) consecutive years, commencing from May 23, 2025 to May 22, 2030, upon the terms and conditions of appointment and remuneration as recommended by Nomination and Remuneration Committee and approved by the Board of Directors and as set out in the explanatory statement attached to this postal ballot notice with powers to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed to between the Board and Mr. Alexander David.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Alexander David as Whole-time Director, the remuneration as set out in the explanatory statement shall be paid to him as minimum remuneration, subject to the provisions of Schedule V to the Act and such other approvals as may be required.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include, unless the context otherwise requires, 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), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Item No. 5:

ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to the necessary approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, and / or any other appropriate authority, the consent of Members of the Company be and is hereby accorded to amend the existing Articles of Association (“AoA”) of the Company in the following manner:

1. Deletion of the term “Investor” appearing under the subheading “Definitions” under the heading “Interpretation”
2. Deletion of “Article 177 – Nomination of Directors by Investor” in its entirety

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

Item No. 6:

AUTHORISATION TO THE BOARD OF DIRECTORS TO ADVANCE ANY LOAN 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, 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 requires, 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”) up to a sum not exceeding **Rs. 150 million (Rupees One Hundred and Fifty Million only)** to its subsidiary **M/s. Aceware Fintech Services Private Limited** (“Aceware”) at any point in time provided that such loan is utilized by Aceware 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 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 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 regard 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.“

Item No. 7:

TO APPROVE THE MATERIAL RELATED PARTY TRANSACTION(S) TO BE ENTERED INTO WITH ACEWARE FINTECH SERVICES PRIVATE LIMITED FOR FY 2025-26 TO FY 2026-27

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’), Section 188 and other applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related Rules, if any, each as amended from time to time and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include, unless the context otherwise requires, 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) to enter into ,contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with the Company’s Subsidiary, **Aceware Fintech Services Private Limited** (“Aceware”), 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 Aceware, for an aggregate value up to **Rs. 710 million (Rupees Seven Hundred and Ten Million only)** each for FY 2025-26 and FY 2026-27, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

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

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 maybe considered necessary or expedient, to give effect to the aforesaid resolution(s).

By Order of the Board of Directors

Chennai
May 23, 2025

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 resolutions set out at Item Nos. 1 to 7 of the Postal Ballot Notice, is annexed hereto

2. Dispatch 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, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on National Securities Depository Limited ('NSDL') at <https://www.evoting.nsdl.com/>

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

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 **Friday, May 23, 2025** (“*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 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, appointed Mr. S Sandeep (Membership No. 5853/CP No.5987) of M/s. S Sandeep & Associates, Practicing 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 **Saturday, June 28, 2025**. The results will also be uploaded on the Company's website (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 **Friday, June 27, 2025**, 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.

10. e-Voting Period:

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

- **Commencement of e-voting:** Thursday, May 29, 2025, at 9:00 A.M. (IST)
- **End of e-voting:** Friday, June 27, 2025, at 5:00 P.M. (IST)

Remote e-voting shall not be permitted beyond 5:00 P.M. IST on Friday, June 27, 2025 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.

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.

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>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>For OTP based login you can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp. 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 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> <p>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.</p> <p>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</p> <p>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.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</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>Individual Shareholders holding securities in demat mode with CDSL</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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & 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 www.cdslindia.com and click on login & 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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. 1800-21-09911

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 :

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***

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can user 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.

Physical User Reset Password?” (If you are holding shares in physical mode) option available on 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 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-cs.in with a copy marked to 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 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 Ms. Prajakta Pawle at 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
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorrelations@radiantcashlogistics.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder 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.

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 resolution no. 1 to resolution no. 7.

Item No. 1 & 2

Pursuant to Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013 ("the Act"), the members of the Company, by way of a Special Resolution, had accorded their approval on June 30, 2024, authorising the Board of Directors, to borrow funds and create charge(s) over the Company's assets in respect of such borrowings up to an aggregate amount of ₹1500 Million or an amount equivalent to the aggregate of the paid-up share capital, free reserves, and securities premium of the Company, whichever is higher (“*existing limit*”).

In order to meet the Company's growing funding requirements for both short-term and long-term business operations and general corporate purposes, it is proposed to enhance the existing limits for borrowings and also to create charge on the assets of the Company in respect of such borrowings. The Board of Directors, at its meeting held on May 23, 2025, subject to approval of members, approved an increase in the existing limits under Sections 180(1)(c) and 180(1)(a) of the Act to ₹3000 Million or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher.

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, approval of the members by way of a special resolution is necessary for the Board of Directors to borrow money, where the money to be borrowed, together with the money already borrowed (apart from temporary loans obtained from the company's bankers in the ordinary course of business) by the company exceed the aggregate of its paid-up share capital, free reserves and securities premium excluding temporary loans from bankers in the ordinary course of business. Accordingly, it is proposed to seek approval of the members for the same by way of special resolution as set out under Item No.1 of the Notice.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, consent of the Members of the Company by way of Special Resolution is necessary for the Board of Directors to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings. Considering that in order to secure the borrowings / financial assistance, the Company may be required to create security by way of mortgage/ charge and/or hypothecation of its moveable and immoveable assets and properties, both present and future (which would be deemed to be a sale/ disposal of an ‘undertaking covered under Section 180(1)(a)), it is proposed to seek approval of the members by way of a special resolution for the same, by way of special resolution as set out under Item No.2 of the Notice.

The Board of Directors of your Company recommends the relevant resolutions set out under Item No 1 & 2 of the Notice as **Special Resolutions** for the approval of members.

None of the Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution No. 1 & 2, except to the extent of their shareholding, if any, in the Company.

Item No 3 and 4:

Mr. Alexander David has been associated with Radiant Cash Management Services Limited (“the Company”) for over a decade and has played a significant role in operational oversight and business development. After completing his higher education (Bachelor's degree in Mechanical Engineering from Anna University and a Master's degree in Management from Imperial College, London) he joined the Company in 2012 as Manager – Operations. Since then, he has been closely involved in the day-to-day functioning and scaling of operational processes, demonstrating strong execution capabilities and strategic thinking. Over the years, Mr. Alexander has steadily progressed within the organisation, taking on increasing responsibilities across operations and business development. Before elevating him as Additional Director on the Board of the Company, he was serving as “Corporate Director for Operations and Business Development”. He also represents the Company, as a Nominee Director on the Board of Aceware Fintech Services Private Limited, a subsidiary acquired by the Company on December 1, 2023.

His educational background, extensive experience within the Company and leadership potential make him well-suited for a senior executive role and the proposed appointment as Whole-Time Director is expected to ensure continuity in leadership, support the Company's succession planning framework and contribute meaningfully to the Company's long-term growth strategy. The Board believes that his long-standing association, deep understanding of business operations and vision for future growth make him best suited for this role.

The Nomination and Remuneration Committee ("NRC") of the Board taking into account the aforementioned facts recommended the appointment of Mr. Alexander David to the Board. The Board of Directors based on the recommendation of NRC has appointed Mr. Alexander David as an Additional Director of the Company, effective May 23, 2025 and also designated him as a Whole-Time Director, in an executive capacity, for a term of five (5) consecutive years commencing from May 23, 2025 to May 22, 2030, subject to the approval of members. During his tenure as a Director, Mr. Alexander David shall be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company.

Mr. Alexander David is eligible to be appointed as a Director and pursuant to Section 161(1) of the Act, he shall hold office as an Additional Director up to the date of forthcoming Annual General Meeting. In terms of provisions under Section 196 of the Act, the appointment of Mr. Alexander David as a Whole-time Directors shall be subject to approval the members at the general meeting of the Company. Further, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), shareholder approval is required, within a period of three months from the date of such appointment or at the next general meeting, whichever is earlier.

Mr. Alexander David has provided his consent to act as Director in Form DIR-2 and submitted a declaration in Form DIR-8 confirming that he is not disqualified under Section 164(2) of the Act. He has also confirmed that he satisfies all the conditions set out in Part I of Schedule V and Section 196(3) of the Act for his appointment as Whole-Time Director. Further, he has affirmed that he is not debarred from holding the office of Director by any SEBI order or any such authority, in line with SEBI's directions and applicable stock exchange circulars. A notice in writing under Section 160(1) of the Act has been received from a member proposing his candidature for appointment as Director.

In compliance with the provisions of Sections 196 and 197 and other applicable provisions of the Act, read with Schedule V to the Act and Regulation 17 of SEBI Listing Regulations, the appointment and key terms and conditions of appointment of Mr. Alexander David, are now being placed before the Members for their approval.

A. Tenure of Appointment:

Five (5) consecutive years, commencing from May 23, 2025 to May 22, 2030

B. Nature of Duties:

The Whole Time Director shall devote his whole time and attention to the business of the Company and shall perform such duties as may be entrusted to him by the Chairman & Managing Director and/or the Board of Directors of the Company from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or joint ventures and/or subsidiaries, including performing duties as assigned to him from time to time by serving on the Boards of such subsidiaries or any other executive body or any committee of such a companies.

C. Remuneration:

Mr. Alexander David shall, subject to such approvals as may be required, be entitled to the following remuneration, subject to deduction of tax at source of all applicable taxes in accordance with the laws for the time being in force:

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- **Basic Salary:** ₹1,00,000 per month with provision for increment up to 2,50,000 per month
- **Benefits, Allowances, Perquisites:** Up to 100% of the Basic Salary, including:
 1. Contribution to Provident Fund
 2. Other perquisites and allowances
- **Performance-Linked Incentive:** Value not exceeding 100% of the Basic Salary can be paid at the discretion of the Board, based on criteria as may be determined by the Board, such as Company performance, Industry benchmarks of remuneration, Individual Performance etc..
- **Retirement Benefits:** Gratuity as per applicable laws
- **Other Benefits:**
 1. Car facility and car related benefits such as fuel, maintenance, driver etc.
 2. Membership and joining fees for up to one club
 3. Reimbursement of hospitalisation and major medical expenses
- **Reimbursements:** Expenses incurred for travelling, boarding and lodging, business trips and provision of car(s) for use on Company's business and communication expenses and other expenses incurred in the course of discharging his official duties shall be reimbursed at actuals and not considered as perquisites

The annual increments shall be effective from 1st April each year and shall be as decided by the Board based on the recommendation of NRC.

Provided that the aggregate of the remuneration as aforesaid shall remain within the maximum limits as laid down under Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act as amended and in force from time to time.

D. Insurance:

The Company will maintain a suitable Directors' and Officers' Liability Insurance policy for Mr. Alexander David during his tenure, subject to the terms of such policy.

E. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Mr. Alexander David, the Company has no profits or its profits are inadequate, the Company shall pay remuneration by way of Salary, Benefits, Perquisites, Allowances and Commission subject to such further approvals as may be required for this purpose.

The Board of Directors is of the opinion that the above remuneration being paid / payable to Mr. Alexander David, as Whole-time Director of the Company, is commensurate with his duties and responsibilities.

Specific details regarding, his expertise, as required to be disclosed pursuant to Reg. 36(3) of the SEBI Listing Regulations and Secretarial Standards – 2 is annexed as **Annexure – A**

In view of the above and recognizing his dedication and performance, the Board believes that the appointment of Mr. Alexander David as Whole-Time Director will be in the best interests of the Company and recommend the relevant resolutions set out under Item No. 3 & 4 of the Notice as **Ordinary Resolutions** for the approval of members.

Interest of Directors and Key Managerial Personnel:

Mr. Alexander David is the son of Col. David Devashayam, Chairman & Managing Director and Dr. Renuka David, Whole-time Director. Accordingly, in addition to Mr. Alexander David, Col. David Devashayam, Dr. Renuka David and their respective relatives are considered interested in Item No. 3 & 4 of the Notice.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out in Item No. 3 & 4 of the Notice.

Item No 5:

Pursuant to Article 177 of Articles of Association (“AoA”), Ascent India Fund III, through its duly appointed manager, Ascent Capital Advisors India Private Limited (“Ascent”) was entitled to nominate one Director to the Board, so long as Ascent holds at least 5% of the issued and outstanding paid-up share capital of the Company, on a fully-diluted basis. These provisions were incorporated in the AoA to give effect to the contractual rights of Ascent, a pre-IPO investor, under the investment agreement(s) executed with the Company. Following the IPO and subsequent reduction in the shareholding of Ascent, these provisions have become redundant.

Accordingly, the Board proposes the deletion of the following clauses from the AoA:

- Complete deletion of the definition of “Investor”
- Deletion of Article 177 – “Nomination of Directors by Investor”

Pursuant to Section 14 of the Act, shareholder approval by way of a Special Resolution is required for any amendment to the Articles of Association.

The Board of Directors recommends the resolution as set out in Item No. 5, for obtaining consent of the members of the Company by passing as a Special Resolution.

None of the Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution No. 5 except to the extent of their shareholding, if any, in the Company

Item No 6:

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. However, the aforesaid restrictions are not applicable for any guarantee given or security provided by a holding company in respect of loan made by any bank or financial institution to its subsidiary Company

Radiant Cash Management Services Limited (“the Company”) holds 58.21% of the equity share capital of **Aceware Fintech Services Private Limited (“Aceware”)**, making it a subsidiary of the Company. Aceware is a business correspondent for various banks, financial institutions etc. and through its partnerships with banks and financial institutions, provides a comprehensive range of digital banking solutions, primarily to rural population.

As a company in growth phase, Aceware requires short-term and long-term financial assistance to sustain and scale its operations. In addition, Aceware being a start-up company has got accumulated losses as of 31st March, 2025. Moreover, the Company is planning to use Aceware’s network of Business Correspondent (BC) Agents for Cash Management Services in remote locations. Hence the Company has to support Aceware’s business operations, until they are self-sustainable.

Based on the recommendation of Audit Committee, the Board of Directors of the Company, at its meeting held on May 23, 2025 decided to seek the approval of members, for advancing loan (including any loan represented by a book debt), to Aceware from time to time in line with the requirements under the provisions of Section 185 of the Act.

While approving any proposal under the authority of this Resolution, the Board of Directors, would evaluate each proposal and provide such loans, through deployment of funds arising out of internal accrual, from time to time, to be used by the Aceware for its principal business activities only. Considering that the proposed transaction is with a related party, the terms and conditions for the loan including any loan represented by a book debt, shall be in compliance with the provisions under Section 188 of the Act and Regulation 23(4) and other applicable Regulations of SEBI Listing Regulations dealing with related party transactions and a separate approval for the same is sought under item no. 7 of this Notice.

The aggregate value of the proposed transactions would be within the limits prescribed under Section 186(2) of the Act. (viz., sixty percent of the Company's paid-up share capital, free reserves and securities premium account, or one hundred percent of its free reserves and securities premium account, whichever is higher) and the Company shall ensure compliance with the applicable provisions of Section 186 of the Act by seeking necessary approvals whenever it is required.

In view of the above, the Board seeks the consent of the Members by way of a Special Resolution, pursuant to Section 185 of the Act, for providing loan (including any loan represented by a book debt) to Aceware as may be required from time to time.

The Board of Directors recommend the resolution as set out in Item No. 6, for obtaining consent of the members of the Company by passing as a Special Resolution

Mr. Alexander David, Additional Director is also serving as a Nominee Director of the Company on the Board of Aceware. Accordingly, Mr. Alexander David is deemed to be interested in this item. Further Col. David Devashayam, Chairman & Managing Director and Dr. Renuka David, Whole-time Director being relatives of Mr. Alexander David are also considered interested in this item.

None of the other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution No. 6 except to the extent of their shareholding, if any, in the Company

Item No 7

Background, details and benefits of the transactions

Aceware Fintech Services Private Limited ("Aceware"), a subsidiary of Radiant Cash Management Services Limited ("RCMS" / "Company"), wherein RCMS holds 58.21% of shareholding, acts as a business correspondent for various banks, financial institutions etc.. Aceware through its partnerships with banks and financial institutions, provides a comprehensive range of digital banking products, including Aadhaar-enabled payment solutions (AEPS), domestic money transfers ("DMT"), utility bill payments, Micro ATMs, prepaid cards, neo banking products etc. to the rural population, ensuring easy availability of financial services to underserved populations. Aceware has a growing network of Business Correspondents Agents ("BC Agents"), providing the above services to public.

RCMS, as a retail cash management services company, provides comprehensive cash – in – transit solutions to a diverse clientele including banks, NBFCs, financial institutions, organized retail chains and e-commerce companies in India and has a reliable network of Cash Executives ("CEs") spread across the country, to efficiently deliver its services.

In order to leverage each other's strengths and expand operational capabilities, RCMS and Aceware desires to enter into collaborative arrangements. This collaboration aims to capitalize on the synergy benefits of using each other expertise and infrastructures for creating unique phygital (physical plus digital) platform for cash and digital payment options to rural retail outlets, cash replenishment to micro ATMs, facilitate onboarding of merchants/BC Agents and cash handling through shared infrastructure for end customers, for more efficient fulfillment of retail cash management services of the Company. The expected synergies, operational efficiencies resulting from the proposed RPTs are expected to contribute positively to the overall financial performance of Radiant Group, thereby enhancing shareholder value over a period of time.

In addition, Aceware has a requirement for both short-term and long-term funding to support its growing operations. The justification and structure for advancing loans to Aceware have already been detailed in the explanatory statement of Item No. 6 of this Notice.

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Context and Statutory provisions:

Aceware, as a subsidiary of RCMS is a related party of the Company under Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations')

In terms of Regulation 23 of the 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 Rs. 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 members 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 at an arm's length basis. Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a Related Party Transaction ('RPT') to include a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

As the aggregate value of transactions involving transfer of resources, services or obligations between RCMS and Aceware is expected to exceed the applicable thresholds prescribed under SEBI Listing Regulations during FY 2025-26 and FY 2026-27, the Company seeks approval from members for the proposed related party transactions ("RPTs").

The Securities and Exchange Board of India (SEBI) vide its recent Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025, ("Circular") has mandated listed companies to follow "Industry Standards on Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction." ("ISF Note"). The ISF Note prescribes minimum information to be provided for review of the Audit Committee and Shareholders for approval of material related party transactions (RPTs). The ISF Note requires the Company to provide additional information in the form of "Comprehensive Disclosure" which was presented to the Audit Committee at its meeting held on May 23, 2025 and to the extent applicable, has also been incorporated in this Explanatory Statement for material RPTs.

Comprehensive disclosures as per the Circular and ISF note Disclosures as required under the Circular read with ISF Note are given below and have also been covered in various other sections in this statement. The same has been reviewed by the Audit Committee and noting/observation/recommendation of the Committee, wherever provided, have been incorporated in the respective sections.

Sr. No.	Particulars of the Information	Information provided by the Management	Comments of the Audit Committee
A. Details of the related party and transactions with the related party			
A(1). Basic details of the related party			
1	Name of the related party	Aceware Fintech Services Private Limited ("Aceware")	
2	Country of incorporation of the related party	India	
3	Nature of business of the related party	Aceware acts as a business correspondent for various banks, financial institutions etc. Aceware through its partnerships with banks and financial institutions, provides a comprehensive range of digital banking products, including Aadhaar-enabled payment solutions (AEPS), domestic money transfers ("DMT"), utility bill payments, Micro ATMs, prepaid cards etc..	

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A(2). Relationship and ownership of the related party					
4	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Aceware is a Subsidiary Company of Radiant Cash Management Services Limited (“RCMS”)			
5	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Explanation: <i>Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.</i>	Radiant Cash Management Services Limited holds 58.21% of equity shareholding in Aceware.			
6	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: <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>	None			
A(3). Financial performance of the related party					
	Particulars	(₹ million) FY 24-25	(₹ million) FY 23-24	(₹ million) FY 22-23 (*)	
7	Standalone turnover of the related party for each of the last three financial years: <i>(excluding other income)</i>	240.43	34.52	Not Applicable	
8	Standalone net worth of the related party for each of the last three financial years	107.90	93.71	Not Applicable	
9	Standalone net profits of the related party for each of the last three financial years:	13.77	(27.53)	Not Applicable	
(*) Aceware became a subsidiary, consequently a related party of Radiant w.e.f. December 01, 2023 only					
A(4). Details of previous transactions with the related party					
10	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.				
Note: <i>Details need to be disclosed separately for listed entity and its subsidiary</i>					
	Sr. No.	Nature of Transactions	(₹ million) FY 24-25	(₹ million) FY 23-24	(₹ million) FY 22-23(*)
	a.	Sale & Purchase of Goods, Receiving & Rendering of Services and Other Transactions	23.04	2.98	Not Applicable
	b.	Corporate Guarantees and Guarantee Commission	129.38	Nil	Not Applicable
	c.	Investments	Nil	112	Not Applicable
(*) Aceware became a subsidiary, consequently a related party of Radiant w.e.f. December 01, 2023 only					
11	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).		₹ 1.20 million		
12	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?		Yes		
13	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 three financial years		No		

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A(5). Amount of the proposed transactions			
14	Total amount of all the proposed transactions being placed for approval in the current meeting.	Up to ₹ 710 million during each for FY 2025-26 and FY 2026-27 covering transactions excluding cash transfers which are pass through in nature. Value of transactions expected to occur between RCMS and Aceware for two financial years is aggregating up to ₹1,420 million. <i>(The pass through cash transfers, which are incidental and integral to the cash management service arrangement with Aceware is estimated up to an amount aggregating to ₹80,000 million for each of FY 2025-26 and FY 2026-27)</i>	
15	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards	Yes	
16	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	17%	
17	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	
18	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	295%	
B. Details for specific transactions			
B (1). Basic details of the proposed transaction <i>(In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)</i>			
1	Specific type of the proposed transaction <i>(e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</i>	Radiant enters into various transactions with Aceware as part of its collaborating arrangement. The transactions includes availing / rendering of services and other transactions for the purpose of business. Further details on the nature of transactions are provided in the table given below. The Company also desires to provide short-term / long term loans to support the growth projections of Aceware and issue corporate guarantees in favour of Banks / FIs for providing working capital facilities/loans/other financial assistance to Aceware from time to time.	
2	Details of the proposed transactions		
	Sr. No	Category	Amount in ₹ million
			FY 2025-26
			FY 2026-27
	a.	Availing / Rendering of Services and Other Transactions	237
	b.	Loans / Corporate Guarantees <i>(includes Corp Guarantees already given)</i>	473
		Total	₹ 710
			₹ 710
			₹ 1,420
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Two Financial Years	

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4	Indicative date / timeline for undertaking the transaction	April 1, 2025 through March 31, 2027	
5	Whether omnibus approval is being sought?	Not Applicable	
6	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	Value of transactions expected to occur between RCMS and Aceware for two financial years is aggregating up to ₹1,420 million (i.e. ₹710 million for each of FY 2025-26 and FY 2026-27.).	
7	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes	
8	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders	<p>The proposed transactions are arising out of collaborative arrangements between RCMS and Aceware, intended to create a unique, integrated “phygital” platform that combines physical cash management services with digital financial products to serve end customers more efficiently. By leveraging each other’s infrastructure and networks, RCMS and Aceware can deliver more comprehensive financial solutions across geographies, including rural and underserved markets, leading to increased customer reach and potential revenue growth. The collaboration will enable the Company to offer end-to-end retail cash management and financial inclusion services, positioning RCMS as a more competitive and diversified service provider in the cash and digital payments ecosystem</p> <p>RCMS also desires to support Aceware’s short-term and long-term funding needs, to scale its operations. These financial arrangements are intended to assist Aceware until it attains operational self-sufficiency.</p> <p>The expected synergies, operational efficiencies resulting from the proposed RPTs are expected to contribute positively to the overall financial performance of Radiant Group, thereby enhancing shareholder value over a period of time.</p>	
9	<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>The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.</p> <p>Explanation: <i>Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.</i></p> <p>a. Name of the director / KMP</p>	<p>Col. David Devasahayam, Chairman & Managing Director, and Dr. Renuka David, Whole-time Director, are Promoters and Directors of RCMS.</p> <p>Mr. Alexander David, Additional Director classified as part of the Promoter Group of RCMS, serves as RCMS’s representative on the Board of Aceware.</p> <p>Dr. Renuka David and Mr. Alexander David each hold one share in Aceware as registered owners solely for the purpose of fulfilling the statutory requirement of the minimum number</p>	

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	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	of members in Aceware.	
10	<p>Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the Listed Entity.</p> <p>Explanation: <i>Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives</i></p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	None	
11	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	No	
12	Other information relevant for decision making.	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	
B(2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction			
13	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	Due to the nature and operational modalities of the transactions envisaged, there is no scope to invite external bids or quotations in respect of the proposed transactions with Aceware. The collaborative arrangements with Aceware are expected to create operational efficiencies for the Company, by leveraging existing infrastructure and synergies, without duplication of costs. As mentioned in the justification above, the proposed transactions are arising out long-term strategic alignment between RCMS and Aceware. Considering that Aceware is an integral part of the Radiant Group, engaging with Aceware ensures cost optimization and could enhance shareholder value over a period of time.	
14	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.		
15	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received		
16	Where bids were not invited, the fact shall be disclosed along with the justification for the same.		
17	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.		
B(3). Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary			
18	<p>Source of funds in connection with the proposed transaction.</p> <p>Explanation: <i>This shall not be applicable to listed banks/ NBFCs.</i></p>	The inter-corporate loan to Aceware will be extended by RCMS from its internal accruals	
19	<p>Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:</p> <p>Explanation: <i>This shall not be applicable to listed banks/ NBFCs.</i></p> <p>a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details d. Other details</p>	No external financial indebtedness will be incurred by RCMS for the purpose of this transaction.	
20	Material covenants of the proposed transaction	The loan is proposed to be given as an unsecured loan at prevailing market interest rates.	

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		The funds shall be utilized strictly for principal business activities of Aceware, including working capital, operational expansion etc.. RCMS reserves the right to recall the loan at any time with reasonable notice. The transaction would be entered into on an arm's length basis and shall be monitored periodically by the Audit Committee.			
21	Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years: Explanations: <i>Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.</i>				
	Particulars	FY 24-25	FY 23-24	FY 22-23	
	To any party (other than related party):	Not Applicable	Not Applicable	Not Applicable	
	To related party.	10.30% p.a.	Not Applicable	Not Applicable	
22	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	9.00% – 10.00% <i>(Rates indicated are the rates charged by Aceware's Lenders, based on the backing of Corporate Guarantee issued by the Parent Company - RCMS)</i>			
23	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	About 8.50% – 10.50%			
24	Proposed interest rate to be charged by listed entity or its subsidiary from the related party	At flexible interest rate which is based on the highest borrowing rate applicable to RCMS during each quarter + a spread of 0.10 % p.a. to 0.20% p.a.			
25	Maturity / due date	The loan shall be in the nature of both short-term / long-term based on business requirements. The tenure of loan would not exceed more than 5 years from the date of disbursement, with flexibility to recall or renew based on mutual agreement.			
26	Repayment schedule & terms	Repayment scheduled shall be as decided by the Board and mutually agreed with Aceware. Aceware shall be permitted to do pre-payment of amount borrowed, without pre-payment penalty.			
27	Whether secured or unsecured?	Unsecured			
28	If secured, the nature of security & security coverage ratio	Not Applicable			
29	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Principal business purposes of Aceware			
30	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating))	Currently not rated by any Credit Rating Agency.			
31	Amount of total borrowings (long-term and short-term) of the related party over the last three financial years. (₹ in million)				
	Particulars	FY 24-25	FY 23-24	FY 22-23	
	Long-term	Nil	0.17	0.96	
	Short-term	205.66	0.50	2.23	
	Total borrowings	205.66	0.67	3.19	
32	Interest rate paid on the borrowings by the related party from any party in the last three financial				

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	years. Explanation: <i>Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.</i>			
	Particulars	FY 24-25	FY 23-24	FY 22-23
	Long-term	Nil	6.0%	6.0%
	Short-term	9 % - 10%	About 12.0%	6.0%
	<i>Aceware had obtained long-term financial assistance from Kerala Start-up Mission a state level agency of Govt. of Kerala.</i>			
33	Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person.	Nil. However, there was delayed repayment of loan taken from Kerala Start-up Mission.		
Additional details relating to advances other than loan given by the listed entity or its subsidiary-Point 34 & 35 not applicable				
B(4). Additional details for proposed transactions relating to any investment made by the listed entity or its subsidiary 36-44 Not applicable				
B(5). Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary				
45	Rationale for giving guarantee, surety, indemnity or comfort letter	Aceware is having accumulated losses as on March 31, 2025 and hence, as a parent company, RCMS will have to support Aceware for their financing needs until they are able to get credit facilities from banks on their own basis. Aceware will be able to get credit facilities from Banks / FIs at competitive rates, based on the Corporate Guarantee provided by RCMS.		
46	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Guarantee Commission: 1.00% - 3.00% p.a. The rate would be determined based on valuation of guarantee through an independent valuer. Aceware shall be contractually obligated to reimburse RCMS for any financial liability or outflow arising from invocation of guarantee. RCMS shall have the right to recover the amount as a debt due, with applicable interest, from Aceware.		
47	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Rs. 128 million		
48	Details of solvency status and going concern status of the related party during the last three financial years:	Going concern		
49	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person	No default		
B(6). Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary – Not applicable				
B(7). Additional details for proposed 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 – point 61-73 are not applicable				
B(8). Additional details for transactions relating to payment of royalty point 74 to 84 are not applicable				

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The nature and basis for the transactions between the Company & Aceware are given under:

Rs. In million

Nature of Services	Transaction Type	Basis Proposed	Proposed Value of Transaction	
			FY 2025-26	FY 2026-27
RENDERING SERVICES TO “ACEWARE”				
Onboarding of Merchants / BC Agents for Aceware	Onboarding commission	Fixed rate for each onboarding of Merchant / BC Agent	117	117
	Share of transaction revenue	Based on transactions occurring through the BC Agents’ outlet		
AVAILING OF SERVICES FROM “ACEWARE”				
UPI Payment Gateway	Service fees	As % of underlying transaction	100	100
Cash Management Services using Aceware’s network of BC Agents #	Service fees	Based on volume of cash handled #		
COST RECOVERY TRANSACTIONS				
Reimbursement / recovery of remuneration for personnel on deputation (to and from Aceware)	Cost of deputation	At actuals	10	10
Reimbursement of incidental expenses (to and from Aceware)	Common Cost allocation of Corporate Services, Travel, Training of personnel, etc..	At actuals	10	10
ADVANCING LOANS, GIVING GUARANTEES AND PROVIDING SECURITIES				
Loans	Principal amount	At actuals	150	150
	Interest	At market interest rates determined based on independent valuation	At flexible interest rate which is based on the highest borrowing rate applicable to the listed entity during each quarter + a spread of 0.10 % p.a. to 0.20% p.a.	At flexible interest rate which is based on the highest borrowing rate applicable to the listed entity during each quarter + a spread of 0.10 % p.a. to 0.20% p.a.
Corporate Guarantees*	Guaranteed amount	At actuals	300	300
	Guarantee Commission	At market rates determined based on independent valuation of guarantee	Range of 1% - 3% of amount guaranteed	Range of 1% - 3% of amount guaranteed

Volume of cash to be handled under the cash management service arrangements between RCMS and Aceware is estimated at about Rs. 80,000 million during each of the FY 2025-26 & 2026-27. This volume of cash transfers between RCMS and Aceware are merely pass through transaction in nature, which are incidental and integral to the cash management service arrangement. The service fee for the cash management service arrangement will be determined based on the volume of cash handled.

* Includes corporate guarantees already provided by the Company amounting to Rs. 128 million during FY 2024-25 which is expected to continue to remain in force through FY 2025-26 and FY 2026-27

Arms's Length Pricing:

The related party transaction(s)/contract(s)/arrangement(s) mentioned in this proposal shall be entered into on an arm length basis, not exceeding overall limit of **₹ 710 million** during each of FY 2025-26 and FY 2026-27. The pass through cash transfers envisaged under the cash management services arrangement between RCMS and Aceware is estimated up to a maximum of ₹80,000 million for each of FY 2025-26 and FY 2026-27. The related party transaction(s)/contract(s)/arrangement(s) also qualifies as contract under ordinary course of business.

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, feels that (i) the RPTs to be entered into are not prejudicial to the interest of public shareholders; and (ii) the terms and conditions of the RPT are not unfavourable to the Company, compared to the terms and conditions, had similar transaction been entered into with an unrelated party.

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 such transaction. Accordingly related parties are not entitled to vote to approve the resolution under Item No. 7.

Col. David Devashayam, Chairman & Managing Director, Dr. Renuka David, Whole-time Director and Mr. Alexander David, Additional Director (also serving as a Nominee Director of the Company on the Board of Aceware) are deemed to be interested in this item.

None of the other Directors and/ or Key Managerial Personnel(s) of the Company and/or their respective relatives are concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No. 7 of the Notice.

Accordingly, the Audit Committee and Board of Directors recommend Resolution No. 7 of the accompanying Notice to the members for approval.

By Order of the Board of Directors

Chennai
May 23, 2025

Nithin Tom
Company Secretary
A53056

Disclosures, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are as under

Name of Director	Mr Alexander David
Director Identification Number	08259288
Designation/category of the Director	Whole Time Director
Date of Birth	07-08-1990
Age	34
Date of first appointment on the Board	23-05-2025
Qualification	<ul style="list-style-type: none"> • Bachelor's degree in mechanical engineering from Jeppiaar Engineering College, Anna University and • Master's degree of science in management from the Imperial College, London
Profile, Experience and Expertise in specific functional areas	Mr. Alexander David has been associated with our Company since June 1, 2012. He holds a Bachelor's Degree in Mechanical Engineering from Jeppiaar Engineering College, Anna University and a Master's Degree in Management from the Imperial College, London. He has been instrumental in overseeing the Company's operations and business development, the Board of Directors of the Company decided appoint him as Whole time Director
Terms and conditions of re-appointment	As mentioned in the explanatory statement
Details of remuneration last drawn (FY 2024-25)	₹18 Lakhs per annum
Details of remuneration sought to be paid	As mentioned in the explanatory statement
Shareholding in the Company including shareholding as a beneficial owner	100 Shares
Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice	Aceware Fintech Services Private Limited
Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	Nil
Listed entities from which the Director has resigned from directorship in the past three (3) years	Nil
No. of Board Meetings attended	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Mr Alexander David is the son of Col. David Devashayam, Chairman and Managing Director and Dr. Renuka David, Whole Time Director of the Company