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NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Notice is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, read with other related circulars including General Circular No.20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), that the resolutions appended below for the re-appointment of Ms. Anita Belani (DIN: 01532511) as Independent Director, change of designation of Mr. Rajiv Srivastava (DIN:03568897) from Joint Managing Director to Managing Director, change of designation of Mr. Raj Shankar (DIN: 00238790) from Vice Chairman and Managing Director to Vice Chairman & Non-Executive Director and re-appointment Mr. Srinivasan Venkata Krishnan (DIN: 07518349) as Whole Time Director and on the Board of Redington (India) Limited (the "Company") is proposed for approval of the shareholders of the Company through postal ballot by remote e-voting process ("e-voting").

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, pertaining to the aforesaid resolutions setting out all material facts relating to the resolutions mentioned in the Postal Ballot Notice are annexed hereto.

The Board of Directors of the Company, at their meeting held on February 8, 2022, appointed M/s. R. Bhuvana & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot through the e-voting process in a fair and transparent manner.

The Company has engaged the services of "National Securities Depository Limited" (e-voting facility provider) as the agency to provide e-voting facility. Remote e-voting shall commence from Saturday, February 26, 2022 at 9.00 A.M. (IST) and ends on Sunday, March 27, 2022 at 5.00 P.M. (IST).

The Scrutinizer will submit their report to the Chairman or any other representative of the Company as authorized by the Board of Directors, after completion of scrutiny of e-voting votes but not later than two days from the date of conclusion of the Postal Ballot process and communicated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE"), National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories"), and will also be displayed on the Company's website <https://redingtongroup.com>.

The proposed Resolutions, if approved, shall be deemed to have been passed on the last date of remote e-voting, i.e. Sunday, March 27, 2022

Special Business

Item No. 1

RE-APPOINTMENT OF MS. ANITA BELANI (DIN: 01532511) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Anita Belani (DIN: 01532511), Independent Director of the Company, whose period of office is expiring on March 31, 2022, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, not subject to retirement by rotation, for second term of 5 years with effect from April 1, 2022.”

“RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the company be and hereby severally authorized to do all things, deeds, acts and matters and take all matter and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

Item No. 2

CHANGE IN DESIGNATION OF MR. RAJIV SRIVASTAVA FROM JOINT MANAGING DIRECTOR TO MANAGING DIRECTOR

To consider and if thought fit pass following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Rajiv Srivastava (DIN: 03568897), Joint Managing Director, be and is hereby redesignated as Managing Director of the Company for a period of four years effective from April 1, 2022, on the terms and conditions of appointment and remuneration as set out in the explanatory statement attached to this notice.”

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee and / or Board of Directors are be and is hereby authorized to alter and vary such terms of appointment and remuneration subject to the same not exceeding the limits specified under Section 197, 198 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force).”

“RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the company be and hereby severally authorized to do all things, deeds, acts and matters and take all matter and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

Item No. 3

CHANGE IN DESIGNATION OF MR. RAJ SHANKAR AS VICE CHAIRMAN AND NON-EXECUTIVE DIRECTOR

To consider and if thought fit pass following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), Mr. Raj Shankar (DIN: 00238790) currently Vice Chairman and Managing Director, who was redesignated by the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, be and is hereby redesignated as Vice Chairman and Non-Executive Director of the Company liable to retire by rotation, with effect from April 1, 2022.”

“**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the company be and hereby severally authorized to do all things, deeds, acts and matters and take all matter and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

Item No. 4

RE-APPOINTMENT OF MR. SRINIVASAN VENKATA KRISHNAN (DIN: 07518349) AS WHOLE TIME DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 196,197, 203 of the Companies Act, 2013 read with Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act and on the recommendation of the Nomination and remuneration Committee and approval of the Board of Directors, Mr. Srinivasan Venkata Krishnan (Din: 07518349) whose term of office expires on May 21, 2022 and who has submitted his consent to act as Whole Time Director, be and is hereby re-appointed as Whole Time Director of the company for a period of 5 years with effect from May 22, 2022 on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice.”

“**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee and / or Board of Directors are be and is hereby authorized to alter and vary such terms of appointment and remuneration subject to the same not exceeding the limits specified under Section 197, 198 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force).”

“**RESOLVED FURTHER THAT** the Board of Directors of the company be and hereby authorized to do all things, deeds, acts and matters and take all matter and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

**By order of Board of Directors
For Redington (India) Limited**

M. Muthukumarasamy
Company Secretary

Date: February 8, 2022

Place: Chennai

Notes:

1. The statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposals is annexed herewith and forms part of the notice.
2. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, Secretarial Standards -2 by Institute of Company Secretaries of India and any amendments thereto, the Company is pleased to offer e-voting facility to all the members to exercise their right to vote on the proposed resolutions electronically for which the company has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
3. In line with the MCA Circulars on account of Covid 19, physical copies of this postal ballot notice, postal ballot forms and pre-paid business envelopes are not being sent to members for this postal ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
4. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those Members whose names appear in the Register of Members / Beneficial Owner as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, February 18, 2022 ("cut-off date"), and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 7. Further, the Members whose names appear in the Register of Members/ List of Beneficial Owners as on cut-off date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
5. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://redingtongroup.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 the website of National Securities Depository Limited at <https://nsdl.co.in/>.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) or by writing to the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited at, Subramanian Building, 5th Floor, No.1, Club House Road, Chennai-600 002. Contact no: 044 28460390. Email Id: [investor@cameoindia](mailto:investor@cameoindia.com), if the shares are held in physical form. After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting user ID and password will be sent to your registered e-mail address, upon request received from the Members.
8. The e-voting period commences at Saturday, February 26, 2022 at 9.00 A.M. (IST) and ends on Sunday, March 27, 2022 at 5.00 P.M. (IST).
9. Members may send their queries related to items included in the Postal Ballot Notice or any other matter concerning the Company on the email id investors@redington.co.in /RTA at Investor@cameoindia.com from their registered email address, mentioning their name, folio number/DP ID-Client ID, as applicable, mobile number, copy of PAN card. Said queries shall be appropriately replied by the Company.

The Instructions for members for e-voting are as under:





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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="692 1771 1241 2087" style="text-align: center;"><p>NSDL Mobile App is available on</p><p> App Store  Google Play</p><p> </p></div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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

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

- 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.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@redington.co.in.

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 investors@redington.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013

Item No. 1:

RE-APPOINTMENT OF MS. ANITA BELANI (DIN: 01532511) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Ms. Anita Belani (DIN: 01532511) was appointed as an Independent Director of the Company under the provisions of the Companies Act, 2013, vide resolution passed by the Members at the 26th Annual General Meeting held on July 30, 2019, for a term of three years with effect from April 1, 2019.

Pursuant to recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on February 8, 2022 approved the re-appointment of Ms. Anita Belani as an Independent Director for a second term of five years from April 1, 2022, based on her skills, experience, knowledge and positive outcome of performance evaluation.

In line with the Company's remuneration policy for Independent Directors, Ms. Anita Belani will be entitled to receive sitting fees as allowed under Companies Act 2013, expenses incurred for attending the meetings and events of the Company reimbursed at actuals and she is entitled for commission as may be decided by Nomination and Remuneration Committee and or Board of Directors, not exceeding 1% of profit of the company within the overall limits approved by the shareholders and as provided under Companies Act, 2013. Details of commission paid to Independent Directors shall be disclosed as part of the Annual Report.

The Company has received a declaration from Ms. Anita Belani confirming that she meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Further, the Company has also received consent from Ms. Anita Belani to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board of Directors, Ms. Anita Belani fulfils the conditions specified in the Companies Act, 2013, Listing Regulations and the rules made thereunder, for her re-appointment as an Independent Director of the Company and is independent of the Management.

A brief profile of Ms. Anita Belani is enclosed as Annexure A to this notice.

Except Ms. Anita Belani, being the appointee, or her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 1.

The Board of Directors recommends the resolution at Item No. 1 for approval of the Members by way of a Special Resolution.

Item No. 2

CHANGE IN DESIGNATION OF MR. RAJIV SRIVASTAVA (DIN:03568897) FROM JOINT MANAGING DIRECTOR TO MANAGING DIRECTOR

Mr. Rajiv Srivastava was appointed as Joint Managing Director of the Company by the Board of Directors with effect from April 2, 2021 which was approved by the Members at the 28th Annual General Meeting held on August 11, 2021.

His contribution as a Joint managing Director to the company was phenomenal and considering succession-planning program of the company, Nomination and Remuneration Committee has made its recommendation to Board of Directors for change in designation of Mr. Rajiv Srivastava as the Managing Director of the Company with effect from April 1, 2022 for a term of four years.

Keeping the above into consideration, it is proposed to seek the approval of shareholders to redesignate Mr. Rajiv Srivastava (DIN:03568897) as Managing Director of the company on the following terms and conditions with effect from April 1, 2022:

Salary

Basic Salary : INR 1.50 Crore per annum

Allowances : INR 1.50 Crore per annum

Performance Linked bonus

As may be approved by the Nomination and Remuneration Committee subject to a maximum of INR 3 Crores per annum.

Long term Incentives

Mr. Rajiv Srivastava will be entitled for long term Incentives of INR 2 Crore.

Annual Revision

The salary and performance linked bonus shall be revised with an annual increment as may be decided by the Nomination and Remuneration committee. The annual increments will be merit based and taking into account the Company's performance.

Employee benefits

During the term of office, Mr. Rajiv Srivastava will be entitled to all Employee benefits as per the policies of the Company. Subject to the approval of the Nomination and Remuneration Committee, he will be included as part of all incentive schemes of the company including the share based incentive schemes.

Expenses

The Company will reimburse the expenses incurred by Mr. Rajiv Srivastava in furtherance of or in connection with the performance of his duties, in accordance with the Company's policy.

Minimum Remuneration

The remuneration as set out above may be paid as the minimum remuneration to Mr. Rajiv Srivastava, in the event of absence or inadequacy of profits in any financial year, provided that the total remuneration payable by way of salary, perquisites and any other allowance shall not exceed the ceiling provided in Section II of Part II of Schedule V of the Companies Act, 2013.

However, in terms of the provisions of the Act, where in any financial year, during his term of office as such, the Company makes no profit or its profits are inadequate, the Company may pay Mr. Rajiv Srivastava the remuneration as may be approved from time to time, as the minimum remuneration subject to limits laid down in Schedule V of the Companies Act, 2013 or as approved by the shareholders of the Company or otherwise as permissible by law for the time being in force.

Disclosures as per Schedule V of the Companies Act, 2013

I. General Information

a) **Nature of Industry**

Redington (India) Limited is engaged in business of Supply Chain Solution Provider covering all categories of Information Technology, Telecom, Consumer and Lifestyle spaces.

b) **Commencement of commercial production:** The Company got incorporated in 1961 and commenced business of distribution in the year 1993.

c) **In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.

d) **Financial performance based on given indicators:**

(Rs in crores)

Particulars	F.Y.20-21			F.Y.19-20		
	India Consolidated	Overseas Consolidated	Total Consolidated	India Consolidated	Overseas Consolidated	Total Consolidated
Total revenue	22,883.1	34,158.5	57,041.6	18,819.5	32,694.3	51,513.8
Profit Before Tax	450	678.1	1,128.1	220	472.3	692.3
Net Profit After Tax	245.7	510.7	756.4	139.3	375.9	515.2
EPS (in Rs)	6.77			12.58		

e) **Foreign investments or collaborators, if any:** the total foreign investment in the Company as on December 31, 2021, was 68.85% of total paid up capital of the Company [including 0.92 % held by Non Resident Indians], based on the shareholding pattern as on December 31, 2021 filed to the stock exchanges

II. Information about the Director concerned.

a) **Background Details**

The background details of Mr. Rajiv Srivastava are annexed herewith the notice.

b) **Past Remuneration**

The details are already disclosed in the Notice of 28th Annual General Meeting of the Company which forms part of Annual Report 2020-21.

c) **Recognition or Awards**

Mr. Rajiv brings deep experience of heading large organizations and spearheading strategic initiatives which have had far reaching impacts. His experience with premier Technology brands like HP & Microsoft will be invaluable, as the Company completes its shift to a Services & Solutions oriented Organization.

d) **Job Profile and his Suitability**

Mr. Rajiv Srivastava is having a wide experience in technology industry. He was a Joint Managing Director of the Company since April 2, 2021. Considering his quality to drive the business and other goals set by Board of Directors and his leadership skills in technology industry for the past 30 years in India and overseas, he is redesignated from Joint Managing Director to Managing Director consequent to the forthcoming expiry of the term of office of Mr. Raj Shankar, current Vice Chairman and Managing Director.

e) **Remuneration Proposed**

The remuneration proposed is as detailed above.

f) **Comparative remuneration profile with respect to Industry, Size of the Company, Profile of the position and person**

Considering the responsibilities and work handled by Mr. Rajiv Srivastava, the proposed remuneration is in accord with remuneration paid to the Managing Directors of other industries of similar size for similarly placed persons.

g) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: NIL**

III. OTHER INFORMATION

a) Reasons of loss or inadequate profits:

Not Applicable

b) Steps taken or proposed to be taken for improvement:

Not Applicable

c) Expected increase in productivity and profit in measurable terms:

Not Applicable

IV. DISCLOSURES:

The details required to be given under this head are already disclosed in Corporate Governance Report of the Company which forms part of Annual Report 2020-21 and to be disclosed in the forthcoming Annual Report of 2021-2022.

A brief profile of Mr. Rajiv Srivastava is enclosed as Annexure A to this notice.

Except Mr. Rajiv Srivastava, being the Director to be redesignated, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 2.

The Board of Directors recommends the resolution at Item No. 2 for approval of the Members by way of ordinary resolution.

Item No. 3

CHANGE IN DESIGNATION OF MR. RAJ SHANKAR AS VICE CHAIRMAN AND NON-EXECUTIVE DIRECTOR

Mr. Raj Shankar was re-appointed as Managing Director with effect from July 26, 2017, by the Members at the 24th Annual General Meeting held on July 28, 2017 for a term of five years.

Consequent to the elevation of Mr. Rajiv Srivastava as Managing Director, the Board approved redesignation Mr. Raj Shankar, who is currently Vice Chairman and Managing Director, as Vice Chairman and Non-Executive Director of the Company with effect from April 1, 2022.

In line with the Company's remuneration policy for Directors, Mr. Raj Shankar will be entitled to receive sitting fees as allowed under Companies Act 2013, expenses incurred for attending the meetings and events of the Company reimbursed at actuals and he is entitled for commission as may be decided by Board and Nomination and Remuneration Committee of such not exceeding 1% of profit of the company within the overall limits approved by the shareholders and as provided under Companies Act, 2013. Details of commission paid to Directors shall be disclosed as part of the Annual Report.

A brief profile of Mr. Raj Shankar is enclosed as Annexure A to this notice.

Except Mr. Raj Shankar, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 3.

The Board of Directors recommends the resolution at Item No. 3 for approval of the Members by way of ordinary resolution.

Item No 4

RE-APPOINTMENT OF MR. SRINIVASAN VENKATA KRISHNAN (DIN: 07518349) AS WHOLE TIME DIRECTOR OF THE COMPANY

Mr. Srinivasan Venkata Krishnan was appointed as a Whole-time Director for a term of three years effective from May 22, 2019, in the 26th Annual General Meeting of the Company held on July 30, 2019. His term of office expires on May 21, 2022.

To leverage on his vast experience and knowledge in building finance vision and strategy aligned to business, strategies policies and actions to manage capital allocation for growth, diversification initiatives and embrace technological advances for entire Redington group, he was appointed as Global Chief Financial Officer (“Global CFO”) in the Board meeting held on February 8, 2022.

Considering Mr. S.V Krishnan’s vast experience and his long-standing association with the Company and pursuant to the recommendation of Nomination and Remuneration Committee, Board of Directors of the company at their meeting held on February 8,2022 approved his re-appointment as an Whole Time Director on the below terms and conditions, based on his skills, experience, knowledge and positive outcome of performance evaluation and subject to approval of shareholders by ordinary resolution, for a term of five years from May 22, 2022:

Salary

Salary including allowances and performance linked bonus : INR 1.75 crores per annum

Long term Incentives

Mr. S.V Krishnan will be entitled for long term Incentives of INR 58.33 Lakhs.

Annual Revision

The salary and performance linked bonus shall be revised with an increment as may be decided by the Nomination and Remuneration committee. The increments will be merit based and taking into account the Company’s performance and within the limit as specified in the Section 197 and other applicable provisions of the Companies Act, 2013.

Employee benefits

During the term of office, Mr. S.V Krishnan will be entitled to all Employee benefits as per the policies/Procedures/Schemes and such other payouts of the Company. Subject to the approval of the Nomination and Remuneration Committee, he will be included as part of all incentive schemes of the company including the share-based incentive schemes.

Performance Linked bonus

As may be approved by the Nomination and Remuneration Committee.

Expenses

The Company will reimburse the expenses incurred by Mr. S.V Krishnan in furtherance of or in connection with the performance of his duties, in accordance with the Company’s policy

Minimum Remuneration

The remuneration as set out above may be paid as the minimum remuneration to Mr. S.V Krishnan, in the event of absence or inadequacy of profits in any financial year, provided that the total remuneration payable by way of salary, perquisites and any other allowance shall not exceed the ceiling provided in Section II of Part II of Schedule V of the Companies Act, 2013.

In terms of the provisions of the Companies Act, where in any financial year, during his term of office as such, the Company makes no profit or its profits are inadequate, the Company may pay Mr. S.V Krishnan, the remuneration as may be approved from time to time, as the minimum remuneration subject to limits laid down in Schedule V of the Companies Act, 2013 or as approved by the shareholders of the Company or otherwise as permissible by law for the time being in force.

Disclosures as per Schedule V of the Companies Act, 2013

V. General Information

a) Nature of Industry

Redington (India) Limited is engaged in business of Supply Chain Solution Provider covering all categories of Information Technology, Telecom, Consumer and Lifestyle spaces.

b) Date of commencement of commercial production: The Company got incorporated in 1961 and commenced business of distribution in the year 1993.

- c) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.
- d) Financial performance based on given indicators:

(Rs in crores)

Particulars	F.Y.20-21			F.Y.19-20		
	India Consolidated	Overseas Consolidated	Total Consolidated	India Consolidated	Overseas Consolidated	Total Consolidated
Total revenue	22,883.1	34,158.5	57,041.6	18,819.5	32,694.3	51,513.8
Profit Before Tax	450	678.1	1,128.1	220	472.3	692.3
Net Profit After Tax	245.7	510.7	756.4	139.3	375.9	515.2
EPS (in Rs)	6.77			12.58		

- e) **Foreign investments or collaborators, if any:** the total foreign investment in the Company as on December 31, 2021, was 68.85% of total paid up capital of the Company [including 0.92 % held by Non Resident Indians], based on the shareholding pattern as on December 31, 2021 filed to the stock exchanges

VI. Information about the Appointee

a) **Background Details**

The background details of Mr. S.V Krishnan is annexed herewith the notice.

b) **Past Remuneration**

Mr. S.V Krishnan was receiving remuneration of INR 1,34,78,570 per annum

c) **Recognition or Awards**

Mr. Krishnan is a Chartered Accountant, Cost Accountant and a Company Secretary. He has been part of the Company's growth since 1998. He brings with him an extensive experience in entire gamut of finance, and working on various initiatives and programs throughout his career in the Company. Mr.Krishnan as a head of finance was involved in the Company's equity raising including the listing in India during the year 2007 and his responsibility also includes investor relations with public/institutional shareholders & analysts.

d) **Job Profile and his Suitability**

Mr. Krishnan is associated with the company since 1998 and has been part of the company's growth since then. As Whole Time Director he was always attending day to day functions of the company and handled HR, Admin, Secretarial and legal functions of the company efficiently.

e) **Remuneration Proposed**

The remuneration proposed is detailed above.

f) **Comparative remuneration profile with respect to Industry, Size of the Company, Profile of the position and person**

Considering the responsibilities and work handled by Mr. Krishnan, the proposed remuneration is in accord with remuneration paid to the KMP's of other industries of similar size for similarly placed persons.

g) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: NIL**

VII. OTHER INFORMATION

a) **Reasons of loss or inadequate profits:**

Not Applicable

b) **Steps taken or proposed to be taken for improvement:**

Not Applicable

c) Expected increase in productivity and profit in measurable terms:

Not Applicable

VIII. DISCLOSURES:

The details required to be given under this head are already disclosed in Corporate Governance Report of the Company which forms part of Annual Report 2020-21 and to be disclosed in the forthcoming Annual Report of 2021-2022.

A brief profile of Mr. Srinivasan Venkata Krishnan is enclosed as Annexure A to this notice.

Except Mr. Krishnan, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 4.

The Board of Directors recommends the resolution at Item No. 4 for approval of the Members by way of a Ordinary Resolution.

* * * * *

Annexure A

Details of Directors seeking re-appointment/change in designation

Name of the Directors	Ms. Anita P Belani	Mr. Rajiv Srivastava	Mr. Raj Shankar	Mr. S.V. Krishnan
	(DIN 01532511)	(DIN 03568897)	(DIN 00238790)	(DIN 07518349)
Date of Birth	January 19, 1964	October 3, 1964	June 19, 1958	April 21, 1973
Age	58	57	63	48
Proposed date of Appointment / Re-appointment	April 1, 2022	April 1, 2022	April 1, 2022	May 22, 2022
Experience	Ms. Anita P Belani is a seasoned professional with over 30 years of experience as a senior business & human capital leader. She is currently the Operating Partner with Gaja Capital. In her previous roles she has been the Managing Director India for Russell Reynolds Associates and has lead consulting businesses as Country Head India for Right Management and Watson Wyatt. Ms. Anita has previously worked with	Mr Rajiv Srivastava has been in leadership roles in the Technology industry in India and overseas for 30 plus years. His most recent assignment was as the MD & CEO of Indian Energy Exchange Limited (IEX). Prior to IEX, he was the Chief Operation Officer for Asia Pacific & Japan at Hewlett - Packard (HP),based out of Singapore. He was also a member of the HP's global strategy board. Before taking up the assignment at	Mr. Raj Shankar is associated with Redington for 25+ years, he has been instrumental in conceptualizing, operationalizing and expanding Redington's business in the diverse markets of East Europe, South East Asia and META regions. Since 2014, Mr. Raj has been at the helm of Redington as its Global Managing Director, while also serving as the	Mr. S.V. Krishnan is a Chartered Accountant, Cost Accountant and a Company Secretary. He has over two decades of industry experience and joined Redington in May 1998. Presently, he is the Global Chief Financial Officer and Whole Time Director of Redington (India) Limited. He is a Director on the Board of ProConnect Supply Chain Solutions Limited. Prior to joining Redington, he was employed with Ashok Leyland Limited.

	<p>Sun Microsystems in San Francisco in a strategic global HR position, KPMG in the USA, Jardine Fleming and American Express TRS. She is an ICF Accredited Executive Coach and has 15 years of coaching experience under her belt having coached several C-suite level executives across various sectors. Ms. Anita takes keen interest in mentoring startups and is a key member of the Lead Angels network & 1crowd which focus on investing in early stage companies.</p>	<p>Singapore Mr Rajiv Srivastava served as the Managing Director -HP India, for 6 years.</p>	<p>Chairman of Redington Gulf FZE and Arena Bilgisayar.</p>	
Qualifications	<p>MBA from XLRI, Jamshedpur and B.A (Hons.) in Economics from Miranda House, University of Delhi</p>	<p>Bachelor Degree in Mechanical Engineering from Brila Institute of Technology and Science, pilani and Diploma in International Business from Helsinki School of Economics.</p>	<p>MBA</p>	<p>Chartered Accountant, Cost Accountant and Company Secretary</p>
Expertise in specific business function	<p>Human Resources Management</p>	<p>Business Strategy, Distribution & Vendor Experience, General Management.</p>	<p>Business Strategy and General Management</p>	<p>Corporate Finance</p>
Last drawn remuneration/commission for FY 2020-21 (in INR)	<p>31,50,000</p>	<p>Not applicable Mr. Rajiv Srivastava, was appointed April 2, 2021 and his terms of appointment and remuneration was approved by the Members at the 28th</p>	<p>Not applicable Remuneration to the Mr. Raj Shankar is being paid from an overseas wholly owned subsidiary of the Company. Hence, the same is not considered here.</p>	<p>1,34,78,570</p>

		Annual General Meeting held on August 11, 2021.		
Remuneration sought to be paid	Please refer to the Explanatory statement given as part of Postal Ballot notice for details on the remuneration.	Please refer to the Explanatory statement given as part of Postal Ballot notice for details on the remuneration.	Please refer to the Explanatory statement given as part of Postal Ballot notice for details on the remuneration.	Please refer to the Explanatory statement given as part of Postal Ballot notice for details on the remuneration.
Directorship in other Indian Public Limited Companies other than Redington (India) Limited	<ul style="list-style-type: none"> • Foseco India Limited • Eternis Fine Chemicals Limited • IDFC Financial Holding Company Limited • IDFC Asset Management Company Limited • IDFC Limited 	<ul style="list-style-type: none"> • Redserv Global Solutions Limited 	Nil	<ul style="list-style-type: none"> • ProConnect Supply Chain Solutions Limited • Redserv Global Solutions Limited
Membership/Chairmanship in Committees of Indian Public Limited Companies other than Redington (India) Limited	18	Nil	Nil	2
Shareholding details in the Company, including shareholding as beneficial owner	Nil	Nil	11,89,892 Equity Shares	1,41,370 Equity shares
Period of Appointment	Five years	Four years	He is redesignated as Vice chairman and Non-Executive Director, liable to retire by rotation.	Five years

Relationship between Directors, Manager and other Key Managerial Personnel Inter-se	Nil	Nil	Nil	Nil
Number of meetings of the Board attended during the year	Six	Five	Six	Six
Terms and conditions relating to appointment	As per item no. 1 of this Notice, read with explanatory statement thereto.	As per item no. 2 of this Notice, read with explanatory statement thereto.	As per item no. 3 of this Notice, read with explanatory statement thereto.	As per item no. 4 of this Notice, read with explanatory statement thereto.