

Redington (India) Limited

Regd. Office: Centre Point, Plot no. 11 (SP), Thiru. Vi. Ka. Industrial Estate,
Guindy, Chennai 600032.
CIN: L52599TN1961PLC028758
Website: www.redingtongroup.com
E-mail ID: investors@redington.co.in
Phone no.: 044 42243353 Fax No.: 044 22253799

NOTICE CALLING FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that the TWENTY EIGHTH ANNUAL GENERAL MEETING of the members of the Company will be held on Wednesday, August 11, 2021, at 11.00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS

Item No. 1 – Adoption of Standalone Financial Statements

To receive, consider and adopt the Standalone audited Balance Sheet as at March 31, 2021, the Statement of Profit and Loss, Statement of Changes in Equity and Cash Flow Statement for the financial year ended on that date and the Report of Auditors and Directors thereon.

Item No. 2 – Adoption of Consolidated Financial Statements

To receive, consider and adopt the Consolidated audited Balance Sheet as at March 31, 2021, the Statement of Profit and Loss, Statement of Changes in Equity and Cash Flow Statement for the financial year ended on that date and the Report of Auditors thereon.

Item No. 3 – Declare dividend for the financial year ended March 31, 2021

To declare final dividend of ₹ 11.60 (580%) per equity share of ₹ 2/- each (including one-time special dividend of ₹ 4 (200%) per equity share) for the financial year ended March 31, 2021.

Item No. 4 – Re-appointment of Director retiring by rotation

To appoint Mr. Tu, Shu-Chyuan (DIN: 02336015) as a Director, who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

Item No. 5 - Appointment of Branch Auditor

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

“RESOLVED THAT pursuant to the provisions of Section 143(8) and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the consent of the members of the Company be and is hereby accorded to reappoint Ernst & Young LLP, Singapore as Auditor for the Branch Office of the Company at Singapore for the Financial Year 2021-22, on such terms and conditions as may be fixed by the Board of Directors.”

Item No. 6 – Appointment of Mr. Rajiv Srivastava (DIN: 03568897) as Director and also as Joint Managing Director of the Company

To consider and, if thought fit, to pass the following as an Ordinary Resolution;

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and Board of Directors and subject to the provisions of Section 152 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), the consent of the members be and is hereby accorded to appoint Mr. Rajiv Srivastava (DIN: 03568897), Additional Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, as a Director on the Board of the Company.”

“RESOLVED FURTHER 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, the consent of the members of the Company, be and is hereby accorded for the appointment of Mr. Rajiv Srivastava (DIN: 03568897), as Joint Managing Director of the Company for a period of five years effective from April 2, 2021, on the terms and conditions of appointment and remuneration as set out in the explanatory statement attached to this notice.”

“RESOLVED FURTHER THAT the Board and the Nomination and Remuneration Committee of Directors 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, read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force).”

Item No. 7 – Increase in Authorized Share Capital and consequent amendment to Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the provisions of the Articles of Association of the Company, the consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹ 85,00,00,000/- (Rupees Eighty Five Crores) divided into 42,50,00,000 (Forty Two Crores and Fifty Lakhs) equity shares of ₹ 2/- (Rupees Two) each, to ₹ 1,70,00,00,000/- (Rupees One Hundred and Seventy Crores) divided into 85,00,00,000 (Eighty Five Crores) equity shares of ₹ 2/- (Rupees Two) each, by creation of additional 42,50,00,000 (Forty Two Crores and Fifty Lakhs) equity shares of ₹ 2/- (Rupees Two) each, ranking pari-passu in respect with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 13, Section 61 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the existing clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

“The Authorized Share Capital of the Company is ₹ 1,70,00,00,000/- (Rupees One Hundred and Seventy Crores) divided into 85,00,00,000 (Eighty Five Crores) equity shares of ₹ 2/- (Rupees Two) each with rights, privileges and conditions attached thereto as are provided by the regulations of the Company for the time being in force and operation with the power to increase or reclassify or reduce the capital of the Company and to divide the shares in the capital for the time being original or increased into different classes and to consolidate or sub-divide such shares and convert shares into stock and reconvert the Stock into shares and to attach to such shares or stock such ordinary or deferred rights, privileges and other conditions as may be provided by the regulation of the Company for the time being in force and operation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.”

Item No. 8 – Approval of issue of bonus shares

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

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Foreign Exchange and Management Act, 1999, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, and in accordance with the provisions contained in the Memorandum of Association and Articles of Association of the Company and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include a Committee of Directors or officer(s) of the Company duly authorized in this behalf), and subject to other approvals, consents, permissions, conditions and sanctions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board for capitalization of such sums standing to the credit of the free reserves and/or the securities premium account and/or the capital redemption reserve account of the Company, as may be considered necessary by the Board, for the purpose of the issue of bonus equity shares of ₹ 2/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board (“Record date”), in the proportion of 1 (One) equity share for every 1 (One) existing equity share held by the Members.”

“RESOLVED FURTHER THAT the bonus equity shares so issued shall be treated for all purposes as an increase in the nominal amount in the share capital of the Company held by each such member and not as an income or distribution in lieu of Dividend and all such bonus equity shares so issued shall be subject to the provisions of Articles of Association of the Company and shall rank pari-passu and carry same rights with the existing equity shares of the Company as on Record date.”

“RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus equity shares and that the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such times as prescribed under the law and by the relevant authorities, from time to time, except in respect of those allottees who were allotted shares in dematerialized form.”

“RESOLVED FURTHER THAT the allotment of bonus equity shares to the extent that they relate to non-resident members, Foreign Institutional Investors (FIIs) and other Foreign Investors of the Company, shall be subject to the approval, if any, of the Reserve Bank of India or such other authority, as may be necessary or applicable.”

“RESOLVED FURTHER THAT the Board/Compensation Committee be and is hereby authorized to make appropriate adjustments necessary for the issue of bonus equity shares as aforesaid, to the stock appreciation rights which have been granted (whether vested or not) to employees under Redington Stock Appreciation Right Scheme 2017, pursuant to the SEBI (Share Based Employee Benefits) Regulations, 2014 and any amendments thereto from time to time, such that the number of stock appreciation rights which are available for granting and those already granted but not exercised as on the record date shall be appropriately adjusted.”

“RESOLVED FURTHER THAT for the purposes of giving effect to the bonus issue of equity shares as resolved hereinbefore and for the issuance of equity shares and other related matters, the Board/Committee of the Board and other designated officers of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, filing documents with the SEBI, listing the additional equity shares on BSE Limited and National Stock Exchange of India Limited, amending, if necessary, the relevant sections of the agreement entered into between the Company and other relevant stakeholders and entering into any arrangements in regard to such bonus issue as it may in its absolute discretion deem fit.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and determine all other terms and conditions of the issue of bonus equity shares as the Board may in its absolute discretion deem fit.”

**By Order of the Board
For Redington (India) Limited**

Place: Chennai
Date: July 7, 2021

**M Muthukumarasamy
Company Secretary**

Notes:

1. The explanatory statement, pursuant to Section 102 of the Companies Act 2013 in respect of the business under item nos. 5, 6, 7 and 8 is attached hereto.
2. In view of the continuing restrictions on the movement of persons at several places in the country due to COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 02/2021 dated January 13, 2021 read with various circulars issued by Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”) allowed the companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without requiring mandatory physical presence of members at a common venue. Hence, in compliance with the Circulars, the members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue of the AGM shall be the Registered Office of the Company.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf at the AGM, and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Since the AGM will be held through VC/OAVM, the route map is not annexed to this Notice.
4. Participation of members through VC/OAVM will be reckoned for the purpose of ascertainment of quorum under Section 103 of the Companies Act, 2013. All resolutions shall continue to be passed through the facility of e-voting made available for the members.
5. Members of the Company under the category of Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are encouraged to attend and vote at the AGM through VC/OAVM. Members intending to authorize their representatives to participate and vote at the meeting are requested to submit a scanned copy (PDF format) of the relevant Board Resolution / Authorization Letter, etc. together with attested specimen signature(s) of the duly authorised signatory (ies) who is/are authorized to vote, to the Scrutiniser (bhuvana.r@akshayamcorporate.com) with a copy marked to evoting@nsdl.co.in.

6. The Company has fixed following dates as Record Dates for reckoning the eligible members to receive final dividend (including one-time special dividend) for the financial year ended March 31, 2021 and to receive bonus equity shares, if approved at the AGM.

Corporate Action	Record Date
Final dividend for FY 2020-21 (including one-time special dividend)	July 19, 2021
Bonus issue	August 20, 2021

The following persons as of end of Record dates given above shall be entitled to receive the above benefits:

- I. Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”
- II. Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours.

If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made. In terms of the provisions of the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividend paid or distributed by a Company on or after April 1, 2020 shall be taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source (‘TDS’) (at the applicable rates) at the time of payment of the dividend. TDS rate would vary depending on the residential status and documents submitted.

The Company requests shareholders to submit the documents in this regard with Company’s Registrar and Share Transfer Agent, Cameo Corporate Services Limited, on or before July 31, 2021. Any communication received after this date will not be considered for deduction of applicable tax. The documents (Form 15 G / Form 15 H) can be submitted at <https://investors.cameoindia.com/> and other documents can be submitted through email to agm@cameoindia.com.

For detailed tax rates, documents to be submitted and further queries, Members are requested to refer to the General Communication and FAQs about TDS on Dividend available on the Company’s website. If the tax is deducted at a higher rate in absence of receipt of or satisfactory completeness of the details / documents by company before date given, the shareholder may claim an appropriate refund in the return of income filed with their respective Tax authorities.

7. The details pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at this AGM is enclosed as Annexure A to this notice.
8. As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. Shares held in dematerialized form eliminate all risks associated with physical shares. Considering benefits associated with dematerialization, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company’s Registrar and Share Transfer Agent, M/s Cameo Corporate Services Limited at their contact given elsewhere in the Notice for assistance in this regard.
9. In order to receive the statutory communications on time, the Company requests
 - a. The members who are holding shares in Physical mode to update their valid E-mail ID with the Registrar and Share Transfer Agent of the Company, Cameo Corporate Services Limited at <https://investors.cameoindia.com/> and
 - b. The members / beneficial owners holding shares in dematerialized form are requested to update their valid E-mail IDs with the respective depository participants from time to time.
10. The members holding shares in physical mode are requested to lodge/notify the communication for change of address, Bank details, ECS details, wherever applicable, mandates (if any) with the Company’s Registrar and Share Transfer Agent, Cameo Corporate Services Limited by sending e-mail along with requisite documentary proofs to investor@cameoindia.com.
11. The members / beneficial owners holding shares in dematerialized form are requested to update user profile details to their depository participants and not to the Company or to the Registrar and Share Transfer Agent of the Company, as the Company is obliged to use only the data provided by the Depositories.

12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. The registers and other documents as required under statutory regulations, will be made available for inspection to the members, in electronic mode without any fee, during the Annual General meeting. They shall also be available for inspection at the Registered Office of the Company during office hours on all days except Saturday, Sunday & Public holidays between 11:00 a.m. (IST) and 1.00 p.m. (IST) up to the date of the Annual General Meeting.
14. The Company has already transferred all shares (in respect of which dividend has not been paid or claimed for seven consecutive years or more) along with unpaid or unclaimed dividend declared for the financial year ended March 31, 2013 and earlier periods to the Investor Education and Protection Fund (IEPF). Members who have so far not claimed or collected their dividends for the said period may claim their dividend and shares from IEPF, by submitting an application in the prescribed form.

Dividend for the financial year ended March 31, 2014 and shares on which dividend remains unpaid or unclaimed for a continuous period of seven years, become due for transfer to IEPF during FY 2021-22. Members who have not claimed their dividend from the abovementioned year are requested to make their claim immediately to the Company's Registrar & Share Transfer Agent, Cameo Corporate Services Limited, immediately.

Detailed information of Unclaimed Dividend is available on Company's website www.redingtongroup.com/india for the benefit of members.

15. In compliance with the Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email ids are registered with the Depositories/Company's Registrar and Share transfer agent. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.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 NSDL <https://www.evoting.nsdl.com>
16. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, August 5, 2021 to Wednesday, August 11, 2021 (both days inclusive). A person who is a member as on the cut-off date (i.e August 4, 2021) is only eligible to vote on resolutions. Other Members are requested to treat this Notice for information purpose only.
17. All correspondences with regard to dividends and matters related therewith may be addressed directly to the Company's Registrar and Share Transfer Agent at Cameo Corporate Services Limited at Unit: Redington (India) Limited, Subramanian Building, 5th Floor, No.1, Club House Road, Chennai - 600 002. Contact no: 044 28460390. Email Id: investor@cameoindia.com
18. **Voting through Electronic means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars, the Company offers remote e-voting facility (e-voting from a place other than venue of the AGM) to all the members of the Company to cast their votes electronically on all the resolutions set forth in the notice. The Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as using e-Voting on the date of the AGM will be provided by NSDL.

The remote e-voting period begins on August 8, 2021 at 9:00 A.M.(IST) and ends on August 10, 2021 at 5:00 P.M (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on August 4, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 4, 2021.

The Company has appointed CS R Bhuvana, M/s. R. Bhuvana & Associates, Practising Company Secretary, as the 'Scrutiniser' for conducting the e-Voting process in a fair and transparent manner.

The Board of Directors has appointed Mr. S. V. Krishnan, Whole Time Director and Chief Financial Officer and Mr. M. Muthukumarasamy, Secretary of the Company as the persons severally responsible for the entire e-voting process.

The Scrutinizer shall make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman within a period not exceeding 48 hours from the conclusion of the AGM.

The results would be declared on or after the date of AGM of the Company by the Chairman or the person authorized by him. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.redingtongroup.com/india and on the website of NSDL and shall be forwarded to the Stock Exchanges.

Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., August 4, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or agm@cameoindia.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

Contact Details		
Company's Registrar and Share Transfer Agent	Cameo Corporate Services Limited	Subramanian Building, 5th Floor, No.1, Club House Road Chennai - 600 002. Contact no: 044 28460390. Email Id: agm@cameoindia.com
Scrutinizer	CS R Bhuvana, M/s.R. Bhuvana & Associates Practising Company Secretary	bhuvana.r@akshayamcorporate.com
E-voting Facility Provider	National Securities Depository Limited (NSDL)	evoting@nsdl.co.in Toll free no.: 1800-222-990

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 and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and vote during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & vote during the meeting.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="555 421 1038 696" style="border: 1px solid black; padding: 5px; text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 home page of CDSL at www.cdslindia.com. 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.
<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 or joining virtual meeting & voting during the meeting.</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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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</p>

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- 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.

4. Your User ID details are given below :

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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 and join General Meeting on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to 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 and joining virtual meeting 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.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for Access to NSDL e-voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions may express the same through any of the following options
 - a. **Through Registered E-Mail ID:** Shareholders may send their views/questions in advance, mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investors@redington.co.in from August 5, 2021 (09.00 a.m. (IST)) to August 9, 2021 (05.00 p.m. (IST)). Members are requested to send their e-mail with the subject titled "AGM 2021 – Expression of views/questions". The same will be replied by the Company suitably.
 - b. **Being a speaker during AGM:** Members may register themselves as speaker by sending their request from their registered e-mail address mentioning their name, demat account number/folio number, email ID, mobile number at investors@redington.co.in on or before the closing business hours of August 8, 2021. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers, upto 10 members, on first-come-first-served basis.

Explanatory Statement to the Notice

Item No. 5

The Company had appointed Ernst & Young LLP, Singapore (EY) as Auditors for the Branch office at Singapore for the Financial Year 2020-21, in the Annual General Meeting held on August 12, 2020. As the term of office of EY has expired on March 31, 2021, it is proposed to re-appoint EY, as Auditors for the Branch office at Singapore for the Financial Year 2021-22.

The Board recommends the resolution set out in item no. 5 of the Notice for the approval of members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution no. 5 set out in this Notice.

Item No. 6

The Nomination and Remuneration Committee of the Company had undertaken a succession-planning program and has made its recommendation to the Board of Directors.

Taking cognizance of recommendation of the Nomination and Remuneration Committee, the Board has appointed Mr. Rajiv Srivastava (DIN: 03568897) as Additional Director and Joint Managing Director on the Board, subject to the approval of members of the Company, for a period of five (5) years with effective from April 2, 2021, on the following terms and conditions:

Salary

Basic Salary : ₹ 1.50 Crore per annum

Allowances : ₹ 1.50 Crore per annum

Performance Linked bonus

As may be approved by the Nomination and Remuneration Committee, subject to a maximum of ₹ 2 Crores per annum.

Joining Bonus

One-time joining bonus of ₹ 0.50 Crore.

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. Rajiv Srivastava 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.

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.

The Board recommends the resolution set out in item no. 6 of the Notice for the approval of members.

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

Except Mr. Rajiv Srivastava, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution no. 6 set out in this Notice.

Item No. 7 and 8

Since listing in 2007, the equity shares of your Company are actively traded on the National Stock Exchange of India Limited and BSE Limited. The Company has grown multifold and performed significantly well over the period.

With a view to rewarding the existing shareholders, encouraging the participation of small investors by increasing the liquidity of the equity shares and to expand the retail shareholders' base, the Board of Directors, at their meeting held on July 7, 2021, considered, approved and recommended a bonus issue of one equity share for every one equity share held as on a Record date decided for this purpose. The bonus issue of equity shares will be subject to the approval of shareholders and other approvals, consents, permissions, conditions and sanctions, as may be necessary. The Record date for reckoning the eligible shareholders entitled to receive bonus shares has been fixed as August 20, 2021.

The bonus shares, once allotted, shall rank pari-passu in all respects and carry the same rights as the existing equity shares and holders of the bonus shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new equity shares are allotted.

The bonus issue of equity shares would, inter alia, require appropriate adjustments with respect to Stock Appreciation Rights which have been granted / to be granted as on the above Record date to employees under Redington Stock Appreciation Right Scheme, 2017, pursuant to the SEBI (Share Based Employee Benefits) Regulations, 2014 and any amendments thereto from time to time.

Presently, the authorized share capital of the Company is ₹ 85,00,00,000/- (Rupees Eighty Five Crores) divided into 42,50,00,000 (Forty Two Crores and Fifty Lakhs) equity shares of ₹ 2/- (Rupees Two) each. The issue of bonus shares as aforesaid would require an increase in capital from ₹ 85,00,00,000 to ₹ 1,70,00,00,000/- (Rupees One Hundred and Seventy Crores) and corresponding amendments to the existing Clause V of the Memorandum of Association of the Company such that the authorized share capital is increased to ₹ 1,70,00,00,000/- (Rupees One Hundred and Seventy Crores) divided into 85,00,00,000 (Eighty Five Crores) equity shares of ₹ 2/- (Rupees Two) each.

The bonus issue of equity shares, increase in authorized capital and alteration of relevant clauses of the Memorandum of Association of the Company are subject to members' approval in terms of Sections 13, 61 and 63 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals. The capitalization of free reserves and/or the securities premium account and/or the capital redemption reserve account requires members' approval as per the Articles of Association of the Company.

Accordingly, the Board recommends the resolutions set forth in Item no 7 and 8 for the approval of the members.

No director, key managerial personnel or their relatives are directly or indirectly concerned or interested in the resolutions at Item no 7 and 8 of the Notice except to the extent of their shareholding and outstanding stock appreciation rights, if any, and shares which may be allotted to them as part of this bonus issue.

**By Order of the Board
For Redington (India) Limited**

Place: Chennai
Date: July 7, 2021

**M Muthukumarasamy
Company Secretary**

Annexure A

Details of Directors seeking appointment / re-appointment at the Annual General Meeting

Name of the Directors	Mr. Tu, Shu Chyuan DIN: 02336015	Mr. Rajiv Srivastava DIN: 03568897
Date of Birth	January 18, 1958	October 3, 1964
Age	63 years	56 years
Date of Appointment / Re-appointment	October 24, 2008	April 2, 2021
Experience	Mr. Tu, Shu-Chyuan is currently the VP of business development of Synnex. Prior to joining Synnex, he worked for various computer networking companies in the State and had focused expertise in planning and management. He has an overall 37+ years of working experience in the global IT industry. He joined Synnex in 1994 and held a series of management positions.	Mr. Rajiv Srivastava has been in leadership roles in the Technology industry in India and overseas for 30+ years. His last assignment was as the MD & CEO of Indian Energy Exchange Limited (IEX). Prior to IEX, he was the Chief Operating 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 Singapore, Mr. Rajiv Srivastava served as the Managing Director - HP India, for 6 years.
Qualifications	Engineering Graduate from the National Chiao Tung University, Taiwan and has a Master's degree in Computer Engineering from San Jose State University, USA	Bachelor's Degree in Mechanical Engineering from the Birla Institute of Technology and Science, Pilani and a Diploma in International Business from Helsinki School of Economics.
Expertise in specific business function	Business Strategy	Business Strategy, Distribution & Vendor Experience, General Management
Last drawn remuneration for FY 2020-21	Nil	Not Applicable
Remuneration sought to be paid	Nil	Please refer to the Explanatory statement given as part of AGM notice for details on the remuneration.
Directorship in other Indian Public Limited Companies other than Redington (India) Limited	Nil	Nil
Membership/Chairmanship in Committees of Indian Public Limited Companies other than Redington (India) Limited	Nil	Nil
Shareholding details in the Company, including shareholding as beneficial owner	Nil	Nil
Period of Appointment	Subject to retirement by rotation	Five Years, with effect from April 2, 2021
Relationship between Directors, Manager and other Key Managerial Personnel Inter-se	Nil	Nil

For details on number of Board Meetings attended during the year, please refer to the Report on Corporate Governance, which is part of this Annual Report.