



**REDINGTON LIMITED**

(Formerly known as Redington (India) Limited)

**Registered office:** Block3, Plathin, Redington Tower, Inner Ring Road, Saraswathy Nagar West, 4th Street, Puzhuthivakkam, Chennai – 600091|**CIN:** L52599TN1961PLC028758

**Ph:** 044 42243363 **Website:** [www.redingtongroup.com](http://www.redingtongroup.com) ; **E-mail:** [investors@redingtongroup.com](mailto:investors@redingtongroup.com)

**POSTAL BALLOT NOTICE**

Dear Member(s),

**Notice** is hereby given that the resolution set out below is proposed for approval by the Members of Redington Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the 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(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations and MCA Circulars, the Company is offering facility of E-voting to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes in this regard.

An Explanatory Statement under Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed.

The Board of Directors of the Company has approved and appointed M/s RBJV & Associates, Practicing Company Secretaries, Chennai (Firm Reg. No.: P2016TN053800) as the Scrutiniser for conducting the Postal Ballot through E-voting process in a fair and transparent manner on October 28, 2023. The Scrutiniser will submit their report to the Chairman or any authorised person of the Company and the results of the Postal Ballot will be announced on or before December 2, 2023. The said results would be displayed at the Registered Office of the Company and intimated to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website [www.redingtongroup.com](http://www.redingtongroup.com) and on the website of National Securities Depository Limited.

The resolution, if passed with requisite majority by the Members through Postal Ballot shall be deemed to be passed on the last date of the voting period i.e. on November 30, 2023.

## **SPECIAL BUSINESS**

### **1. Appointment of Mr. V.S. Hariharan as the Group Chief Executive Officer of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and subject to approval of the Central Government and any other approvals (as may be required), and pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, ('Board'), consent of the shareholders be and is hereby accorded for the appointment of Mr. V.S. Hariharan as the Group Chief Executive Officer of the Company for a period of three years commencing from September 11, 2023 and ending on September 10, 2026, and to perform the duties that may be delegated to him by the Board (including any committees or sub-committees of the Board) from time to time, subject to overall supervision and control of the Board, on the terms and conditions as contained in his employment/ service agreement to be entered into between the Company and Mr. V.S. Hariharan and as set out in the explanatory statement herein”.

**FURTHER RESOLVED THAT** the Board of Directors (including any committees of the Board) 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).

**FURTHER RESOLVED THAT** the Board of Directors (including the committees of the Board) and the Company Secretary of the company be and are hereby severally authorized to do all things, deeds, acts and matters and take all such steps as may be necessary, proper, or expedient to give effect to this resolution and matters connected therewith and incidental thereto including finalising and executing all such agreements, documents, instruments and writings as necessary, undertaking requisite filings of forms and applications with relevant statutory/ regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard.”

**Registered Office:**

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**CIN:** L52599TN1961PLC028758

**E-mail:** [investors@redingtongroup.com](mailto:investors@redingtongroup.com)

**Website:** [www.redingtongroup.com](http://www.redingtongroup.com) ;

**By Order of the Board of Directors**

**Sd/-  
M Muthukumarasamy  
Company Secretary**

October 28, 2023  
Chennai

**Notes:**

1. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') setting out the material facts relating to the special business to be transacted is annexed hereto.
2. In accordance with the MCA circulars, the Postal Ballot Notice is being sent only in electronic form to Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on October 27, 2023 (cut-off date) and who have registered their e-mail addresses with the Company/Depositories. The Postal Ballot Notice has also been placed on the websites of the Company and NSDL. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA circulars.
3. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for E-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

**4. Service of Postal Ballot Notice electronically:**

Members holding shares in physical mode	This postal ballot notice is issued electronically to Members whose e-mail addresses are available and registered in the records of the Registrar and Transfer Agent.
Members holding shares in demat mode	This postal ballot notice is issued electronically to Members whose e-mail addresses are available and registered in the records of the Depositories.

5. In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA circulars issued from time to time, the Company provides the Members the facility to exercise their right to vote by electronic means through E-voting services provided by National Securities (India) Limited (CDSL). The instructions for E-voting are annexed to this Notice.

**Remote e-voting timeline:**

Commencement of e-voting	From 09.00 AM, November 1, 2023
Conclusion of e-voting	To 05.00 PM, November 30, 2023

E-voting shall not be allowed beyond the said date and time.

6. A Member cannot exercise his/her vote through proxy on Postal Ballot.
7. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., October 27, 2023
8. The resolutions, if passed with requisite majority by the Members through Postal Ballot shall be deemed to be passed on the last date of the voting period i.e. on November 30, 2023 and shall be deemed to have been passed as if they have been passed at a general meeting of the Members convened in that behalf.
9. The Board of Directors of the Company (the Board) has appointed M/s RBJV & Associates, Practising Company Secretaries, Chennai (Firm Reg. No.: P2016TN053800) who are not in employment of the Company as the Scrutiniser, for conducting the said Postal Ballot process in a fair and transparent manner. The Scrutiniser has communicated her willingness to be appointed for conducting the Postal Ballot process.
10. Relevant documents referred to in the Postal Ballot Notice and the Statement under Section 102 of the Act are available for inspection by the Members at the Registered Office of the Company during 11:00 a.m. to 3:00 p.m. on all working days (Monday - Friday) till the last date for E-voting. Members seeking inspection may send an e-mail to [investors@redingtongroup.com](mailto:investors@redingtongroup.com).
11. The instructions for E-voting are as under:
  - i) The voting period begins at 9:00 a.m. on November 1, 2023 and ends on November 30, 2023 at 5:00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on Friday, October 27, 2023 may cast their votes electronically. The E-voting module shall be disabled by NSDL for voting thereafter.

ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 e-mail address in their demat accounts in order to access the E-voting facility.

iii) Pursuant to aforesaid SEBI Circular, login process for E-voting for individual shareholders holding securities in Demat mode is given below:

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins at 09.00 AM on November 1, 2023 and ends on November 30, 2023 at 5:00 P.M. 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 the record date (cut-off date) i.e. October 27, 2023 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.

**How do I vote electronically using NSDL e-Voting system?**

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

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

**A) Login method for e-Voting 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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**

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



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.

	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

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

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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 with Authority letter/ Power of Attorney along with copy of Board resolution 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@akshyamcorporate.com](mailto:bhuvana.r@akshyamcorporate.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI



etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto: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 (Company email id).
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 (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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.

**General Guidelines for shareholders**

- (a) 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](mailto:bhuvana.r@akshayamcorporate.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- (b) 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.
- (c) In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password. 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Soni Singh at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the Special Businesses mentioned in the accompanying Notice.

### Item No. 1:

Mr. V.S Hariharan was co-opted in the Board of Directors of the Company ('Board') in July 2012 as an Independent Director and was re-appointed as an Independent Director at the 26<sup>th</sup> Annual General Meeting of the Company to hold office up to March 31, 2024. Mr. V.S. Hariharan has since tendered his resignation as an Independent Director of the Company on September 1, 2023 with effect from close of business on September 1, 2023.

With a commitment to pursuing a path of profitable growth with value creation and considering the Company's growth plan and stability, the Nomination and Remuneration Committee of the Board recommended the appointment of Mr. V.S. Hariharan as the Group Chief Executive Officer of the Company. Based on the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on September 1, 2023, after taking on record the resignation of Mr. V.S. Hariharan as an Independent Director on the Board, approved his appointment as the Group Chief Executive Officer of the Company for a period of 3 years with effect from September 11, 2023, to September 10, 2026.

Mr. V.S Hariharan graduated from the IIT-Madras and holds an MBA from IIM-Bangalore. He has over 25+ years of Sales, Marketing, and General Management experience across regional, national and global level roles in the Information Technology Industry. He started his career with Wipro in India and later relocated to Singapore with Hewlett-Packard (HP) where he spent over 18 years. In HP, Mr. V.S. Hariharan held a number of positions as Vice President, leading different businesses ranging from the Global laser business, Asia Pacific imaging and printing sales and field operations and Asia Pacific graphic solutions business.

The Company operates in markets that demand diversified talent to navigate complexities. Mr. V.S. Hariharan's entrepreneurial acumen and experience across mature and emerging markets align perfectly with the Company's business objectives. This synergy forms the cornerstone for success in markets that thrive on innovation, adaptability, and strategic foresight and his journey seamlessly aligns with Company's ethos of thriving in challenging markets through diversified talent. Mr. V.S. Hariharan's journey underscores his ability to cut through hierarchy, facilitating seamless collaboration that fuels innovation and accelerates profitable growth.

Pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. V.S. Hariharan has also been appointed as Chief Executive Officer of Redington Distribution Pte. Ltd. ('RDPL'), a wholly owned subsidiary of the Company in Singapore, w.e.f. September 11, 2023. The Nomination and Remuneration Committee was of the view that his expertise would help him oversee in this position, the group's growth plan to expand to other South Asian and Southeast Asian markets including Bangladesh and Sri Lanka and to capitalize on business opportunities in these regions. In terms of Section 203(3) of the Companies Act, 2013, a whole-time key managerial personnel of the Company can hold office in its subsidiary at the same time.

The principal terms and conditions of Mr. V.S. Hariharan's appointment as the Group Chief Executive Officer is set out below:

1. **Period of Appointment** – Three (3) years commencing from September 11, 2023 and ending on September 10, 2026.

**2. Remuneration:** As the Group Chief Executive Officer and the Chief Executive Officer of RDPL, Mr.V.S. Hariharan will be entitled to receive up to SGD (Singapore Dollars) 1,311,475 including long term incentives and a variable component of a maximum amount of up to SGD (Singapore Dollars) 486,193 based on achievement of performance metrics of the group, as determined by the Board, based on recommendation of the Nomination and Remuneration Committee. The entire remuneration shall be paid by RDPL.

Other than the above, and reimbursement of any expenses incurred by him in connection with the business of the Company, Mr. V.S. Hariharan shall not be entitled to any other perquisites or allowances as compensation by the Company.

The terms of remuneration to Mr. V.S. Hariharan as the Group Chief Executive Officer and the Chief Executive Officer of RDPL, shall not exceed the ceiling set out in Section 197 read with Schedule V of the Companies Act, 2013.

Further, since Mr. V.S. Hariharan resigned as the Independent Director of the Company on September 1, 2023, considering his nomination for the position of Group Chief Executive Officer of the Company, he also ceased to be a Member of the Corporate Social Responsibility & Environment Social and Governance Committee, Risk Management Committee and SAR Share Allotment Committee of the Company. Mr. V.S. Hariharan also tendered his resignation as Independent Director of RDPL and Redington Gulf FZE, UAE, prior to the effectiveness of his appointment as the Group Chief Executive Officer of the Company and Chief Executive Officer of RDPL. As on date of the effectiveness of his appointment as the Group Chief Executive Officer of the Company, Mr. Hariharan does not hold any directorship in the Company or any of its subsidiary or associate companies.

While Mr. V.S. Hariharan is proposed to be appointed in the executive position of the Group Chief Executive Officer of the Company, without being a director on the Board, given his responsibilities, Mr. V.S. Hariharan may be construed to be a person who under the direction of the Board, has the management of the whole, or substantially the whole, of the affairs of the Company i.e. position of a 'manager' as per Section 2(53) of the Companies Act, 2013. Keeping the above into consideration and given the significance of Mr. V.S. Hariharan's role in the Company, from governance perspective, it is prudent to seek the approval of shareholders to appoint Mr. V.S. Hariharan as Group Chief Executive Officer of the Company with effect from September 11, 2023 until September 10, 2026.

In this regard, since Mr. V.S. Hariharan is a non-resident Indian, the Company is also in the process of making an application to the Central Government for its approval to his appointment as the Group Chief Executive Officer of the Company, as required under applicable law.

Except Mr. V.S. Hariharan, 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. 1

The Board of Directors recommends the resolution for approval of the Members by way of ordinary resolution.

**Registered Office:**

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**By Order of the Board of Directors**

**Sd/-**  
**M Muthukumarasamy**  
**Company Secretary**  
October 28, 2023  
Chennai