



**REDINGTON LIMITED**

(formerly Redington (India) Limited)

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

**Phone:** 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 resolutions set out below are 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 108 and 110 of the Companies Act, 2013 (“the Act”), Rule 20 and 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 hereto, in this regard.

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

The Board of Directors of the Company, on February 6, 2024, 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. The Scrutiniser will submit their report to the authorised person(s) of the Company and the results of the Postal Ballot will be announced on or before March 12, 2024. 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). 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 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 March 10, 2024.

## **SPECIAL BUSINESS**

### **1. Appointment of Prof. J. Ramachandran as Non-Executive Non-Independent Director 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 149, 152, 160 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, any other applicable laws and the Articles of Association of the Company and, as recommended by the Nomination and Remuneration Committee and approved unanimously by the Board of Directors, Professor J. Ramachandran (DIN: 00004593), who was re-appointed as the Independent Director of the Company till March 31, 2024 and, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed and designated as a Non-Executive Non-Independent Director of the Company, , with effect from February 6, 2024, liable to retire by rotation, and if eligible, can seek re-appointment and accordingly, Professor J. Ramachandran shall continue as the Chairman of the Company in his capacity as the Non-Executive Non-Independent Director of the Company.

**RESOLVED FURTHER THAT** Mr. S.V. Krishnan, Finance Director, Mr. Ravi Shankar, Chief Financial Officer and Mr. K Vijayshyam Acharya, Company Secretary, be and are hereby severally authorised to sign and file the requisite forms, returns and other documents with statutory / regulatory authorities and to do all such acts, deeds and things as may be necessary, to give effect to the above resolution."

### **2. Appointment of Mr. Sudip Nandy as an Independent Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act, and pursuant to Regulation 16(1)(b) and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), as amended from time to time, the Articles of Association of the Company and, based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Sudip Nandy (DIN: 07199187), who was appointed as an Additional Director of the Company, designated as Non-Executive, Independent Director, with effect from February 6, 2024, and in respect of whom the Company has received a notice from a member proposing his candidature for the office of Director under Section 160 of the Act, and who has submitted a declaration that he meets the criteria of independence for Directors, as prescribed under sections 149 (6) of the Act, and has also submitted his consent to act as

Director under section 152 of the Act, and is eligible for appointment as an Independent Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of Five (5) consecutive years commencing from February 6, 2024 up to February 5, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** Mr. S.V. Krishnan, Finance Director, Mr. Ravi Shankar, Chief Financial Officer and Mr. K Vijayshyam Acharya, Company Secretary, be and are hereby severally authorised to sign and file the requisite forms, returns and other documents with statutory / regulatory authorities and to do all such acts, deeds and things as may be necessary, to give effect to the above resolution.”

**Registered Office:**

Block3, Plathin, Redington Tower,  
Inner Ring Road, Saraswathy Nagar West,  
4th Street, Puzhuthivakkam, Chennai – 600091  
**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/-**  
**K Vijayshyam Acharya**  
**Company Secretary**

February 6, 2024  
Chennai

**Notes:**

1. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') setting out in detail, all 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 February 6, 2024 (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, and will not be eligible to participate in this e-voting activity.

**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 Depositories Limited (NSDL). The instructions for e-voting forms part of this Notice.

**Remote e-voting timeline:**

|                          |  |
|--------------------------|--|
| Commencement of e-voting | From 09.00 AM, Saturday, February 10, 2024 |
| Conclusion of e-voting   | To 05.00 PM, Sunday, March 10, 2024        |

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., February 6, 2024
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 March 10, 2024 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 their 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) 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.
  - ii) 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 :-**

The remote e-voting period begins at 09.00 AM on February 10, 2024 and ends on March 10, 2024 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. February 6, 2024 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:

| <b>Type of shareholders</b>   | <b>Login Method</b>  |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. 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 **“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.

2. 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.jsp>
3. Visit 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.
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 the 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,

|  |  |
|--|--|
|  | <p>so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 | 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.  |

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

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

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 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<br>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<br>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<br>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.com](mailto:evoting@nsdl.com) 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](mailto:bhuvana.r@akshayamcorporate.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investors@redingtongroup.com](mailto:investors@redingtongroup.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investors@redingtongroup.com](mailto:investors@redingtongroup.com) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## Explanatory Statement pursuant to Section 102 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 dated February 6, 2024.

### Item No. 1:

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee ("N&RC") at their meeting on February 6, 2024, unanimously appointed Professor J. Ramachandran, as Non-Executive Non Independent Director and designated him as Non-Executive Director and Chairman of the Company, with effect from February 6, 2024. The Board of Directors also unanimously approved for Professor J Ramachandran to continue as the Chairman of the Company in his capacity as the Non-Executive Non-Independent Director of the Company. This decision reflects the Board's confidence and high regard in his commitment, qualifications, and leadership capabilities for exemplary governance, validating his pivotal role in the Company's strategic direction and sustained growth.

Professor J. Ramachandran has formally given his written consent as mandated by Section 152 of the Companies Act, 2013 ("the Act") to serve as Non-Executive Non-Independent Director. The Company has also received a written notice from a member under Section 160 of the Act proposing his candidature for the office of Non-Executive Non-Independent Director.

Professor J. Ramachandran is a qualified Chartered and Cost Accountant and a Fellow of the Indian Institute of Management, Ahmedabad. With a three-decade tenure as a Professor of Strategy at the Indian Institute of Management, Bangalore, his wealth of experience in corporate management is both significant and extensive. His scholarly contributions include publications in leading academic and practitioner journals such as the Harvard Business Review, Strategic Management Journal, Organisation Science, Global Strategy Journal, and the Journal of International Business Studies. Professor J. Ramachandran's multifaceted expertise reflects a remarkable fusion of academics and management practice.

Professor J. Ramachandran's journey with the Company began in 2006 when he assumed the role of an Independent Director and its Chairman shortly thereafter. Over the years, his tenure has been marked by exemplary leadership, elevating the Board to operate as a highly effective oversight body. His impact extends beyond strategic and performance-related matters; he has enabled active collaboration among diverse board members by adeptly managing committees, moderating discussions, and fostering executive leadership. As the Chairman, his conduct of Annual General Meetings reflects not just professionalism but a demonstrable commitment to the Company's stakeholders and its overall governance. Professor J. Ramachandran's stewardship has been instrumental in steering the Company to new heights of success and governance excellence.

In 2017, a pivotal moment unfolded when the Company's erstwhile promoters divested their entire shareholding. This led to the Company being classified as a 'Company with no Promoters.' The role of the Chairman of the Board, held by Professor Ramachandran, gained immense significance. Demonstrating strong leadership, Professor Ramachandran guided the Board and the Company through this critical juncture, facilitating a seamless transition into a non-promoter-driven Board governed entity. Execution responsibilities were effectively handed over to professional management, ensuring stability and efficiency.

Since then, Professor Ramachandran has played a key role in overseeing the transition within the executive leadership of the company. Under his guidance, the Company has not only achieved profitable growth but also maintained stability in its purpose, business operations, and overall performance. Recognizing the evolving technological and market landscape, the Board firmly believes that Professor Ramachandran's continued guidance is paramount for the Company. In light of his proven leadership during crucial transitions, the Board strongly recommends his appointment, affirming its confidence in his ability to navigate the Company through dynamic challenges.

In addition to the sitting fees for attending Board and Committee meetings, Professor J. Ramachandran is entitled to receive remuneration, fees, commission, and/or insurance coverage, as allowed for a Non-Executive Director under the Act and Listing Regulations. These entitlements are subject to recommendations from the Nomination and Remuneration Committee and approval by the Board of Directors, periodically.

In line with Section 149(11) of the Companies Act, 2013, Professor J. Ramachandran's term as an Independent Director of the Company was set to conclude on March 31, 2024. However, acknowledging the recent change in executive leadership and the imperative of ensuring ongoing Board oversight, the Nomination and Remuneration Committee has proposed a strategic move. Recognizing Professor J. Ramachandran's significant contributions to the Company and aiming to sustain this valued collaboration, the Committee suggests his appointment as a Non-Independent Non-Executive Director of the Board, effective from February 6, 2024. Importantly, he would continue to serve as the Chairman of the Company, ensuring continuity and stability in leadership.

Except Professor J. Ramachandran and his relatives, none of the other 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.

All necessary disclosures, as mandated by Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), are comprehensively provided in Annexure A of this Notice.

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

## **Item No: 2**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee ("N&RC") at their meeting held on February 6, 2024, appointed Mr. Sudip Nandy (DIN: 07199187), as an Additional Director in the category of Non-Executive Independent Director of the Company, with effect from February 6, 2024 under Section 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act") and pursuant to Articles of Association of the Company. Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), Mr. Sudip Nandy shall hold office as Additional Director up to the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier, after which he shall continue as Non-Executive Independent Director pursuant to due appointment as such as per applicable laws, rules or regulations, up to a period ending on February 5, 2029.

The Company has received a declaration of independence from Mr. Sudip Nandy and in the opinion of the Board, Mr. Sudip Nandy is independent of the management of the Company and fulfils the conditions as prescribed in Section 149(6) and Schedule IV of the Act and the Listing Regulations for being eligible for his

appointment and he is not disqualified from being appointed as an Independent Director for a term up to 5 (five) consecutive years.

The N&RC has, after due evaluation of the candidature of select distinguished individuals having leadership capabilities, industry acumen, expertise in governance, business, risk management and strategy as the skills and expertise required for this role, recommended to the Board that the background and experience of Mr. Sudip Nandy are well aligned to the desired role and accordingly N&RC and the Board are of the opinion that his association would be of immense benefit to the Company, and it is desirable to avail services of Mr. Sudip Nandy as an Independent Director of the Company.

In addition to sitting fees for attending the meetings of the Board and its Committees, Mr. Sudip Nandy shall be entitled to receive the remuneration, fees, commission and / or coverage under insurance as permitted to be received in the capacity of a Non-Executive Independent Director under the Act and the Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

Accordingly, it is proposed to seek approval of members of the Company by way of an Special Resolution through Postal Ballot for appointment of Mr. Sudip Nandy as an Independent Director on the Board of Directors of the Company to hold office for a period of five consecutive years from February 6, 2024 to February 5, 2029, (both days inclusive) not liable to retire by rotation.

Except Mr. Sudip Nandy and his relatives, none of the other 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 profile of Mr. Sudip Nandy and the disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings ("SS- 2") is provided at Annexure A of this Notice.

The Board of Directors unanimously recommends this resolution for approval of the Members by way of a Special resolution.

**Registered Office:**

Block3, Plathin, Redington Tower,  
Inner Ring Road, Saraswathy Nagar West,  
4th Street, Puzhuthivakkam, Chennai – 600091  
**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/-**  
**K Vijayshyam Acharya**  
**Company Secretary**  
February 6, 2024  
Chennai

## Annexure A

### Details of Directors seeking appointment / change in designation.

|                              |  |  |
|------------------------------|--|--|
| Name of Director             | Prof. J. Ramachandran<br>(DIN: 00004593)   | Mr. Sudip Nandy<br>(DIN: 07199187)   |
| Date of Birth                | June 1, 1957   | January 21, 1958   |
| Age                          | 66   | 66   |
| Proposed date of Appointment | February 6, 2024   | February 6, 2024   |
| Experience                   | <p>Professor J. Ramachandran is an expert in corporate governance, with significant leadership experience. He is a qualified Chartered and Cost Accountant and holds the title of Fellow at the Indian Institute of Management, Ahmedabad. For an impressive three decades, he taught corporate strategy at the Indian Institute of Management, Bangalore. His journey is underscored by publications in renowned journals such as the Harvard Business Review, Strategic Management Journal, Journal of International Business Studies, and Global Strategy Journal.</p> <p>Beyond his academic achievements, Professor Ramachandran's research has earned him accolades, including multiple best paper proceedings and the prestigious IMD FDC Award from the Academy of Management, USA. His prowess in case studies has been recognized with awards such as the Tata Steel IIM-B Award. A testament to his dedication to education, he has been honored with multiple Best Teacher Awards at IIM Bangalore.</p> <p>This remarkable academic and professional background forms the foundation for Professor J. Ramachandran's impactful tenure on the Board. Appointed as an independent Director in 2006 and subsequently assuming the role of Chairman, he has exhibited outstanding leadership, guiding the Company through critical transitions and ensuring stability and growth. His strategic insights, effective oversight, and commitment to excellence position him as a key driver of success for the Company.</p> | <p>Mr. Sudip Nandy is an accomplished leader with over 40 years of experience. During his career he has lived in and helped build and grow companies in India, the USA and the UK. Sudip was a Senior Advisor at Private Equity firm ChrysCapital and he has also been a Managing Director and Operating Partner at ChrysCapital for the last 5+ years. During this tenure he has been Executive Chairman of California headquartered Infogain Corporation and Board Member at Liquid Hub Inc which is now a part of Cap Gemini. Sudip was a Director on the Board of Mumbai based GeBBS Healthcare which does revenue cycle management for healthcare providers in USA and in Results CX, a BPM company headquartered in the USA.</p> <p>Sudip is also an investor and a Director on the Board of Artison Agrotech a Madhya Pradesh head-quartered company involved in bamboo-based products from plantation to end products sold in India and abroad. He is also non-Exec Chair on the board of a pioneering electric-2-wheeler company Ampere Vehicles which is now a brand of Greaves Cotton Ltd.</p> <p>Earlier he had spent 25+ years in Wipro and during this time he has been head of US Engineering R&amp;D Business and later the overall head of European Operations. Sudip's last two roles were President of Technology, Media and Telecom business and also the Chief Strategy Officer handling mergers and acquisitions. He worked with and directly reported to Mr. Azim Premji, then Chairman of Wipro.</p> |

|   |  |  |
|---|--|--|
|   | Professor J Ramachandran has also served on the Boards of other reputed companies.               |  |
| Qualifications  | Fellow of the Indian Institute of Management, Ahmedabad, Qualified Chartered and Cost Accountant | BSc. Physics (Hons) from Indian Institute of Technology, Kharagpur; BE (Electrical Tech & Electronics) from Indian Institute of Science, Bangalore ; PGDBM from Indian Institute of Management, Ahmedabad. |
| Expertise in specific business function   | Strategic Management; International Business   | IT Services and Outsourcing; Strategy Development; Emerging Technology.  |
| Last drawn remuneration/ commission for FY 2022-23 (in INR) from the Company                          | Rs. 58,25,000/- (Rupees Fifty Eight Lakhs Twenty Five Thousand only)                             | NA   |
| Remuneration sought to be Paid  | As per details in explanatory statement to Item 1.   | As per details in explanatory statement to Item 2.   |
| Directorship in other Indian Public Limited Companies other than Redington Limited                    | Nil  | Nil  |
| Membership/Chairmanship in Committees of Indian Public Limited Companies other than Redington Limited | Nil  | Nil  |
| Shareholding details in the Company, including shareholding as beneficial owner                       | 10,000 Equity Shares   | Nil  |
| Date of first appointment   | June 02, 2006.   | NA   |
| Period of Appointment   | Subject to retirement by rotation  | Five years (February 6, 2024 to February 5, 2029)  |
| Relationship between Directors, Manager and other Key Managerial Personnel Inter-se                   | Nil  | Nil  |
| Number of meetings of the Board attended during the year  | 6  | NA   |
| 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.   |
| Listed companies from which the Director has resigned in the past three years                         | Nil  | Zensar Technologies Limited.   |