



## REDINGTON LIMITED

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

**Ph:** 044 42243111 **Website:** [www.redingtongroup.com](http://www.redingtongroup.com) ; **E-mail:** [investors@redingtongroup.com](mailto:investors@redingtongroup.com)

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### POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given to the Members of **Redington Limited** ("**the Company**"), pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") as amended from time to time, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), read with General Circular No. 09/2024 dated September 19, 2024, General Circular No. 09/2023 dated September 25, 2023 read with earlier Circulars, issued by the Ministry of Corporate Affairs in this regard ("**MCA Circulars**"), Secretarial Standard - 2 on General Meetings ("Secretarial Standard-2") issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, regulations, rules, circulars and notifications issued thereunder (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), that the Special business as set out in this Postal Ballot Notice ("**Notice**") is proposed to be passed by Members of the Company by way of Postal Ballot through the remote e-voting process only ("**remote e-voting**").

The proposed Resolution and Explanatory Statement under Section 102 of the Act pertaining to the aforesaid resolutions, setting out material facts/ rationale thereof forms part of this Notice along with the instructions for e-voting annexed hereto, for seeking consent of the Members of the Company through remote e-voting.

In compliance with Regulation 44 of the SEBI LODR Regulations, as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with Rules and MCA Circulars, the Company is sending this Notice only through electronic mode and has provided only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form.

In accordance with the MCA Circulars, the Company has made necessary arrangements to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The hard copy of this Notice along with Postal Ballot form and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.

The remote e-voting period commences from 09:00 A.M. (IST) on Tuesday March 11, 2025 and ends at 05:00 P.M. (IST) on Wednesday, April 09, 2025. Members are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this Notice to cast their vote

electronically. Members are requested to cast their vote through the e-voting process not later than 05:00 p.m. (IST) on Wednesday, April 09, 2025, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

The Board of Directors of the Company at their meeting held on February 5, 2025 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 Chairman, or any authorised person of the Company and the results of the Postal Ballot will be announced on or before Friday, April 11, 2025. 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 specified for remote e-voting, i.e., Wednesday, April 09, 2025. The voting rights of the Members shall be reckoned on the basis of the equity shares of the Company held by them as on the Cut-off Date, i.e., Friday, March 07, 2025. Any person who is not a Member of the Company as on the Cut-off Date, shall treat this Postal Ballot Notice for information purposes only.

## **SPECIAL BUSINESS**

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

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 Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ('Act') and the Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), Regulation 17 (1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the Articles of Association of the Company, based on recommendation of the Nomination and Remuneration Committee ('NRC') and Board of Directors ('Board') of the Company, Mr. V.S. Hariharan (DIN: 05352003), who was appointed as an Additional Director of the Company with effect from February 5, 2025, 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 is not disqualified to become a Director under the Act and the Rules made thereunder, be and is hereby appointed as a Director of the Company."

**"RESOLVED FURTHER** that pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Act and 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), applicable provisions of the Articles of Association of the Company, based on the recommendations of the NRC at their meeting held on February 5, 2025 and Board at their meeting held on February 5, 2025, consent of the Members be and is hereby accorded for the appointment of Mr. V.S. Hariharan (DIN: 05352003) as the **Managing Director of the Company and**

**Group Chief Executive Officer ('MD & Group CEO')** for a period of five years commencing from February 5, 2025 to February 4, 2030, (both days inclusive), subject to the approval of the Central Government, and any other approvals (as may be required), to perform the duties that may be entrusted 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 with the Company, principal terms and conditions of which are set out in the Explanatory Statement herein annexed to the Notice."

**"RESOLVED FURTHER THAT** subject to the applicable provisions of the Act and the Rules made thereunder, the Articles of Association of the Company and based on the recommendations of the NRC and the Board, the remuneration payable to Mr. V.S. Hariharan, MD & Group CEO would continue to remain the same as was duly approved by the Members by an ordinary resolution through Postal Ballot on November 30, 2023."

**RESOLVED FURTHER THAT** Mr. V.S. Hariharan, MD & Group CEO, shall be entitled to annual increment as per applicable policy from time to time, which shall be approved by the Board based on the recommendations of the NRC, subject to the same not exceeding the overall limits specified under Section 197 read with Schedule V of the Act (including any statutory modifications or re-enactment(s) thereof, for the time being in force)."

**"RESOLVED FURTHER THAT** the Board on the recommendation of the NRC 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, modifying other terms and conditions of such appointment to the extent deemed appropriate, finalising and executing all such agreements, documents, instruments and writings as necessary, undertaking requisite filings of forms and applications with relevant statutory/ regulatory authorities."

**By Order of the Board of Directors  
For Redington Limited**

**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) ;

**-Sd/-**

**K Vijayshyam Acharya  
Company Secretary**

February 5, 2025  
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 Friday, March 07, 2025 (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 the 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 are annexed to this Notice.

**Remote e-voting timeline:**

Commencement of e-voting	From 09:00 AM, Tuesday, March 11, 2025
Conclusion of e-voting	To 05:00 PM, Wednesday, April 09, 2025

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., Friday, March 07, 2025
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 Wednesday, April 09, 2025 and shall be deemed to have been passed as if they have been passed at a general meeting of the Members convened in that regard.
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. 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 Friday, April 11, 2025. The said results will 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 NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

11. 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).
12. The instructions for E-voting are as under:
  - i) The voting period begins at 09.00 AM, Tuesday, March 11, 2025 and ends on Wednesday, April 09, 2025 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, March 07, 2025 may cast their votes electronically. The 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. Friday, March 07, 2025 may cast their vote electronically. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
  - 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:

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

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

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.	I. NSDL <b>IDeAS</b> facility: <ol style="list-style-type: none"> <li>1. In case you are registered with NSDL IDeAS facility, then –               <ol style="list-style-type: none"> <li>a. Please visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile phone.</li> <li>b. The e-Services home page is displayed. On the e-Services home page, click on the '<b>Beneficial Owner</b>' icon under '<b>Login</b>' available under '<b>IDeAS</b>' section.</li> <li>c. You will have to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services.</li> <li>d. Click on "<b>Access to e-voting</b>" under e-voting services and you will be able to see e-voting page.</li> <li>e. Click on options available against company name or e-voting service provider – NSDL and you will be redirected to the NSDL e-voting website for casting your vote.</li> </ol> </li> <li>2. If you are not registered for IDeAS e-Services,               <ol style="list-style-type: none"> <li>a. The option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>b. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>c. Upon successful registration, please follow the steps given in point (a) to (e) above.</li> </ol> </li> </ol> II. E-voting website of NSDL

- a. 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.
- b. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- c. A new screen will open. You will have to enter your User ID (i.e. your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.
- e. 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.
- f. 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**



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for CDSL -**Easi / Easiest** facility, can login through their user id and password. The option to reach e-Voting page will be made available 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.
2. After successful login of Easi/Easiest, the user will also be 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.
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.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>2. 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.</li> <li>3. 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.</li> </ol>
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**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.**

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.
4. Alternatively, if you are registered for NSDL e-services 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.
5. 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***
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6. 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 or 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**
7. 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.
8. After entering your password, ✓ on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. 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.**

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 is open.
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 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or contact Mr. Amit Vishal, or Ms. Pallavi Mhatre from NSDL at the designated e-mail IDs: [evoting@nsdl.com](mailto:evoting@nsdl.com) or [AmitV@nsdl.com](mailto:AmitV@nsdl.com) or [pallavid@nsdl.com](mailto:pallavid@nsdl.com) to get your grievances on e-voting addressed.

## **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 shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholders/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.

Members are requested to note that SEBI vide circular dated November 3, 2021 and subsequent circulars has mandated that Members holding shares in physical mode are required to update the following with the Company/RTA:

- PAN;
- KYC details containing address, mobile number, e-mail address, bank account details;
- Nomination details.

Also, pursuant to the above SEBI Circulars, with effect from April 01, 2024, in case of non-updation of PAN and KYC details except "choice of nomination", the shareholders holding shares in physical form shall be eligible for the following only after furnishing KYC details:

- to lodge grievance or avail any service request from the RTA

- to receive any payment of dividend through electronic mode in respect of shares held in the folio in physical form.

Members holding shares in physical mode, who have not registered their above particulars are requested to register the same with the Company/RTA in the prescribed Forms at the earliest. Any clarifications in this regard may be addressed to the RTA at [investor@cameoindia.com](mailto:investor@cameoindia.com).

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

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

#### **Item No. 1:**

The Members of the Company had approved the appointment of Mr. V. S. Hariharan (DIN: 05352003) as Group Chief Executive Officer of the Company for a period of 3 (three) years with effect from September 11, 2023 to September 10, 2026, vide ordinary resolution passed by way of postal ballot on November 30, 2023.

Considering his extensive experience, leadership capabilities, proven track record in steering the Company's business towards sustainable growth and given the excellent performance of the Redington Group under his leadership as Group Chief Executive Officer, the Nomination and Remuneration Committee ('NRC') at their meeting held on February 5, 2025, recommended the appointment of Mr. V.S. Hariharan as the Managing Director of the Company and Group Chief Executive Officer. Based on the recommendation of the NRC, the Board of Directors ("Board") at their meeting held on February 5, 2025, approved his appointment as an Additional Director and approved his appointment as the Managing Director (Non-Independent, Executive Director) of the Company and Group Chief Executive Officer ("**MD & Group CEO**"), not liable to retire by rotation, for a period of 5 (five) years with effect from February 5, 2025 to February 4, 2030 (both days inclusive), subject to requisite approvals.

Mr. V. S. Hariharan has demonstrated exceptional strategic insight and operational expertise in his role, making him an ideal candidate to lead the Company during this crucial phase of its journey. Thanks to his constant efforts, the Company has sustained a growth pattern and has achieved success in creating a brand image in the Tech Distribution Industry. His appointment aligns with the Company's long-term vision to enhance shareholder's value, drive innovation, and strengthen market positioning. The Board believes that Mr. V. S. Hariharan's leadership will bring significant value to the Company and all its stakeholders.

#### **Brief Profile:-**

*Mr. Hariharan, a seasoned CEO, and visionary leader, brings over 30 years of dynamic experience in sales, marketing, and general management. He has consistently driven growth and transformation across diverse markets, earning him a reputation for his entrepreneurial spirit, strategic acumen, and constant commitment to innovation. His successful leadership roles at Hewlett-Packard, where he spearheaded Businesses Globally and, in the Asia-Pacific region, and at Wipro Infotech, in country sales and product marketing leadership, underline his proven track record in global, regional, and country-specific roles. In addition to his corporate achievements, Mr. Hariharan was engaged with renewable energy business, via Third Wave Power Pte Ltd, a thriving startup focused on rural customer segments. He has also served in several Board and Advisory positions. His academic credentials include an MBA from IIM Bangalore and a B Tech in Mechanical Engineering from IIT Madras.*

The required consent and disclosure forms for the appointment of Mr. V.S. Hariharan have been received from him. The Company has also received a written notice from a member under Section 160 of the Act proposing his candidature for the office of Director. Mr. V.S. Hariharan is not disqualified from being

appointed as Director of the Company pursuant to Section 164 of the Act and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 and he is not debarred from accessing the capital markets and /or restrained from holding the position of Director in any company by virtue of any order of the Securities and Exchange Board of India or any other such authority. Further, he is not holding any shares of the Company. Mr. V.S. Hariharan satisfies all the conditions set out under sub-section (3) of Section 196 and Part-I of Schedule V of the Act except clause (e) for being eligible for his appointment, as he is a non-resident Indian. Therefore, the Company will be making an application to the Central Government seeking approval for the appointment of Mr. V. S. Hariharan as the MD & Group CEO, as required under the Act.

The principal terms and conditions forming part of the employment/ service agreement between the Company and Mr. V.S. Hariharan is set out below:

- 1. Period of Appointment** – Five (5) years commencing from February 5, 2025 to February 4, 2030 (both days inclusive). He shall not be liable to retire by rotation.
- 2. Duties:** As the MD & Group CEO, Mr. V.S. Hariharan shall perform such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its subsidiaries and/or associated companies.
- 3. Details of Employer, Remuneration, and Allowances:** Mr. V.S. Hariharan shall continue to be the Chief Executive Officer (“CEO”) of Redington Distribution Pte. Ltd. (“RDPL”), Singapore, a wholly owned subsidiary of the Company. His entire remuneration shall continue to be paid to him by RDPL. As the MD & Group CEO and the CEO of RDPL, Mr. V.S. Hariharan will be entitled to continue to receive up to Singapore Dollars (“SGD”) 1,311,475 per annum (including long term incentives of SGD 327,869 per annum and variable component of SGD 486,193 per annum), based on the performance of the Group, as per applicable policies for the long term incentives and the variable component, subject to determination and approval by the Board pursuant to the recommendation of the NRC, and, within the limits as specified in Section 197 and other applicable provisions of the Act and other regulatory provisions, as applicable. No additional remuneration is proposed, and it is clarified that his total remuneration shall remain unchanged and continue as per his existing remuneration as the Group CEO and CEO of RDPL. Annual increments to the aforesaid remuneration, as per applicable policy shall, from time to time, be approved by the Board, based on recommendations of the NRC and shall be within the limits as specified in Section 197 and other applicable provisions of the Act and other regulatory provisions, as applicable. During the term of his office, Mr. V. S. Hariharan will be entitled to applicable employee benefits. Subject to the approval of the Board and/ or NRC, as applicable, he will be entitled to participate in incentive schemes of the Company including the share-based incentive schemes, if any.
- 4. Expenses:** Mr. V. S. Hariharan will be entitled to reimbursement of the expenses incurred by him in furtherance of or in connection with the performance of his duties, as applicable.
- 5.** Mr. V.S. Hariharan will not be entitled to any sitting fees for attending meetings of the Board or Committees thereof.

Additional information in respect of Mr. V.S. Hariharan pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at **Annexure A** to this Notice.

Mr. Hariharan is a Non-Executive Director in Third Wave Power India Private Limited, in respect of which the Board unanimously granted its permission pursuant to first proviso to Section 203(3) of the Act.

In compliance with the provisions of Sections 196, 197, 203 read with Schedule V of the Act and other applicable provisions, if any, , as amended from time to time, the terms of appointment and remuneration of the MD & Group CEO as specified above are now being placed before the Members for their approval. This resolution shall, upon approval by the Members of the Company, operate from such date, in place of the ordinary resolution earlier passed on November 30, 2023.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. V.S. Hariharan under Section 190 of the Act, till the Company updates his employment/service agreement in line with this appointment, upon passing of this resolution by the Members of the Company.

Except Mr. V.S. Hariharan, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice. Further, Mr. V.S. Hariharan is not inter-se related to any of the Directors.

The Board of Directors unanimously recommend this resolution as set out at Item No. 1 for approval by the Members by way of an Ordinary Resolution.

**By Order of the Board of Directors  
For Redington Limited**

**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) ;

**-Sd/-**

**K Vijayshyam Acharya  
Company Secretary**

February 5, 2025  
Chennai

**Annexure A****Disclosure under Reg. 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings**

<b>Name of the Director</b>	Mr. V. S. Hariharan
<b>DIN</b>	05352003
<b>Date of Birth and Age</b>	April 4, 1962 and 62 years
<b>Date of Appointment</b>	February 5, 2025
<b>Date of first appointment on the Board</b>	Appointed as Additional Director on July 21, 2012 Appointed as Independent Director on August 1, 2014
<b>Qualifications</b>	Graduate from IIT-Madras and an MBA from Indian Institute of Management, Bangalore
<b>Brief Experience/ Resume</b>	As per the explanatory statement.
<b>Expertise in specific functional areas</b>	Business Strategy
<b>Board Membership of other Companies as on the date of Postal Ballot Notice</b>	Third Wave Power India Private Limited –Non-Executive Director
<b>Chairmanship(s)/Membership(s) of Committees of other Companies as on the date of Postal Ballot Notice</b>	Nil
<b>Listed companies from which the Director has resigned in the past three years</b>	Resigned w.e.f. September 1, 2023 as Independent Director of the Company.
<b>Number of shares held in the Company (self and as a beneficial owner)</b>	Nil
<b>Remuneration proposed to be paid</b>	As mentioned in the explanatory statement
<b>Remuneration last drawn</b>	As mentioned in the explanatory statement
<b>Terms and conditions of appointment</b>	As mentioned in the resolution and explanatory statement
<b>Inter-se relationship with any other directors or KMP of the Company</b>	NIL
<b>Number of meetings of the Board attended</b>	NA