



Registered & Corporate Office  
**Redington Limited**  
Block3, Plathin, Redington Tower, Inner Ring  
Road, Saraswathy Nagar West, 4th Street,  
Puzhuthivakkam, Chennai -600091  
Email: [investors@redingtongroup.com](mailto:investors@redingtongroup.com)  
CIN: L52599TN1961PLC028758  
[www.redingtongroup.com](http://www.redingtongroup.com)  
Ph: 044 4224 3111

**July 7, 2025**

**The National Stock Exchange of India Limited**

Exchange Plaza,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai – 400051

**BSE Limited**

Floor 25, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai — 400 001

Symbol: REDINGTON

Scrip: 532805

**Sir/Madam,**

**Subject: Annual Report for the Financial Year 2024-25 and Notice convening the 32<sup>nd</sup> Annual General Meeting**

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In compliance with the provisions of Section 96 of Companies Act, 2013 read with rules made thereunder and Regulation 30 and 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, along with Circulars issued by the Ministry of Corporate Affairs and SEBI, we are enclosing herewith the Annual Report for the financial year 2024-25 along with the Notice of the 32<sup>nd</sup> Annual General Meeting.

The 32<sup>nd</sup> Annual General Meeting will be held on Tuesday, July 29, 2025, at 11.00 A.M. IST through video conference and other audio-visual means ("VC/OAVM"). The notice will be circulated to the members of the Company who have registered their e-mail addresses with the Company/ Depositories through electronic mode.

<b>Particulars</b>	<b>Details</b>
Date and Time of AGM	Tuesday, July 29, 2025, at 11:00 A.M IST
Record date for Dividend	Friday, July 4, 2025
Cut-off date for e-voting	Tuesday, July 22, 2025
E-voting start date and time	Friday, July 25, 2025, at 9:00 A.M IST
E-voting end date and time	Monday, July 28, 2025, at 5:00 P.M IST

The Annual Report along with Notice of the AGM is also available on the website of the Company at <https://redingtongroup.com/wp-content/uploads/2025/07/annual-reportFY-24-25.pdf>

**For Redington Limited**

VIJAYSHYAM  
M ACHARYA  
KUNJIBETTU  
Digitally signed by  
VIJAYSHYAM  
ACHARYA  
KUNJIBETTU  
Date: 2025.07.07  
15:02:57 +05'30'

**K Vijayshyam Acharya**  
**Company Secretary**

# Notes to the consolidated financial statements

for the year ended March 31, 2025

All amounts in Crores of Indian Rupees (₹) except share data and as otherwise stated

## 48. Financial Reporting in Hyperinflationary Economies

Ind AS 29, "Financial Reporting in Hyper inflationary Economies", has been applied in respect of certain step-down subsidiaries having "Turkish Lira" as functional currency. The impact on the consolidated financial results is not significant.

## 49. Balances outstanding with Struck-off companies.

Name of Struck-off Company	Nature of Transaction with Struck-off Company	Balance Outstanding	Relationship with struck-off company
Great Eastern Trading Co Ltd	Receivable	0.03	Customer
Routeget Technologies Pvt Ltd	Receivable	0.01	Customer
Nirmal Infotech Pvt Ltd	Payable	^	Customer

^Represents amount less than ₹ 0.01 crores

## 50. Equity Shares Held by Struck-off Companies

Name of Struck-off Company	No of Equity Shares Held
Unicorn Fincap Private Ltd	2,166
Kothari Intergroup Ltd	4
Arvind Securities Private Limited	750
Arunoday Holdings Private Ltd	25,938

## 51. Additional regulatory information

- i. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
    - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
    - (b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
  - ii. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
    - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
    - (b) Provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
52. The Company has audit trail feature enabled and the same has been operating effectively during the financial year. The company has established and maintained adequate internal control over its financial reporting. The audit trail that was enabled and operated for the year ended 31 March 2024 has been preserved as per the statutory requirements for record retention.
53. The subsidiary companies and associate (including its subsidiary) incorporated in India have audit trail feature enabled and the same has been operating effectively during the financial year. These entities have established and maintained adequate internal control over its financial reporting. The audit trail that was enabled and operated for the year ended March 31, 2024 has been preserved as per the statutory requirements for record retention.
54. The Board has recommended a dividend of ₹6.80 (340%) per equity share of ₹2/- each for the year ended March 31, 2025, subject to the approval of shareholders of the company at the ensuing Annual General Meeting ("AGM"). The dividend will be paid within 30 days from the date of the ensuing AGM of the Company. The Record date for payment of dividend, as recommended by the Board, is fixed as July 4, 2025.
55. These consolidated financial statements were approved for issue by the Board of Directors on May 19, 2025.

### for and on behalf of the Board of Directors

**V S Hariharan**  
Managing Director & Group CEO  
DIN : 05352003

**S V Krishnan**  
Finance Director (Whole-time)  
DIN: 07518349

**Ramesh Natarajan**  
Chief Executive Officer -  
India Distribution business

**V Ravishankar**  
Chief Financial Officer

**K Vijayshyam Acharya**  
Company Secretary

Place: Chennai  
Date: 19 May, 2025

# Notice

## REDINGTON LIMITED

Regd. Office: Block 3, Plathin, Redington Tower, Inner Ring Road, Saraswathy Nagar West, 4<sup>th</sup> Street, Puzhuthivakkam, Chennai – 600091  
CIN: L52599TN1961PLC028758 | Website: [www.redingtongroup.com](http://www.redingtongroup.com)  
E mail ID: [investors@redingtongroup.com](mailto:investors@redingtongroup.com) | Phone No: 044 4224 3111

NOTICE is hereby given that the Thirty-Second Annual General Meeting ("AGM") of the Members of Redington Limited ("Company") will be held on Tuesday, July 29, 2025, at 11:00 am (IST) through video conferencing ("VC")/other audio-visual Means ("VC/OAVM"), to transact the following business:

### Ordinary Business

#### 1. Adoption of Standalone and Consolidated Financial Statements

- i. To receive, consider and adopt the audited standalone financial statements of the Company for the year ended March 31, 2025; and,
- ii. To receive, consider and adopt the audited consolidated financial statements of the Company for the year ended March 31, 2025:

together with the reports of the Board of Directors and Auditors thereon.

#### 2. Declaration of Dividend for the financial year ended March 31, 2025

To declare dividend of ₹ 6.80 (340% of face value) per equity share of ₹ 2/- each for the financial year ended March 31, 2025.

#### 3. Re-appointment of Director Retiring by Rotation

To appoint a Director in place of Mr. Tu, Shu Chyuan, (DIN: 02336015), who retires by rotation and being eligible, offers himself for re-appointment.

### Special Business

#### 4. Appointment of Branch Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 143(8) and any other applicable provisions, if any, of the Companies Act 2013 and the Rules made thereunder, as amended from time to time, the consent of the Members of the Company be and is hereby accorded to re-appoint M/s Deloitte & Touche LLP, Chartered Accountants, as Auditors for the Branch Office of the Company at Singapore for the financial year 2025-26, on such terms and conditions as may be fixed by the Board of Directors."

#### 5. Appointment of Secretarial Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. B Chandra & Associates, Company Secretaries (firm registration no. P2017TN065700), be and are hereby appointed as the Secretarial Auditors of the Company, for a term of five (5) consecutive financial years commencing from financial year 2025-26 to financial year 2029-30, at such remuneration as may be agreed between the Board of Directors of the Company and the Secretarial Auditors."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolution and in connection with any matters incidental thereto."

By the order of the Board  
For **Redington Limited**

**K Vijayshyam Acharya**  
Company Secretary

Date: May 19, 2025  
Place: Chennai

### Notes:

1. The Ministry of Corporate Affairs (MCA) had vide General Circular 09/2024 dated September 19, 2024, read with circulars dated September 25, 2023, April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022, and SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, (collectively referred as "Circulars") permitted convening the Annual General Meeting ("AGM"/"Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the Members at a common venue. In accordance with the aforesaid Circulars and applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

2. In compliance with the aforementioned Circulars, Notice of the AGM along with the Annual Report for FY 2024-25 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Registrar and Transfer Agent ("RTA")/ Depository Participants ("DP")/Depositories. Members may note that the aforesaid documents will be available on the Company's website at <https://redingtongroup.com/> websites of the Stock Exchanges, BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). In case any member is desirous of obtaining hard copy of the Annual Report for financial year ended March 31, 2025 may send a request to the Company's email address at [investors@redingtongroup.com](mailto:investors@redingtongroup.com) mentioning their Folio no./ DP ID and Client ID.
3. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act. Subject to receipt of a requisite number of votes, the resolutions, shall deemed to be passed on the date of the AGM. i.e., Tuesday, July 29, 2025. Members will be allowed to attend the AGM through VC / OAVM on a first come, first served basis.
4. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts in respect of special businesses of the Notice of the AGM, is annexed hereto. Details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking re-appointment at this AGM are also annexed as **Annexure A**.
6. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/ her behalf at the AGM, and the proxy need not be a member of the Company. Since this AGM is being held through VC/ OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM to participate and cast their votes through e-voting.
7. Members of the Company under the category of Institutional/ Corporate Members (i.e., other than Individuals, HUF, NRI, etc.) are encouraged to attend and vote at the AGM through VC. Members intending to authorize their representatives to participate and vote at the meeting are requested to submit a scanned copy (PDF format) of the relevant Board or governing body resolution/authorization letter, etc. together with attested specimen signature(s) of the authorised signatory (ies) who is/are authorised to vote, to the scrutiniser ([vsassociates16@gmail.com](mailto:vsassociates16@gmail.com)) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Such authorisation should contain necessary authority in favour of its authorised representative(s) to attend the AGM.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. They shall also be available for inspection at the Registered Office of the Company during officer hours on all days except Saturday, Sunday & Public holidays between 11:00 am. (IST) and 1:00 pm. (IST) up to the date of the AGM. Members seeking to inspect such documents can send an e-mail to [investors@redingtongroup.com](mailto:investors@redingtongroup.com)
9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before July 17, 2025 through e-mail to [investors@redingtongroup.com](mailto:investors@redingtongroup.com). The same will be replied to by the Company suitably.
10. Members who would like to express their views or ask questions during the AGM may register themselves by writing to [investors@redingtongroup.com](mailto:investors@redingtongroup.com). The Speaker Registration will be open from Friday, July 11, 2025, to Friday, July 18, 2025. Only those Members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and the number of speakers, depending upon the availability of time as appropriate for the smooth conduct of the AGM.
11. Members may note that the Board of Directors at their meeting held on May 19, 2025, have recommended a dividend of ₹ 6.80/- per share for the financial year ended March 31, 2025, subject to approval of Members. The dividend will be paid to the Members whose names appear on the Company's Register of Members as on the Record Date, and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
12. The Company has fixed **Friday, July 4, 2025**, as the "**Record Date**" for the purpose of determining the eligible Members to receive dividend for the financial year 2024-25.
13. Members, whose KYC details (i.e. e-mail address, postal address with PIN code, mobile number, bank account details, PAN details linked with Aadhaar etc.) are not registered/ updated with the Company or with their respective Depository Participant ("DP"), and who wish to receive the Notice of the AGM, the Annual Report for the financial year ended March 31, 2025, and all other future communications sent by the Company from time to time, can get their KYC details registered/ updated by following the steps as given below:
  - a. Members holding shares in physical form by submitting duly filled and signed request letter in Form ISR-1 along with self-attested copy of the PAN Card linked with Aadhaar; and self-attested copy of any document in support of the address of the member (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport etc.) and such other documents as prescribed in the Form ISR-1, by sending the physical copy of the same through post at the Registered Office of the Company/ RTA; and
  - b. Members holding shares in demat form may update their KYC details including e-mail address with their DP from time to time.
14. If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made in accordance with the provisions of the Income-tax Act, 1961, as amended from time to time. Dividends paid or distributed by a Company on or after April 1, 2020, shall be taxable in the hands of the Members. The Company shall therefore be required to deduct tax at source ('TDS') (at the applicable rates) at the time of payment of the dividend. TDS rate would vary depending on the residential status of the recipient and documents submitted by them.
15. The Members are requested to submit the documents in this regard with the Company's RTA, M/s Cameo Corporate Services Limited, on or before July 11, 2025. Any communication received after this date will not be considered for deduction of applicable tax. The documents (Form 15 G/Form 15 H) can be submitted at <https://investors.cameoindia.com/>. For detailed tax rates, documents to be submitted and further queries, Members are requested to refer to the General Communication and FAQs about TDS on Dividend available on the Company's website. If the tax is deducted at a higher rate in the absence of receipt of or satisfactory completeness of the details/ documents by the company before the date given, the Members may claim an appropriate refund in the return of income filed with their respective Tax authorities.
16. For members who hold shares in physical form, the Securities and Exchange Board of India ("SEBI"), vide its Master Circular SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated May 7, 2024 read with SEBI/HO/ MIRSD/POD1/P/ CIR/2024/81 dated June 10, 2024, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar and KYC details (i.e. e-mail address, postal address with PIN code, mobile number, bank account details, PAN details linked with Aadhaar etc.). In case any of the aforesaid documents/ details are not available in the records of the Company/ RTA, the Member shall not be eligible to lodge grievance or avail any service request from the RTA until they furnish complete KYC details/ documents. Further, with effect from April 1, 2024, any payment of dividend shall only be made in electronic mode to such members.
17. The members holding shares in physical mode are requested to lodge/notify the communication for change of address, Bank details, ECS details, wherever applicable, mandates (if any) with the Company's RTA, Cameo Corporate Services Limited through Online Investor Portal: [wisdom.cameoindia.com](http://wisdom.cameoindia.com)
18. The members/beneficial owners holding shares in dematerialised form are requested to update user profile details to their DP and not to the Company or the RTA of the Company, as the Company is obliged to use only the data provided by the Depositories.
19. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
20. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP.
21. Further SEBI has mandated, that securities of listed companies can be transferred only in dematerialised form, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's RTA M/s Cameo Corporate Services Limited at their contact given under point 24 in the Notice for assistance in this regard.
22. Online Dispute Resolution (ODR) Portal is introduced by SEBI vide its Master Circular SEBI/HO/OIAE/OIAE\_IAD1/P/ CIR/2023/145 dated 11<sup>th</sup> August 2023, which is in addition to the existing SCORES 2.0 portal which can be utilised by the investors and the Company for dispute resolution. Please note that the investors are advised to initiate dispute resolution through the ODR portal only if the Company does not resolve the issue itself or it is not resolved through SCORES 2.0 portal.
23. The Company has already transferred all shares (in respect of which dividend has not been paid or claimed for seven consecutive years or more) along with unpaid or unclaimed dividends declared for the financial year ended March 31, 2017, and earlier periods to the Investor Education and Protection Fund (IEPF). Members who have not yet claimed or collected their dividends for the said period may claim their dividends and shares from IEPF, by submitting an application in the prescribed form.
 

Dividend for the financial year ended March 31, 2018, and shares on which dividend remains unpaid or unclaimed for a continuous period of seven years, will be transferred to IEPF during FY 2025-26. Members who have not claimed their dividend for the above-mentioned year are requested to make their claim to the Company's Registrar & Share Transfer Agent, Cameo Corporate Services Limited. Detailed information on Unclaimed Dividend is available on the Company's website [www.redingtongroup.com](http://www.redingtongroup.com) for the benefit of members.

24. All correspondences with regard to dividends and matters related therewith may be addressed directly to the Company's RTA at:  
 M/s. Cameo Corporate Services limited  
 Unit: Redington Limited,  
 Subramanian Building, 5<sup>th</sup> Floor  
 No.1, Club House Road, Chennai - 600 002  
 Phone: 044 - 28460390,  
 Online Investor Portal: wisdom.cameoindia.com

25. **Voting through Electronic means:**

a) In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, the Company is providing to its Members facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting"). The Company has availed the facilities of the National Securities Depository Limited (NSDL) for facilitating e-voting. The facility of casting votes by a Members using remote e-voting system as well as voting on the date of the AGM will be provided by NSDL.

b) The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting:	Friday, July 25, 2025, at 9.00 am IST
End of remote e-voting:	Monday, July 28, 2025, at 5.00 pm IST

c) The e-voting module will be disabled by NSDL for voting thereafter. Members who will be present at the AGM through the VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be

eligible to vote through the e-voting system during the AGM.

d) The voting rights of Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e., Tuesday, July 22, 2025 ("Cut-off date").

e) Only a person, whose name is recorded in the Register of Members or the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date shall be entitled to avail the facility of remote e-voting or for participation at the AGM. A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.

f) The Members who have cast their vote(s) by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote(s) again at the meeting.

The details of the process and manner for remote e-voting and voting during the AGM are explained below:

Step 1: Access to the NSDL e-voting system.

Step 2: Cast your vote electronically on the NSDL e-voting system.

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

**A) Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members 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 members holding securities in demat mode is given below:

Type of members	Login Method
Individual members holding securities in demat mode with NSDL.	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.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 or joining virtual meeting & voting during the meeting.

- If you are not registered for IDEAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select **"Register Online for IDEAS Portal"** or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/DTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 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 members holding securities in demat mode with CDSL. 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.
- 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 or joining virtual meeting & voting during the meeting. 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.
- 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.
- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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 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.

Individual members holding securities in demat mode) login through their depository participants You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual members 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
Individual members 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. 1800-21-09911

#### B) Login Method for e-Voting and joining virtual meeting for members other than Individual members holding securities in demat mode and members 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 :

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

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

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?

- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - 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.
    - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  - After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - Now, you will have to click on "Login" button.
  - After you click on the "Login" button, Home page of e-Voting will open.

#### General Guidelines for members

1. Institutional members (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 [vsassociates16@gmail.com](mailto:vsassociates16@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional members (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 members 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 or send a request to Ms. Prajakta Pawla at [evoting@nsdl.com](mailto:evoting@nsdl.com)

#### Process for those members 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 member, 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@redingotngroup.com](mailto:investors@redingotngroup.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@redingotngroup.com](mailto:investors@redingotngroup.com). If you are an Individual members holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual

#### Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

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

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.

- meeting for Individual members holding securities in demat mode.
- 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.
  - In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
  - Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investors@redingotgroup.com](mailto:investors@redingotgroup.com). The same will be replied by the company suitably.

#### OTHER NOTES FOR MEMBERS:

#### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

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

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

- Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Any person holding shares in physical form and non-individual Members, who acquire shares of the Company and become a member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Tuesday, July 22, 2025, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using the "Forgot User Details/ Password" or "Physical User Reset Password" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll-free no. 1800 1020 990 and 1800 22 44 30. Individual Members holding securities in demat mode who acquire shares of the Company and become a Member of the Company after sending the Notice and holding shares as of the cut-off date i.e. Tuesday, July 22, 2025, may follow the steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

#### Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Circulars issued thereunder

##### Item No.4: Appointment of Branch Auditors

The Company at its 31<sup>st</sup> Annual General Meeting held on July 30, 2024, had appointed, M/s Deloitte & Touche LLP ("Deloitte") as Auditors for the branch office of the Company in Singapore for the financial year 2024-25. Since their term of office has expired on March 31, 2025, it is proposed to re-appoint Deloitte, as Auditors for the branch office of the Company at Singapore for the financial year 2025-26.

A brief profile of M/s Deloitte & Touche LLP, Singapore, is given below:

Deloitte & Touche LLP Singapore is a member firm of Deloitte Touche Tohmatsu Limited, a global network of member firms dedicated to providing audit and assurance, consulting, financial advisory, risk advisory, tax, and related services to clients across the world. The Deloitte & Touche LLP Singapore practice, established in 1967, has grown to become one of the largest and most established professional services firms in Singapore. It serves a diverse clientele across a wide array of industries with a significant workforce that has expanded over the years, with reports indicating it now comprises over 3,000 professionals.

The remuneration for their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the branch auditors.

Considering the evaluation of the past performance, experience and expertise of Deloitte and based on the recommendation of the Audit Committee, it is proposed to appoint Deloitte as auditors for the branch office of the Company in Singapore for the financial year 2025-26.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in resolution no. 4 set out in this Notice.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 4 of the Notice.

##### Item No. 5: Appointment of Secretarial Auditors

Pursuant to Section 204(1) of the Act, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the SEBI Listing Regulations, as amended, and any other applicable provisions and circulars issued thereunder, the Company is required to appoint a Secretarial Auditor for a term of five consecutive years.

The Board of Directors of the Company, based on the recommendation of the Audit Committee, at its meeting held on May 19, 2025, has proposed the appointment of M/s. B Chandra & Associates, Company Secretaries (firm registration no. P2017TN065700), as the Secretarial Auditors of the Company for a term of five (5) years commencing from financial year 2025-26 to financial year 2029-30, subject to approval of the Members of the Company at the ensuing Annual General Meeting.

M/s B Chandra & Associates is a peer reviewed and a well-established firm of Practising Company Secretaries with a strong reputation in corporate governance and compliance. The firm is led by experienced partners, who bring deep knowledge and practical insights to their work. The firm has been conducting secretarial audit for various large listed companies in India.

The proposed fee payable to M/s. B Chandra & Associates for conducting the Secretarial Audit for the financial year ending March 31, 2026, is ₹ 4,00,000, plus applicable taxes, certification charges, and reimbursement of out-of-pocket expenses. The same is not materially different from the fee paid for secretarial audit during the previous financial year(s). The proposed fee is based on their knowledge, expertise, industry experience and efforts required to be put in by them, in line with the industry benchmarks. The fee for subsequent years during the proposed term shall be determined by the Board of Directors, based on the recommendation of the Audit Committee.

M/s. B Chandra & Associates have consented to their appointment as Secretarial Auditors and have confirmed that they meet the eligibility criteria and are not disqualified under the applicable provisions of the Act and the SEBI Listing Regulations.

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

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 5 of the Notice.

## Annexure A - Additional information regarding Director recommended for reappointment as required under Regulation 36 of SEBI Listing Regulations and applicable Secretarial Standards

<b>Name of the Director</b>	Mr. Tu, Shu-Chyuan	
<b>Director Identification Number</b>	02336015	
<b>Date of birth and age</b>	January 18, 1958, and 67 years	
<b>Date of initial appointment</b>	October 24, 2008	
<b>Brief experience/ Resume</b>	<p>Mr. Tu, Shu-Chyuan, is currently VP of SYNEX Group, Asia's largest IT distribution &amp; supply-chain service provider, overseeing the group business direction and development strategy as well as vendor cooperation. He joined Synnex in 1994, and has expertise in business strategy, product marketing and channel management. Mr. Tu, has seasoned marketing experience, knowledge of commercial and consumer channels, relationships inside and outside of SYNEX, and strong process focused execution and management. Under his management, SYNEX's footprint has expanded to 51 markets and turnover almost doubled to US\$26.7 billions in the past decade. Mr. Tu is a Director on the Board of Synnex HQ and every JV Company of the SYNEX Group.</p> <p>Mr. Tu has more than 40 years of working experience in global IT industry and has expertise on vendor experience, strategy, distribution, talent management and finance. Before joining Synnex, he worked for Novell and various communication and computer networking companies for more than 10 years in the United States.</p>	
<b>Qualifications</b>	<p>Engineering graduate from the National Chiao Tung University, Taiwan.</p> <p>Master's degree in Computer Engineering from San Jose State University, USA.</p>	
<b>Expertise in specific business function</b>	Business Strategy, Finance	
<b>Last drawn remuneration for FY 2024-25</b>	<p>₹ 5,60,000 (sitting fees for attending Board and Committee meetings)</p> <p>Other than sitting fees for attending the meetings of the Board and Committees no other remuneration is currently paid/payable to Mr. Tu, Shu-Chyuan</p>	
<b>Remuneration sought to be paid</b>	Sitting fees, as applicable	
<b>Directorship in other Indian Public Limited Companies other than Redington Limited</b>	Nil	
<b>Membership/ Chairmanship in committees of Indian Public Limited Companies other than Redington Limited</b>	Nil	
<b>Shareholding details in the Company, including shareholding as beneficial owner</b>	Nil	
<b>Name of the Listed entity from which the person has resigned in the past three years</b>	NA	
<b>No. of Board Meeting attended during the financial year ended March 31, 2025</b>	<b>No. of meetings held</b>	<b>No. of meetings attended</b>
	5	5
<b>Period of Appointment</b>	Subject to retirement by rotation	
<b>Relationship between Directors, Manager and other Key Managerial Personnel Inter-se</b>	Nil	
<b>Terms and Conditions relating to appointment</b>	As per the Ordinary Resolution set forth in item no. 3 of this notice	

## Corporate Information

### NAME OF THE COMPANY

#### Redington Limited

CIN: L52599TN1961PLC028758

### REGISTERED OFFICE

Block3, Plathin, Redington Tower,  
Inner Ring Road, Saraswathy Nagar West,  
4<sup>th</sup> Street, Puzhuthivakkam, Chennai - 600091  
Email: investors@redingtongroup.com  
Phone: 044 4224 3111  
Website: <https://redingtongroup.com/>

### CHAIRMAN

Prof. J. Ramachandran

### MANAGING DIRECTOR & GROUP CHIEF EXECUTIVE OFFICER

Mr. V. S. Hariharan

### FINANCE DIRECTOR (WHOLE-TIME)

Mr. S. V. Krishnan

### DIRECTORS

Mr. Tu, Shu-Chyuan  
Ms. Chen, Yi-Ju  
Mr. B. Ramaratnam  
Ms. Anita P Belani  
Mr. Sudip Nandy

### CHIEF EXECUTIVE OFFICER

Mr. Ramesh Natarajan

### CHIEF FINANCIAL OFFICER

Mr. V Ravishankar

### COMPANY SECRETARY

Mr. K Vijayshyam Acharya

### STATUTORY AUDITORS

Deloitte Haskins & Sells

### SECRETARIAL AUDITORS

RB JV & Associates

### BANKERS - INDIA & OVERSEAS

S. No	Country	Bank Name
1	India	Axis Bank Limited
2	India	BNP Paribas
3	India	DBS Bank India Limited
4	India	Deutsche Bank
5	India	Federal Bank Limited
6	India	HDFC Bank Limited
7	India	HSBC Limited
8	India	ICICI Bank Limited
9	India	IDFC First Bank Limited
10	India	Kotak Mahindra Bank Limited
11	India	Mizuho Bank Limited
12	India	Standard Chartered Bank
13	India	Sumitomo Mitsui Banking Corporation
14	India	State Bank of India
15	India	Yes Bank Limited
16	India	RBL Bank Ltd
17	Singapore	Standard Chartered Bank
18	Singapore	The Hongkong and Shanghai Banking Corporation
19	Singapore	Oversea-Chinese Banking Corporation
20	Singapore	BNP Paribas
21	Singapore	UCO Bank
22	Singapore	ICICI Bank
23	Bangladesh	The Hongkong and Shanghai Banking Corporation
24	Bangladesh	Standard Chartered Bank
25	Sri Lanka	Citibank
26	Sri Lanka	The Hongkong and Shanghai Banking Corporation
27	Sri Lanka	Sampath Bank
28	Sri Lanka	National Development Bank
29	Sri Lanka	Hatton National Bank
30	Sri Lanka	Habib Bank
31	Sri Lanka	MCB Bank
32	Malaysia	HSBC Bank
33	Malaysia	OCBC Bank
34	UAE	Mashreq Bank PSC
35	UAE	Standard Chartered Bank (United Arab Emirates) Limited
36	UAE	National Bank of Fujairah
37	UAE	Emirates NBD Bank PJSC
38	UAE	BNP Paribas
39	UAE	First Abudhabi Bank PJSC
40	UAE	Axis Bank Ltd
41	UAE	ICICI Bank Limited
42	UAE	HSBC Bank Middle East Ltd
43	UAE	Gulf International Bank BSC
44	KSA	ICICI Bank Limited
45	KSA	MUFG Bank Ltd. Riyadh
46	KSA	Standard Chartered Bank
47	KSA	Emirates NBD Bank
48	KSA	BNP Paribas
49	KSA	Gulf International Bank BSC
50	Qatar	Standard Chartered Bank
51	Qatar	ICICI Bank Limited
52	Qatar	BNP Paribas
53	Qatar	Mashreq Bank Qatar
54	Qatar	HSBC Bank Middle East Ltd Qatar Branch
55	Rwanda	Access Bank (Rwanda)
56	Rwanda	I&M Bank (Rwanda) PLC
57	Tanzania	Stanbic Bank Tanzania Limited
58	Tanzania	National Bank of Commerce Limited