



Report on Corporate Governance

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The governance structure at Redington promotes principled actions and objective decision-making guided by appropriate monitoring of both compliance and performance. The long-term goals and interests of the Company are closely inter-woven with stakeholders' interest. The Company embraces adherence to the highest standards of ethics, integrity and transparency, thereby ensuring accountability to its stakeholders.

The philosophy of Corporate Governance at Redington is embedded in its rich legacy of good governance practices. It is a reflection of the Company's policies, procedures and relationship with its stakeholders, commitment to its value system and ethical business practices. The Company has implemented a robust system to ensure a high level of Board oversight, effective internal control systems and an efficient, all-encompassing audit mechanism. Timely, transparent & accurate disclosure of financial position and performance of the Company forms the cornerstone of Redington's Corporate Governance philosophy.

Effective corporate governance requires a clear and thorough understanding of the distinct roles of the Board, its Committees and the Senior Management Team. Through well-defined policies and processes and in a manner which is dignified, distinctive & responsible, the Company conducts its business and discharges its responsibilities towards its stakeholders.

This report sets out the Company's Corporate Governance processes and activities for the financial year 2020-21 with reference to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred as "SEBI (LODR) Regulations, 2015"]

BOARD OF DIRECTORS

The Board composition has been framed in compliance with the requirements of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

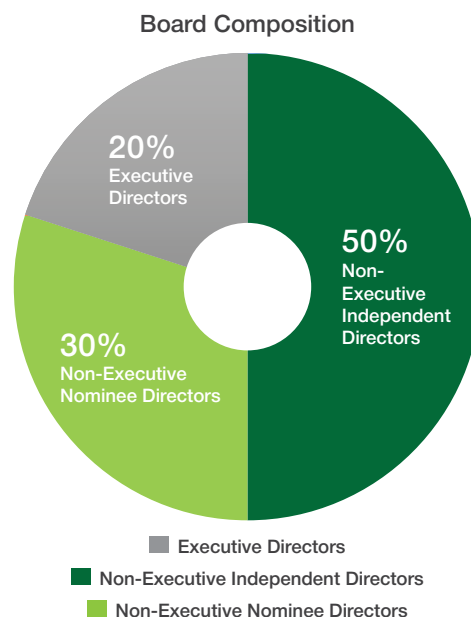
| Category | Name of the Directors | DIN |
|-------------------------------------|---------------------------------|----------|
| Non-Executive Independent Directors | Prof. J. Ramachandran | 00004593 |
| | Mr. B. Ramaratnam | 07525213 |
| | Mr. V.S. Hariharan | 05352003 |
| | Mr. Keith WF Bradley | 06564581 |
| | Ms. Anita P Belani | 01532511 |
| Non-Executive Nominee Directors | Mr. Tu, Shu-Chyuan [§] | 02336015 |
| | Ms. Chen, Yi-Ju [§] | 08031113 |
| | Mr. Udai Dhawan [^] | 03048040 |
| Executive Directors | Mr. Raj Shankar | 00238790 |
| | Mr. S.V. Krishnan | 07518349 |

Mr. Rajiv Srivastava was appointed as Additional Director and Joint Managing Director effective April 2, 2021 subject to the approval of shareholders.

[§] Represent Synnex Mauritius Limited, shareholder of the Company

[^] Represent Affirma Capital (Singapore) Pte Limited, shareholder of the Company

Note: There is no inter-se relationship between the Directors of the Company.



Total strength of the Board as on March 31, 2021 is ten (10) out of which eight (8) Directors are Non-Executive Directors. The Chairperson of the Board is a Non-Executive Independent Director and together with four (4) other Independent Directors they constitute one half of the total strength of the Board.

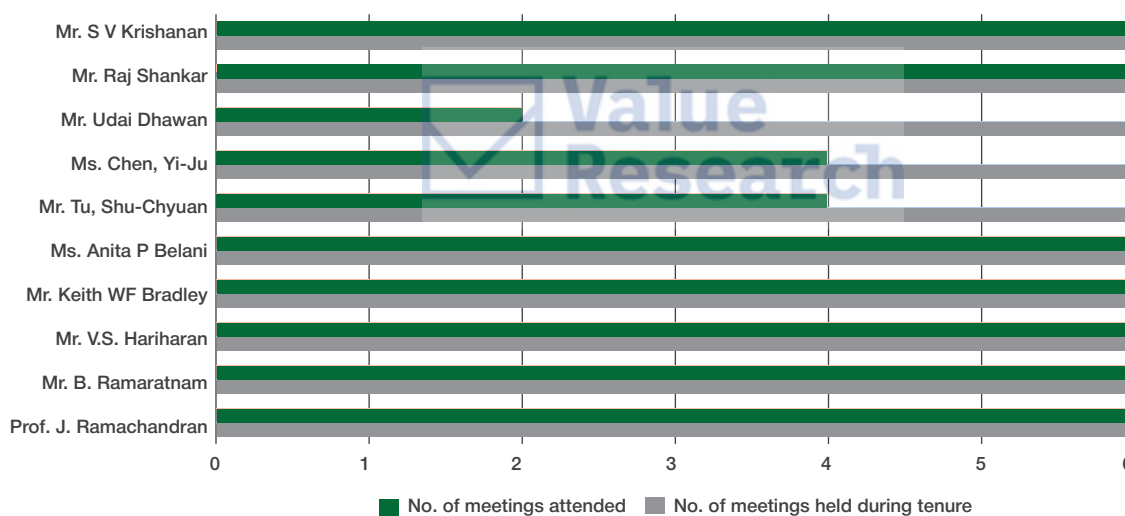
INDEPENDENCE OF DIRECTORS

Considering the requirement of skills on the Board, the Nomination and Remuneration Committee considers eminent persons having independent standing in industry expertise and those who can effectively contribute to the business and policy decisions of the Company. The Independent Directors, at the first meeting of the Board in which they participate, and thereafter at the first meeting of the Board in every financial year, give a declaration that they meet the criteria of independence stipulated in SEBI (LODR) Regulations, 2015 and the Companies Act, 2013 (“Act”) and the rules framed thereunder. The Company has received necessary declaration from Independent Directors that they fulfill the “independence” criteria. In the opinion of the Board, the Independent Directors fulfill the conditions specified in Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and are independent of the management.

MEETINGS OF BOARD OF DIRECTORS

During the Financial Year 2020-21, six (6) Board Meetings were held on June 11, 2020, July 30, 2020, August 13, 2020, November 12, 2020, December 16, 2020 and February 08, 2021. The maximum time gap between any two meetings was less than 120 days, except that the time gap between the Board Meetings held in February 2020 and in June 2020 exceeds 120 days, and the same is in compliance with the circulars issued by the Ministry of Corporate Affairs, pursuant to the then prevailing COVID-19 conditions. Necessary quorum was present throughout all the meetings. One separate meeting of the independent Directors of the Company was held on February 6, 2021.

Meetings of Board and Attendance of Directors



FAMILIARIZATION PROGRAMS FOR BOARD OF DIRECTORS

The Directors, at the time of their appointment, are provided with the orientation on the Company's organization structure, business model, vision and values, and internal policies to enable them to familiarize themselves with the Company's procedures and practices. The new Directors are apprised on the Company's strategies and policies that assist them in developing the skills and expertise required for their service on the Board.

Periodic presentations are made to the Board on the business and performance updates of the Company, entailing business environment, risk management strategies, company policies and procedures, subsidiary performance and changes in regulatory environment applicable to the Company and the industry in which the Company operates, and such other relevant issues. The details of such familiarization programmes are uploaded on the website of the Company.

<https://redingtongroup.com/wp-content/uploads/2018/12/Familiarisation-programme.pdf>.

BRIEF PROFILE OF BOARD OF DIRECTORS

| <p>Prof. J. Ramachandran Chairman and Non-Executive Independent Director</p> | | | | | | | | | | | | |
|---|---|-----------------------------------|--------------------------------|--------------------------|---|---------------------|----------------------|------------|-------------------|-------------------------|----------------------|--------------------|
| Nationality | Indian | | | | | | | | | | | |
| Age | 63 years | | | | | | | | | | | |
| Date of (original) appointment | November 21, 2006 | | | | | | | | | | | |
| | (Designated as Independent Director under Companies Act 2013 with effect from August 01, 2014 and re-appointed for the second term with effect from August 01, 2019). | | | | | | | | | | | |
| Tenure on Board | 14.4 years | | | | | | | | | | | |
| Profile | <p>Professor Ramachandran is a qualified Chartered and Cost Accountant, and a Fellow of the Indian Institute of Management Ahmedabad. He is a Professor of Strategy at the Indian Institute of Management Bangalore. His research focuses on the growth and governance challenges of firms. His work has been published in leading international journals including the Harvard Business Review, Strategic Management Journal, Organization Science, Journal of International Business Studies and Global Strategy Journal.</p> | | | | | | | | | | | |
| Shareholding | 5000 shares | | | | | | | | | | | |
| Board Membership/ Chairmanship – Indian Public Companies | <table border="1"> <thead> <tr> <th>Name of the Indian Public Company</th> <th>Board Membership/ Chairmanship</th> <th>Category of Directorship</th> </tr> </thead> <tbody> <tr> <td>ProConnect Supply Chain Solutions Limited</td> <td>Member on the Board</td> <td>Independent Director</td> </tr> </tbody> </table> | Name of the Indian Public Company | Board Membership/ Chairmanship | Category of Directorship | ProConnect Supply Chain Solutions Limited | Member on the Board | Independent Director | | | | | |
| Name of the Indian Public Company | Board Membership/ Chairmanship | Category of Directorship | | | | | | | | | | |
| ProConnect Supply Chain Solutions Limited | Member on the Board | Independent Director | | | | | | | | | | |
| Committee Membership/ Chairmanship – Indian Public Companies | Nil | | | | | | | | | | | |
| Areas of Expertise | <table border="1"> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Leadership</td> <td>Talent Management</td> <td>Distribution Experience</td> <td>Accounting & Finance</td> <td>Strategy Expertise</td> </tr> </table> | | | | | | | Leadership | Talent Management | Distribution Experience | Accounting & Finance | Strategy Expertise |
| | | | | | | | | | | | | |
| Leadership | Talent Management | Distribution Experience | Accounting & Finance | Strategy Expertise | | | | | | | | |
| Attendance at AGM held | Present | | | | | | | | | | | |

Mr. B. Ramaratnam

Non-Executive Independent Director and Chairman of Audit Committee and Stakeholders' Relationship Committee



| | |
|--------------------------------|--------------|
| Nationality | Indian |
| Age | 66 years |
| Date of (original) appointment | May 24, 2016 |
| Tenure on Board | 4.85 years |

Profile
 Mr. Ramaratnam graduated from the University of Mumbai and after qualifying as a Chartered Accountant joined Price Water house Coopers at Chennai and later joined AF Ferguson & Co and Deloitte Haskins & Sells where he was an Audit Partner till March 2015. During the course of his long career, Mr. Ramaratnam has serviced national and multinational clients from diverse sectors such as manufacturing, trading, software, timeshare, real estate, financial services, pharma, engineering, construction, services etc. He is also an Independent Director at Cholamandalam Financial Holdings Limited.

Shareholding NIL

| Board Membership/ Chairmanship – Indian Public Companies | Name of the Indian Public Company | Board Membership/ Chairmanship | Category of Directorship |
|---|---|-----------------------------------|--------------------------|
| | Cholamandalam Financial Holdings Limited* | Member on the Board | Independent Director |

| Committee Membership/ Chairmanship – Indian Public Companies | Name of the Indian Public Company | Board Membership/ Chairmanship | Category of Directorship |
|---|--|-----------------------------------|--------------------------|
| | Cholamandalam Financial Holdings Limited | Audit Committee | Chairman |
| Stakeholders' Relationship Committee | | Member | |

Areas of Expertise

| | |
|------------|----------------------|
| | |
| Leadership | Accounting & Finance |

Attendance at AGM held Present

*Listed Indian Public Company

Mr. V.S. Hariharan

Non-Executive Independent Director and Chairman of Nomination & Remuneration Committee, Corporate Social Responsibility Committee and SAR Share Allotment Committee



| | |
|-------------|-----------|
| Nationality | Singapore |
| Age | 59 years |

| | |
|--------------------------------|---|
| Date of (original) appointment | August 02, 2013 (Designated as Independent Director under Companies Act 2013 with effect from August 01, 2014 and re-appointed for the second term with effect from August 01, 2019) |
|--------------------------------|---|

| | |
|-----------------|-----------|
| Tenure on Board | 7.8 Years |
|-----------------|-----------|

Profile
Mr. Hariharan is a graduate of IIT-Madras and an MBA from IIM-Bangalore. He has 25+ years of Sales, Marketing, and General Management experience across Global, Regional & Country level roles in the Information Technology Industry. Mr. Hariharan held a number of positions as Vice President leading different businesses ranging from worldwide laser business, Asia Pac Sales and field operations, Asia Pac Graphic Solutions Business. He is the Co-founder and CEO of Third Wave Power Pte Ltd – a Global business based on Solar Portable Solutions and is based out of Singapore.

| | |
|--------------|-----|
| Shareholding | Nil |
|--------------|-----|

| Board Membership/ Chairmanship – Indian Public Companies | Name of the Indian Public Company | Board Membership/ Chairmanship | Category of Directorship |
|--|-----------------------------------|--------------------------------|--------------------------|
| | Rex-Tone Industries Limited | Member on the Board | Non-Executive Director |

| | |
|--|-----|
| Committee Membership/ Chairmanship – Indian Public Companies | Nil |
|--|-----|

Areas of Expertise

| | | | | |
|------------|-------------------|-------------------------|--------------------|-------------------|
| | | | | |
| Leadership | Talent Management | Distribution Experience | Strategy Expertise | Vendor Experience |

| | |
|------------------------|---------|
| Attendance at AGM held | Present |
|------------------------|---------|

Mr. Keith WF Bradley



Non-Executive Independent Director and Chairman of Risk Management Committee

Nationality United States of America

Age 57 years

Date of (original appointment) April 1, 2013

(Designated as Independent Director under Companies Act 2013 with effect from August 01, 2014 and re-appointed for the second term with effect from August 01, 2019)

Tenure on Board 8 Years

Profile Mr. Keith is a Chartered Accountant from the United Kingdom with Masters of Accounting from the Queen’s University of Belfast. He served as the Senior Executive Vice President and President of Ingram Micro North America and played a vital role in developing strategies for the region. Mr. Keith was responsible for overall performance of Ingram Micro’s US and Canadian operations. Under his leadership, Ingram Micro North America had introduced several new divisions and services.

Shareholding Nil

Board Membership/ Chairmanship – Indian Public Companies Nil

Committee Membership/ Chairmanship – Indian Public Companies Nil



Areas of Expertise

| | | | | | |
|------------|-------------------|----------------------|-------------------------|-------------------|--------------------|
| | | | | | |
| Leadership | Talent Management | Accounting & Finance | Distribution Experience | Vendor Experience | Strategy Expertise |

Attendance at AGM held Present

Ms. Anita P Belani
Non-Executive Independent Director



| | |
|--------------------------------|---------------|
| Nationality | Indian |
| Age | 57 years |
| Date of (original) appointment | April 1, 2019 |
| Tenure on Board | 2 Years |

Profile Ms. Anita Belani is an M.B.A. from XLRI, Jamshedpur and B.A. (Hons) in Economics from Miranda House, University of Delhi. Ms. Belani is a seasoned professional with 30 plus years of rich post MBA experience as a senior business & human capital leader. Till recently, she was the Operating Partner at Gaja Capital and is a director on the board of Eternis Fine Chemicals, Foesecco India Limited, IDFC asset management Company Limited, IDFC Financial Holding Company Limited. She has previously held director positions on the boards of Wanbury Ltd, Laxmi organic industries Ltd., SV Edusports, Eurokids International etc.

Shareholding Nil

| Board Membership/ Chairmanship – Indian Public Companies | Name of the Indian Public Company | Board Membership/ Chairmanship | Category of Directorship |
|--|--|--------------------------------|--------------------------|
| | Foseco India Limited* | Member | Independent Director |
| | Eternis Fine Chemicals Limited | Member | Non-Executive Director |
| | IDFC Financial Holding Company Limited | Member | Independent Director |
| | IDFC Asset Management Company Limited | Member | Independent Director |








| Committee Membership/ Chairmanship – Indian Public Companies | Name of the Indian Public Company | Board Membership/ Chairmanship | Committee Membership / Chairmanship |
|--|--|--------------------------------------|-------------------------------------|
| | Foseco India Limited* | Audit Committee | Member |
| | | Stakeholders' Relationship Committee | Member |
| | Eternis Fine Chemicals Limited | Audit Committee | Member |
| | IDFC Financial Holding Company Limited | Audit & Risk Committee | Member |
| | IDFC Asset Management Company Limited | Audit & Risk Management Committee | Member |

Areas of Expertise

| | | | |
|------------|-------------------|----------------------|--------------------|
| | | | |
| Leadership | Talent Management | Accounting & Finance | Strategy Expertise |

Attendance at AGM held Present

*Listed Indian Public Company

| | | |
|---|--|---|
| Mr. Tu, Shu-Chyuan Non-Executive Nominee Director | |  |
| Nationality | Taiwan | |
| Age | 63 years | |
| Date of (original) appointment | October 24, 2008 | |
| Tenure on Board | 12.5 Years | |
| Profile | Mr. Tu is an engineering graduate from the National Chiao Tung University, Taiwan, and has a Master's degree in Computer Engineering from San Jose State University, USA. He is currently the VP of business development of Synnex. Prior to joining Synnex, he worked for various computer networking companies in the State and had focused expertise in planning and management. He has an overall 37+ years of working experience in the global IT industry. He joined Synnex in 1994 and held a series of management positions. | |
| Shareholding | Nil | |
| Board Membership/Chairmanship – Indian Public Companies | Nil | |
| Committee Membership/Chairmanship – Indian Public Companies | Nil | |
| Areas of Expertise |  Leadership  Talent Management  Accounting & Finance  Distribution Experience  Vendor Experience  Strategy Expertise | |
| Attendance at AGM held | Present | |



| | | |
|---|---|--|
| Ms. Chen, Yi-Ju Non-Executive Nominee Director | | |
| Nationality | Taiwan | |
| Age | 48 years | |
| Date of (original) appointment | December 26, 2017 | |
| Tenure on Board | 3.3 years | |
| Profile | Ms. Chen is an Agri-Economics graduate from National Taiwan University, with major in International Finance. She joined Synnex in 2008 and now is in charge of overseas subsidiaries management and investment management. In Synnex, she participated in several JV projects, including the cases in Indonesia and Vietnam. Prior to joining Synnex, she worked with CMC Magnetics Corporation, Argus technology and Lite-on Group. She has over 20+ years of working experience in Financial Investment and IT industry with solid experience in Corporate Finance. | |
| Shareholding | Nil | |
| Board Membership/Chairmanship – Indian Public Companies | Nil | |
| Committee Membership/Chairmanship – Indian Public Companies | Nil | |
| Areas of Expertise | <div style="display: flex; justify-content: space-around;"> <div style="text-align: center;"> Leadership </div> <div style="text-align: center;"> Distribution Experience </div> <div style="text-align: center;"> Accounting & Finance </div> </div> | |
| Attendance at AGM held | Absent | |





Mr. Udai Dhawan
Non-Executive Nominee Director

| | |
|--------------------------------|------------------|
| Nationality | Indian |
| Age | 48 years |
| Date of (original) appointment | January 10, 2017 |
| Tenure on Board | 4.2 years |

Profile
Mr. Udai Dhawan has an MBA with a major in finance from the Wharton School, University of Pennsylvania and is also a Chartered Accountant from the Institute of Chartered Accountants of India. Mr. Dhawan is a Founding Partner and Head of India Private Equity at Affirma Capital. Mr. Dhawan has over 24+ years of financial services experience and represents Affirma Capital on the boards of several portfolio companies. Prior to Affirma Capital, Mr. Dhawan has served as the Managing Director and Head of India for Standard Chartered Private Equity (SCPE).

Shareholding Nil

| Board Membership/ Chairmanship – Indian Public Companies | Name of the Indian Public Company | | |
|--|-----------------------------------|-----------------------------------|--------------------------------|
| | Name of the Indian Public Company | Board Membership/ Chairmanship | Category of Directorship |
| | Prime Focus Limited* | Member | Non-Executive Director |
| | Tirupati Medicare Limited | Member | Non-Executive Nominee Director |
| | Craftsman Automation Limited* | Member | Non-Executive Nominee Director |

| Committee Membership/ Chairmanship – Indian Public Companies | Name of the Indian Public Company | | |
|--|-----------------------------------|-----------------------------------|--|
| | Name of the Indian Public Company | Board Membership/ Chairmanship | Committee Membership / Chairmanship |
| | Craftsman Automation Limited | Audit Committee | Member |

Areas of Expertise

| | | | |
|----------------|-----------------------|--------------------------|------------------------|
| Leadership | Talent Management | Accounting & Finance | Strategy Expertise |
|----------------|-----------------------|--------------------------|------------------------|




















Attendance at AGM held Present

*Listed Indian Public Company

| | | | | | | | | | | | | | | |
|---|---|----------------------|-------------------------|-------------------|--------------------|--|--|--|------------|-------------------|----------------------|-------------------------|-------------------|--------------------|
| Mr. Raj Shankar Vice Chairman & Managing Director | | | | | | | | | | | | | | |
| Nationality | Singapore | | | | | | | | | | | | | |
| Age | 62 years | | | | | | | | | | | | | |
| Date of (original) appointment | September 22, 2005 | | | | | | | | | | | | | |
| Tenure on Board | 15.6 years | | | | | | | | | | | | | |
| Profile | <p>During his two decades plus tenure with Redington, Raj Shankar has been one of the key architects of the Company's phenomenal transformation from a single-product, single-country organization, to the \$ 7.7 Billion Emerging Market multinational behemoth it is today. Raj Shankar conceptualized and operationalized Redington's expansion into the diverse markets of Middle East, Turkey, Africa and South Asia regions. He authored the strategy that has served as the bedrock of Redington's immense success in the META region. His remarkable success in rapidly scaling the business from scratch and quickly catapulting the Company to an unassailable leadership position in META region has been instrumental towards Redington's stature as one of the foremost Distributor of Technology & Mobility products & solutions globally. In 2014, Raj Shankar was assigned the overall responsibility of Redington worldwide as its Group Managing Director and since then, has driven the Company's transition to a future-ready, services and solutions oriented, digital Organization. In April 2021, Raj Shankar was elevated to the position of Vice-Chairman & Managing Director of Redington Group. He also continues to discharge the responsibilities as the Chairman of Redington Gulf FZE and Arena Bilgisayar. His pre-Redington professional experience includes tenures with leading companies in the textile and pharmaceutical sectors, working in India as well as in International markets. Raj Shankar is an alumni of BITS, Pilani.</p> | | | | | | | | | | | | | |
| Shareholding | 5,94,946 shares | | | | | | | | | | | | | |
| Board Membership/ Chairmanship – Indian Public Companies | Nil | | | | | | | | | | | | | |
| Committee Membership/ Chairmanship – Indian Public Companies | Nil | | | | | | | | | | | | | |
| Areas of Expertise | <table border="1"> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Leadership</td> <td>Talent Management</td> <td>Accounting & Finance</td> <td>Distribution Experience</td> <td>Vendor Experience</td> <td>Strategy Expertise</td> </tr> </table> | | | | | | | | Leadership | Talent Management | Accounting & Finance | Distribution Experience | Vendor Experience | Strategy Expertise |
| | | | | | | | | | | | | | | |
| Leadership | Talent Management | Accounting & Finance | Distribution Experience | Vendor Experience | Strategy Expertise | | | | | | | | | |
| Attendance at AGM held | Present | | | | | | | | | | | | | |

Mr. Rajiv Srivastava
Joint Managing Director



| | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|------------|-------------------|-------------------------|----------------------|-------------------|--------------------|
| Nationality | Indian | | | | | | | | | | | | |
| Age | 56 years | | | | | | | | | | | | |
| Date of (original) appointment | April 2, 2021 | | | | | | | | | | | | |
| Tenure on Board | With effect from April 2, 2021 | | | | | | | | | | | | |
| Profile | Mr Rajiv Srivastava has been in leadership roles in the Technology industry in India and overseas for 30+ years. His most recent assignment was as the MD & CEO of Indian Energy Exchange Limited (IEX). Prior to IEX, he was the Chief Operating Officer for Asia Pacific & Japan at Hewlett-Packard (HP), based out of Singapore. He was also a member of the HP's global strategy board. Before taking up the assignment at Singapore, Mr Rajiv Srivastava served as the Managing Director – HP India, for 6 years. | | | | | | | | | | | | |
| Shareholding | Nil | | | | | | | | | | | | |
| Board Membership/ Chairmanship – Indian Public Companies | Nil | | | | | | | | | | | | |
| Committee Membership/ Chairmanship – Indian Public Companies | Nil | | | | | | | | | | | | |
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|  |  |  |  |  |  | | | | | | | | |
| Leadership | Talent Management | Distribution Experience | Accounting & Finance | Vendor Experience | Strategy Expertise | | | | | | | | |
| Attendance at AGM held | Present | | | | | | | | | | | | |

Mr. S.V. Krishnan
Whole Time Director and Chief Financial Officer



| | |
|--------------------------------|--------------|
| Nationality | Indian |
| Age | 47 years |
| Date of (original) appointment | May 22, 2019 |
| Tenure on Board | 1.10 years |




Profile Mr. Krishnan is the Whole-Time Director and Chief Financial Officer (CFO) of Redington (India) Limited. He is also a Director on the Board of ProConnect Supply Chain Solutions Limited and its subsidiary, Rajprotim Supply Chain Solutions Limited. A Chartered Accountant, Cost Accountant and Company Secretary, he joined Redington back in 1998 and has ever since been part of the Company's growth journey. As the head of finance at Redington, Mr. Krishnan has played an instrumental role during the Company's listing on Indian bourses in 2007. His farsighted financial strategies have enabled the Company to remain nimble and accountable at all times. He also holds the responsibility of investor relations with public/institutional shareholders & analysts at Redington. Prior to joining Redington, he was employed with Ashok Leyland Limited.

Shareholding 50,408 shares

| Board Membership/ Chairmanship – Indian Public Companies | Name of the Indian Public Company | Board Membership/ Chairmanship | Category of Directorship |
|--|---|-----------------------------------|--------------------------|
| | ProConnect Supply Chain Solutions Limited | Member on the Board | Non-Executive Director |
| | Rajprotim Supply Chain Solutions Limited | Member on the Board | Non-Executive Director |

**Committee Membership/
Chairmanship – Indian Public
Companies** Nil

Areas of Expertise

| | | |
|---|---|---|
|  |  |  |
| Leadership | Accounting & Finance | Distribution Experience |

Attendance at AGM held Present

Notes:

- None of the Directors are Chairperson in any other Public Company.
- Memberships/Chairmanships in Audit Committee and Stakeholders' Relationship Committee are only considered for the purpose of details of Committees given above (as per Regulation 26 (1) of SEBI (LODR) Regulations, 2015).
- None of the Directors of the Company have held memberships in more than ten (10) committees nor are they Chairpersons of more than five (5) committees at any time during the year [as per Regulation 26 (1) of SEBI (LODR) Regulations, 2015].

Committees of the Board

The Company, as on March 31, 2021, has the following committees, namely Audit Committee, Stakeholders' Relationship Committee, Nomination & Remuneration Committee, Corporate Social Responsibility (CSR) Committee, Risk Management Committee, Strategy Committee and SAR Share Allotment Committee. All committees are chaired by Non-Executive Directors.

Generally, the Audit Committee and Stakeholders' Relationship Committee meet at least four times a year; other statutory committees

meet at least once a year and all other committees meet on need basis. All the matters discussed and the recommendations of the Committee are placed before the Board for its consideration.

The quorum for Committee meetings is either two members or one third of the total strength of the Committee, whichever is higher, except where the quorum has been prescribed by statute. The Chairman of each of the Committees provides an update on the deliberations and decisions taken during the Committee meetings to the Board of Directors at the ensuing Board Meeting. Draft minutes of the Board and Committee meetings are circulated to the respective members for their comments and there after confirmed. The Board also takes note of the minutes of the Committee meetings held during the previous quarter at the subsequent meeting.

I. Audit Committee

The primary objective of the Audit Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure the highest level of transparency, accuracy and integrity in financial reporting. All the members of the Committee are financially literate. The Chief Financial Officer of the Company, Partners/Representatives of the Statutory Auditors and the Internal Auditors are invited to attend the meetings of the Committee. Presentations are made by the statutory auditors and internal auditors on their findings as well as on various regulatory updates. To ensure Committee's effective performance, the Board has laid down the charter of the Audit Committee as given below. It encapsulates the requirements specified under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and inter-alia provides assurance to the Board on the adequacy of the internal control systems and financial disclosures.

The terms of reference of the Committee inter alia, include the following:

- Recommending to the Board, the appointment, remuneration and terms of appointment of External Internal auditors;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Reviewing and evaluating the Company's financial controls and risk management systems;
- Overview of the Company's financial reporting process and integrity/disclosure of its financial information;
- Approval of payment to statutory auditors for any other services rendered by them;
- Valuation of undertaking or assets of the Company, wherever it is necessary
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, including with reference to:
 - a) matters required to be included in the Directors' Responsibility Statement which forms part of the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b) major accounting entries involving estimates based on the exercise of judgment by management;
 - c) compliance with listing and other legal requirements relating to financial statements;
 - d) disclosure of any related party transactions;
 - e) changes, if any, in the accounting policies and practices and reasons for the same;
- Reviewing with the management, the quarterly/ half yearly financial results and draft limited review report of the statutory auditors before submission to the Board for approval;
- Review by the Committee members, individually or with the management, of the performance of the Internal auditors and adequacy of Internal control system and effectiveness of the Audit process;
- Reviewing the adequacy of internal audit function including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage, and frequency of internal audit;
- Discussion with both External and In-house internal auditors of any significant findings from their internal audit and follow up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature, if any, and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Reviewing the functioning of the whistle blower mechanism;

- Recommending the appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Reviewing with the management, the statement of uses / application of funds raised, if any, through an issue, the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency, if any, monitoring the utilization of proceeds of the issue, and making appropriate recommendations to the Board to take up steps in this matter

The Audit Committee comprises of three Independent Directors namely, Mr. B. Ramaratnam, Prof. J. Ramachandran and Mr. Keith WF Bradley.

Attendance record of Audit Committee:

During FY 2020-21, the Audit Committee met five times – June 10, 2020, July 30, 2020, August 13, 2020, November 11, 2020 and February 08, 2021. The details of attendance of Audit Committee meetings are given below:

| Sl. No. | Director Name | Category | Position | Held during Tenure | Total attended |
|---------|-----------------------|----------------------|----------|--------------------|----------------|
| 1 | Mr. B. Ramaratnam | Independent Director | Chairman | 5 | 5 |
| 2 | Prof. J. Ramachandran | Independent Director | Member | 5 | 5 |
| 3 | Mr. Keith WF Bradley | Independent Director | Member | 5 | 5 |

II. Stakeholders' Relationship Committee:

The Company has constituted a Stakeholders' Relationship Committee with an objective to monitor and resolve the grievances of the security holders of the Company.

The terms of reference of the Committee inter alia, include the following:

- Resolving the grievances of the security holders of the Company including complaints and queries related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- Reviewing of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

During the Financial Year 2020-21, the Company received two (2) complaints from the shareholders, pertaining to non-receipt of second interim dividend for Financial Year 2019-20. The complaints were resolved promptly to the satisfaction of the shareholders. There are no complaints pending to be resolved at the end of the year. The Company has a dedicated e-mail address: investors@redington.co.in for shareholders to communicate their grievances.

The Committee consists of three (3) directors namely Mr. B. Ramaratnam, Mr. Udai Dhawan, and Mr. S.V. Krishnan.

Attendance record of Stakeholders' Relationship Committee:

During FY 2020-21, the Stakeholders' Relationship Committee met four times – June 10, 2020, August 13, 2020, November 11, 2020 and February 06, 2021. The details of attendance of Stakeholders' Relationship Committee meetings are given below:

| Sl.No. | Director Name | Category | Position | Held during tenure | Total attended |
|--------|--------------------|---|----------|--------------------|----------------|
| 1 | Mr. B. Ramaratnam | Independent Director | Chairman | 4 | 4 |
| 2 | Mr. Udai Dhawan | Non – Executive Nominee Director | Member | 4 | 2 |
| 3 | Mr. S. V. Krishnan | Whole Time Director and Chief Financial Officer | Member | 4 | 4 |

Notes:

Mr. M. Muthukumarasamy, Company Secretary is designated as the Compliance Officer as well as Nodal Officer (for IEPF purpose) of the Company.

III. Nomination and Remuneration Committee

The Nomination and Remuneration Committee is entrusted with the responsibility of screening and in the selection process of new directors. The Committee has developed criteria for appointment of Independent Directors, Non-Executive Directors and

Executive Directors in compliance with the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. A detailed policy on the appointment of Directors is enclosed as part of Board's Report. (Refer Annexure C).

The Chairman of the Committee makes recommendations to the Board on the induction of new Directors. The Committee is also responsible for implementing the succession policy and also for monitoring orderly succession of Board and Senior Management.

The terms of reference of the Committee inter alia, include the following:

- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Recommend to the Board, whether to extend or continue the terms of appointment of the independent director, on the basis of performance evaluation
- Formulation of criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Devising a policy on diversity of board of directors;
- Reviewing and approving the appropriate remuneration to Directors including commission and the Senior Management Team of the Company; Developing policy for Succession planning of Board of Directors and senior management and reviewing it periodically.

The details of annual evaluation made by the Board of its own performance and that of its Committees and individual Directors are enclosed as Annexure D of the Board's Report.

The Committee consists of four (4) Directors namely, Mr. V.S. Hariharan, Prof. J. Ramachandran, Ms. Anita P Belani and Mr. Udai Dhawan.

Attendance record of Nomination and Remuneration Committee:

During FY 2020-21, the Nomination and Remuneration Committee met four times – June 10, 2020, August 12, 2020, November 11, 2020 and March 19, 2021. The details of attendance of Nomination and Remuneration Committee meetings are given below:

| Sl.No. | Director Name | Category | Position | Held during tenure | Total attended |
|--------|-----------------------|----------------------------------|----------|--------------------|----------------|
| 1 | Mr. V. S. Hariharan | Independent Director | Chairman | 4 | 4 |
| 2 | Prof. J. Ramachandran | Independent Director | Member | 4 | 4 |
| 3 | Ms. Anita P Belani | Independent Director | Member | 4 | 4 |
| 4 | Mr. Udai Dhawan | Non - Executive Nominee Director | Member | 4 | 1 |

Details of remuneration paid/payable to Directors for the financial year ended March 31, 2021

| Sl. No. | Name of the Directors | Gross Salary (₹/ Lacs) | Commission (₹ /Lacs)# | Sitting Fees (₹/ Lacs)# | Total |
|--------------|-----------------------|------------------------|-----------------------|-------------------------|---------------|
| 1 | Prof J. Ramachandran | - | 38.00 | 6.75 | 44.75 |
| 2 | Mr. V. S. Hariharan | - | 28.00 | 4.50 | 32.50 |
| 3 | Mr. Keith WF Bradley | - | 28.00 | 4.10 | 32.10 |
| 4 | Mr. B. Ramaratnam | - | 28.00 | 5.95 | 33.95 |
| 5 | Ms. Anita P Belani | - | 28.00 | 3.50 | 31.50 |
| 6 | Mr. S.V. Krishnan | 134.79 | - | - | 134.79 |
| Total | | 134.79 | 150.00 | 24.80 | 308.79 |

#Exclusive of Goods and Services Tax

Note:

In partial modification of the resolution passed at the Annual General Meeting held on July 30, 2019, the Nomination and Remuneration Committee (“the Committee”) revised the salary of Mr. S. V. Krishnan, Whole Time Director and Chief Financial Officer with effect from October 01, 2020 as follows:

| | |
|--------------|------------------------|
| Basic Salary | ₹ 3,35,417/- per month |
| Allowances | ₹ 3,35,417/- per month |

Performance Linked Bonus: As may be approved by the Nomination and Remuneration Committee subject to the maximum

of ₹ 34.50 Lakhs per annum. The performance linked bonus is paid on the basis of achievement of performance criteria fixed by the Nomination and Remuneration Committee.

Service contract and notice period are as per the HR policy of the Company. There is no separate provision for payment of severance pay.

Shareholding of Directors of the Company as on March 31, 2021:

| Sl. No. | Name of the Directors | Category | No. of Shares | % to Equity Shares |
|---------|-----------------------|----------------------|---------------|--------------------|
| 1 | Prof. J. Ramachandran | Independent Director | 5,000 | 0.0013 |
| 2 | Mr. Raj Shankar | Managing Director | 5,94,946 | 0.1529 |
| 3 | Mr. S.V. Krishnan | Whole Time Director | 50,408 | 0.0130 |

No stock options or Stock Appreciation Rights were granted during FY 2020-21 to any of the Directors under Redington Stock Appreciation Right Scheme, 2017 respectively.

During FY 2017-18, under Redington Stock Appreciation Right Scheme, 2017, Stock Appreciation Rights were granted to the executive directors of the Company and the details of the same are given below:

| S. No | Name of Director | No. of Stock Appreciation Rights |
|-------|-------------------|----------------------------------|
| 1 | Mr. Raj Shankar | 25,000 |
| 2 | Mr. S.V. Krishnan | 1,26,000 |

IV. Corporate Social Responsibility Committee

Your Company has constituted a Corporate Social Responsibility (CSR) Committee to review and monitor the CSR policy and the CSR activities undertaken by the Company. Your Company will continue to take measures to make a positive and significant contribution to society. The Company's CSR policy outlines the Company's objectives of catalyzing overall development that ensures improvement in the quality of life for the society by creating positive impact through its CSR activities aimed at environment, communities and stakeholders.

The role and objective of the Committee, as defined by the Board of Directors, are as under:

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy indicating approach and direction including guiding principles for selection, implementation and monitoring of activities to be undertaken/funded by the Company as well as formulation of the annual action plan and make alterations, from time to time, in compliance with applicable provisions.
- Identification of CSR activities to be undertaken/funded by the Company including one-time projects, ongoing projects etc. along with duration, period-wise fund allocation etc. and any subsequent modifications to it, as and when required.
- Review the Budget allocation, Expenditure incurred, fund disbursed, implementation of projects per approved timelines, utilization statement for one-time and ongoing projects from time to time.

The Committee comprises of Four (4) Independent Directors, namely, Mr. V. S. Hariharan, Mr. Keith WF Bradley, Mr. B. Ramaratnam, and Ms. Anita P Belani.

Attendance record of Corporate Social Responsibility Committee:

During FY 2020-21, the Corporate Social Responsibility Committee met three times – June 10, 2020, August 13, 2020 and February 06, 2021. The details of attendance of Corporate Social Responsibility Committee meetings are given below:

| Sl.No. | Director Name | Category | Position | Held during tenure | Total attended |
|--------|----------------------|----------------------|----------|--------------------|----------------|
| 1 | Mr. V. S. Hariharan | Independent Director | Chairman | 3 | 3 |
| 2 | Mr. Keith WF Bradley | Independent Director | Member | 3 | 3 |
| 3 | Mr. B. Ramaratnam | Independent Director | Member | 3 | 3 |
| 4 | Ms. Anita P Belani | Independent Director | Member | 3 | 2 |

V. Risk Management Committee

The Company has formed a risk management committee to frame, implement and monitor the risk management plan for the Company. The purpose of the committee is to assist the Board in fulfilling its responsibilities with regard to identification, evaluation and mitigation of operational and strategic risks. The Risk Management Committee has the overall responsibility of monitoring and approving risk policies and associated practices of the Company.

The terms of reference of the Committee inter alia, include the following:

- Review and recommend changes to the Risk Management Policy and / or associated frameworks, processes and practices of the Company, as and when necessary;
- Monitoring risks and risk management capabilities within the Company, including communication about escalating risk and crisis preparedness and recovery plans, at specific intervals and ensure that the Company is taking appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities;
- Evaluating the significant risk exposures of the Company and assess management's plans to mitigate the exposures in a timely manner (including one-off initiatives and ongoing activities such as business continuity planning and disaster recovery planning and testing)
- Coordinate its activities with the Audit Committee in instances where there is any overlap with audit activities (e.g. internal or external audit issue relating to risk management policy or practice);

The Committee consists of Five (5) Directors namely, Mr. Keith WF Bradley, Mr. V.S. Hariharan, Mr. B. Ramaratnam, Ms. Anita P Belani, and Mr. S.V. Krishnan.

Attendance record of Risk Management Committee:

The Committee met two times during the year on August 12, 2020 and February 06, 2021. The details of attendance of Risk Management Committee meetings are given below:

| Sl.No. | Director Name | Category | Position | Held during tenure | Total attended |
|--------|----------------------|---|----------|--------------------|----------------|
| 1 | Mr. Keith WF Bradley | Independent Director | Chairman | 2 | 2 |
| 2 | Mr. V. S. Hariharan | Independent Director | Member | 2 | 2 |
| 3 | Ms. Anita P Belani | Independent Director | Member | 2 | 2 |
| 4 | Mr. B. Ramaratnam | Independent Director | Member | 2 | 2 |
| 5 | Mr. S. V. Krishnan | Whole Time Director and Chief Financial Officer | Member | 2 | 2 |

VI. SAR Share Allotment Committee

The Board has constituted a subcommittee which is the SAR share allotment Committee to allot shares pursuant to exercise of Stock Appreciation Rights granted to employees of the Company and its subsidiaries.

The Committee consists of three (3) Directors namely, Mr. V.S. Hariharan, Mr. B Ramaratnam and Ms. Anita P Belani.

The Committee had no meetings held during the year.

Code of Conduct and Ethics

The Company has in place a comprehensive Code of Conduct for the Board of Directors and Senior Management of the Company. The Code has also been posted on the Company's website www.redingtongroup.com/india, Annual Affirmation of compliance with the code has been made by the Directors and Senior Management of the Company. The necessary declaration regarding compliance of the Code of Conduct for the Financial Year 2020-21 is given below.

Declaration regarding Compliance to the Code of Conduct

We hereby confirm that the Company has obtained affirmations from all members of the Board and Senior Management Team that they have complied with the code of business conduct and ethics for Directors and Senior Management in respect of the Financial Year 2020-21.

Date: May 27, 2021

Raj Shankar
Vice Chairman &
Managing Director

Ramesh Natarajan
Chief Executive Officer
- India Distribution Business

General Body Meetings

Location and time of last three Annual General Meetings

| Year | Location | Date | Day | Time |
|---------|---|-----------------|-----------|-----------|
| 2019-20 | Through Video Conferencing/Other Audio Visual Means (VC/OAVM) from Redington House, Centre Point, Plot No. 8 & 11, Thiru.Vi.Ka Industrial Estate, Guindy, Chennai - 600 032 | August 12, 2020 | Wednesday | 10.25 A.M |
| 2018-19 | Narada Gana Sabha, Mini Hall, No.314, T.T.K Road, Alwarpet, Chennai – 600 018 | July 30, 2019 | Tuesday | 10.00 A.M |
| 2017-18 | Narada Gana Sabha, Mini Hall, No.314, T.T.K Road, Alwarpet, Chennai – 600 018 | July 30, 2018 | Monday | 10.00 A.M |

Details of Special Resolutions passed in the last three Annual General Meetings

| Year | |
|---------|---|
| 2019-20 | None |
| 2018-19 | Re-appointment of Prof. J. Ramachandran (DIN: 00004593) as Independent Director Re-appointment of Mr. V.S. Hariharan (DIN: 05352003) as Independent Director Re-appointment of Mr. Keith W F Bradley (DIN: 06564581) as Independent Director |
| 2017-18 | Increasing the borrowing limits of the Company, provided that the total amount so borrowed shall not exceed ₹ 2000 crores at any time as prescribed under Section 180(1)(c) of the Companies Act, 2013 Creation of charge on all or any of the immovable and/or movable and/or intellectual properties of the Company, provided the amount of Loans shall not exceed ₹ 2000 crores, as prescribed under Section 180(1)(a) of the Companies Act, 2013 |

No Extra-ordinary General Meeting was convened, or postal ballot conducted during the financial year 2020-21.

Subsidiary Companies

- i. The Company has one (direct) Wholly Owned unlisted non-material Indian subsidiary company viz., ProConnect Supply Chain Solutions Limited as on March 31, 2021.
- ii. The Board of Directors of the Company have been regularly apprised of the business and financial performance of the wholly owned subsidiary companies and key decisions, significant transactions and material events, which have bearing on the interest of investments made in the step-down subsidiaries. The minutes of the Board Meetings, wherever applicable/available, are periodically placed before the Board. The Management invites key managers of the subsidiaries to provide updates on their business operations to the Board.
- iii. The Independent directors of the Company form part of the board of its material subsidiary.

DISCLOSURES

Related Party Transactions

Transactions with related parties are disclosed in note 41 to the standalone financial statements for the year ended March 31, 2021.

The policy of the Company on its dealings with the related party transactions is formulated and approved by the Board. The same is available on the website of the Company www.redingtongroup.com/india. Omnibus approval of the Audit Committee is obtained for the related party transactions carried out with the Subsidiaries and Associate. Further, at every quarterly meeting of the Audit Committee, the details of transactions with related parties during the previous quarter are placed before the committee for its review.

There are no transactions entered into by the Company with related parties during the financial year ended March 31, 2021 which are prejudicial to the interests of the Company at large.

Non-Compliance by the Company, Penalties, Strictures, etc.

The Company has complied with the requirements of Stock Exchange/SEBI/ any Statutory Authority on all matters relating to capital markets, wherever applicable. There were no instances of non-compliances of any matter relating to the capital markets, no penalties and structures were imposed by Stock Exchanges or SEBI or any statutory authority during the last three years in this regard.

Whistle Blower Policy

The Company has designed a whistle blower policy in the form of Vigil Mechanism and the same is disclosed in the Annexure H to the Board’s Report.

The Company confirms that no personnel have been denied access to the Audit Committee.

Weblinks

| Particulars | Weblinks |
|--|---|
| Policy on Related Party Transactions | https://redingtongroup.com/wp-content/uploads/2018/12/Policy-on-dealing-with-Related-Party-Transactions.pdf |
| Policy for determining material subsidiaries | https://redingtongroup.com/wp-content/uploads/2019/04/Policy-on-dealing-with-Material-subsiidiaries-final.pdf |
| Criteria for making payment to Non-Executive Directors | https://redingtongroup.com/india/wp-content/uploads/sites/4/2018/05/PolicyonpaymenttoDirectors.pdf |

Declaration that none of the Directors are disqualified

As stipulated by SEBI, a certificate from a Practicing Company Secretary has been obtained, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by SEBI or Ministry of Corporate Affairs (MCA) or any such statutory authority, and the same is annexed to this report.

Fees for services rendered by Statutory Auditors

The total fees for all services paid by the Company and its Subsidiaries during Financial Year 2020-21, on a consolidated basis, to the Statutory Auditors and all entities in the network firm/network entity of which the statutory Auditors are part of is detailed below

| Details of services rendered | Fee paid (₹ In crs.) |
|------------------------------|----------------------|
| Audit Fees | 1.25 |
| Tax Audit Fees | 0.05 |
| Certification Fees | 0.03 |
| Other Services | 0.27 |
| Reimbursement of Expenses | 0.03 |
| Total | 1.63 |

Sexual Harassment of Women at Workplace

The Company has framed a policy on prevention of sexual harassment of women at workplace to ensure free and fair enquiry process on complaints received from women employees on sexual harassment. As stipulated by SEBI, the status of complaints received on sexual harassment is as below

| | | |
|--|---|-----|
| Number of Complaints filed during FY 2020-21 | : | Nil |
| Number of Complaints disposed of during the FY 2020-21 | : | Nil |
| Number of Complaints pending as on end of the FY 2020-21 | : | Nil |

COMPLIANCE WITH THE DISCRETIONARY REQUIREMENTS

The Company has adopted the following discretionary requirements in pursuit of adoption of its best governance practices.

The Board

The Chairman of the Board is a Non-Executive Independent Director. He is a Professor at the Indian Institute of Management, Bangalore. The Company as per its policy allows reimbursement of expenses incurred in performance of his duties. Hence, the Company has not provided a separate office for him.

Shareholder's rights

The Company communicates the highlights of financial performance to the investors and stakeholders regularly through emails, earnings calls, annual investor connect programmes, Investor conferences and road shows. The Company also hosts earnings presentations in its website www.redingtongroup.com/india. The Company has enabled an option on its website to allow the present and prospective investors to subscribe to the e-alerts on all the communications and financial results announced by the Company.

Audit Qualifications

The Company values and follows a high level of transparency and integrity in financial reporting. The Company's financial statements have not been qualified by the statutory auditors.

Separate posts of Chairman and Managing Director

The Company has separate posts of Chairman and Managing Director. The Chairman of the Board is a Non-Executive Independent Director. The Scope and Duties of the Chairman differs from that of the Managing Director.

Reporting by Internal Auditor

The Internal Auditors of the Company, both in-house and external, after discussing and obtaining responses to their findings from the Management of the Company, submit their report directly to the Audit Committee.

MEANS OF COMMUNICATION

- The quarterly, half yearly and annual results are published in English and Regional (Tamil) newspapers, namely Business Standard and Makkal Kural.
- The quarterly, half-yearly and annual financial results including official news releases appear on our corporate website www.redingtongroup.com/india under the investors section.
- Management's Discussion and Analysis Report: This information is covered elsewhere in this Annual Report.
- Presentations made to institutional investors or to the analysts are available on our website www.redingtongroup.com/india.
- The Company has designated investors@redington.co.in as an email id for the purpose of registering complaints by investors and has displayed the same on the Company's website.
- The Company organizes 'Earnings Call/Analyst Call' post announcement of the quarterly financial results. The transcripts of these calls are communicated to Stock Exchanges and uploaded on the website of the Company.

The Company organizes 'Investor Connect' session periodically to enable the shareholders to interact with the Management and clarify their queries on the performance of the Company.

GENERAL SHAREHOLDERS' INFORMATION

A. Annual General Meeting

| | | |
|------------|---|---|
| Date & Day | : | Wednesday, August 11, 2021 |
| Time | : | 11.00 AM |
| Venue | : | Through Video Conferencing/Other Audio Visual Means (VC/OAVM) |

B. Financial Calendar : April 1 to March 31

(Tentative Board Meeting Calendar for the Financial Year 2021-22)

| | | |
|---|---|------------------|
| Adoption of results for & considering other items for the I Quarter | : | August 12, 2021 |
| Adoption of results for & considering other items for the II Quarter | : | November 9, 2021 |
| Adoption of results for & considering other items for the III Quarter | : | February 8, 2022 |
| Adoption of results for & considering other items for the IV Quarter | : | May 26, 2022 |

C. Date of Book Closure : 5th August to 11th August 2021

D. Dividend Payment Date : 7th September 2021

E. Listing on Stock Exchanges

| Location | Address | Scrip Code |
|--|---|------------|
| National Stock Exchange of India Limited | Exchange Plaza, Plot No. C/1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051 | REDINGTON |
| BSE Limited | Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 | 532805 |

Annual Listing fees for equity shares have been paid to National Stock Exchange of India Limited and BSE Limited.

F. Depositories (Stock Code) : INE891D01026

G. Registrar and Share Transfer Agent : Cameo Corporate Services Limited,
Subramanian Building, No. 1, Club House Road,
Chennai – 600 002
Phone No. : +91 44 28460390
Fax No. : +91 44 28460129
E-Mail : investor@cameoindia.com
Website : www.cameoindia.com

H. Share Transfer System

The listing regulation provides that the Board can delegate the authority for transfer/ transmission of securities to the Compliance Officer. Hence, the Board has delegated the power to Mr. M. Muthukumarasamy, Compliance Officer, to deal, inter alia, on matters relating to transfer and transmission of shares and split and consolidation of share certificates.

As per Regulation 40 (9) and 40(10) of SEBI (LODR) Regulations, 2015, the Company has to obtain and submit to the Stock Exchanges on a Half Yearly basis a Compliance Certificate from a Practising Company Secretary, confirming that the Company has delivered share certificates relating to transfer of shares, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies within the specified period. The Company/Registrar and Transfer Agent of the Company did not receive any request for transfer, consolidation, sub-division, renewal, exchange etc. during FY 2020-21 and hence, the compliance of delivering share certificates within specified period is not applicable. The certificates from the Practising Company Secretary were obtained confirming this and submitted to stock exchanges ensuring the requisite compliance under the aforesaid regulation.

I. Reconciliation of Share Capital Audit

As stipulated by SEBI, a Practising Company Secretary carries out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical Form with the total issued and listed capital. This audit is carried out every quarter and the reports thereon are submitted to the Stock Exchanges, BSE Limited and National Stock Exchange of India Limited. The audit confirms that the total listed and paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and in physical form.

J. Market Price Data

High, Low and Closing price during each month of the Financial Year 2020-21

| S.No | Month | NSE | | | BSE | | |
|------|----------------|--------|--------|--------|--------|--------|--------|
| | | High | Low | Close* | High | Low | Close* |
| 1 | April 2020 | 87.80 | 65.65 | 74.25 | 87.55 | 66.00 | 74.15 |
| 2 | May 2020 | 91.40 | 70.00 | 86.70 | 91.15 | 70.60 | 86.70 |
| 3 | June 2020 | 96.85 | 79.30 | 87.85 | 96.85 | 79.30 | 87.75 |
| 4 | July 2020 | 99.75 | 85.50 | 90.50 | 99.75 | 85.50 | 90.30 |
| 5 | August 2020 | 131.00 | 86.75 | 107.80 | 131.10 | 86.90 | 107.30 |
| 6 | September 2020 | 121.90 | 107.10 | 118.25 | 121.30 | 106.50 | 118.20 |
| 7 | October 2020 | 137.00 | 115.10 | 129.55 | 135.75 | 114.45 | 129.55 |
| 8 | November 2020 | 142.80 | 116.30 | 131.40 | 142.40 | 116.50 | 131.75 |
| 9 | December 2020 | 137.60 | 124.25 | 132.20 | 137.65 | 116.50 | 132.20 |
| 10 | January 2021 | 142.40 | 130.15 | 135.00 | 142.10 | 130.40 | 135.00 |
| 11 | February 2021 | 201.80 | 135.10 | 183.00 | 201.20 | 135.50 | 183.05 |
| 12 | March 2021 | 202.90 | 147.10 | 190.85 | 200.00 | 147.60 | 190.70 |

*Close price as on the last trading day of the month

Sensex vs Redington



Nifty vs Redington



K. Distribution of shareholding as on March 31, 2021

| Shareholding (in ₹) | No. of Shareholders | % of Total Shareholders | Amount of Share Capital | % of Total Share Capital |
|---------------------|---------------------|-------------------------|-------------------------|--------------------------|
| 2-5000 | 37087 | 97.2927 | 9803420 | 1.2594 |
| 5001 - 10000 | 379 | 0.9943 | 2900118 | 0.3726 |
| 10001 - 20000 | 213 | 0.5588 | 3147290 | 0.4043 |
| 20001 - 30000 | 78 | 0.2046 | 1857428 | 0.2386 |
| 30001 - 40000 | 43 | 0.1128 | 1534070 | 0.1971 |
| 40001 - 50000 | 32 | 0.0839 | 1440880 | 0.1851 |
| 50001 - 100000 | 76 | 0.1994 | 5356338 | 0.6881 |
| 100001 & Above | 211 | 0.5535 | 752399000 | 96.6549 |
| Total | 38119 | 100.0000 | 778438544 | 100.0000 |

#Shareholders having same PAN are clubbed together

L. Statement showing shareholding pattern as on March 31, 2021

| Category | No. of holders | No. of Shares | % of Shareholding |
|--|----------------|---------------------|-------------------|
| Promoter Holding | - | - | - |
| Total of Promoter Holding | - | - | - |
| Non Promoter Holding | | | |
| Institutions | | | |
| Mutual funds / FIs & Banks | 13 | 6,14,77,231 | 15.80 |
| Foreign Institutional Investors & FPIs | 228 | 16,34,53,989 | 42.00 |
| Non Institutions | | | |
| Bodies Corporate | 200 | 91,20,888 | 2.34 |
| Indian Public | 36,822 | 1,36,48,060 | 3.51 |
| NRIs/NRI Directors/Foreign Nationals/Investors | 670 | 14,08,67,600 | 36.19 |
| Others | 186 | 6,51,504 | 0.17 |
| Total of Non promoter Holding | 38,119 | 38,92,19,272 | 100.00 |
| Grand Total | 38,119 | 38,92,19,272 | 100.00 |

#Shareholders having same PAN are clubbed together

M. Dematerialization of Shares and Liquidity

The shares of the Company are compulsorily traded in dematerialized form by all categories of investors. As on March 31, 2021, 75.73% shares of the Company were held in dematerialized form.

N. ECS Mandate

In order to enable the Company to serve the investors in a better way, the Company requests shareholders to update their bank accounts with their respective depository participants.

O. Convertible Instruments

There are no outstanding GDRs/ ADRs/ Warrants or any convertible instruments.

P. Foreign Exchange Risk and Hedging Activities

Since there are significant import purchases, the transactions of the Company are exposed to risks associated with changes in Foreign Currency Exchange rate. The Company takes forward contracts to mitigate such risk.

Q. Locations of Branches

Our Company along with Indian and Overseas subsidiaries has the following distribution offices, warehouses and services centres both in India and Overseas:

| Particulars* | India | Overseas |
|-------------------------|-------|----------|
| Sales Offices | 41 | 31 |
| Warehouses | 149 | 60 |
| Owned Service Centres | 0 | 17 |
| Partner Service Centres | 0 | 22 |

*Includes branches of subsidiary companies

R. Address for Correspondence

The shareholders may address their communication / suggestions / grievances / queries to the Registrar and Share Transfer Agent at their address mentioned in Para G above or to:

Mr. M. Muthukumarasamy
 Company Secretary, Redington (India) Limited
 Centre Point, Plot No. 11 (SP), Thiru-vi-ka Industrial Estate, Guindy, Chennai - 600 032.
 Tel No: + 91 44 42243353; Fax No: + 91 44 22253799
 Email: investors@redington.co.in

The Company has its own website namely www.redingtongroup.com/india. The website provides detailed information about the Company, its products and services offered, locations of its corporate offices and various sales offices, etc. The quarterly results, annual reports and shareholding patterns are updated on the website of the Company.

S. Credit Rating

During the year,

- CRISIL (An S&P Global Company) has reaffirmed its long-term ratings on the bank facilities of the Company at CRISIL AA/ Stable. The short-term rating and commercial paper rating have been reaffirmed at CRISIL A1+ (their highest rating in this category).
- ICRA (A Moody’s Investors Service Company) has reaffirmed its long-term ratings on the bank facilities of the Company at [ICRA] AA (Stable). The short-term rating and commercial paper rating have been reaffirmed at [ICRA] A1+ (their highest rating in this category).