



Registered & Corporate Office
Redington Limited
(Formerly Redington (India) Limited)
Block3, Plathin, Redington Tower, Inner Ring
Road, Saraswathy Nagar West, 4th Street,
Puzhuthivakkam, Chennai -600091
Email: investors@redingtongroup.com
CIN: L52599TN1961PLC028758
www.redingtongroup.com

July 5, 2024

**The National Stock Exchange of India Limited,
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai – 400051.
Symbol: REDINGTON**

**BSE Limited
Floor 25, Phiroze Jeejeebhoy
Towers, Dalal Street,
Mumbai — 400 001
Scrip: 532805**

Sir/Madam,

Sub: Annual Report for the Financial Year 2023-24 and Notice convening the 31st Annual General Meeting

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 2023-24 along with the Notice of the 31st Annual General Meeting.

The 31st Annual General Meeting will be held on Tuesday, July 30, 2024 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.

| Particulars | Details |
|------------------------------|--------------------------------------|
| Date and Time of AGM | Tuesday, July 30, 2024 at 11.00 A.M. |
| Record date for Dividend | Friday, July 05, 2024 |
| Cut-off date for e-voting | Wednesday, July 24, 2024 |
| E-voting start time and date | Friday July 26, 2024, 9.00 A.M IST |
| E-voting end time and date | Monday, July 29, 2024, 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/2024/07/Annual_Report_2023-24.pdf

For Redington Limited

**K Vijayshyam Acharya
Company Secretary**



Democratising Technology

by Reducing Technology Friction[®]

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Notice **286**

Keep in touch with us:



Highlights of FY24

Financial

₹89,610 Crores

Revenue

△ 13% over FY23

₹2,141 Crores

EBITDA

▽ 5% over FY23

₹1,219 Crores

Profit After Tax

▽ 12% over FY23

Social

40 Hours

Training per Employee

₹14.18 Crores

CSR Spend

4,960

Total Employee Strength

Governance

61 Years

Average age of Directors

96.17%

Attendance Rate in Board Meetings

29%

Women Representation on our Board

Democratising Technology by Reducing Technology Friction®

In today's dynamic digital world, adopting newer technologies is crucial for businesses and organisations to remain efficient, competitive, relevant, and agile in the market. As the world rapidly moves towards digitalisation more and more, the inevitable challenge to the digital shift remains technology friction.

At Redington Limited, we address technology friction by democratising technology. We are a catalyst for change, leveraging innovation and technology, and enabling brands and channel partners to mitigate the lag between technology and its adoption. Our efforts extend beyond merely bridging the geographical divide, aiming to get early adopters to embrace new advances and for mass market to follow them.

Democratising technology is more than just about access. We are redefining the meaning of accessibility. With our innovative financial models, community-driven initiatives, and collaborative partnerships, we empower millions across markets to harness the full potential of technology. We envision a future where technology benefits individuals and businesses alike, creating a connected and empowered society in the digital age.

See our report online at:

Use the link below or scan the QR code to view our online report and download the full annual report and financial statements



A Future-Ready Redington, Today.

Dear Shareholders,

I am delighted to present Redington Limited's Annual Report for FY24. It captures our collective achievements for the year gone by and outlines the exciting opportunities that lie ahead. Your Company with its strong leadership positions in high-growth markets of the world - India and the Middle East - and its firm commitment to bridge the gap between technology innovation and adoption is positioned well to capture the new growth opportunities enabled by digital technologies. Redington is future-ready, today.

Our markets are experiencing a digital transformation of an extraordinary scale. Consider India. Large-scale investments in Digital Public Goods (DPGs) have acted as a crucial catalyst for growth. DPGs have empowered a large portion of the population to access the internet and participate in the digital economy. Aadhaar, the world's largest biometric ID system, along with Unified Payments Interface, has played a pivotal role in streamlining government services and achieving financial inclusion for millions of Indians. This emphasis on digital infrastructure has positioned India as a global leader in the digital identity space.



Our journey till date demonstrates our deep appreciation of the transformative power of technology at scale. Over the last three decades, we have facilitated sustained access to cutting-edge technologies by enabling our partners - technology companies and channel partners - to overcome market- and technology-related frictions.

Professor J. Ramachandran
Chairman



Likewise, in the Middle East, the governments of the United Arab Emirates (UAE) and the Kingdom of Saudi Arabia are seeking to transform their economies by investing heavily in new generation technologies. The UAE government recently launched the UAE National Program for Artificial Intelligence to position itself as a force in AI. The Kingdom of Saudi Arabia, as part of its Vision 2030 plan to diversify its economy, has created a USD 100 Billion fund to invest in chip manufacturing and in building large-scale data centres.

Our journey till date demonstrates our deep appreciation of the transformative power of technology at scale. Over the last three decades, we have facilitated sustained access to cutting-edge technologies by enabling our partners - technology companies and channel partners - to overcome market- and technology-related frictions.

Capturing the growth ahead, however, will not be bereft of challenges. With its power to create content and synthesise ideas, AI is expected to shape 'all of what we (humans) do' and will naturally disrupt the traditional ways of doing things and will require all to adapt. It will cause all firms to review and redefine their value propositions.

In our business, we are already witnessing an acceleration in the shift towards consumption-oriented buying behaviour that was set in motion by the emergence of cloud-based architecture. Pay-for-use is gaining momentum as it affords the customers greater flexibility to adapt; it enables them to experiment with the new tools and technologies, assess their efficacy in practice without having any obligations to buy or even use them for long. This is in sharp contrast to the conventional 'pay & own' model that would require them to make upfront commitments of both financial and human capital.

The natural corollary to the shift towards consumption-driven buying behaviour is a change in the models of customer engagement: from meeting the customers periodically to ascertain their needs to something akin to 'real-time' customer service! Consumption can increase only if the products are in use! Solving problems that inhibit adoption and use of technologies by customers will be critical for growth. In the future, besides assuming prudent credit risks and providing efficient logistics, customer engagement models will determine success.

Consumption can also increase by building customers' awareness and appreciation of the power and efficacy of new technologies in solving their business problems. However, enabling adoption of many of these new-to-the-world technologies will require significant investments in human and financial capital to bridge the knowledge gap. The explosive growth in the number of companies developing new technologies, for instance, will call for significant increase in managerial effort to identify and build relationships with them. Likewise, translating these

new and diverse technologies into viable offerings to customers will call for significant investments in upgrading the knowledge and deployment skills of channel partners. Finally, customers would want to save themselves the burden of evaluating and integrating niche/diverse technology products into working solutions; they would rather opt for pre-configured 'solution suites' that address their needs effectively. Thus, overcoming knowledge frictions that render adoption of new technologies difficult, will be critical for success in the future.

As your Chairman, I am happy to report that your Company is future-ready in this knowledge environment. We are well-prepared to benefit from the shift towards consumption-led growth even as we continue to excel in traditional product ownership-led models of growth. We have the best-in-class technical and managerial talent in the Company that helps our partners and customers to negotiate market, technology and knowledge-related frictions. The commitment of our people to create value continues to be the cornerstone of your Company's success.

In closing, on behalf of all of us, I extend my deepest gratitude to each of you, our esteemed shareholders. Your belief in us, as reflected in the continued growth in the Company's market value that stands at nearly \$2 Billion, motivates us. Every day.

Thank you.

Professor J. Ramachandran
Chairman



Redington Ready to Ride the New Waves of Growth

Dear Shareholders,

It is indeed a privilege writing to you and sharing my thoughts on our performance in FY24, the 30-year journey of Redington, what sets us apart, and what is in store for the future. The Company had a top line growth of 13% for the year, with a sequential growth (in profit from 1.17% to 1.45%) over four quarters, and this was while combating many challenges and headwinds. It was a tale of two halves for the year, with the latter half exhibiting a sharper focus on profitable growth and right sizing of investments. From a geography perspective, India and the Kingdom of Saudi Arabia (KSA) enabled the strong growth.

While all business units grew well, the Cloud and Technology Solutions Group had a stellar year. Compared to the Global Peers in IT Distribution that saw declines in top and bottom line, the magnitude of your Company's performance shines even more.

As I look at the extraordinary 30-year journey of Redington, I am overwhelmed with pride and gratitude by what the Company has accomplished. In addition to the great value created for its shareholders, the Company is amongst the top 10 IT distribution companies globally with a strong leadership position in the markets it operates in. Redington enjoys a close relationship with key global brands, enabling it to drive joint plans and specific initiatives. With a strong portfolio of product categories, an enormous 50,000+ business partner/reseller network, unique go-to-market assets created by geography, a clear focus on operational excellence, and investment in digital platform assets for hardware and subscription software, the Company has been able to create great momentum in its distribution business model, while democratising technology



What really sets us apart as a Company are a few key areas: a strong focus on Emerging Geographies, the set-up of in-country local operations, and the ability to cater to both consumer and enterprise businesses.

V.S. Hariharan
Group Chief Executive Officer



50,000+

Channel partner

Certified 'A'

Adoption of good practices in Business Operations (MSCI rating)

What really sets us apart as a company are a few key areas: a strong focus on Emerging Geographies, the set-up of in-country local operations, and the ability to cater to both consumer and enterprise businesses. In addition, the strategic and purposeful reinvestment of profits and a focus on return on capital employed in each geography, while managing market risks, has made our success in challenging markets appear seamless. We also have a clear business strategy going forward, consisting of 4 key pillars—building a sustainable profitable core business, driving new business growth areas, creation of unique routes to market, and leveraging the best practices of Redington across geographies.

As I look to the future, the range of possibilities and opportunities on the horizon are promising. To begin with, we are operating in some of the fastest-growing geographies in the world, with a high growth projection in IT consumption; these include India, Kingdom of Saudi Arabia (KSA), UAE and South East Asia. In addition, there are a few big trends that will create significant opportunities for us in the next few years. I am sharing a few that I am excited about.

- The movement of customers' IT infrastructure to the cloud is happening at a fast pace. Nearly 10% of our business (~\$1 Billion) is now coming from Infra, Platform, Software as a service, transacted through subscription models. To make the go-to-market seamless and unlock more value, Redington has enabled the following; getting the right brand partnerships including the Hyperscalers, creation of a digital platform (Cloud Quarks), conceptualise programmes to drive consumption and attach, provide a range of services, and establishing an ecosystem of new resellers and ISVs.
- The Gen AI adoption and the series of technology and solution announcements by key brands and vendors is creating new opportunities. We expect faster tech refresh cycles in the next 3 years on PCs, mobile phones, servers, cloud solutions and new AI solutions. There will be new use cases that will be created, and we will learn

to adapt how to take these solutions through our partner ecosystem and reduce technology friction. While the roadmap and the enablers will evolve, we are preparing ourselves for this.

- Sustainability is a key initiative for the Company. The adoption of good practices in our Business Operations has enabled us to be certified 'A' as per the MSCI rating. We are also playing a role in solar products distribution targeting the solar rooftop opportunity in India and East Africa. The IT Industry is facing challenges on management of e-recycling and e-waste with a formal ethical approach, and the faster refresh cycles will make the need for e-recycling more urgent. Many of the key brands are working on approaches for reuse of products and materials to enable a circular economy. We are preparing our approach and role in this to affirm our commitment to the planet.

In summary, there are compelling growth opportunities ahead of us. There are also many geo-political, forex, interest rate and other market risks in some of the markets we are in. The challenges of the year gone by have only strengthened our resolve to create a resilient organisation that is ready to take on the new waves of growth. I would also like to take this occasion to thank all our key stakeholders, the brands and vendors who provide world-class products and solutions, our fantastic business partner network that work tirelessly and help us bridge the divides and make the solutions easy for customers. I also wish to acknowledge the invaluable support we receive from our bankers and the finance community. Our leadership team and the employees inspire us and have brought us here, and we count on their dedication and commitment in the future. I would like to thank the Board for their guidance, advice and support. We want to thank the shareholders for your continued trust and confidence in us as we take this Company to a position of greater strength and value.

Thank you.

V.S. Hariharan
Group Chief Executive Officer

Message from Finance Director (Whole-Time)

A Year of Resilience and Growth

Dear Shareholders,

As I reflect on FY24, a sense of immense pride fills me. Throughout the year, our organisation has demonstrated firm resilience and a steadfast commitment to growth in the midst of extreme geo-political challenges and softness in demand. This dedication is reflected in the remarkable achievements we have accomplished together.

Redington recorded a strong financial performance for FY24, a testament to our determination to achieve profitable growth. Despite industry de-growth across various product categories like PCs, we achieved a remarkable 13% year-on-year revenue growth, reaching a record-breaking ₹89,610 Crores (\$10.8 Billion). This accomplishment reflects our leadership position, strategic execution and focus on expanding market share across business segments and geographies. Since our IPO in 2007, we have achieved a compounded annual growth rate (CAGR) of 15% in revenue and a profit after tax CAGR of 16%.



Our strategic growth initiatives, investments in digital transformation, and robust operational capabilities position us to maintain our growth trajectory, shaping a brighter future for Redington.

16% CAGR

Profit After Tax

S.V. Krishnan
Finance Director (Whole-Time)



Our strategic focus on profitable growth geographies yielded positive results with key markets like India and KSA experiencing impressive growth of 18% and 26% respectively in FY24. We are confident that continued investments in improving our route-to-market capabilities, building stronger brand relationships, and expanding our product offerings will position us for sustained growth in the years ahead.

FY24 was the first full year of normalisation in the industry post-COVID era of higher demand in the midst of supply constraints. Our mantra of 'Profitable growth and capital efficiency' has enabled us to improve our profitability QoQ during the year from 1.17% in Q1, to 1.36% in Q2, to 1.45% in Q3 and maintained at 1.45% in Q4. Our WC days in each of the quarters were well within our targeted 35-40 days range. This resulted in a significant positive Cash Flow from Operations at ₹985 Crores and positive Free Cash Flow of ₹729 Crores for the year, before dividend payout.

Due to the heightened inflation rates across the globe and the resultant increase in the interest rates, on top of normalisation in the working capital days in the IT distribution industry, our interest cost for the year went up significantly. In the SISA region (47% of consolidated revenue), the interest and factoring cost went up by 110% Y-o-Y, in ROW (53% of consolidated revenue), interest and factoring cost went up by 59% Y-o-Y. Due to the hyper-inflationary situation in Turkey, our subsidiary Arena had to bear the brunt of this interest rate increase, by borrowing at an interest rate of 50+%, which resulted in their interest and factoring cost going up by 66%, from ₹243 Crores in FY23 to ₹403 Crores in FY24. Our FY24 profit performance is to be seen in the background of this significant Y-o-Y increase in our total interest and factoring cost.

Our ROW business grew by 11% amidst this challenging environment. Many countries in Africa faced currency depreciation and dollar non-availability. Further, delay in collections from partners coupled with absence of credit insurance amplified our woes. Notwithstanding the above

at the consolidated level, FY24 Receivables provision as a percentage of Revenue was 0.07% (lower than 10-year Average of 0.10%) and FY24 Inventory provision as a percentage of Revenue was -0.10% (vs. 10-year Average of 0.05%).

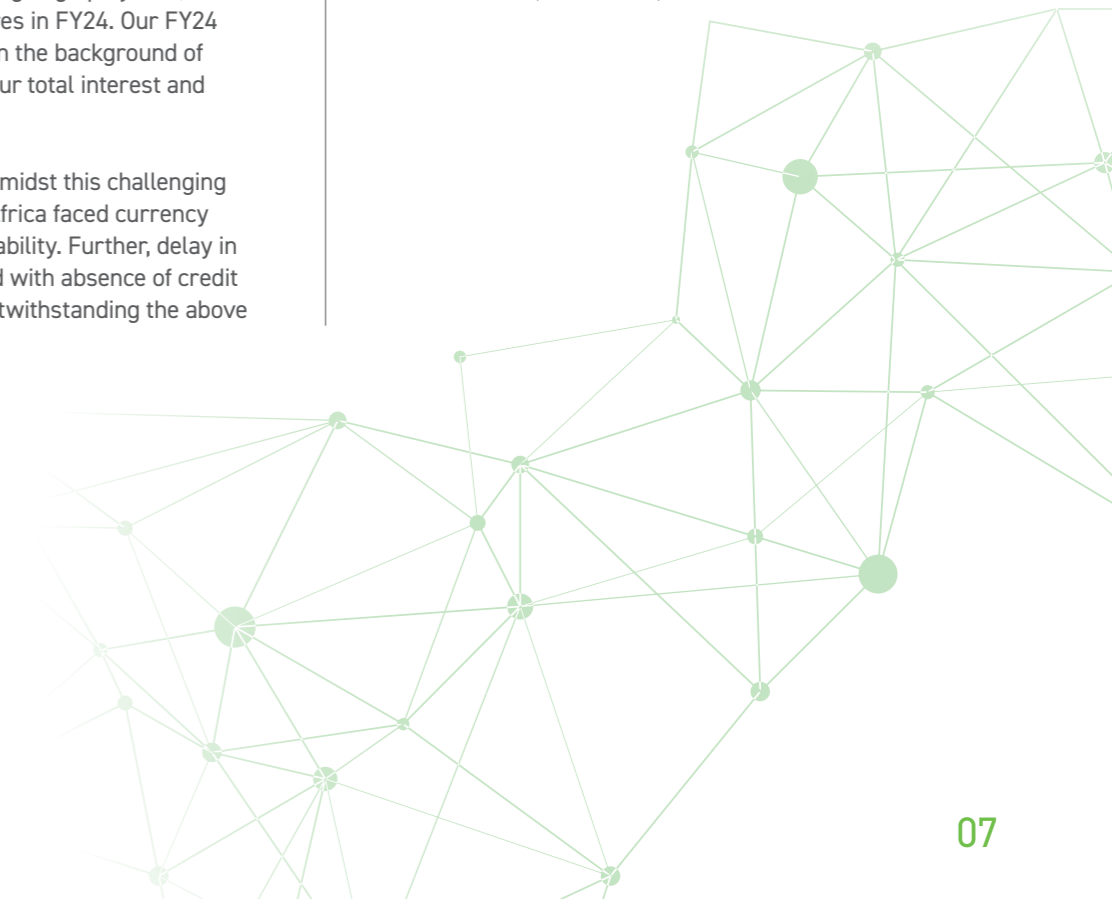
For FY24, we delivered an ROCE (Net) of 22.5% and an ROE of 17.0% while keeping debt levels under control (Net Debt closing as at Mar'24: ₹1,186 Crores as against Mar'23: ₹1,177 Crores).

As we enter FY25, we are cautiously optimistic about the future considering various external factors like (Russia-Ukraine and Israel-Hamas) war, currency volatility and regulatory changes like the introduction of Corporate Tax in UAE resulting in higher taxes. Our strategic growth initiatives, investments in digital transformation, and robust operational capabilities position us to maintain our growth trajectory, shaping a brighter future for Redington.

I express my sincere gratitude to our exceptional employees, valued vendors and partners, and esteemed stakeholders, whose support has been instrumental in our success. We remain committed to excellence as we embrace the opportunities and challenges that lie ahead. Together, we will continue to set new standards and achieve even greater milestones in the years to come.

Thank you.

S.V. Krishnan
Finance Director (Whole-Time)



Hear from Our Leaders

Pioneering Digital Transformation with Expert Leadership



Ramesh Natarajan
CEO, India, Singapore & South Asia



Viswanath Pallasena
Chief Executive Officer, Redington-Middle East and Africa



Serkan Çelik
CEO, Arena



Cem Borhan
CEO, Redington Turkey



Deepak Puligadda
CEO, Redserv Global Solutions Limited



Mr. Vijay Raghavan
CEO, ProConnect Supply Chain Solutions Limited

FY24 has been yet another remarkable year as the macroeconomic tailwinds enabled the Indian GDP to grow at 8.2% and the South Asian markets of Bangladesh, Sri Lanka were on a rebound.

On the technology front, we see opportunities on AI, following the growth in Cloud adoption, accompanied by growth in IT infrastructure spend and Cyber security. Consumption of technology as an opex model continues to evolve along with capex.

Our mission of democratising technology is well aligned with the government's thrust on the rural economy, and we are leveraging on our partner and vendor networks to power this mission. In order to play a significant part in the AI revolution, we are closely engaging with stakeholders and upskilling our teams.

The pandemic saw a wave of spending on devices and enterprise IT infrastructure. The tech-refresh on this spending, we believe, would translate into a significant opportunity for us in the coming year.

As we tap these opportunities, we would redouble on our strategy of driving Technology, Innovation and Partnerships. Together with our people and core distribution strengths, we are well equipped to complement our partners' capabilities as they create value for customers.

The Middle East and Africa (MEA) IT market is experiencing a digital renaissance, driven by AI integration, infrastructure advancements, and cloud service adoption. The Middle East and North Africa IT market, valued at \$66 Billion in 2024 with a 4% CAGR, is set for further growth, especially in Saudi Arabia and the UAE, where AI adoption is expected to rise from \$500 Million in 2020 to \$8.4 Billion by 2026.

Redington, with its extensive MEA footprint, is well-positioned to capitalise on this growth. Our understanding of regional markets allows us to develop solutions that minimise barriers for partners. We enhance cloud capabilities through Track My Cloud and CloudQuarks, and our enterprise offerings like DigiGlass (Redington's MSSP practice) and mobility solutions align with MEA's long-term economic plans.

Despite challenges like slower demand, inflation, geopolitical issues, and currency limitations in Africa, Redington uses technology and data analytics to overcome these hurdles. Rapid tech adoption presents opportunities, and we are focusing on building digital capabilities like our B2B e-commerce portal.

Redington is diversifying into new verticals such as professional displays, surveillance, and unified communications. We've expanded into South Africa and ventured into Green Energy solutions in East Africa, demonstrating our commitment to sustainable growth. Our strategic focus ensures we maintain our leadership in the regional technology landscape.

We will continue to play to win in these exciting and dynamic markets!

The digital revolution reshapes our world at an exponential rate, and Arena, a leading Turkish technology provider since 1991, embraces this relentless change.

As we enter FY24, the successful Brightstar Turkey acquisition from FY23 strengthens our position, expanding our reach beyond traditional IT products to include smartphones and their ecosystems. Our exclusive partnership with Vodafone Turkey grants us access to cutting-edge technologies and solutions.

Leveraging our combined product portfolio and market presence, Arena is set to become the premier distributor for integrated technologies, delivering groundbreaking solutions and unlocking new possibilities in Turkey. Arena is also investing in new technologies such as RPA and AI to develop new service businesses, generating new revenue streams and enhancing our value proposition for customers and stakeholders.

Arena prioritizes a sustainable future. Our Arena Renewable Energy Technologies initiative reflects our commitment to environmental responsibility. Driven by creativity, ambitious goals, and high ethical standards, Arena will continue to lead in both technological and social progress.

Together, we will navigate this exhilarating digital future, shaping a brighter and more sustainable tomorrow for Turkey.

FY24 proved to be another year of exceptional growth at 19%, building upon the strong foundation laid in FY23. Our relentless pursuit of excellence and your commitment to innovation and collaboration have solidified our position as leaders in value distribution. Together, we have harnessed cutting-edge technologies such as cybersecurity, cloud computing, AI, IoT, and data centres to expand our reach in the CIS region and within Turkey.

As we look ahead to FY25, we are poised to shape the future of our industry. Our strategic vision remains focused on fostering strong partnerships and building a robust ecosystem that offers our customers the most comprehensive and integrated solutions available. We aim to be your comprehensive guide at every step of your journey.

In the upcoming year, we want to leverage expanded services in the CIS region and our growing footprint in Turkey. Through strong collaborations and strategic partnerships, we will further strengthen our ecosystem and enhance our service offerings. This expansion is not just about growth in numbers but about enhancing the quality and scope of our solutions to meet and exceed customer expectations. Innovation is at the heart of our strategy, and your efforts in pushing the boundaries of what is possible have been instrumental in our success. We will continue to invest in cutting-edge technologies and innovative practices, ensuring we stay ahead of the curve in delivering exceptional value to our customers.

As we embark on this new journey, let us remain committed to our core values of innovation, collaboration, and excellence. Together, we will continue to set new benchmarks in our industry and create lasting value for our customers. I am excited about the future we are shaping and confident that, with your support, we will achieve even greater heights in FY25.

FY24 proved to be a year of remarkable progress. We successfully streamlined Redington's back-office operations across regions and stepped up our presence in diversified service portfolios. With in-house capabilities in advanced technologies like Robotic Process Automation (RPA) and Intelligent Automation, we significantly simplified processes and boosted productivity.

Looking ahead to FY25, we are committed to pushing the boundaries of excellence in tackling complex operational challenges and driving growth for Redington. We wish to accelerate adoption of RPA and AI-powered tools to further automate complex workflows, freeing up valuable human resources for strategic tasks. Additionally, by leveraging advanced analytics, we will gain a deeper understanding of Redington's operations, enabling us to identify optimisation opportunities and recommend data-backed solutions.

Furthermore, we will foster a culture of continuous learning, equipping our team with the latest skills and knowledge to stay ahead of the curve in the rapidly evolving digital landscape. Our dedication to Redington Group's growth remains unwavering and we will continue innovating to deliver exceptional value. I am incredibly proud of everything we have accomplished together. With Redington's continued dedication and expertise, I have no doubt that FY25 will be another year of groundbreaking achievements for Redserv and Redington.

ProConnect has made significant strides in FY24, guided by our dedication to Excellence, Technology & Going Digital. The Company, till FY24, was operating mainly in the Southern and Eastern parts of India and during the year has decided to focus on expanding its wings to the Northern and Western parts also. To achieve this, the entire organisational structure has been redesigned.

By prioritising seamless logistics solutions, we have positioned ourselves as a trusted partner in the ever-evolving supply chain landscape. Our efforts to provide comprehensive and tailored logistics services have been well received by our clients. During the year, we rolled out a new Warehouse Management System (WMS) for one of the Key Customers. Furthermore, we rolled out a Transport Management System (TMS) for the Company, which is expected to bring in significant improvements to data-based decision making and provide an enhanced customer service experience.

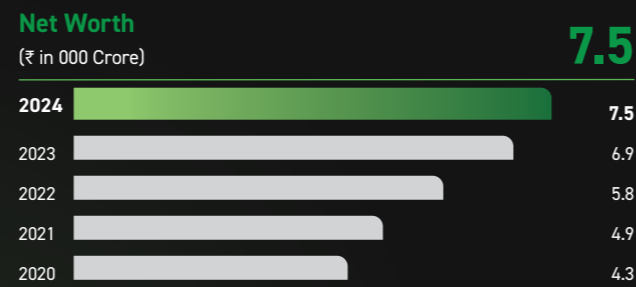
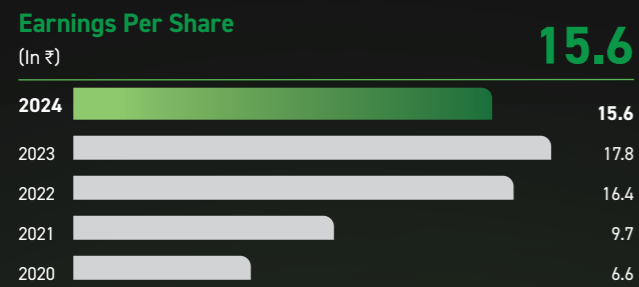
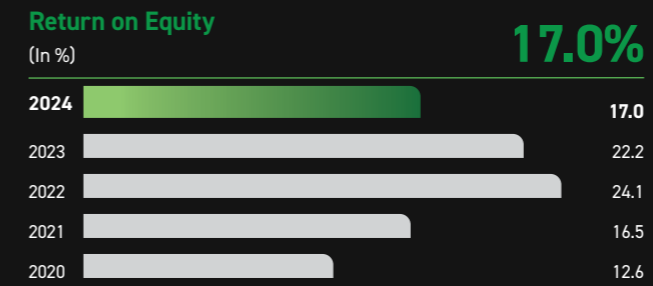
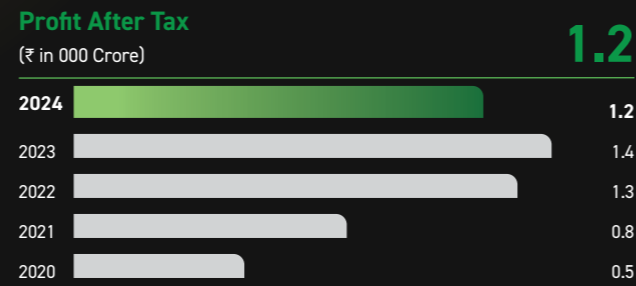
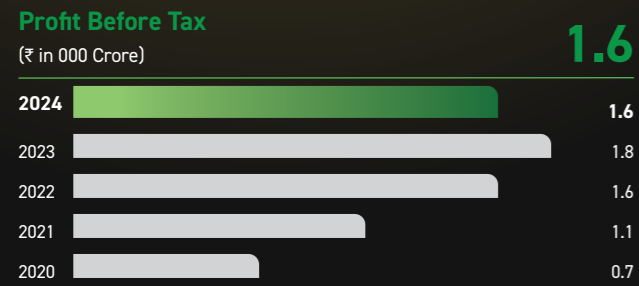
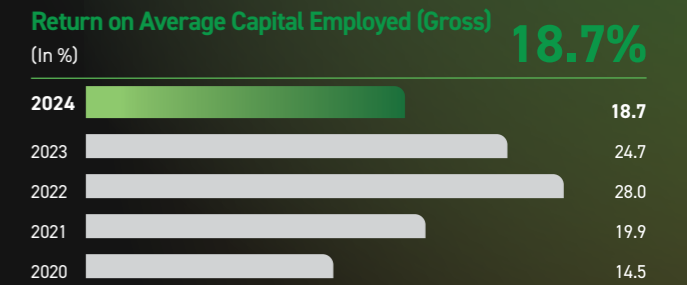
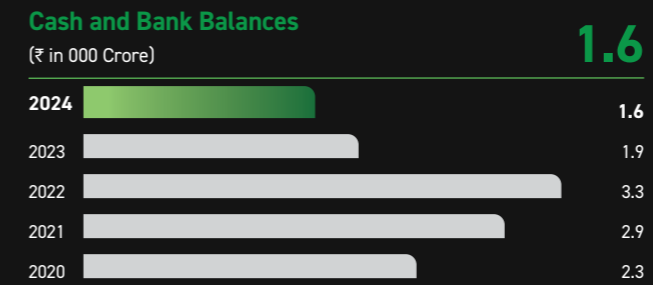
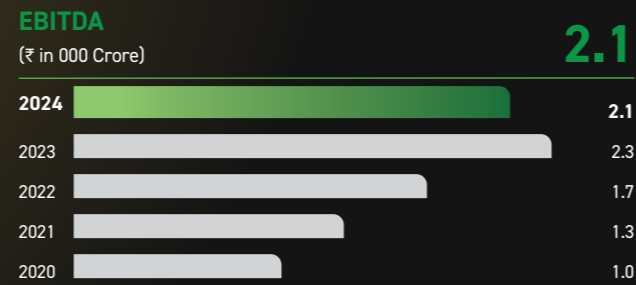
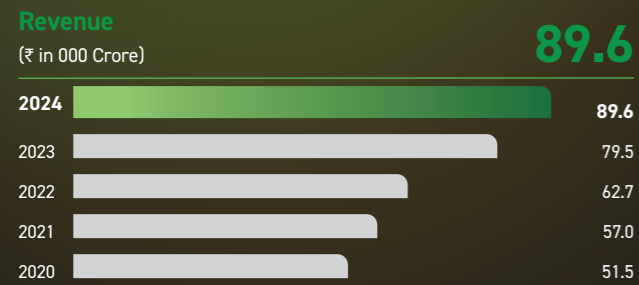
ProConnect is strategically positioned with the necessary infrastructure and an experienced workforce, aiming for 100% excellence in all the spheres of our operations supported by cutting-edge technologies which will propel its steady and sustained growth in the future.

We remain adaptable and responsive by continuously innovating to meet our clients' evolving needs, while navigating the dynamic business environment. We are also actively embracing sustainable practices, contributing to a more responsible and environmentally conscious future. We extend our heartfelt appreciation to our stakeholders for their unwavering support as we strive for further growth and to excel in the field of logistics.

Key Performance Indicators

Making Steady Progress

The year under review recorded a stable financial performance for our Company. Our growth was substantial, and we continued to focus on profitable growth across all parameters.



Who We Are

Access to Innovation

At Redington, we are dedicated to democratising technology and breaking down barriers to ensure seamless access to technological innovations in the emerging geographies we serve. By prioritising new business models such as subscription and consumption, and with our localised approach to emerging market challenges, we empower individuals and businesses, fostering a future where technology is accessible to all.



Soumitra Kumar Das
Global Chief Human Resources Officer

Our Core Values



Uncompromising integrity

Being open, honest and direct in our dealings
Being transparent with our communications and actions



Respect and trust

Fostering a culture of inclusion
Ensuring fairness and dignity for all



Customer centricity

Best customer experience for the customer
Keeping customer as the centre of our business's philosophy, operations, or ideas



Results through teamwork

Individual contribution-key to our success
Ensure effective collaboration



Strive for excellence

High levels of ownership and commitment
Innovative, flexible and open to new ideas

Mission

At Redington, we are committed to being the catalyst for transformative change, bridging the gap between technology providers and users. Our mission is to enable widespread technology adoption and integration, fostering sustainable growth and profitability for all stakeholders. To do so, we provide a robust technology platform that ensures a seamless flow of products and services in our increasingly digitised world.

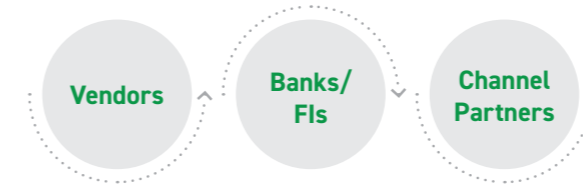
Technology has transformed how we live and work, but challenges remain. The biggest challenge is Technology Friction™—the gap between innovation and adoption. At Redington, we bridge this gap by helping brands and channel partners in emerging markets overcome adoption barriers. We achieve this through a unique blend of localised and segmented approach to markets, accelerating the use of new business

models, and strong engagements we build with our ecosystem.

We are architects of possibility, facilitators of transformation, and advocates for a technologically inclusive world. Through relentless pursuit of excellence, we are driving towards a future where technology access is a tangible reality for all.

Channel Partners

| | | | |
|--------------------|----------------------------|-----------------------|-------------------------------------|
| Sub Distributors | Large Format Retailers | Branded Stores | Corporate Resellers |
| System Integrators | E-Commerce Players | Value Added Resellers | Independent Software Vendors (ISVs) |
| Telco Stores | Consumer Electronic Stores | Gaming Resellers | Managed Service Providers |



Delivering Value to Customers

| | | | | |
|------------------------------------|--------------------------|--------------------------------------|--------------------------------------|----------------------------|
| 50,000+ Channel Partners | 181 Warehouses | 19 Our Own Service Centres | 26 Partner Service Centres | 70 Sales Offices |
|------------------------------------|--------------------------|--------------------------------------|--------------------------------------|----------------------------|

Our Brand Collaborations



What We Do

Operations Overview

With cutting-edge technology solutions and pioneering efforts in digital transformation services, we are dedicated to enhancing efficiency and market reach for our customers in the regions we serve. Each of our core business units plays a crucial role in driving our mission forward and solidifying our position as a leader in global markets.

Our Portfolio



End Point Solutions Group

With over 30 years of industry expertise having launched our distribution business in India with HP Print and Supplies in 1993, we have excelled in delivering top brands to the market. Our extensive range encompasses desktops, laptops, tablet PCs, printers, gaming products, and more. We serve government and business clients through institutional channels, fostering seamless connections.

With a vast 10,000+ partner network, we cater to consumer categories by leveraging our diverse partnerships to reach stakeholders through online, offline, and omni-channel approaches through enhanced experiences and integrated systems.



Technology Solutions Group

At Redington, we are dedicated to fuelling the growth and success of businesses with our cutting-edge technology solutions. Our enterprise business acts as a catalyst for transformation, offering a diverse portfolio that includes enterprise infrastructure, software, and security solutions. We collaborate with ISVs, system integrators, and solution providers to ignite innovation and deliver tailored solutions that empower businesses to overcome unique challenges. Our certified pre-sales engineers, strategically positioned across the country, provide deep expertise and continuous support to our partners, enabling them to deliver unparalleled value and exceed customer expectations. We offer flexible financial solutions, such as channel finance and project finance, to ensure smooth implementation of enterprise initiatives, with our dedicated project management team ensuring seamless execution of complex infrastructure projects.



Mobility Solutions Group

For nearly two decades, Redington has led growth and innovation in the dynamic world of mobility. Our Mobility Solutions Group has revolutionised the market with a vast array of world-class brands and products, including smartphones, wearables, and accessories. Through strategic alliances with leading brands, we have pioneered groundbreaking initiatives that transcend traditional boundaries. Our commitment to affordability programmes and buy-back schemes empowers consumers to embrace cutting-edge mobility devices, unlocking a world of endless possibilities. To further enhance technology adoption, we offer a comprehensive suite of services including credit and finance, pre-sales and post-sales support, demand generation, consulting, and training, ensuring that our brand and channel partners thrive in today's competitive landscape.



Cloud Solutions Group

In today's dynamic business environment, cloud technology serves as a catalyst for growth, becoming integral for businesses across all sizes and industries. As pioneers in flexible and dynamic cloud platforms, we empower organisations with comprehensive solutions for complex workloads. Our focus on data security and automation capabilities ensures that our partners and customers excel in an ever-evolving digital landscape. Through Redington Cloud Solutions, we provide a portfolio of services that exceeds expectations. Our advisory services and critical thinking skills allow us to understand and support our customers' unique digital transformation journeys, fostering scalability and growth. With CloudQuarks, our next-generation platform, we redefine customer experiences by seamlessly onboarding preferred cloud services through a single digital platform, granting access to industry best practices and global standards. CloudQuarks enables efficient resource management and service governance, enhanced security, on-demand reporting, analytics, and direct access to our cloud experts. As a leading cloud solutions provider in India, the Middle East, Africa, and Turkey, our focus is to complement our partner ecosystem at every step and provide our end customers with unique solutions and offerings for seamless cloud adoption. We transcend limitations by being tool agnostic, delivering exceptional services with cloud accreditations and expertise across multiple domains.

What We Do (Contd.)

Our Portfolio



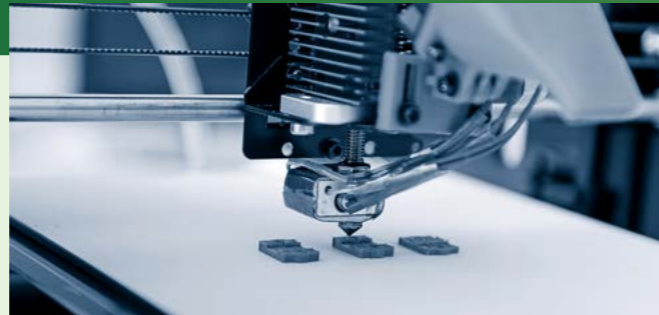
2D Digital Printing

For the past 25 years, HP Indigo has been at the forefront of the digital printing revolution, pushing the boundaries of what is possible. As a trusted developer, manufacturer, and marketer of cutting-edge digital printing solutions, HP has paved the way for unparalleled creativity and efficiency. Our portfolio encompasses a wide range of printing presses, proprietary consumables, and advanced workflow technologies positioning us as industry leaders in commercial printing, photo printing, and labels and packaging. This year marks our 20th anniversary with HP Indigo and our journey has been nothing short of remarkable, with a strong presence of over 275 HP Indigo Digital Offset Presses across 120 cities in the country. Our printing capabilities cater to diverse needs, serving general commercial printers, photo labs, label, and packaging converters, and meeting the unique requirements of companies, government, and corporate entities through speciality printers. We specialise in heat transfer applications and security applications, offering an expansive array of possibilities.

At our 'Centre of Excellence' in Chennai, our clients can explore our extensive product and solution offerings. Through comprehensive training programmes, we empower our stakeholders with the knowledge they need to unlock the full potential of our technologies.

As authorised partners of HP, we pride ourselves on managing the complete spectrum of business activities related to HP Indigo, ensuring seamless operations, and unleashing the brand's full potential.

By staying at the forefront of technology, we deliver end-to-end solutions that cater to the ever-evolving needs of our clients. Our focus is on providing sustainable, customised, and secure printing solutions that empower our clients to meet their unique requirements. Through the integration of sustainable practices across the entire value chain, from sourcing materials to the final printed product, we harness digital acceleration to pave the way for a more sustainable future.



3D Printing

As pioneers in the 3D printing industry, we go beyond expectations by offering on-demand part manufacturing through Visuali, our esteemed commercial entity. This innovative approach revolutionises product development and manufacturing, empowering professionals to source small quantity production and custom-designed parts with ease. With our global reach, we deliver customised solutions to every corner of the world. Our comprehensive portfolio includes MultiJet printing, ColourJet printing, vacuum casting, direct metal printing, metal die casting, CNC machining for plastics and metals, and investment casting patterns. By harnessing the transformative power of 3D printing, we unlock endless possibilities for innovation, enabling businesses and individuals to realise their visions with precision and efficiency.



Solar

Through our extensive distribution network, we empower individuals and communities with easy access to cutting-edge solar products from renowned global brands, revolutionising the Indian market. We specialise in delivering top-notch solar energy solutions. Our portfolio represents the pinnacle of innovation, embodying the transformative potential of renewable energy.

Fuelled by a passion for sustainability, we work with solar system integrators, channel partners, and installers. Together, we form an interconnected web seamlessly distributing these revolutionary products to end-users across the nation. Our collaborative efforts pave the way for a greener, cleaner, and more sustainable future, where the power of solar energy becomes an integral part of everyday life.



ProConnect

At ProConnect Supply Chain Solutions, we embody the spirit of transformation, revolutionising the logistics landscape with our strong commitment to excellence. For over two decades, we have been the trusted partner of industries across sectors, providing cutting-edge Supply Chain Management and Warehousing Solutions. Our comprehensive offerings empower companies to streamline their operations from procurement to inventory management, and from warehousing to distribution. With strategically positioned automated distribution centres and an extensive global network of warehouses spanning India, Africa, and the Middle East, we break barriers and transcend borders. We pave the way for business expansion, elevate visibility, optimise costs, and unlock new opportunities for growth. At the core of our philosophy lies a deep-rooted belief in sustainability and customer satisfaction. We seamlessly integrate innovative technologies with logistic practices, propelling businesses towards operational excellence. Through this harmonious fusion, we empower our partners to navigate the complexities of the modern marketplace with ease. As we journey towards the future, our vision extends far beyond conventional logistics. We aspire to be the frontrunners in delivering tech-enabled solutions, leveraging cutting-edge advancements to shape the industry's landscape. With a global presence that resonates across continents, we are catalysts for transformation, igniting progress and inspiring a new era of logistics excellence.



Ensure Services

For over 15 years, we have been the preferred partner for leading brands in diverse sectors across 28 countries. At our core, we believe in the power of customisation, tailoring solutions that empower businesses to optimise their technology and unlock their true potential. From repairing IT devices with our unrivalled support services to delivering cutting-edge infrastructure managed solutions, our vendor-certified professionals bring forth unparalleled expertise and dedication. We envision a future where streamlined operations, enhanced productivity, and seamless device management are not just aspirations but everyday realities. Through our comprehensive suite of services, we aim to be the cornerstone of our clients' success, minimising downtime and maximising efficiency while offering affordable access to the best-in-class technology. Our commitment to quality and customer experience resonates in every interaction. It is a testament to our determination that we have garnered industry accolades and certifications, including ISO 9001:2015, Middle East & North Africa Stevie, and a multitude of prestigious brand awards.

Where We Operate

Our Global Footprint

Redington is a pioneer of seamless collaboration across borders. We deliver exceptional products and services, earning the trust of customers in India, the Middle East and Africa (MEA), and Turkey.

We take pride in delivering quality services that provide access to cutting-edge technologies, backed by our deep industry expertise and relentless support. Our pursuit of excellence transcends geographical boundaries, propelling us forward.

We foster an ecosystem that thrives on shared expertise and transformative impact. Together with our stakeholders and partners, we are shaping a future defined by global synergies, where boundaries dissolve, ideas flow freely, and innovation knows no limits.



Made for representational purpose only

#1 - #2

Across All Markets

31

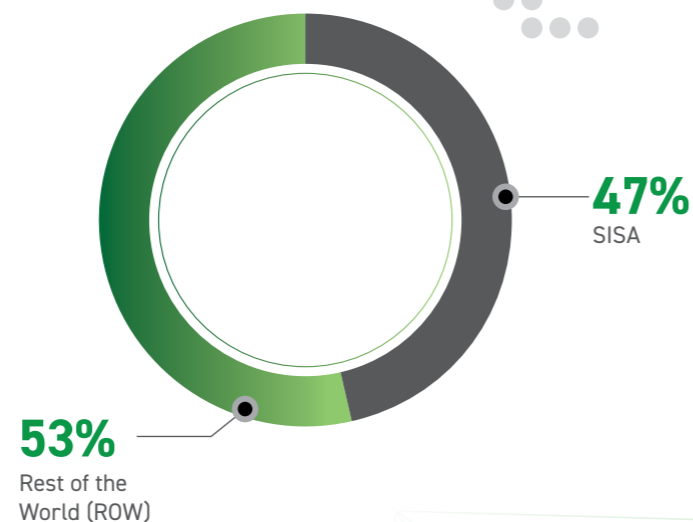
In country presence

40

Markets Served

Revenue Distribution by Region

(In %)



What Sets Us Apart

Our Competitive Edge

Market Positioning:

Focus on Emerging Geographies: Our strategic vision extends beyond established markets. We actively invest in emerging geographies, unlocking new growth opportunities and fostering global reach. By understanding local nuances and adapting our approach, we create lasting impact.

Strong Leadership Position: Our unwavering commitment to market leadership defines our trajectory. By consistently delivering value, innovation, and customer-centric solutions, we position ourselves at the forefront of our industry. Our strategic decisions resonate with the market, driving sustainable growth and impact.

Catering both Consumer and Enterprise Businesses: Our agility transcends boundaries. Whether it's catering to volume-driven demands or providing specialised solutions, we adapt swiftly. Balancing scale and value, we meet diverse customer needs effectively.

Management Processes:

Listed and Board Managed: Transparency and governance define us. As a publicly listed company, we uphold the highest standards of accountability. Our board oversight ensures alignment with stakeholder interests.

Balancing Risk vs. Return: We tread the fine line between risk and reward. Calculated decisions allow us to seize opportunities while safeguarding stability. Our risk management framework ensures resilience even in dynamic market conditions.

Profit Reinvested for Growth: We reinvest profits strategically and purposefully to maintain our sustainable growth. This fuels continuous expansion, innovation, and long-term success. Our financial prudence ensures resilience and futureproofing.

Passionate People:

Talented Professionals at the Helm: Our business thrives under the guidance of skilled professionals. Their expertise, dedication, and vision propel us toward excellence. Their leadership inspires our collective journey.

Diverse multi-country Team: We integrate diverse perspectives within our organisation, enhancing innovation and responsiveness. By leveraging local insights, we deliver culturally relevant solutions. This inclusivity drives our universal impact.

Stable middle management: Our seasoned middle management ensures consistent operational excellence. They bridge leadership vision with ground-level execution, maintaining high performance. Their stability fosters efficiency and team collaboration.

With a solid foundation of market positioning, robust management processes, together with our passionate people, we are primed to translate our strategic vision into reality.

Execution-Driven Strategy: Our strategy is linked to action. We execute with precision, turning vision into tangible results. From inception to implementation, our focus remains on impactful outcomes.



Core Competencies

Future Ready Mindset

We possess a relentless drive to remain future-ready, continuously adapting to changing market conditions and emerging technology trends. By maintaining a strong external focus and leveraging data-driven decision-making capabilities, we swiftly identify shifts in consumer behaviour and evolving business models. This enables us to proactively seize growth opportunities and deliver innovative solutions that meet the evolving needs of our customers.

Outside-in Approach

Our agility and responsiveness stem from an outside-in perspective. We possess an innate ability to recognise emerging trends and swiftly adapt and evolve our strategies to stay ahead of the curve. This allows us to navigate the dynamic business environment with ease, ensuring that our solutions remain cutting-edge and relevant.

Passion to Win Together

Collaboration is at the heart of our success. We foster enduring partnerships and alliances with our customers, OEMs, and channel partners, built on trust and shared goals. By working seamlessly together, we create a powerful ecosystem that drives mutual success and growth. We are committed to nurturing these relationships and continuously building strong bonds that empower us to achieve greatness together.

Technology-led Initiatives

We are at the forefront of technology, investing our time and resources to develop cutting-edge platforms that create future-ready infrastructure and services. By prioritising innovation and forward-thinking, we anticipate future needs and stay ahead of emerging trends. Our commitment to technological advancement ensures that we consistently deliver best-in-class solutions that address the evolving needs of our customers and stakeholders.

Data-driven Organisation

We are guided by the power of data. From top leadership to front-line employees, we prioritise data-driven decision-making. By ensuring clean, accurate, and accessible data, we unlock its transformative potential to drive growth and achieve our strategic objectives. Through data, we gain valuable insights that enable us to make informed decisions and take meaningful action.

Together, we ignite transformation and inspire excellence. Our differentiating factor lies in our unwavering dedication to bridging the technology divide and our relentless pursuit of excellence. We embrace change, empower innovation, and leverage our core competencies to shape the future of technology. As pioneers in our industry, we ignite the spark of transformation and inspire others to reach new heights.



How We Create Value

Making Sustainable Impact

Our Foundation



Technology

Accelerating last-mile technology transfer to eliminate technology friction across emerging economies.



Innovation

Leveraging innovation in technology and business models to help address diverse customer concerns.



Partnerships

Nurturing partnerships to bring meaningful and sustainable digital shifts for dynamic market changes.

Our Strengths



Robust Technology and Infrastructure

Our investments in technology and infrastructure are pivotal in enhancing customer experiences. These investments serve as the backbone of our operations, enabling us to deliver exceptional service.



Our People

The expertise and dedication of our team are fundamental to our success. Our employees embody a purpose-driven and inclusive culture that is crucial in powering our strategic partnerships and driving innovation.



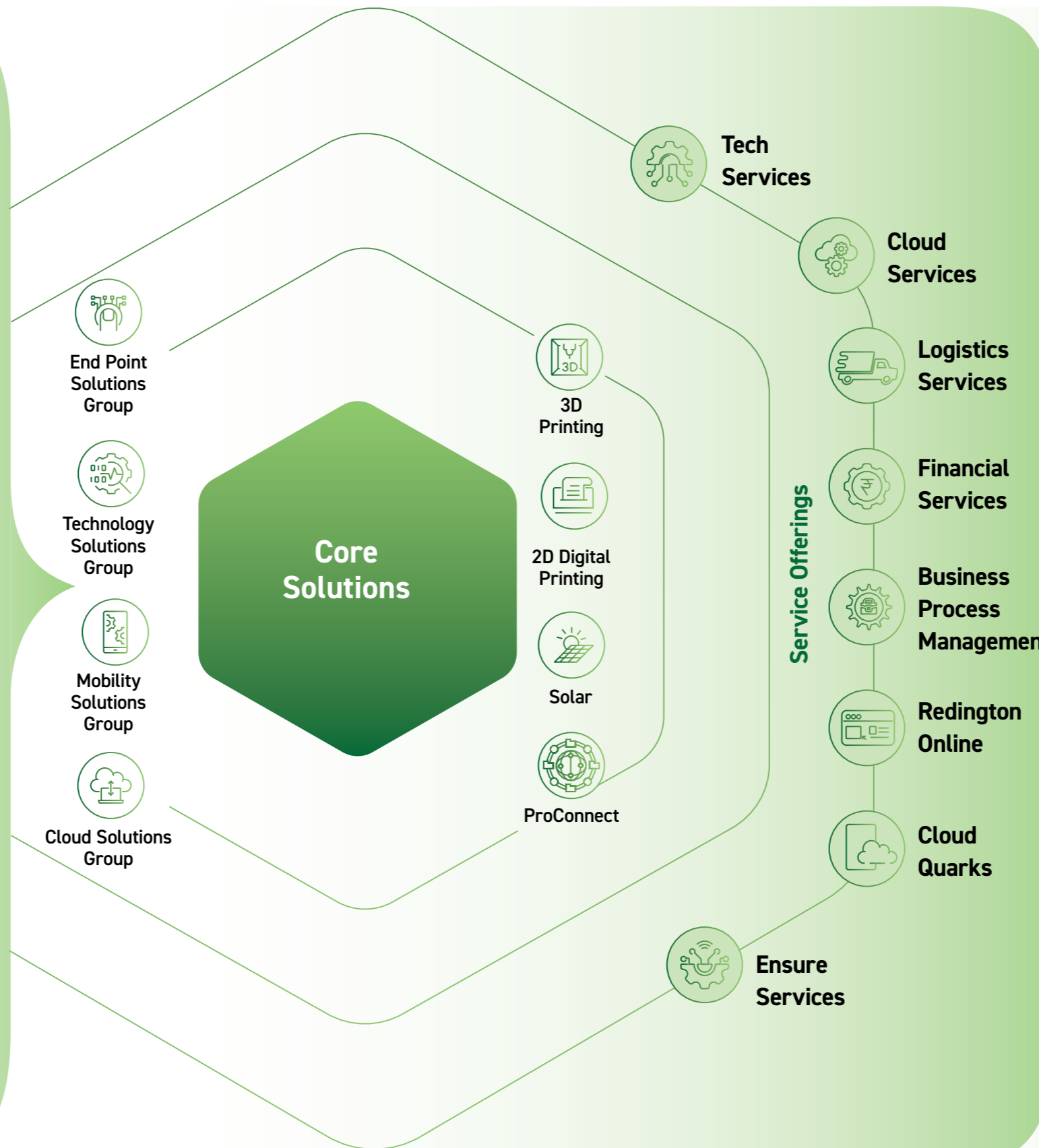
Global Brand Presence

Our strong foothold in regions like the Middle East, Africa, India, Turkey, and South Asia underscores our capability as a global partner. This widespread presence allows us to amplify our strengths and deliver value on a global scale.



Operations and Governance

We maintain rigorous risk management, governance, and controls to ensure the delivery of desired outcomes for our customers and clients. Our operational integrity guarantees reliability and trust in every interaction.



Creating Value for Our Stakeholders



Investors

At the heart of our operations is a commitment to trust and transparency, essential for sustaining impressive financial outcomes. Our history of consistent revenue growth and robust profitability underscores our dedication to delivering shareholder value and fostering investor confidence.



Customers

We deliver a diverse array of technology solutions tailored to meet the unique demands of our customers. Our focus is on providing superior customer service and customised solutions, aiming to surpass expectations and forge enduring relationships built on trust and service excellence.



Employees

The welfare of our employees is paramount. We invest in their well-being through rewarding careers, a safe working environment, and a supportive culture that promotes work-life balance, ensuring their interests always come first.



Community

We are committed to making a meaningful impact on our communities through active CSR efforts. Our initiatives focus on supporting education, fostering skill development, and promoting environmental sustainability to enhance societal well-being.

Awards and Recognition

Celebrating Exceptional Achievements

We have received numerous prestigious awards and recognition for our world-class solutions and services that reflect our commitment to the global standards of quality and innovation. We continue to strive for excellence in the industry and push the boundaries for continuous improvement.



MEA

HP Computing Distributor of the Year 2022 for UAE

HP Computing Distributor of the year 2022 for HP PSG business in GCC

Distributor of the Year award by Epson

Platinum Distributor of the Year Award by MSI

Lenovo Consumer & Commercial Distributor for Gulf Award FY 2023

Veritas Sustainable Growth Distributor for Africa FY 2023

HP Print & Supplies Distributor of the Year Award KSA

HP Computing Distributor of the Year Award KSA

Lenovo Consumer Distributor Award for Egypt

Great Place to Work Certified-Mar 2023-Mar 2024 (UAE, KSA, Qatar & Kuwait)

Consumer Distributor of the year Award for KSA By Lenovo

Commercial Distributor of the year Award for KSA by Lenovo

Sales Champion 2023 KSA by Huawei

VMWare Hyperscaler Pioneer of the Year Award (Gitex 2023)

Value-Added Distributor of the Year (Edge Technology Leadership Awards) by ITP Media Group

Top Distributor for Digital Transformation 2023 by GEC

Best Cloud Distributor of the Year 2023 (Future Enterprise Awards 2023) by CPI Media Group

PNY Star Performer Components for Middle East

Huawei Gold Distribution Partner KSA

Huawei Top Performer Award KSA

Volume Distributor of the Year

Zoom Up Rising Distributor Partner of the Year

Technology Integration Recognition

Best B2B E-Commerce Platform by GEC

Middle East and CIS Top Distributor of 2023 - Redington Saudi Arabia

VMware's Distributor of the Year for East Africa in FY2

Distributor Partner of the Year EMEA

Distributor of the Year in ME

Red Hat Distributor CY 23 Award

Huawei Distributor Award for CY 23

Best Distributor - Broadline Distributor Award

Broadline Distributor of the year

Success SMB Channel Award

Awards and Recognition (Contd.)

Redington: FY24 Annual Awards

SISA

| | | | | | |
|---|--|--|--|---|--|
| Top Distributor Software Award by IBM | Excellence Award in MDF Utilisation & Returns by Dell Technologies | Most Valuable Partner by ESRI | Best Distributor' for Excellence in Operations- FY 2022 by AMD | AMD Achievers | 'HPE Aruba Distributor of the Year – 2023'. |
| Best Distribution Partner of the Year by Fortinet | HPE Best Distribution Performance | Most Trusted Company Award 2023 by VAR India | AMD Achivers Club Award by AMD | The Most Preferred Workplace 2023-2024 (IT & ITES edition) by Marksmen Daily. | 'Distributor of the Year' Cisco Webex Partner Awards |
| Best Pre-Sales Distributor SE - West India by Palo Alto | Nutanix APJ Distributor of the year | Most Trusted and Innovative Tech Aggregator by VAR India | India Partner of the Year - SMB award by Microsoft | APJ Distribution Partner of the Year 2023 | Best Distributor by HP across multiple categories |
| Best Pre-Sales Distributor SE - North/East India by Palo Alto | Schneider Progressive Distributor of the year | Top Lenovo 360 Distributor Champion | Top Distributor Award in Software by IBM | Global Marketing Excellence Award 2023 | 'Best Trailblazer Distributor of the Year 2023' |
| Marketing Excellence Award by Aruba | Best Organisation for Women by ET Edge & Femina | CXO Cloud Innovation Award for Best Cloud Solution for SMBs by CXO TV News | Best Distributor Partner of the Year 2023 by Fortinet | No.1 IT Distributor in India | "HP Award in 'Execution of Drop Shipment' 'Exemplary Support for ACF Initiatives'" |
| Power Performer in Schnedier's Ace Power Performance | Distributor of the year by Veeam | Company of the Year by Outlook Business | Rural Development and Infrastructure Award in Large Category by Dalmia Bharat CSRBOX | Global Distributor Award | |
| Most Admired Company of the year (IT Industry) by ET Ascent | Coverage Distributor of the year By HPE | HPE Distributor of the Year by HPE | Best Distributor of the Year by Freshworks | Best Distributor Partner of the Year | |
| Best VAD Award | HPC & AI Distributor of the year by HPE | APJ Partner of the Year by Dell Technologies | SMB GWS Rising Star (2023) by Google Workspace | LinkedIn India's Top Companies 2024 Feature | |
| Mid-market Champion distribution Award for Veritas | Distributor of the year by HP | Distributor of the Year-India & SAARC by Sophos | Value Added Distributor of the Year - FY23 | AMD Achievers Club-Best T1 distributors | |

Scanning the Horizon

The business world is a dynamic ecosystem, constantly evolving with new technologies and market trends. At Redington, we are committed to staying ahead of the curve. We achieve this by closely monitoring these trends and gaining valuable insights that impact our strategy and business model development. This ensures our solutions remain relevant and effective in meeting the changing needs of our channel partners and brands across all industries.



AI algorithms will help analyse vast amounts of data to extract valuable insights, enabling informed decisions that lead to better outcomes. AI-powered recommendation systems will personalise content, products, and services for individual users, enhancing customer satisfaction and loyalty.

Serkan Kutlu
Global Chief Strategy Officer

Here's a glimpse into the exciting opportunities we see unfolding:



Artificial Intelligence: The New Frontier

The widespread adoption of AI is set to catalyse a new era of technological advancement, revolutionising industries, enhancing efficiency, and reshaping human experiences. AI technologies, including machine learning and natural language processing, will enable automation across various domains, allowing businesses to streamline processes, reduce manual labour, and achieve higher productivity.

AI algorithms will help analyse vast amounts of data to extract valuable insights, enabling informed decisions that lead to better outcomes. AI-powered recommendation systems will personalise content, products, and services for individual users, enhancing customer satisfaction and loyalty. Additionally, AI-powered adaptive learning platforms will personalise education, catering to individual student needs and making lifelong learning more accessible.

At Redington, we believe in the transformative power of AI to support our mission of breaking down barriers and fostering a more inclusive and efficient future. We are committed to uniting in a shared journey of growth through innovation.



The Cloud Revolution: Unleashing Potential

Cloud computing has evolved from a discretionary option to a critical necessity in contemporary business environments. The discourse around cloud adoption has shifted towards a sophisticated multi-cloud strategy that capitalises on the unique strengths of individual cloud providers. By embracing the power of the cloud, businesses transcend geographical boundaries, achieving seamless data access from anywhere.

Scalability and flexibility are now realities, empowering enterprises to navigate and overcome dynamic challenges. In response, businesses are increasingly adopting new models such as subscription and consumption-based models, which are fundamental to cloud adoption. These models prioritise customer lifecycle management, crucial for long-term relationships essential for sustained success in today's competitive landscape.

As part of our strategic vision at Redington, we are dedicated to empowering the widespread adoption of new business models that drive digital transformation. We strive to be catalysts for change, enabling organisations to harness the full potential of new technologies and adapt to the evolving digital landscape.



Sustainability: Building a Brighter Future, Together

The emerging need for eco-friendly solutions is driving our industry to prioritise offerings that empower businesses to minimise their environmental impact. At Redington, we integrate sustainability into our portfolio and partnerships, spearheading change and paving the way for a greener, more sustainable world. From offering solar technologies to promoting e-recycling based on circular economy principles, we equip our partners with the tools needed for a sustainable future.

Sustainability is woven into the fabric of our operations. We actively promote eco-friendly practices such as harnessing solar energy and implementing green supply chain practices to minimise our carbon footprint.



Our Resolute Response

By prioritising localised solutions for emerging geographies, adopting new business models like subscription and consumption, and developing innovative route-to-market strategies, we deliver enhanced value and service to our partners. Together, we chart a course towards limitless growth, navigating global challenges with forward-thinking and agility.

Strategic Priorities

Reducing Technology Friction[®]

At Redington Limited, our commitment is to reduce Technology Friction[®] that often hinders progress. With a strategic vision that propels us forward, we empower our clients to embrace the latest advancements and unlock their full potential for success.

Our Strategies

| | |
|---|---|
| <p>Sustainable Profitable Core</p> <p>01</p> | <p>Accelerate Business Growth</p> <p>02</p> |
| <p>Route to Market Transformation</p> <p>04</p> | <p>The Power of 'One Redington'</p> <p>03</p> |



Sustainable Profitable Core

01

At Redington, our core strategy is anchored in maintaining our leadership position across geographies while ensuring robust financial returns.



Building a Strong Foundation

We continuously refine our operations and optimise processes to minimise waste and maximise resource utilisation. Our rigorous vendor management process strengthens enduring partnerships, aligns with their strategies, and secures access to cutting-edge solutions at competitive prices. This collaborative approach empowers us to deliver unparalleled value to our partners. Moreover, our strategic investments target new, high-growth revenue streams, underscoring our commitment to sustained profitability. Our steady pursuit of innovation and market leadership cements our status as a trusted technology partner, enabling us to lead ecosystems and tackle industry challenges effectively.



Focus Brand Strategy: Enhancing Brand Profitability

Within our diverse portfolio, we identify and concentrate on 'Focus Brands' that show significant long-term growth potential. Our Focus Brand Framework — 'Invest, Harvest, and Re-assess' — is a dynamic cycle that propels these brands towards sustained profitability and growth. We allocate resources strategically to nurture brands with strong growth prospects. As these Focus Brands mature, we shift towards optimisation, fine-tuning operations and maximising efficiency to ensure sustained profitability. This continuous cycle of assessment and realignment with market trends ensures that our Focus Brands not only meet current market demands but are also well-positioned for future challenges. This holistic strategy significantly boosts our overall profitability and strengthens our market presence.



Logistic Services: Maintaining our Efficient Delivery Network

Our comprehensive logistics network is crucial in ensuring the timely and efficient delivery of technology solutions to a broader audience. By focusing strategically on logistics services, we enhance our capacity to provide offerings that perfectly complement our brands and partners. From efficient warehousing to optimised transportation, our logistics framework guarantees reliable delivery, enabling our ecosystem to flourish.



Back Office Transformation

Our commitment to transforming the back office is determined. By investing in state-of-the-art solutions, we automate and digitise manual processes, significantly reducing errors and enhancing efficiency. Whether it's streamlining administrative tasks, optimising data management, or accelerating decision-making, our focus on transformation enables us to uphold excellence across all operations. This commitment not only enhances our operational capabilities but also supports our strategic objectives, fostering a more agile and responsive business environment.

Strategic Priorities (Contd.)

Accelerate Business Growth



Faster adoption of new business models blended with localised approach for expansion in growth geographies.



Business Model Evolution

At Redington, we are at the forefront of promoting subscription and consumption-based technology models. This approach offers businesses of all sizes access to cutting-edge solutions, providing unparalleled flexibility and scalability. By seamlessly integrating professional services into our subscription and consumption models, we ensure that our clients receive expert guidance and support, thereby maximising their return on investment. This evolution in business models aligns with modern business needs, facilitating easier access to technology and enabling businesses to adapt swiftly to changing market dynamics.



Growth Geographies

In our pursuit of expansion in growth markets, we adopt a localised approach that ensures our offerings and services are precisely tailored to meet the unique needs of each region. This strategy enables us to establish a strong foothold in emerging markets while catering to the diverse requirements of local customers. By customising our solutions to address the specific demands of each region, we effectively capitalise on untapped opportunities for business development and expansion enabling businesses to adapt swiftly to changing market dynamics.

Our commitment to understanding the intricacies of each locale allows us to navigate cultural nuances and regulatory landscapes with ease. This approach not only fosters meaningful connections with local stakeholders but also drives sustainable growth across diverse geographies. Through this focused and respectful integration into local markets, Redington continues to strengthen its global presence while ensuring that local communities benefit from the latest technological advancements.

Route to Market Transformation



Segmented approach that enables high-touch coverage for large customers and partners while ensuring efficient reach to long-tail partners through low-touch and digital platforms.



Key Account Management Approach

We prioritise personalised support tailored to the unique needs of each customer and partner. For our larger clients and partners, we provide dedicated high-touch assistance to ensure their satisfaction and success. This approach fosters long-lasting relationships built on trust and reliability, ensuring that we understand and meet the complex requirements of our major stakeholders.



Redington-Led Business

Our Redington-led Business initiative underscores our commitment to driving market growth by actively leading and shaping business dynamics. Through this initiative, we proactively cultivate and expand our presence in key markets, leveraging our expertise and resources to unlock new opportunities for both our partners and ourselves. This strategic leadership in the marketplace is essential for maintaining our competitive edge and enhancing our overall market impact.



Emerging Channels

We recognise the importance of emerging routes to market in accessing diverse market segments and expanding our reach. Our strategy involves building lasting relationships and creating value-added assets that enhance market penetration and customer engagement. These emerging routes to market are vital for expanding our presence and diversifying our customer base. Through targeted programmes and initiatives, we align our offerings with the unique requirements of each channel, ensuring our solutions are relevant and resonate with their respective audiences.



Empowering the Cloud and Enterprise Ecosystem through our Subscription Platform

Our mission is to create a robust ecosystem that thrives on collaboration, innovation, and seamless technology adoption. Our subscription platform acts as a gateway, connecting cloud partners, service providers, and corporate channels to a rich portfolio of solutions. This integrated enables key players to enhance their offerings and deliver exceptional value to their clients. Whether optimising workloads, improving scalability, or ensuring data security, our platform equips them with the tools necessary for success. Enterprises rely on our ecosystem to remain competitive and agile, tapping into cutting-edge solutions that drive productivity, streamline operations, and enhance customer experiences. Our ecosystem supports their digital transformation journeys, from adopting AI-driven analytics and migrating to the cloud, to implementing robust cybersecurity measures.



Long-Tail Partner and Brand Reach

We utilise a dual approach to extend our reach to long-tail partners and brands. Our dedicated Inside Sales Representatives (ISRs) offer personalised support to smaller partners, equipping them with the necessary resources and guidance for success. Concurrently, our comprehensive digital platform provides these long-tail partners and brands with easy access to product information, training materials, and marketing tools. This strategic empowerment allows them to effectively represent our offerings to their customers, fostering growth and collaboration within our ecosystem.

The Power of 'One Redington'



Engaging our ecosystem by collaboratively developing distinctive initiatives and adopting them globally as our best practices.

At Redington, our vision extends beyond individual strategies; we are committed to fostering a unified 'One Redington' ecosystem that promotes growth and innovation. By sharing best practices, expertise, and resources globally, we recognise the crucial role of nurturing future leaders. Empowering these emerging talents, enables us to realise our broader vision and create a legacy that spans generations. Together, we are shaping the future and driving transformative impact.



Future Leaders: Nurturing Innovation and Collaboration

Our dedication to cultivating future leaders reaches beyond conventional boundaries. Through active collaboration, we foster a dynamic environment where innovative ideas thrive, and real-world challenges are met with creative solutions. By adopting a co-creation approach, we empower emerging talents to shape the future. These future leaders, equipped with creativity and resilience, are forging pathways towards progress, impact, and transformative leadership. Together, we are building a legacy that transcends generations.



Global Brand Engagements and Best Practices: Fostering Cross-Geographical Synergy

Our global brand acts as a powerful catalyst for impactful initiatives. By leveraging its strength, we create meaningful connections across borders. We actively promote the dynamic exchange of knowledge – best practices developed in one region are seamlessly adapted and implemented in others. This collaborative approach ensures that our collective expertise transcends geographical boundaries, benefiting stakeholders worldwide. Together, we cultivate a resilient ecosystem where innovation thrives, and success knows no borders.

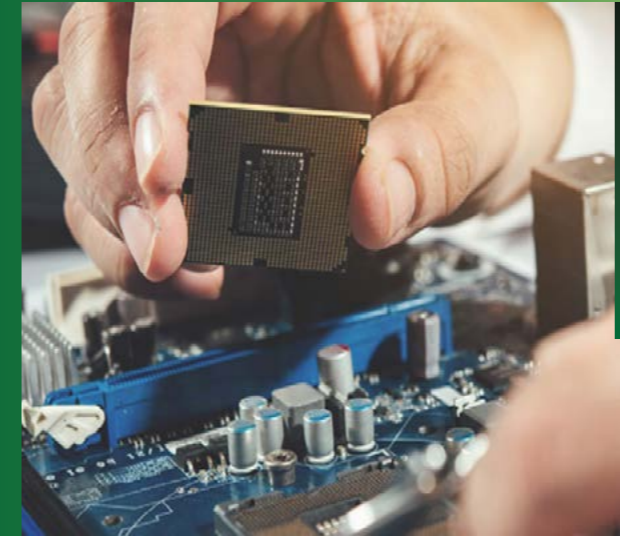


IT Governance and Digital Transformation: Driving Efficiency and Informed Decision-Making

Our steadfast commitment to robust IT governance underpins our digital transformation journey. Harnessing the power of data and analytics, we navigate this transformative path with precision. Efficiency becomes our hallmark, while informed decision-making is integrated into every facet of our operations. From optimising processes to shaping strategic initiatives, our approach ensures that technology propels us forward, seamlessly connecting people, processes, and possibilities.

Sustainability at the Core of our Business Purpose

Redington has been serving the needs and aspirations of a diverse set of communities for over three decades in 40 markets benefitting over 5+ Million people, annually. We truly believe that we have a central role to play in the inclusive development of the countries we serve through democratising technology by reducing technology friction, enabling access and integrating technology into people's lives. Our commitment to build a balanced socio-economic fabric in the communities we serve is evident from our engagement with Small & Medium Enterprises (SMEs). More than 70% of our global distribution partners are SMEs, including first-time entrepreneurs.



Environment



Social



Governance

Delivering Value to Customers

Be a pioneer in sustainability - building and operating sustainable supply chains

Guided by our business purpose of Democratising technology, our Sustainability Strategy encompasses building resilient businesses, driving reimagined efficiencies, conducting business responsibly and redefining engagement strategies in our value chain.



As an organisation, our multi-pronged implementation strategy involves ensuring our sustainability purpose is integrated into the way we serve our customers, conduct our own business and engage with community through initiatives.

Our Purpose Drives our Sustainability Initiatives

- We are committed to investing in businesses that create positive economic and social impact.
- We drive efficiency and excellence in our operations by building lean and sustainable operating models to achieve better economic, social, and environmental returns.
- We aim to create a diverse, inclusive environment that promotes overall well-being in our workplace.
- We continue to engage with our stakeholders to create positive, diverse, and sustainable supply chains that are aligned to our core values and foster opportunities for equal economic growth.

ESG Approach (Contd.)

Our Core Areas of Execution Towards Achieving our Organisational Strategy

01

Sustainable and Profitable Core
Sustainability in Business Mix

- At least 8 lines of businesses linked to positive sustainability outcomes, namely Solar distribution business, Ensure Services business, Arena Go Plus business, Digital and 3D Printing business, Green Cloud distribution, and cybersecurity business.
- Increasing the number of environmentally conscious/ low-carbon emitting products in the suite of IT products we distribute. In FY24, we played a key role in the adoption and distribution of Apple's carbon-neutral watches in our markets of operation. We work closely with our vendors to ensure sufficient demand generation for environmentally friendly products.
- We also work with our vendors and partners on takeback programmes to support the extension of end-of-life products and help create value through the sale of secondary devices, spare parts harvesting, and ethical recycling.

Sustainable Operational Efficiencies

- We have installed a 299 KW rooftop solar facility in our largest automated distribution in Jebel Ali, UAE;

enabling 100% RE adoption for our operations in this location.

- 35,000 Litres capacity Sewage Treatment Plant installed in our Chennai Corporate Office, 50% of annual water consumption is from reuse after treatment.
- Adoption of energy efficient and green practices in our Brownfield Sales office renovated in Guindy, Chennai during the year.
 - 100% LED lights and use of sensor-based technologies
 - Use of natural lighting
 - Use of green walls for improved air quality

Sustainable Competitive Advantage

Our sustained focus on customer satisfaction has been instrumental in solidifying our reputation as a trusted partner. To ensure prioritisation of our customers' needs, in FY24 we conducted our first group NPS survey covering ~20,000 partners across 19 key geographies. We are happy to report an impressive score of 62, which helps us gauge the strength of relationships with our customers. We believe actioning on our customers feedback is invaluable for our continued growth and success.

02

Accelerate Business Growth
Areas for Meaningful Participation in Circular Economy

In India, we are already registered under extended producer responsibility, and we recycle about 100 MT of E-Waste per year. In the Middle East through our subsidiary Ensure Services, we recycle about 40 MT of E-Waste per year. We look forward to extending our participation in the circular economy with an aim to extend the end-of-life of products through measures such as formalisation of E-Waste collection, the sale of secondary devices, and ethical recycling.

Green Clouds and Servers

- We focus on adoption of green clouds & storage through promotions & sales initiatives undertaken as part of our Cloud Business Unit.
- We maintain a larger role in IT asset management by exploring partnerships and opportunities in responsible recycling/reuse of server and its components.

Serving Larger Sections of Society

We see opportunities to serve more underserved sections of society through carrying a mix of products that are aspirational as well as affordable. We are working with our vendors and partners to explore opportunities in this space over and above our existing efforts through Route to Market.

03

Route to Market Transformation
Partnerships

Our existing partnerships with MFIs in India and the Middle East support technology adoption and better livelihoods for people with no access to technology. In India, our partnerships with 3 nationalised banks, through being an empanelled solar distributor, have helped our Solar panels reach a significant base of MSME customers. Our partnership with M-KOPA in Uganda has helped us make smartphones accessible to millions of people over 2 years, making significant contribution to the Ugandan GDP.

Rural Focus

Our partnerships with the government to spread awareness about the use of technology and its impact on everyday life help us expand our market to address the needs of rural customers. Our efforts with NSDC in education on the use of technology puts us in a favourable position for resource mobilisation through funding allocations and supports capacity building of community leaders and grassroots organisations to enable the programme's success.

Customer Led

We see a potential shift in customer preferences for products and the way purchases are made owing to sustainability-driven shifts. Trends such as preference for subscription services and conscious consumerism support our sustainability agenda and impact our route to market strategy. We believe our efforts will support customers in making responsible choices and ensure customer satisfaction.

04

The Power of One Redington
Diversity at Redington

- Through our global operations, we engage with diverse workforce of 30+ nationalities out of which 18% are women.
- We are committed to building an inclusive culture. In FY24, we introduced various measures, including:
 - We conducted our first diversity survey to understand the needs of a diverse set of people within the organisation
 - We have framed internal DEI policies and goals to help us focus on areas requiring immediate and long-term interventions
 - We introduced DEI training for 100% of our workforce to educate our employees about inclusive culture
- We continue to have at least 30% women representation in our Board of Directors.
- We take supplier diversity and its benefits to our organisation seriously and have covered provisions against the same as part of our procurement policies and programmes.

Global Best Practices through Policies and Procedures

- Our corporate governance framework is aligned to best practices as suggested by global frameworks such as the OECD Principles of Corporate Governance, UN Global Compact, National Guidelines on Responsible Business Conduct (NGRBC), UN Guiding Principles on Business & Human Rights, amongst others.
- We have an active group Whistleblower Policy that covers all stakeholders. We encourage our employees and other stakeholders to report any non-compliance to our Code of Business Conduct (CoBC) and allied policies on our whistleblower hotline managed by a reputed third-party organisation. Our policies and practices provide complete protection against any retaliation.

Our ESG Credentials







ESG Approach (Contd.)

Key Highlights of the Year

Resilient Business

1+ GW

Solar Capacity created in India

27%

Energy efficiency for customers from digital printers sold during FY24

300,000+ devices

End-of-life increased by at least 2 years

2 Million+

People employed through access to technology made available via our sale of devices in partnership with M-KOPA

Reimagined Efficiencies

1%

Renewable energy (7X Y-o-Y increase)

17%

Reduction in emissions per rupee intensity

82%

Global Employee Engagement Score

6%

Energy consumption reduced through energy efficient technologies

Responsible Business Practices

29%

Women representation on Board

43%

Independence in Board composition

100%

Oversight of ESG risks and implementation plan through ESG Committee

100%

Training completion on ACT

Redefined Value Chain Engagement

70%

Trade vendors ESG aligned

50,000+

Beneficiaries from CSR projects undertaken during FY24

1st

Winner of CSRBOX award for Integrated Village Development project with DHAN



25,000+

hours of Skill training through COLTE in partnership with the government through Logistics Skill Council (NSDC)

Targets 2030



Sriram Ganeshan
Global Chief Commercial Officer



Resilient Business



Achieve Net Zero by 2050



Zero Waste to Landfill certification for 100% owned facilities

Reimagined Efficiencies



Reduce attrition rate to 16%



27% women workforce in Redington



8 hours of ESG training per employee per year

Responsible Business Practices



Interlink ESG KPIs to KMP's and BoD



Achieve ISO 27001 certification for Redington corporate offices*

Redefined Value Chain Engagement



70% of Non-Trade Suppliers in compliance with ESG screening criteria



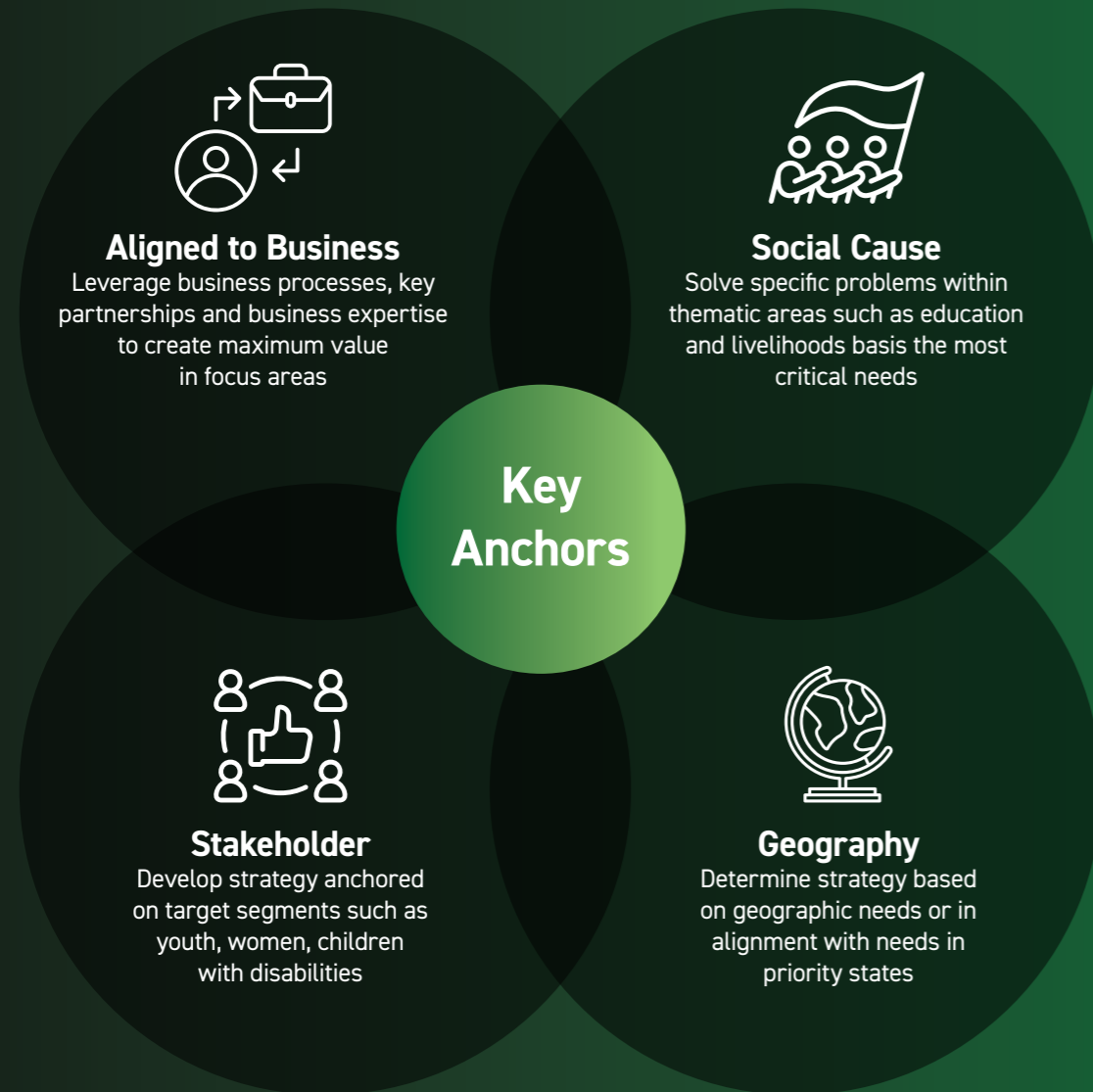
30% of packaging material from recycled/renewable sources across product lines



Be at the top quartile of NPS score (>75%)

*All Redington corporate offices

Approach to CSR



Portfolio with Mix of Breadth and Depth Programmes



Skill to Employ

Skilling programmes in logistics & supply chain management, IT/ITeS/Emerging Technology training programmes, Solar Skill Training programme



Educate to Empower

Digital inclusion through education programmes, behavioural change on health & sanitation, promotion of art & culture



Social

Social progress through environmental programmes, preventive healthcare interventions, integrated village development programmes, need-based interventions aligned to disaster relief, etc.

At Redington,

We are committed to uplifting underserved communities through Redington Foundation, a trust formed to drive various CSR initiatives and aimed at promoting social welfare and sustainability

Approach to CSR (Contd.)

Environment



Augmenting Water in Kurunji Ecosystem for improved well-being of tribals in Kalvarayan and Jawadhu hills Project AWAKE

We are committed to environmental sustainability and preserving natural resources through our CSR initiatives. Our project in the Kalvarayan and Jawadhu hills aims to increase water capacity and provide safe drinking water. We renovated 10 community wells, constructed 14 water tanks, and installed 2 rainwater harvesting structures in government schools. We also provided solar lights for 1,500 households, installed 10 solar streetlights.

The project harvested 125,000 litres of water through rainwater structures. We also provided resources to 1,000 vulnerable communities across 10 villages and 12 institutions. Local user groups and school management committees will collaborate with the Panchayat to address water issues.



4,771

People impacted across 10 villages through renovation of 10 community wells

200

Students impacted across 2 government schools through 2 rainwater harvesting systems

6,000

Households impacted through 1,510 solar light installations



Vitalising Communities' Zealous Action for Generous ecosystem of Urban (VIZAG)

Our initiatives are aligned with the Indian National and Global Agenda of Sustainable Development Goals (SDGs) and have restored an urban waterbody, created a water compendium book, and combatted air pollution, thus revitalising and nurturing the urban ecosystem in Visakhapatnam.

As part of these initiatives, we have trained 50 people in marine cage culture and seaweed culture for eco-friendly livelihoods, established a skill-building centre, raised awareness about e-waste, and installed rainwater harvesting models.

4,027

People impacted directly under this project

29,300

People impacted indirectly under this project



37

Solar Power Units

446

Trees planted

Renewable Energy & Tree Plantation

We provided solar panels for 37 homes and 1 Anganwadi under the Rotary Club of Madras' 'Home for Homeless Project' for the Irula tribal community at Thathaiyur Kandigai Village in Gummidipoondi.

Impact

- Clean and green energy
- Not dependant on other energy sources
- Low maintenance
- Renewable
- Maximum usage

The people in Thathaiyur Kandigai Village hail from economically disadvantaged backgrounds; installing solar panels subsidises the electricity costs for the residents and increases their savings. The initiative also contributes to green energy.

Creation of Smart and Sustainable Villages

Our project, covering four villages in Gummidipoondi of Thiruvallur district in Tamil Nadu, aims to increase awareness on biofuel usage by constructing 20 biogas plants at Panpakkam village, conducting 4 veterinary camps and one solar-powered drinking water RO Plant in Thandalacheri village. Recognising the importance of child rights and protection, we have created art and cultural skill programmes, competitions, and training alongside self-defence and basic spoken English classes for students. The project has helped spread awareness on various issues, including seasonal diseases and prevention, milk productivity of cattle, livestock management, and knowledge of vaccination, etc.

910

School students impacted through this project

1,441

Community members impacted through this project



Approach to CSR (Contd.)

People

Skill Development

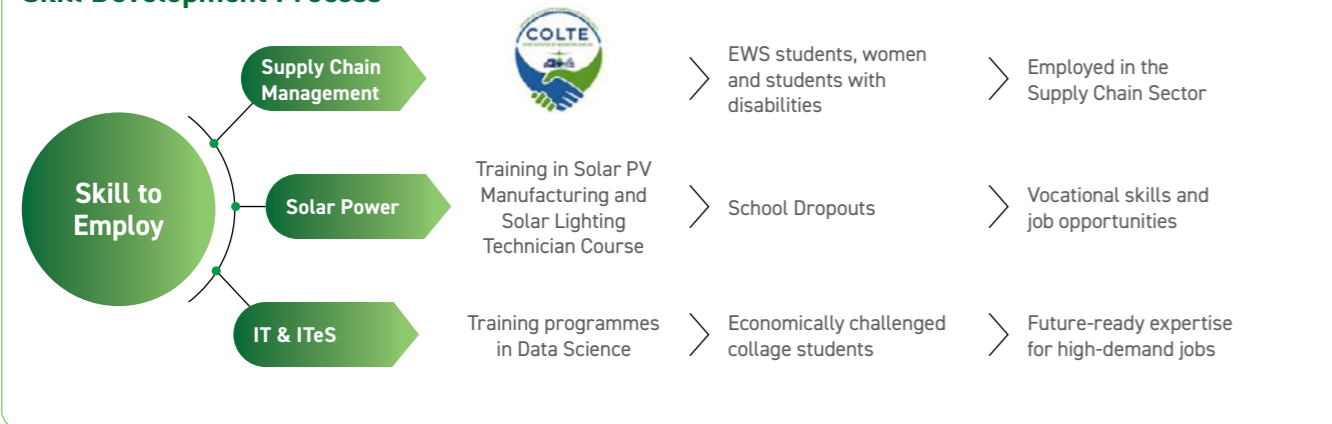
Skill to Employ is a flagship initiative to empower youth from socio-economically backward communities. Through structured training and custom-built facilities, we provide requisite vocational skills to help them take up employment opportunities. Our programmes focus on imparting future-ready skills in the sectors of Supply Chain Management, Solar Power and, IT and ITeS.



1,725

Total number of people trained in FY24

Skill Development Process



Setting up of International Visiting Chair Professorship at IIT Madras

Redington is setting up an International Visiting Chair Professorship at IIT Madras in the area of Logistics and Supply Chain. The occupants of the R Srinivasan International Visiting Chair would undertake research in areas like sustainable supply chain management.

The key outcomes envisaged from this Chair Professorship include:

- International Visiting Chair Professorship at IIT Madras; strengthen research networks across the globe in chosen domains
- Increased visibility of research and academic activities; establish new collaborative research with visiting faculty with new global perspectives
- Seminars and events benefitting students, postdocs, and faculty with multidimensional views
- Outreach activities promoting industry-academia collaboration

Education

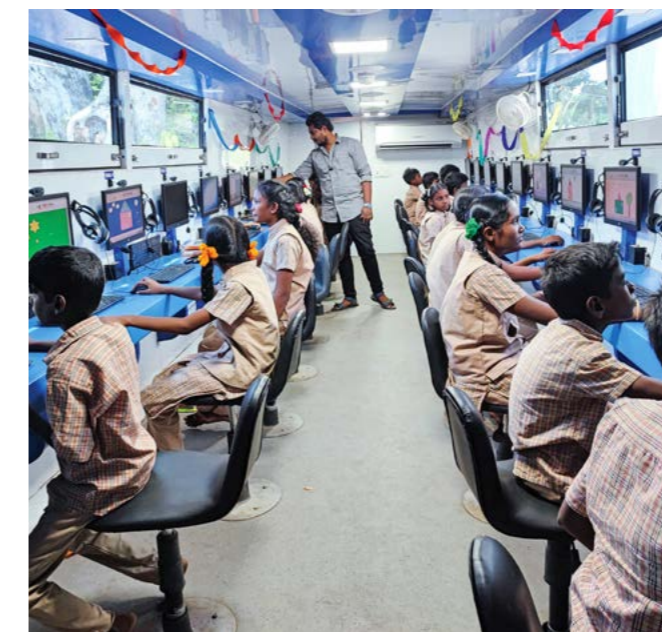
WASH Programme

Through the Water, Sanitation and Hygiene (WASH) programme, we have constructed toilets, hand wash stations, and drinking water stations in 16 schools in West Bengal, Haryana and Tamil Nadu. Providing access to child, gender, and disabled-friendly WASH facilities in schools, the project promotes improved hygiene behaviour amongst school students, teachers, and school staff including Mid-Day Meal (MDM) Workers, etc. Menstrual Hygiene Management (MHM) among adolescent female students was also conducted as a part of this project.



10,271

Students gained access to WASH facilities in schools through this project



Hewlett Packard (HP) WOW Bus

Our HP – World on Wheels (WoW) digital buses enable digital literacy programmes for students from grades 6 to 8 in Athoor and Nillakottai blocks in the Dindigul district of Tamil Nadu. Facilitating support for employment to the youth, the project promotes computer knowledge, cognitive development and online data services. Through this project, we have reached 1,406 school students, including youths. We have also impacted 17,432 community members through awareness programmes related to plastic usage, garbage disposal, water stagnation, and water collection points.

1,406

School students

17,432

Community members benefitted

Approach to CSR (Contd.)

Edu-Tech-Academic Bridge Course

Our project focuses on improving functional literacy and numeracy, and digital literacy among students from grades 4 to 8 through tablets to boost their reading, writing, and basic arithmetic skills. We provided our Academic Bridge Course to underprivileged school students from Pandalur, in Nilgiri District in Tamil Nadu and Uluberia Municipality in West Bengal, across 14 schools with trained educators to introduce the tech-based curriculum.

1,720

Students benefitted under this project



Health and Wellness



Mobile Health Unit (MHU)

The Mobile Health Unit (MHU) provides basic health care services to the villages in the Gummidipoondi block, Tiruvallur District. Through this initiative, patients of all age groups across 10 villages have benefitted from regular health check-ups at their doorsteps. Various health awareness programmes are also conducted on special occasions alongside community sensitisation on health education and awareness. The project has helped in the early detection of complications for bedridden and elderly patients in the villages.

2,584

Patients availed regular health checkups from this project

Donation of Medical Equipment

As a part of our CSR health Programme, we have donated multiple medical equipments, including 5 dialysis machines, 1 CRRT (Continuous Renal Replacement Therapy) for the dialysis department, 2 electrosurgical generators and 17 Smart Vision Glasses to elevate healthcare standards for 4 hospitals. Additionally, ambulance support is also provided to Raja Sir Ramaswamy Mudaliar (RSRM) Lying-in Hospital to make the hospital accessible for pregnant women and general patients, reducing high risk and mortality.



Hospitals Benefitted

Hindu Mission Health Services, Tambaram

- ◆ 1 CRRT (Continuous Renal Replacement Therapy) for the dialysis department

Kanchi Kamakoti CHILDS Trust Hospital, Nungambakkam

- ◆ Electrosurgical Generators

Hindu Mission Health Services, Nanganallur

- ◆ 5 dialysis machines

VHS Hospital

- ◆ 17 Smart Vision Glasses

Dialysis Machines

Need for Dialysis

The demand for dialysis is increasing day-by-day due to an influx of newly-diagnosed patients.

Objective

The Hindu Mission Health Services provides free-of-cost dialysis services for the needy.

Beneficiaries

This machine can service 15,000 dialysis cycles for a duration of five years. All other costs are borne by the hospital.

Electrosurgical Generators

Objective

Electrosurgical generators are used in operation theatres. It is important to provide quality healthcare that ensures care and attention for children and other patients undergoing treatment, offered by up-to-date technology and modern equipment, irrespective of social or economic strata.

Beneficiaries

Children undergoing various surgeries at The Kanchi Kamakoti CHILDS Trust Hospital within the year will be greatly benefitted.

CRRT (Continuous Renal Replacement Therapy)

About CRRT

A form of dialysis providing continuous and slow removal of waste products and excess fluids from the blood that mimics kidney functions.

Beneficiaries

Patients hailing from economically weaker backgrounds will benefit from this equipment.

Smart Vision Glasses

A wearable device for the visually impaired that uses an Artificial Intelligence (AI) electronic brain.


About Smart Vision Glasses

The glasses support various Indian regional languages along with English for better accessibility.




Governance


Board of Directors




01




02




03




04



05



06



07

43%
Independent Directors

2
Women Directors on our Board

30+
Average years of relevant industry experience

01. Professor J. Ramachandran
Chairman, Non- Executive Non Independent Director

Professor Ramachandran is a qualified Chartered Accountant, and a Fellow of the Indian Institute of Management, Ahmedabad. He is a Professor of Corporate 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, Organisation Science, Journal of International Business Studies, and Global Strategy Journal. Professor Ramachandran's research has won the IMD FDC Award and several best paper proceedings from the Academy of Management, USA.

His teaching cases have been recognised with multiple awards from The European Foundation for Management Development and The Association of Indian Management Schools awards from The Association of Management Development Institutions in South Asia and The Central and East European Management Development Association as well as the Tata Steel-IIMB Best Case Award. Over the years, he has also won multiple best teacher awards at IIM Bangalore. An engaged scholar, Professor Ramachandran advises both Indian and multinational firms.

02. Tu, Shu-Chyuan
Non Executive Non Independent Director

Mr. Tu, Shu-Chyuan is currently VP of Synnex Group, Asia's largest ITC distribution & supply-chain service provider, overseeing the group business direction and developing strategy as well as vendor cooperation. He joined Synnex in 1994, bringing expertise in business strategy, product marketing and channel management.

Mr. Tu is also a veteran in marketing, with expansive knowledge of commercial and consumer channels, relationships inside and outside of Synnex, and strong process focused execution and management. Under his management, Synnex's footprint has expanded to 51 markets and its turn over increase has almost doubled to US \$26.4 Billions in the past decade. Mr. Tu is also the Director of Board of Synnex HQ and every JV Company.

Mr. Tu has more than 40 years working experience in the global IT industry. Before joining Synnex, he worked for Novell and various communication & computer networking companies for more than 10 years in the United States.

03. Chen, Yi-Ju
Non Executive Non Independent Director

Ms. Chen joined Synnex in 2008 and is now in charge of overseas subsidiaries management and investment management. At 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 experience in financial investment and corporate finance in the IT industry.

04. B. Ramaratnam
Independent Director

Mr. Ramaratnam graduated from the University of Mumbai. He is a Chartered Accountant. His first professional stint was with PricewaterhouseCoopers at Chennai after which he joined AF Ferguson & Co and Deloitte Haskins & Sells where he was an Audit Partner till March 2015. During the course of his illustrious 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.

05. Anita P Belani
Independent Director

Ms. Anita is a seasoned professional with over 30 years of experience as a senior business & human capital leader. She is a director on the board of Eternis Fine Chemicals, Foseco India Limited, IDFC asset management Company Limited, IDFC Financial Holding Company Limited and also was the Operating Partner at Gaja Capital. She has previously held director positions on the boards of Wanbury Ltd., Laxmi organic industries Ltd., SV Edusports, Eurokids International, etc. Ms. Belani is an ICF Accredited Executive Coach and has 15 years of coaching experience under her belt having coached several C-suite level executives across various sectors. Prior to joining Gaja Capital, she was associated with Global corporates at senior positions; Russell Reynolds Associates as its Managing Director- India operations, Watson Wyatt India as its Country Head. She has worked in the US with Sun Microsystems as its global Senior HR Business Partner and KPMG USA as Director HR. She has also worked with American Express TRS in the early part of her career. Ms. Anita takes keen interest in mentoring startups and is a key member of the lead angels network which focuses on investing in early stage companies.

06. Sudip Nandy
Independent Director

Mr. Sudip Nandy is an accomplished leader with over 40 years of experience. During his career he has lived in and helped build and grow companies in India, the USA and the UK. Sudip was a Senior Advisor at Private Equity firm ChrysCapital and he has also been a Managing Director and Operating Partner at ChrysCapital for the last 5+ years. During this tenure he has been Executive Chairman of California headquartered Infogain Corporation and Board Member at Liquid Hub Inc which is now a part of Cap Gemini. Sudip was a Director on the Board of Mumbai based GeBBS Healthcare which does revenue cycle management for healthcare providers in USA and in Results CX, a BPM company headquartered in the USA. Sudip is also an investor and a Director on the Board of Artison Agrotech a Madhya Pradesh head-quartered company involved in bamboo-based products from plantation to end products sold in India and abroad. He is also non-Exec Chair on the board of a pioneering electric-2-wheeler company Ampere Vehicles which is now a brand of Greaves Cotton Ltd. Earlier he had spent 25+ years in Wipro and during this time he has been head of US Engineering R&D Business and later the overall head of European Operations. Sudip's last two roles were President of Technology, Media and Telecom business and also the Chief Strategy Officer handling mergers and acquisitions. He worked with and directly reported to Mr. Azim Premji, then Chairman of Wipro.

07. S.V. Krishnan
Finance Director (Whole-time)

Mr. Krishnan brings a wealth of experience in financial management and strategy. He has a deep understanding of financial operations, including budgeting, forecasting, risk management, and compliance. Since joining Redington Limited, Mr. Krishnan has played a key role in the Company's growth. During his tenure as Head of Finance at Redington, he was involved in the Company's equity raising process including the listing in India during the year 2007.

In addition to his financial expertise, Mr. Krishnan has demonstrated strong leadership skills and ability to collaborate cross-functionally to achieve business objectives. Prior to joining Redington, he was employed with Ashok Leyland Limited.

Management Discussion and Analysis

Economic Overview

Global Economic Review

In 2023, the global economy exhibited unexpected resilience despite facing significant challenges, including concerns about stagflation and recession. Economic activity remained robust, with inflation rates descending from their mid-2022 peak. This resilience was bolstered by higher-than-anticipated government spending and household consumption, along with an unforeseen expansion in labour force participation. Central banks across the globe implemented interest rate hikes to restore price stability, while adjustments in mortgage and housing markets mitigated the immediate impact of these rate hikes.

The global growth rate for 2023 stood at a steady 3.2%. Although modest by historical standards, this rate reflects the resilience of the global economy amidst high borrowing costs, reduced fiscal support, and geopolitical tensions, including the Russia-Ukraine War and the Red Sea Crisis.

World economic outlook growth projections (Real GDP, annual percentage change):

| World output | Estimate | Projections | |
|---|----------|-------------|------|
| | 2023 | 2024 | 2025 |
| World Output | 3.2 | 3.2 | 3.2 |
| Advanced Economies | 1.6 | 1.7 | 1.8 |
| United States | 2.5 | 2.7 | 1.9 |
| Euro area | 0.4 | 0.8 | 1.5 |
| Emerging Markets and Developing Economies | 4.3 | 4.2 | 4.2 |
| Emerging and Developing Asia | 5.6 | 5.2 | 4.9 |
| China | 5.2 | 4.6 | 4.1 |
| India | 7.8 | 6.8 | 6.5 |

Source: World Economic Outlook April 2024, IMF

Domestic Indian Economic Review

The Indian economy expanded impressively by 7.6% during FY24, driven by robustness across various sectors. Consumer confidence surged, as indicated by the RBI's household survey, reflecting growing household optimism. Enterprise surveys supported this sentiment, highlighting favourable business conditions, increased production levels, and improved employment prospects. The economy demonstrated vigorous activity, supported by strong GDP growth and corroborated by high-frequency indicators such as e-way bills, toll collections, and automobile sales.

The labour market showed improvement, with the unemployment rate declining to 7.6% in March 2024. The organised sector, in particular, saw increased job creation, enhancing employment opportunities across the country. Agricultural activities also contributed significantly to rural employment, particularly with the onset of the rabi harvest, which led to decreased demand for work under the Mahatma Gandhi National Rural Employment Guarantee Scheme

Despite expectations of declining inflation, it remained a concern, particularly in emerging markets, where economies are predicted to return to inflation targets more slowly than their advanced counterparts.

Global Outlook

Projections from the International Monetary Fund (IMF) suggest that the global economy is poised to expand by 3.2% in both 2024 and 2025. Building on the resilience shown in 2023, there is potential for gradual improvement and a return to a more robust growth trajectory. Inflation is expected to decline gradually, especially in advanced economies, as central banks begin to ease policies. Furthermore, increased multilateral cooperation to tackle issues like climate change and geo-economic fragmentation could foster shared prosperity. By collaborating to facilitate the transition to green energy and promoting inclusive growth, nations can contribute to a more resilient and equitable global economy.

(MGNREGS). Fiscal management remained prudent, with the gross fiscal deficit of the Union government within estimates and direct tax collections growing by 21.6% Y-o-Y.

Inflation moderated throughout the fiscal year, with both food and core inflation easing. While rural inflation experienced a marginal uptick, urban inflation moderated, with the all-India CPI stabilising at 4.9% in March 2024.

Domestic Outlook

The Reserve Bank maintained its GDP growth forecast at 7.0% for FY25. India is on the course to become the world's third-largest economy by 2030, driven by strong domestic consumption, visible structural demand, and a robust corporate and banking sector. The country's recovery is powered by shifts to renewable energy, improved trade policies, significant infrastructure investments, and digitalisation. With comprehensive strategic reforms, India is poised for sustained economic growth.

Source: RBI Bulletin

Information and Communication Technology (ICT)

Industry Overview

Global

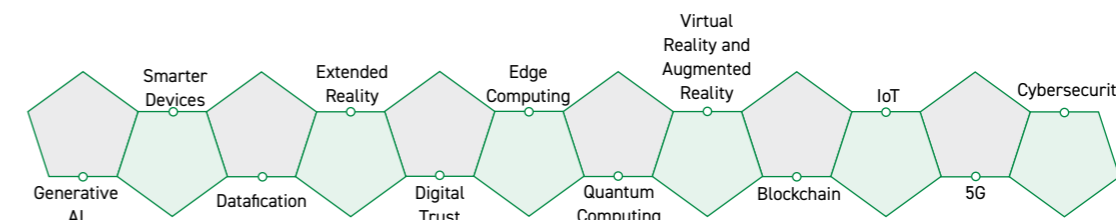
Globally, Gartner predicts that IT spending will see a significant increase of 6.8% in 2024, reaching a total of \$5 Trillion. Despite a slight reduction from previous forecasts, this growth underscores a vital industry trend. While the focus on generative AI (GenAI) captured considerable attention in 2023, it is not expected to substantially impact IT spending immediately. Instead, traditional factors such as profitability and labour dynamics will continue to drive investment decisions, with GenAI likely influencing spending patterns more significantly in the long term. A key development for 2024 is the projected shift in IT services spending, expected to surpass spending on communications services for the first time, reflecting enterprises' growing emphasis on efficiency and optimisation amid ongoing economic uncertainties. While consumer spending on devices and communications services has stabilized, the demand for software and services continues to grow, driven by enterprises leveraging technology for revenue generation and operational enhancements.

Worldwide IT Spending Forecast (Millions of U.S. Dollars)

| Category | 2023 Spending | 2023 Growth (%) | 2024 Spending | 2024 Growth (%) |
|-------------------------|---------------|-----------------|---------------|-----------------|
| Data Centre Systems | 243,063 | 7.1 | 261,332 | 7.5 |
| Devices | 699,791 | -8.7 | 732,287 | 4.6 |
| Software | 913,334 | 12.4 | 1,029,421 | 12.7 |
| IT Services | 1,381,832 | 5.8 | 1,501,365 | 8.7 |
| Communications Services | 1,440,827 | 1.5 | 1,473,314 | 2.3 |
| Overall IT | 4,678,847 | 3.3 | 4,997,718 | 6.8 |

Source: Gartner (<https://www.gartner.com/en/newsroom/press-releases/01-17-2024-gartner-forecasts-worldwide-it-spending-to-grow-six-point-eight-percent-in-2024#:~:text=Spending%20on%20IT%20Services%20to,quarter's%20forecast%20of%208%25%20growth.>)

Emerging Trends in the Global IT industry



MENA

According to the latest forecast by Gartner, Inc., IT spending in the Middle East and North Africa (MENA) region will witness an increase of 5.2% from 2023 - bringing the total forecast to US\$193.7 Billion in 2024.

MENA IT services spending are also expected to record an increase of 9.6% in 2024. The primary focus for CIOs in the MENA region is on everyday lower cost use cases, and are expected to increase cloud services spending. Security continues to remain a key focus area. This includes purchases of products, services, and tools through the 'XaaS' (Anything as a Service) consumption model.

MENA IT Spending Forecast, 2023-2024

| Category | 2023 Spending | 2023 Growth (%) | 2024 Spending | 2024 Growth (%) |
|-------------------------|---------------|-----------------|---------------|-----------------|
| Data Centre Systems | 4,826 | 5.5 | 4,809 | (0.3) |
| Devices | 28,379 | (1.8) | 27,092 | (4.5) |
| Software | 13,555 | 8.0 | 15,229 | 12.3 |
| IT Services | 17,338 | 4.6 | 19,016 | 9.6 |
| Communications Services | 120,026 | 9.0 | 127,584 | 6.3 |
| Overall IT | 184,124 | 6.6 | 193,731 | 5 |

Source: Gartner

Management Discussion and Analysis

INDIA

For India, Gartner's latest forecast predicts significant growth in IT spending for 2024, with a projected increase of 10.7% from the previous year, reaching \$124.6 Billion. This marks a return to positive growth following a decline in IT spending in 2023. Key drivers include investments in artificial intelligence (AI) and generative AI (GenAI), expected to increasingly influence IT spending by 2025. Indian organisations are likely to invest in AI and automation to enhance operational efficiency and address the ongoing shortage of IT talent.

The adoption of digital technologies such as AI, machine learning, and secure access service edge (SASE) is expected to drive increased spending on software and IT services. The scarcity of internal skills within Indian businesses will further fuel growth in IT services spending in 2024. Software spending is projected to increase by 18.5%, while IT services spending is forecasted to grow by 14.6%. Additionally, device spending is expected to witness a strong resurgence, growing by 10.1% Y-o-Y, driven by Indian consumers'.

| Category | 2022 Spending | 2022 Growth (%) | 2023 Spending | 2023 Growth (%) | 2024 Spending | 2024 Growth (%) |
|---------------------|---------------|-----------------|---------------|-----------------|---------------|-----------------|
| Data Center Systems | 3,607 | 18.6 | 3,766 | 4.4 | 4,121 | 9.4 |
| Devices | 49,853 | 2.0 | 46,309 | -7.1 | 51,000 | 10.1 |
| Software | 13,115 | 15.1 | 14,931 | 13.8 | 17,689 | 18.5 |
| IT Services | 21,837 | 13.3 | 23,262 | 6.5 | 26,651 | 14.6 |
| Communications Svcs | 24,651 | 0.2 | 24,287 | -1.5 | 25,148 | 3.5 |
| Overall IT | 113,063 | 5.5 | 112,554 | -0.5 | 124,609 | 10.7 |

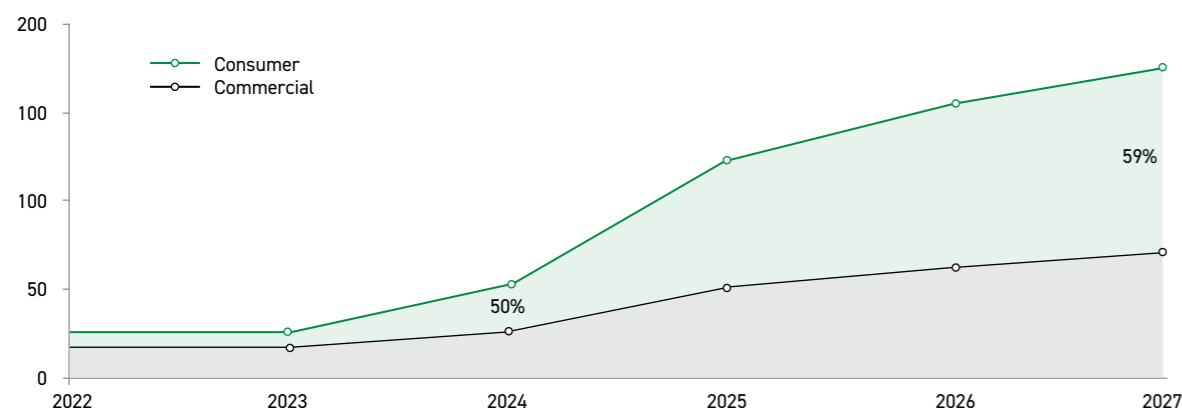
Industry Overview – Global Perspectives

Consumer IT

In 2023, global PC shipments totalled 247 Million units, marking a 13% drop compared to 2022. Despite these challenges, the PC industry exhibited resilience, hinting at a positive future. The market witnessed a better holiday season than the previous year, supported by inventory corrections in earlier quarters. With improving economic conditions, both companies and individuals are expected to resume PC spending after delays. Looking forward to 2024, a surge in PC innovation is anticipated, especially in on-device AI capabilities. It is projected that one in five PCs shipped in 2024 will have AI capabilities, driven by dedicated chipsets like NPUs. The commercial sector is expected to rapidly adopt AI-capable PCs due to benefits in productivity, security, and cost management. Canalys forecasts that by 2027, over 170 Million AI-capable PCs will be shipped, with a majority deployed in commercial settings, accounting for nearly 60% of shipments.

Most AI-capable PCs deployed commercially by 2025

AI-capable PC shipment forecasts by segment 2022 to 2027



Source: Canalys forecasts, PC Analysis, January 2024

247 Mn

PC shipments in 2023

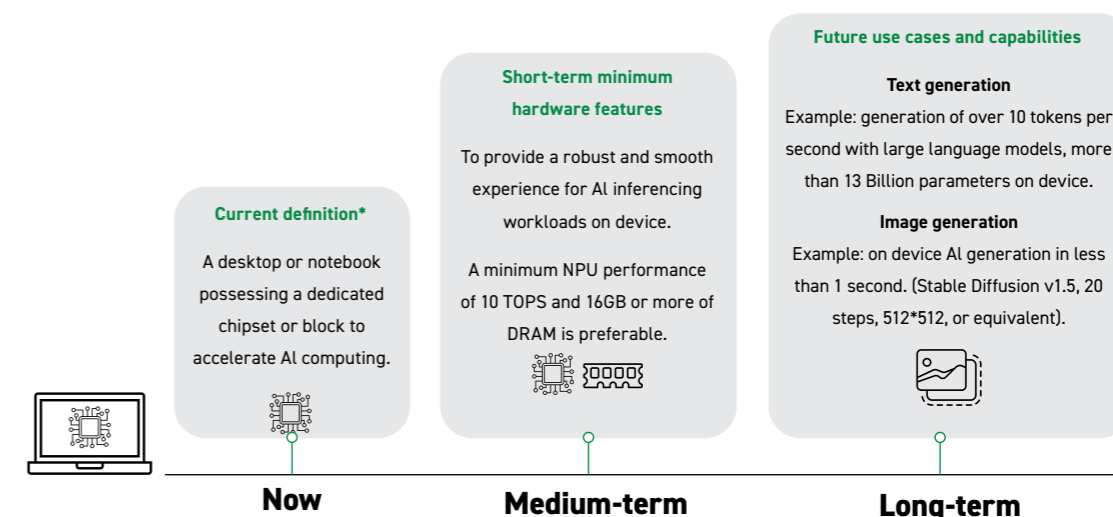
The Evolution of AI Capable PCs

With the advent of AI-capable PCs, we propose a structured framework to categorise and monitor these innovative devices within the market. Initially, this framework establishes a hardware-based definition, necessitating dedicated chipsets or blocks, known as Neural Processing Units (NPUs), to manage on-device AI workloads effectively. As the industry evolves, we anticipate a significant rise in the prevalence of AI-capable PCs, with projections suggesting that nearly one in five PCs shipped in 2024 will be equipped with these capabilities. We expect developers to leverage on-device AI capabilities extensively, leading to the creation of new features and applications designed to maximise the potential of NPUs.

Our vision for the AI-capable PC definition is to adapt and stay relevant with evolving industry trends, such as the integration of mainstream processors with dedicated AI computing capabilities. Additional criteria may include minimum hardware specifications, such as NPU performance metrics and memory requirements, to ensure optimal user experiences for on-device AI tasks.

Moreover, as AI applications become more widespread, we foresee the implementation of a nuanced grading system to assess PCs based on their AI functionalities and capabilities. Future considerations may include the integration of large language models and benchmarking metrics to distinguish PCs that are best suited for specific AI-driven workloads.

Evolving considerations for on-device AI experience



Enterprise and Cloud

According to Gartner, Inc.'s latest forecast, global end-user spending on public cloud services is expected to surge by 20.4% in 2024, reaching an impressive \$678.8 Billion, up from \$563.6 Billion the previous year. This substantial growth highlights the critical role that cloud technology plays in contemporary business operations.

A key driver of this accelerated cloud adoption is the deployment of generative AI (GenAI) services, which leverage the vast scale and flexibility of the public cloud infrastructure. However, the successful implementation of GenAI hinges on more than just technical capabilities; it also requires addressing various non-technical considerations such as cost, privacy, sovereignty, and sustainability. Cloud providers that can effectively navigate these challenges are poised to capture significant revenue opportunities as GenAI adoptions continue to rise.

\$678.8 Bn

Global end-user spending on public cloud, 2024 (projected).

In 2024, robust growth is anticipated across all segments of the cloud market. Infrastructure-as-a-Service (IaaS) is expected to see the highest end-user spending growth at 26.6%, closely followed by Platform-as-a-Service (PaaS) at 21.5%. This growth underscores the increasing reliance on cloud-based infrastructure and platforms to drive innovation, scalability, and agility in organisations globally.

Management Discussion and Analysis

Worldwide Public Cloud Services End-User Spending Forecast

| Cloud Service Category | (in Million US\$) | | |
|--|-------------------|----------------|----------------|
| | 2022 | 2023 | 2024 |
| Cloud Application Infrastructure Services (PaaS) | 119,579 | 145,320 | 176,493 |
| Cloud Application Services (SaaS) | 174,416 | 205,221 | 243,991 |
| Cloud Business Process Services (BPaaS) | 61,557 | 66,339 | 72,923 |
| Cloud Desktop-as-a-Service (DaaS) | 2,430 | 2,784 | 3,161 |
| Cloud System Infrastructure Services (IaaS) | 120,333 | 143,927 | 182,222 |
| Total Market | 478,315 | 563,592 | 678,790 |

Mobility

Gartner, Inc. forecasts significant growth and transformative shifts in the smartphone industry, driven by the proliferation of AI capabilities and the introduction of generative AI (GenAI) smartphones. By the end of 2024, worldwide shipments of GenAI smartphones are projected to reach 240 Million units, marking a substantial increase from 29 Million units in 2023.

GenAI smartphones feature advanced hardware and software capabilities that enable seamless integration and efficient execution of AI-driven features and applications. However, despite this growth, GenAI smartphones are not expected to significantly bolster overall smartphone demand until 2027. Consumers are likely to await the development of groundbreaking applications that justify the premium prices associated with these advanced devices.

Industry Overview – Indian Perspectives

Consumer IT

In 2023, the India Traditional PC market shipped 13.9 Million units, marking a 6.6% decline Y-o-Y. This downturn was largely due to mixed performances across different PC categories. Desktops saw a modest increase of 6.7% Y-o-Y, while notebooks and workstations recorded declines of 11.1% and 14%, respectively.

13.9 Mn

Shipments in 2023

A segment-wise breakdown highlights varied trends: the consumer segment experienced a 3.1% drop, driven by tepid demand amid economic uncertainties. The commercial sector, however, faced a sharper decline of 9.7% due to reduced enterprise demand. In contrast, the education and government sectors demonstrated robust growth, with increases of 80.5% and 18% respectively, acting as significant market drivers.

Despite initial challenges post-pandemic, the market showed resilience and adaptability, buoyed by regulatory changes, improved market sentiment, and strategic vendor initiatives. The fourth quarter saw a rebound in both consumer and commercial segments, suggesting a positive trajectory moving forward.

Outlook

Canalys projects substantial growth for the Indian PC market, with a forecast of 14% Y-o-Y growth in 2024, and 15% in 2025. This optimism is underpinned by anticipated strong commercial procurement, driven by digital transformation efforts, remote work adaptations, and pent-up demand following pandemic-related disruptions.

Two key trends are poised to influence the market in 2024. First, the integration of AI is expected to surge, especially as Windows 10 support concludes, driving demand for AI-enabled PCs to boost productivity and efficiency. Additionally, the revised Production Linked Incentive (PLI) scheme for IT hardware aims to boost local PC production, offering consumers a wider range of locally tailored products, thereby enhancing competition and innovation in the sector.

Mobility

In 2023, the Indian smartphone market experienced a nominal 1% Y-o-Y growth, shipping 146 Million units. The year was characterised by contrasting halves: a 10% decline in the first half followed by an 11% growth in the latter. Despite marketing efforts, consumer demand remained subdued, leading to high inventory levels. The average selling price (ASP) hit a record \$255, up by 14% Y-o-Y, spurred by greater adoption in the premium segment (\$600+) and a significant uptake in 5G smartphones, which now represent 55% of the market.

As 2024 approaches, cautious inventory management is anticipated, with stakeholders needing to address challenges like surplus stock and rising average selling prices, while capitalising on the opportunities in the premium and 5G segments to foster sustainable growth.

India Smartphone Market Share

| Brands | 2022 Market Share | 2023 Market Share | Year-over-Year unit change |
|--------------|-------------------|-------------------|----------------------------|
| 1. Samsung | 18.1% | 17.0% | (5.3%) |
| 2. Vivo | 14.1% | 15.2% | (8.2%) |
| 3. Realme | 14.5% | 12.5% | (12.9%) |
| 4. Xiaomi | 17.8% | 12.4% | (29.6%) |
| 5. OPPO | 11.9% | 10.3% | (12.2%) |
| 6. Apple | 4.6% | 6.4% | 38.6% |
| 7. OnePlus | 4.1% | 6.1% | 48.7% |
| 8. POCO | 3.2% | 4.9% | 54.2% |
| 9. Infinix | 2.3% | 3.1% | 39.8% |
| 10. Tecno | 2.4% | 2.9% | 19.9% |
| Others | 7.0% | 9.2% | 33.0% |
| Total | 100.0% | 100.0% | 0.8% |

Outlook

In the coming years, the Indian smartphone market is set to undergo transformative changes, driven by several key trends. OEMs are placing a heightened focus on Colour, Material, and Finish (CMF) to captivate consumers across various price segments. Additionally, advancements in audio-video technologies, such as Dolby Atmos and Dolby Vision, are expected to enhance multimedia experiences, allowing users to enjoy richer audio-visual content and share higher-quality media on platforms like Moj. The integration of GenAI technology will further revolutionise content creation and digital assistants, offering more personalised and intelligent functionalities.

Moreover, foldable smartphones are poised to gain traction within the premium market segment, with shipments anticipated to exceed one Million units in 2024, reflecting a growing preference for innovative smartphone designs.

Cloud

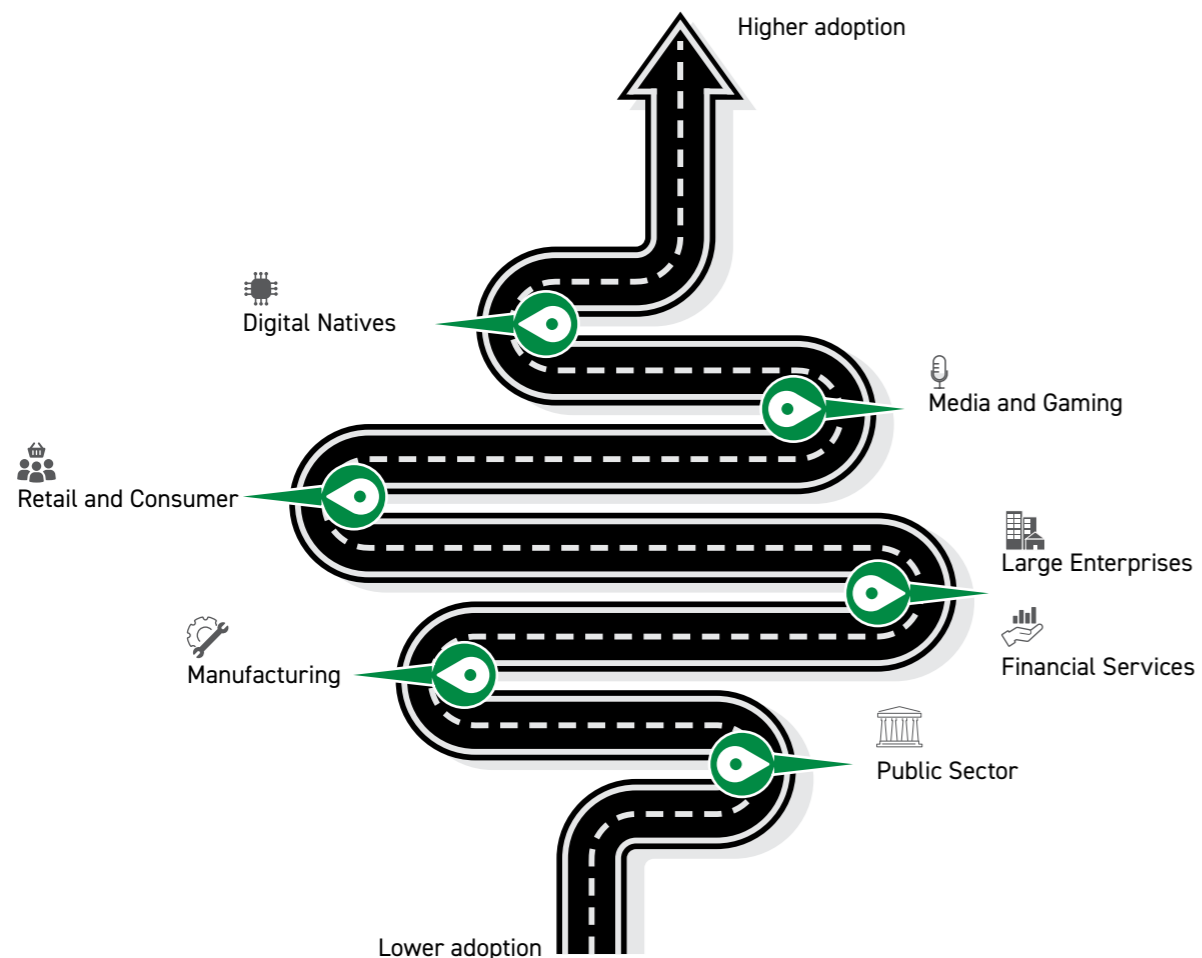
The Indian public cloud services (PCS) market is experiencing rapid growth and evolution, fuelled by a combination of factors including digital transformation initiatives, increasing reliance on cloud-native solutions, and the adoption of

emerging technologies like artificial intelligence (AI). In the first half of 2023, the market generated revenue of \$3.8 Billion, with SaaS emerging as the largest segment, followed by IaaS and PaaS solutions. This growth trajectory is expected to continue, with the market projected to reach \$17.8 Billion by 2027, growing at a compound annual growth rate (CAGR) of 22.9% between 2022 and 2027.

Key drivers of this growth include enterprises' investments in modernising applications, developing cloud-native solutions, and exploring AI-driven technologies. GenAI tools, including chatbots and conversational AI, are gaining traction for use cases such as cost optimisation, application development, and workload testing. Additionally, there's an increasing emphasis on GenAI's potential to enhance cloud security and infrastructure management.

Leading cloud service providers are making significant investments in India, underscoring their confidence in the potential of the market. Traditional segments like IaaS, collaborative applications, CRM, and ERM continue to drive growth, while there is also a surge in demand for AI and data management offerings, reflecting evolving customer needs in cloud services.

Management Discussion and Analysis



Digital and 3D printing

The Indian Digital and 3D printing market is set for impressive expansion, projected to reach \$1.79 Billion by 2030, with a robust compound annual growth rate (CAGR) of 28.1% from 2023 to 2030.

Several drivers are propelling the growth of this market in India. The availability of a diverse range of materials suitable for additive manufacturing, combined with the presence of 3D printing service providers and manufacturing bureaus, offers easy access to additive manufacturing capabilities. Furthermore, a thriving additive manufacturing startup ecosystem is driving innovation and providing localised solutions. Advances in printer capabilities, materials, and post-processing techniques, further bolster the industry growth.

Despite these promising prospects, the Indian digital and 3D printing market faces challenges. The relatively high costs associated with additive manufacturing technologies, including printers, materials, and post-processing equipment, may restrict accessibility and adoption, especially for small and medium-sized enterprises.

Additive manufacturing is gaining traction across various industries in India, including automotive, aerospace, defence,

healthcare, consumer electronics, and power and energy. The technology is increasingly used for prototyping, tooling, and producing functional parts, highlighting its versatility and broad applicability.

In recognition of the potential of additive manufacturing, the Indian government has introduced the "National Strategy for Additive Manufacturing". This strategy aims to create a supportive environment for the development and deployment of AM technologies, with a vision to position India as a global hub for additive manufacturing. The government targets capturing a 5% share of the global AM market by 2025, demonstrating its commitment to fostering growth and innovation in this sector.

Solar Market

The Indian solar energy market is on an impressive growth trajectory, fuelled by ambitious targets, favourable government policies, and a growing environmental consciousness. It is projected to soar to around \$238 Billion by 2030, exhibiting a staggering compound annual growth rate (CAGR) of approximately 40% between 2023 and 2032.

We are witnessing a significant shift in India's energy landscape towards renewable, low-carbon sources, driven

by the imperative to meet our soaring energy demands sustainably. The nation's commitment to achieving net zero carbon emissions by 2070, along with the target to fulfil 50% of electricity needs from renewable sources by 2030, underscores the pivotal role of solar energy in this transition.

Several factors contribute to the robust growth of our solar energy market. Favourable government policies, including subsidies, tax incentives, and renewable energy targets, stimulate investment and deployment in the sector. Additionally, technological advancements, declining costs of solar equipment, and increasing investor interest further propel market expansion.

Outlook

The projected growth trajectory of India's solar energy market reflects the immense opportunities that lie ahead. As we continue our transition towards renewable energy, stakeholders in the solar sector can expect favourable market conditions, supported by government initiatives, increasing investments, and a growing awareness of the importance of sustainability. As the nation strives to meet its energy needs while addressing climate change concerns, the solar sector is poised for significant growth and will play a pivotal role in shaping our energy future.

Standalone financial performance

The standalone financial statements of the Group have been prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards), as amended from time to time.

The standalone financial statements are presented in Indian Rupees (₹). Financial information has been rounded off to the nearest Crores unless otherwise indicated.

The financial year 2023-24 has been a year of normalisation post covid and growth. Robust growth in both revenue and profitability is due to favourable market conditions in mobility and enterprise segment, faster ramp up post supply constraint and covid, robust collections, and strong relationships with the partners.

This being an analysis of the standalone financial statements, dividend income from subsidiaries and gain on sale of Automated Distribution Centre (ADC) has not been reckoned since it's a one-time income.

Revenue

Revenue grew by 16.7% during the financial year 2023-24 with a CAGR of 17.2% for 5 years.

The growth was largely driven by enterprise, mobility and cloud segment which grew by 24%, 43% and 40% due to favourable market conditions and new product launches.

Consumer segment de-grew by 4% due to reduced demand.

Revenue

CAGR 17.2% (₹ in Crores)

| | |
|------------|--------|
| FY 2023-24 | 41,228 |
| FY 2022-23 | 35,341 |
| FY 2021-22 | 27,019 |
| FY 2020-21 | 22,721 |
| FY 2019-20 | 18,633 |
| FY 2018-19 | 16,851 |

Other income

Other income grew by 102.5%, due to income from short term investments, bank deposits, interest on income tax refund and recovery from bad debts previously written off.

Gross Margin

Gross margin remained constant at 4.2% due to growth in enterprise and cloud segment offset by growth in mobility segment.

Expenses

Employee benefit expenses

Employee cost increased by 9.5% and was at 0.6% of revenue (0.7% in previous year) for the financial year 2023-24.

Reduction in cost as a percentage of revenue was achieved by exercising caution on increase in employee cost and headcount. Increase in employee cost is primarily on account of:

- Increments awarded during the normal course of business.
- Capacity building in cloud and mobility segments.

Other expenses

Other expenses increased by 7.9% during the financial year 2023-24. This increase is lower than revenue growth of 16.7%. The increase is on account of:

- Variable cost such as warehousing, freight & insurance which increased by 6% over previous year which is lower than corresponding increase in revenue (16.7%). This is primarily due to reduction in insurance costs.
- Investment initiatives which increased by 14.6% over previous year towards automation and digitisation.
- Factoring and bank charges which increased by 48% over previous year due to non-recourse factoring and LC discounting charges to mitigate receivable risk.

Company continues to perform periodic reviews and follow effective cost control measures including hybrid work policy to minimise the cost. These initiatives reduced other

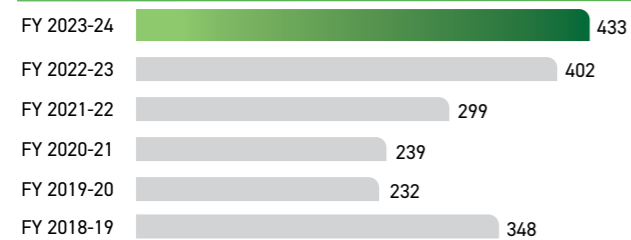
Management Discussion and Analysis

expenses by 0.1% as a ratio to revenue. Notable cost savings are as below:

- Sales promotion expense by 32% over previous year and these are majorly compensated by the vendors and hence does not affect the profitability of the Company.
- Provision for Bad & Doubtful debts by 45% over previous year. Strict control on credit & receivables resulted in lower provisioning under "Expected Credit Loss" method.

Other expenses

CAGR 13.4% (₹ in Crores)



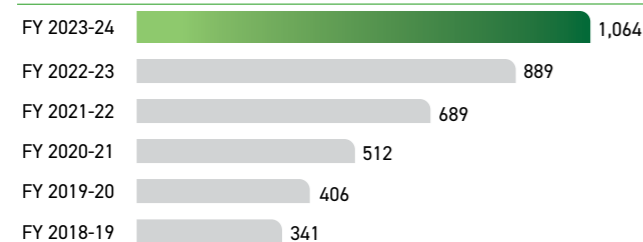
EBITDA

EBITDA grew by 19.8% as against revenue growth of 16.7%. More than proportionate EBITDA growth is attributed to proportionately lower spend in employee benefit and other expenses.

The EBITDA CAGR over a 5-year period is healthy at 21.2% as against revenue CAGR of 17.2% which signifies effective leverage of expenses.

EBITDA

CAGR 21.2% (₹ in Crores)



Finance costs

Finance costs substantially increased by ₹101.8 Crores on account of increase in interest rates and average working capital. Average interest rates increased from 6.8% to 7.4% in FY24 due to increase in repo rates by the Reserve Bank of India, however, increase in interest rate is lower than the increase in repo rate. Increase in average working capital is due to:

- Increase in revenue by 16.7%.
- Annualised impact of normalisation in market situation where supplies started chasing demand.

• Stocking of inventory as per agreed terms and normalisation of credit terms to partners.

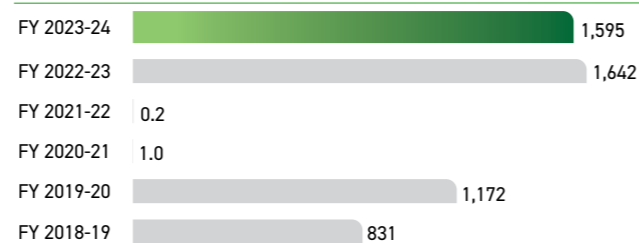
• Average working capital days increased by 9 days in financial year 2024.

Interest cover ratio is at 5.7 times during the financial year 2023-24 as against 11.1 times during the previous financial year, due to higher interest cost driven by annualised impact of normalisation of working capital and increase in interest rate.

The closing borrowings chart is depicted below

Closing Borrowings

(₹ in Crores)

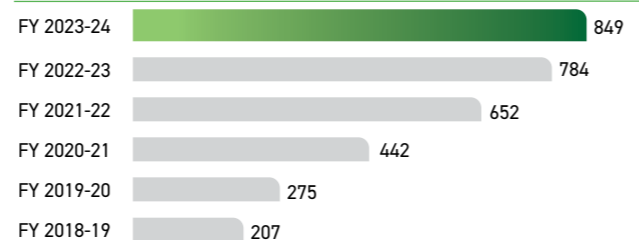


Profit before tax (PBT)

PBT grew by 8.2% as against 16.7% in revenue and 19.8% in EBITDA. Less than proportionate growth in PBT is due substantial increase in finance cost, as explained above.

PBT

CAGR 25.2% (₹ in Crores)

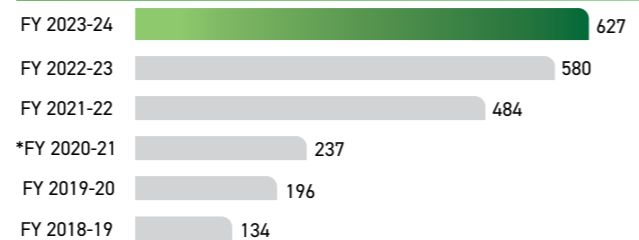


Profit After Tax (PAT)

PAT grew by 8.0% in line with PBT growth of 8.2%.

PAT

CAGR 26.1% (₹ in Crores)



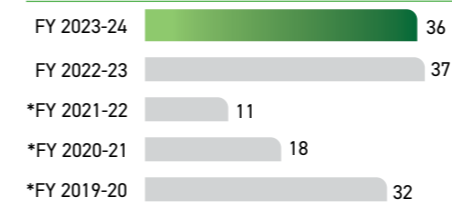
* PAT excludes one-off tax payment of ₹ 88.9 Cr under VSV (Vivad Se Vishwas scheme) and gain on sale of Ensure of ₹ 26.1 Cr in FY 2020-21.

Cash flow statement

Operating activity

Cash generated from operating activity during the financial year 2023-24 was ₹ 271.9 Crores on account of profits and working capital reduction of 1 day in the financial year 2024.

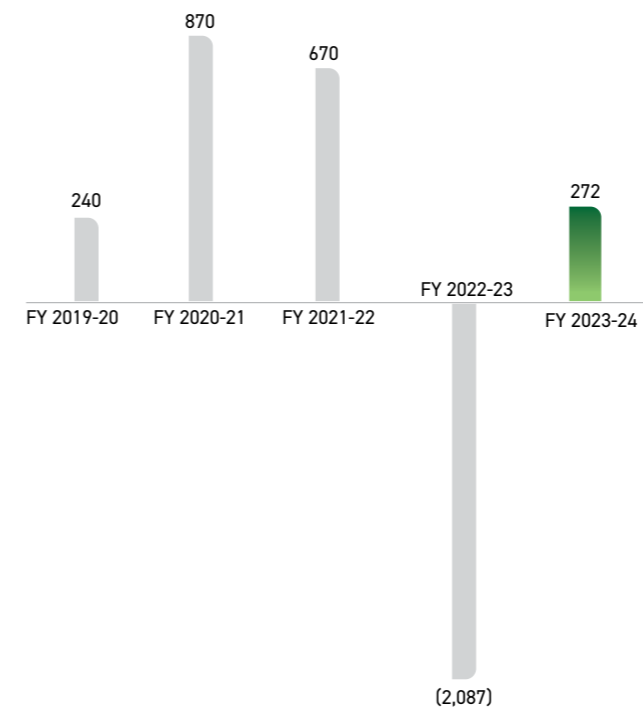
Working Capital days



* Working capital significantly reduced during covid period.

Net Operating Cashflow

(₹ in Crores)



Financing activity

The Company had repaid the borrowings deployed in operating activities which resulted in out-flows of ₹ 791.37 Crores under financing activity for the year.

Shareholder's Funds

Shareholder funds increased from ₹ 3,106.4 Crores as at March 31, 2023, to ₹ 3,624.3 Crores as at March 31, 2024, on account of profit after tax of ₹ 1081.2 Crores (including dividend income and gain on sale of ADC) earned during the year.

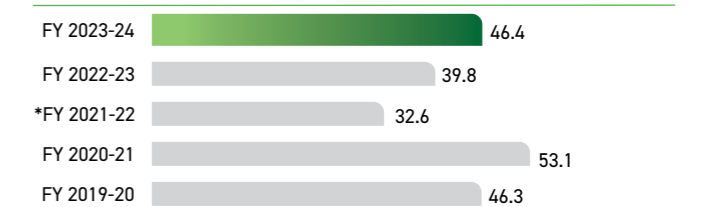
Dividend

The Company has been consistently declaring dividend over the years. The Board of Directors at their meeting held on June 4, 2024, has recommended a dividend of ₹ 6.2 per equity share (310 % of face value) subject to the approval of shareholders in the ensuing Annual General Meeting.

Book value per share

The book value per share increased to ₹ 46.4 from ₹ 39.8, due to growth in profits.

Book value per share

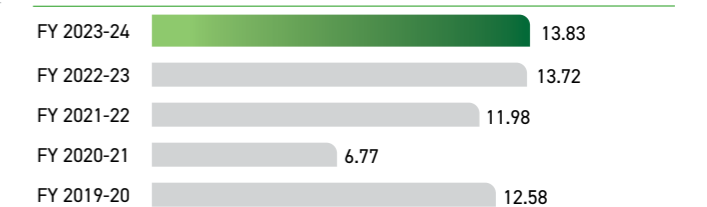


* Bonus shares issued during FY 2021-22 resulting in reduction of book value per share.

Earnings per share

The Earnings Per Share (EPS) grew by 0.8% for the year ended March 31, 2024. EPS increased to ₹ 13.83 from ₹ 13.72 due to growth in profits including dividend income and gain on sale of ADC.

Earnings per share



Key financial info:

| Particulars | FY 2023-24 | FY 2022-23 |
|--|------------|------------|
| Return on average capital employed (Gross) (%) | 25.4 | 29.3 |
| Return on average capital employed (Net of cash) (%) | 26.4 | 35.8 |
| Return on average equity (%) | 17.7 | 21.8 |
| Debtor turnover ratio (no. of times) | 6.7 | 7.5 |
| Inventory turnover ratio (no. of times) | 15.8 | 15.5 |
| Creditor turnover ratio (no. of times) | 8.3 | 7.3 |
| Current ratio (no. of times) | 1.4 | 1.3 |
| Net debt equity ratio (no. of times) | 0.5 | 0.6 |
| Operating profit margin (%) | 2.6 | 2.4 |
| Net profit margin (%) | 1.6 | 1.6 |

Management Discussion and Analysis

Consolidated Financial Performance

The consolidated financial statements of the Group have been prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, as amended from time to time.

The consolidated financial statements are presented in Indian Rupees (₹) which is the functional or presentation currency. Financial information has been rounded off to the nearest Crores unless otherwise indicated.

Segment wise Performance

The Group has identified "SISA (Singapore, India & South Asia)" and "ROW" (Rest of the World) as operating segments, in accordance with Ind AS 108. The reported operating segments:

- Engage in business activities from which the Group earns revenues and incurs expenses.
- Have their operating results regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance.
- Have discrete financial information available.

Analysis on the Consolidated Financial Performance

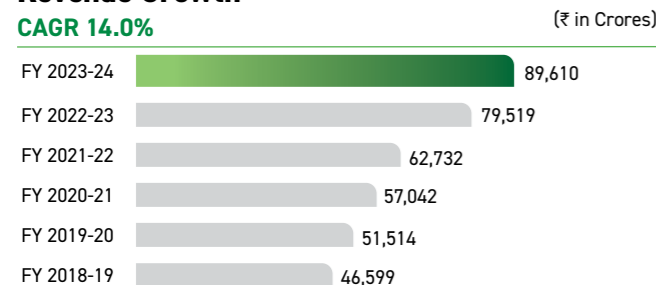
In the financial year 2023-24, the Group registered growth in revenue in all the major markets due to favourable market condition and strong relationships with the partners.

Revenue

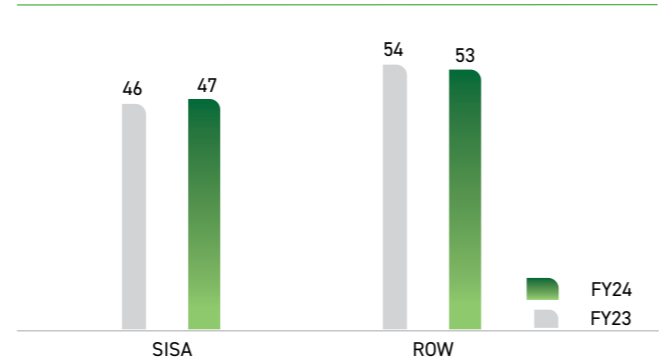
Consolidated revenue grew by 12.7% during the financial year 2023-24 with a CAGR of 14% for 5 years. Revenue growth at constant exchange rate (not attributable to depreciation in Indian Rupee) was at 10.8%.

The Group registered a double-digit growth in this financial year due to strong growth of 23% in Mobility, 36% in Cloud and 11% in Enterprise, suggestive of market potential in these segments. Consumer segment grew by 4% due to reduced demand post-covid period. Services business registered moderate growth of 12%.

Revenue Growth



Revenue contribution by Geography



During the year, revenue in both the geographies of SISA and ROW registered a growth of 14.7% and 10.9% respectively. ROW revenue growth at constant exchange rate is 7.5%.

Gross Margin

Gross margin grew by 9.1% (5.9% of revenue) during the financial year 2023-24 over financial year 2022-23 (6.1% of revenue). Gross margin at constant exchange rate grew by 7% (5.9% of revenue).

Gross margin % dropped in both SISA & ROW segment. SISA segment gross margin dropped to 5.2% over previous financial year 2022-23 (5.5%) & ROW segment gross margin dropped to 6.6% over previous financial year (6.7%) The drop is primarily due to revenue mix and competitive pricing due to normalcy of supply constraints.

Overheads

The consolidated overheads increased by 21.2% in the financial year 2023-24. Overheads increase at constant exchange rate is 18.6%.

Employee Costs

Employee cost increased by 10.4% (7.9% at constant exchange rate) and was at 1.4% of revenue (1.5% in previous year) during the financial year 2023-24.

Reduction in cost as a percentage of revenue was achieved by exercising caution on increase in employee cost and headcount.

The increase at the group level is due to:

- Capacity building in mobility & cloud segments
- Increments awarded during the normal course of business

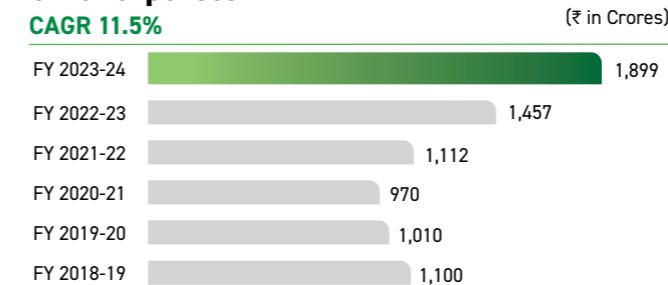
Other Expenses

Other expenses increased by 30.3% in the financial year 2023-24 (27.8% at constant exchange rate) with a CAGR of 11.5% vis a viz Revenue CAGR of 14%.

Increase is on account of:

- Factoring & Bank charges increased by 96% over previous year due to non-recourse receivable factoring majorly in Turkey.
- Investment Initiatives increased by 23% over previous year towards automation and digitisation.
- Sales promotion expenses increased by 85% largely compensated by the vendors and hence does not affect the profitability of the Group.
- Miscellaneous expenses increased by 102% majorly on account of new fintech initiative carried out in Uganda & Kenya which is built into the pricing to the customers and hence does not affect the profitability of the Group.

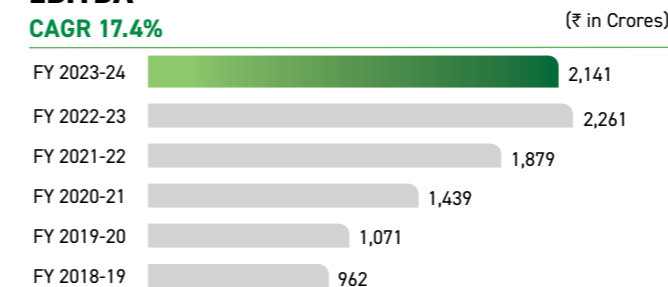
Other expenses



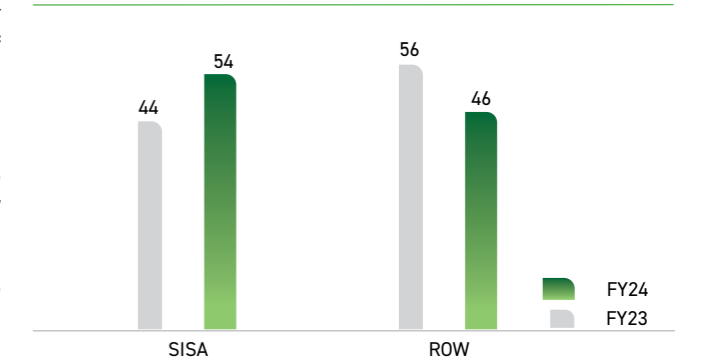
EBITDA

EBITDA de-grew by 5.3% (6.7% at constant exchange rate) compared to revenue growth of 14% (10.8% at constant exchange rate) during the financial year 2023-24 with a CAGR of 17.4% over the past 5 years. De-growth is primarily due to drop in GM% in certain markets & increase in cost as explained above.

EBITDA



EBITDA contribution by geography



Finance Costs

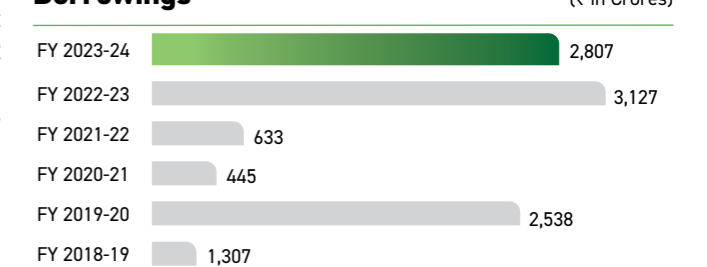
Finance costs increased by ₹113.4 Crores on account of increase in working capital and interest rates majorly in India segment. Working capital requirement increased due to:

- Increased in revenue by 12.7%.
- Normalisation of market post-covid and easing of supply constraint wherein supplies started chasing demand and consequently average working capital days increased to 42 days in financial year 2023-24 from 36 days in previous year.
- Stocking of inventory as per agreed terms and normalisation of credit terms to partners.

Finance costs increased by 41.7% (39.5% at constant exchange rate) during the financial year 2023-24

The closing borrowings chart is depicted below

Borrowings



Interest cover ratio is at 5.1 times during the financial year 2023-24 as against 7.7 times during the previous financial year, due to higher finance cost & de-growth in EBITDA as explained above.

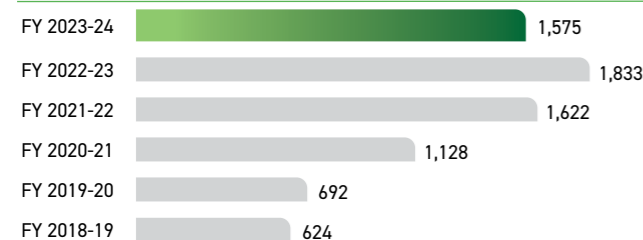
Profit before tax (PBT)

PBT de-grew by 14.1% during the financial year (15.3% at constant exchange rate) with a CAGR of 20.4% over the past 5 years. PBT de-growth is on account of reasons explained above.

Management Discussion and Analysis

PBT

CAGR 20.4% (₹ in Crores)



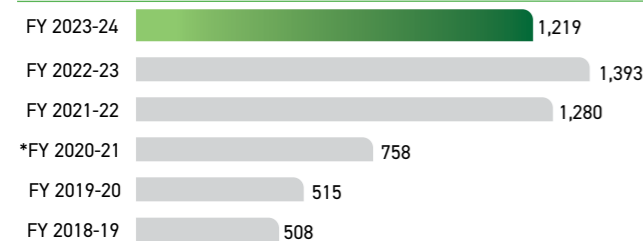
Other expenses CAGR of 11.5% is lower than revenue CAGR of 14.0% due to operational efficiencies achieved by the Group, resulting in a healthy PBT CAGR of 20.4%.

PAT

PAT de-grew by 12.5% during the financial year 2023-24 (13.8% at constant exchange rate) in line with PBT de-growth of 14.1%.

PAT

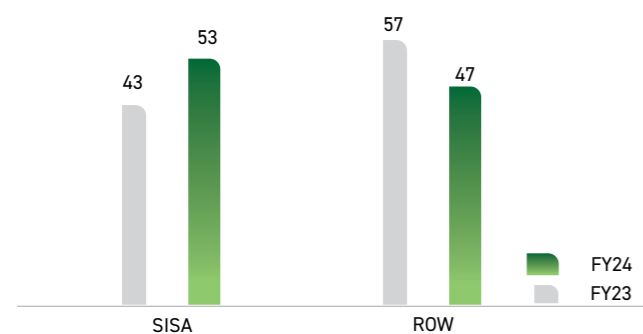
CAGR 19.1% (₹ in Crores)



* PAT excludes post one-off tax payment of ₹ 88.9 Cr under VSV (Vivad Se Vishwas scheme).

PAT contribution by geography

(in %)

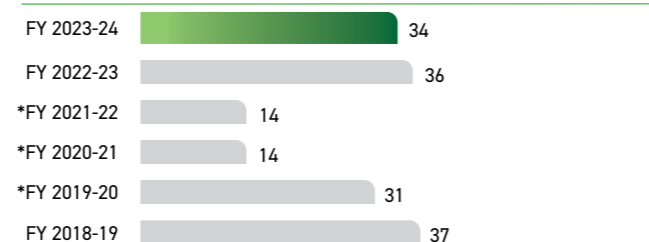


Cash flow

Free cash flow (post dividend payout) was positive at ₹163.6 Crores.

Operating activity

Cash generated from operating activity was ₹1079.4 Crores. Cash was generated by reduction in working capital days (2 days) during the year. Comparative working capital days is given below:



* Working capital significantly reduced during covid period

Investing activity

Cash generated from investment activity was ₹145.2 Crores. Cash generation was primarily from:

- Interest from deposits (₹83.9 Crores).
- Maturity of deposits in ROW segment (₹83.2 Crores).

Financing activity

Cash flow from financing activity was negative at ₹1380.9 Crores due to repayment of borrowings, finance cost & dividend payout.

Key Ratios

| Particulars | FY 2023-24 | FY 2022-23 |
|--|------------|------------|
| Return of average capital employed (Gross) (%) * | 18.7 | 24.7 |
| Return of average capital employed (Net of cash) (%) * | 22.5 | 36.9 |
| Return on average equity (%) * | 17.0 | 22.2 |
| Book Value/ Share (in ₹) | 95.5 | 87.5 |
| EPS (in ₹) | 15.6 | 17.8 |
| Interest Cover (Times) | 5.1 | 7.7 |
| Net Debt equity ratio (Times) ** | 0.2 | 0.2 |

* Goodwill has been excluded and Capital reserve has been included for computations.

** Equity represents equity attributable to the shareholders of the Group. Goodwill has been excluded and Capital reserve has been included for computation of Net debt equity ratio.

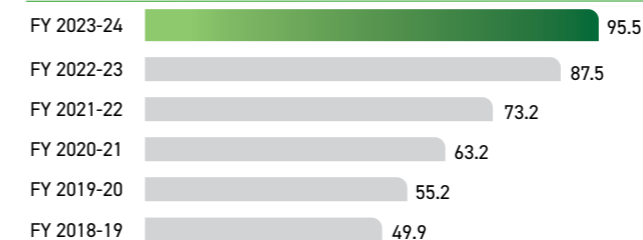
ROCE (Return on Capital Employed)

Reduction in ROCE is on account of increased working capital and de-growth in operating profit.

Book Value per share (BVPS)

Book value per share increased by ₹7.9 due to higher EPS (Earnings per share) of ₹15.6.

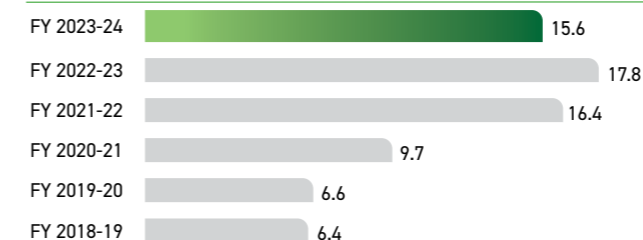
Book value per share



EPS

EPS decreased in financial year 2023-24 due to profit de-growth at Group level with a CAGR of 19.5%.

CAGR 19.5%



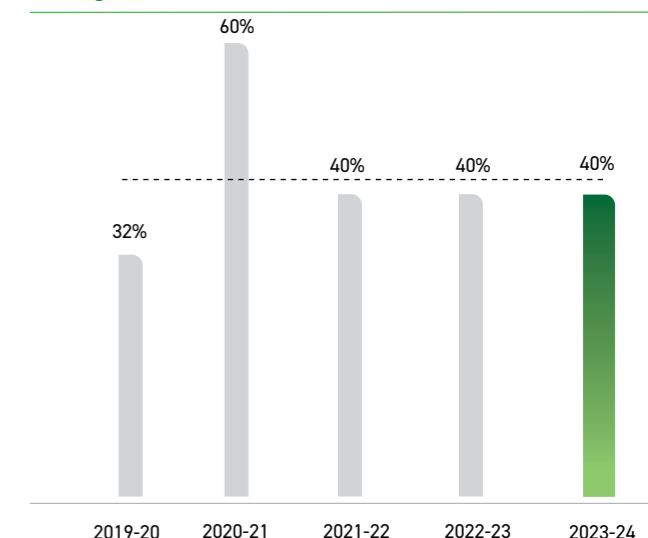
Dividend:

The Board of Directors of the Redington Limited (Holding company) at their meeting held on June 4, 2024, considered and recommended dividend of ₹6.2 per equity share (310% of face value) for the financial year 2023-24, subject to the approval of shareholders at the ensuing Annual General Meeting ('AGM').

Below is the Dividend Payout % on Group Profits over the last 5 years.

Dividend Payout %

Average: 42%



Board's Report

To the Members,

Your Directors, are pleased to present the 31st (Thirty First) Annual Report of "Redington Limited" ("Redington" or "the Company") along with the audited Financial Statements for the financial year ended on March 31, 2024.

Consolidated Financial Results

| Particulars | ₹ in Crores | | | | | |
|---|------------------|------------------|--------------------|------------------|------------------|--------------------|
| | 2023-24 | | | 2022-23 | | |
| | SISA | ROW | Total Consolidated | SISA | ROW | Total Consolidated |
| Revenue from operations | 42,328.16 | 47,017.55 | 89,345.71 | 36,923.17 | 42,453.61 | 79,376.78 |
| Other Income | 75.34 | 188.50 | 263.84 | 36.54 | 105.39 | 141.93 |
| Total Revenue | 42,403.50 | 47,206.05 | 89,609.55 | 36,959.71 | 42,559.00 | 79,518.71 |
| Total Expenses: | | | | | | |
| a) Cost of goods sold | 40,180.29 | 44,100.24 | 84,280.53 | 34,938.86 | 39,693.97 | 74,632.83 |
| b) Employee Benefits | 332.29 | 957.15 | 1,289.44 | 327.00 | 841.41 | 1,168.41 |
| c) Other Expenses | 731.63 | 1,166.89 | 1,898.52 | 703.42 | 753.29 | 1,456.74 |
| Profit before Interest, Depreciation and Tax | 1,159.29 | 981.77 | 2,141.06 | 990.43 | 1,270.33 | 2,260.73 |
| a) Interest Expenses | 190.51 | 194.80 | 385.31 | 84.35 | 187.51 | 271.86 |
| b) Depreciation & Amortisation expense | 80.48 | 100.62 | 181.10 | 62.33 | 93.07 | 155.40 |
| Profit before Tax and exceptional item | 888.30 | 686.35 | 1,574.65 | 843.75 | 989.75 | 1,833.47 |
| Profit before Tax | 888.30 | 686.35 | 1,574.65 | 843.75 | 989.75 | 1,833.47 |
| Tax Expense | 239.39 | 96.65 | 336.04 | 243.33 | 150.75 | 394.08 |
| Minority Interest | - | 19.99 | 19.99 | - | 46.83 | 46.83 |
| Profit after Tax | 648.91 | 569.71 | 1,218.62 | 600.42 | 792.17 | 1,392.56 |

SISA (Singapore, India & South Asia) & ROW (Rest of the World)

FINANCIAL PERFORMANCE

The Standalone and Consolidated Financial Statements of the Company for the financial year 2023-24 have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as required under Section 133 of the Companies Act, 2013 ("Act").

Pursuant to Section 129(3) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") the said Consolidated Financial Statements forms part of the Annual Report.

The consolidated revenue from operations for the financial year was ₹89,345.71 Crores as against ₹79,376.78 Crores in the previous financial year registering a growth of 12.6%, while the consolidated net profit for the year de-grew by 12.5% to ₹1,218.62 Crores as against ₹1,392.56 Crores in the previous financial year.

The Basic Earnings per Share (EPS) on a consolidated basis decreased to ₹15.59 /- for the financial year under review as compared to ₹ 7.82 /- for the previous financial year.

A detailed analysis on the financial performance of the Company is given as part of the Management Discussion and Analysis Report, which forms part of this Annual Report.

DIVIDEND

In line with the Company's Dividend Distribution Policy, (<https://redingtongroup.com/wp-content/uploads/2023/09/Dividend-Distribution-Policy.pdf>) the Board of Directors at their meeting held on June 4, 2024 recommended a dividend of ₹6.20/- per equity share (i.e., 310 % of the face value) for the financial year 2023-24. This dividend, expected to result in pay-out of ₹484.7 Crores. is subject to the approval of members at the ensuing Annual General Meeting and deduction of income tax at source, as applicable.

The financial statements of the Company for the year ended March 31, 2024 were approved by the Board of Directors on May 15, 2024, on which date the statutory auditors of the Company submitted their report thereon.

TRANSFER TO RESERVES

Your Company does not propose to transfer amounts to the general reserve out of the amount available for appropriation.

SHARE CAPITAL

During the financial year 2023-24, 2,13,660 equity shares were issued and allotted upon exercise of 3,70,270 Stock Appreciation Rights ("SAR") granted under Redington Stock

Appreciation Right Scheme, 2017 – Plan Series A, ranking pari-passu in all respects with the existing equity shares of the Company. The issued and paid-up share capital of the Company stood at ₹1,56,35,48,862/- with a face value of ₹2/- each as on the date of this report.

Subject to the approval of the Members of the Company at the ensuing Annual General Meeting, the Company proposes to increase the authorised share capital of the Company from ₹1,70,00,00,000/- (Rupees One Hundred and Seventy Crores) divided into 85,00,00,000 (Eighty-Five Crores) equity shares of ₹2/- (Rupees Two) each to ₹2,50,00,00,000/- (Rupees Two Hundred and Fifty Crores) divided into 1,25,00,00,000 (One hundred and Twenty-Five Crores) equity shares of ₹2/- (Rupees Two) each ranking pari-passu in all respects with the existing equity shares of the Company. A resolution for the increase in the authorised capital of the Company is included in the notice of the ensuing Annual General Meeting.

BUSINESS PERFORMANCE

Discussion on the Company's performance is mentioned in the Management's Discussion and Analysis Report, which forms part of this Annual Report.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

As on March 31, 2024, the Company has two direct and one stepdown subsidiary in India, and, two direct and 50 step-down subsidiaries, overseas. The details of the subsidiaries incorporated/ ceased and under liquidation during the financial year under review, as applicable, are given as part of notes to the consolidated financial statements.

Indian Subsidiaries

(i) ProConnect Supply Chain Solutions Limited

ProConnect Supply Chain Solutions Limited ("ProConnect") is a wholly owned Indian subsidiary of Redington Limited. ProConnect is a trusted provider of Supply Chain Management & Warehousing Solutions to industries across sectors.

ProConnect's performance for the year has largely revolved around the Stabilisation, Optimisation and Consolidation of the Operations PAN India.

During the year a new Warehouse Management System (WMS) for one of the key customers and a Transport Management System (TMS) for ProConnect was rolled out, which is expected to bring in significant improvements to data-based decision making and provide an enhanced customer service experience.

As part of planned restructuring of logistics assets, Redington Limited transferred its state of the art warehouses in Chennai and Kolkata to ProConnect.

Till FY 2022-23, ProConnect was operating mainly in the southern and eastern parts of India. During the year it was decided to focus on expanding to the northern and western parts also. To achieve this the entire organisational structure has been redesigned.

ProConnect's performance for FY 2023-24 was mixed, largely due to rate reduction from one of the major customers in line with the general industry trend on cost reduction. This has resulted in reduction of revenue from one of the key customers as well as pressure in the gross margin across various customers.

However, in the second half ProConnect stabilized and turned around challenges into opportunities with new initiatives.

ProConnect is strategically positioned with the necessary infrastructure and an experienced work force, aiming for Zero tolerance and 100% excellence in all the spheres of operation supported by technology which will propel its steady and sustained future growth.

(ii) Redserv Global Solutions Limited

Redserv Global Solutions Limited ("RGS") is a wholly owned subsidiary of Redington Limited. RGS manages the entire back-office operations for Middle East, Africa, India, and Singapore (Sales Order, Purchase Order Processing, Credit release, Master Data maintenance, General Ledger Accounting and Financial Statements including Reporting).

RGS currently operates from two locations in Chennai. RGS has a well-defined approach to use cutting edge technology and continuous improvement methods in solving business problems and to drive efficiency. Over the last two years, RGS has invested in developing workflow solutions using external and internally developed platforms. It has also enhanced internal capability for developing Robotic Process Automations and Data Analytics tools.

RGS is the preferred partner for the Redington Group for all process and automation related requirements. RGS will continue to steadfastly support Redington Group's growth with a continuously improving and adaptive service portfolio. People remain our greatest asset and RGS is committed in driving people excellence and nurture talent through its engagement and development programs.

Indian Associate

Redington (India) Investments Limited (RIIL), an associate Company of Redington Limited, was operating Apple retail stores in South India through its wholly owned subsidiary, Currents Technology Retail (India) Limited. It exited its business in FY21 and accordingly, the Company is evaluating available restructuring options including winding up.

Board's Report

Overseas Operations

Redington's overseas operations are carried out through its two wholly owned subsidiaries, Redington International Mauritius Limited, Mauritius (RIML) and Redington Distribution Pte Limited, Singapore (RDPL). The Management's Discussion and Analysis covers the business performance of both the entities and their subsidiaries.

(i) Redington International Mauritius Limited, Mauritius (RIML)

RIML grew 7.2% year-over-year in Middle East, Turkey, and Africa ("META"), contributing 53% of Redington's consolidated revenue. It continues to strengthen its position for growth in META. The Company achieved a notable 14% growth in Saudi Arabia, largely driven by ongoing investments in enterprise projects. In Africa, despite facing challenges related to availability of, and fluctuations in the value of US dollars, a cautious approach was taken to maintain quality and risk-free business operations.

The Company continued to invest in its cloud capabilities, served more channel partners through the e-commerce platform, expanded its portfolio of enterprise services, and focused on delivering mobility solutions. As part of its strategy to enhance in-country business delivery, the Company extended its presence into South Africa by securing key contracts. Additionally, RIML ventured into the solar business by setting up an entity, Redington Green Energy Limited, in Africa.

During the year, the Company experienced a normalisation of gross margin post-COVID, which is expected to be more sustainable in the coming years. However, the Company achieved a much higher gross margin than pre-COVID levels, driven by continuous growth in enterprise business and an increased services mix.

(ii) Redington Distribution Pte Limited, Singapore (RDPL)

RDPL has maintained a strong presence in the South Asian region, including Bangladesh, Sri Lanka, Nepal, Bhutan, and Maldives. While the global economic landscape in 2023 presented challenges such as inflation and currency fluctuations, RDPL has demonstrated resilience and growth, particularly in the Bangladeshi market.

The economic situation in South Asia has seen some recovery in 2024, although challenges persist. Inflation remains a concern in several countries, and ongoing global geopolitical tensions continue to impact supply chains and trade. Despite these hurdles, the region's growing digital infrastructure and increasing demand for IT solutions offer significant opportunities for RDPL.

In light of the evolving market dynamics, RDPL is actively exploring expansion opportunities in the

Southeast Asian region. This strategic move is driven by several factors:

Economic Growth: Southeast Asia boasts of some of the fastest-growing economies globally, with a burgeoning middle class and increasing disposable income.

Digital Transformation: The region is experiencing rapid digitalisation across various sectors, leading to a surge in demand for IT products and services.

Government Initiatives: Several Southeast Asian governments are investing heavily in technology infrastructure and promoting innovation, creating a favorable business environment.

RDPL's expansion strategy will focus on leveraging its existing strengths, including its diverse product portfolio and established partner network. The Company aims to tailor its offerings to the specific needs of Southeast Asian markets, addressing local challenges and preferences.

RDPL is confident that its expansion into Southeast Asia will not only drive business growth but also contribute to the region's ongoing technological advancement and digital transformation.

During the year under review:

- (i) ProConnect Supply Chain Solutions Limited invested ₹ 57.99 Cr in ProConnect Holding Limited, Dubai, its wholly owned subsidiary.
- (ii) ProConnect Holding Limited, Dubai acquired 3700 equity shares of AED 100 each of ProConnect Supply Chain Logistics LLC, Dubai from Redington Gulf FZE, Dubai.
- (iii) Arena Connect Iletisim ve Servis Limited Sirketi, had merged with Arena Connect Teknoloji Sanayi ve Ticaret Anonim Sirketi with effect from December 26, 2023. Both are step-down subsidiaries of the Company.
- (iv) A sale and purchase agreement ('SPA') was executed on February 29, 2024, between Redington Gulf FZE, a wholly owned subsidiary of the Company, ('Seller'), and Business Integrated Operating Systems FZ-LLC, Dubai, ('Purchaser') for the sale of 100% of the equity ownership of Citrus Consulting Services FZ-LLC UAE, ('Target'), a wholly owned subsidiary of the Seller and step down subsidiary of the Company, which is subject to regulatory approvals and fulfilment of conditions precedent as mentioned in the SPA. The sale is expected to be completed not later than six months from the date of the SPA
- (v) The Company incorporated a stepdown subsidiary Redington Kazakhstan Technology in Kazakhstan (a wholly owned subsidiary of

Redington Turkey Teknoloji A.S.). The entity is yet to commence operations.

A report on the performance and financial position of each of the subsidiaries, associates and joint venture companies is provided in the notes to the consolidated financial statements. Pursuant to the provisions of Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of the Company's subsidiaries and Associates in Form AOC-1 is attached as **Annexure F** to this report.

Pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of the subsidiaries are available on the website of the Company at <https://redingtongroup.com/financial-reports/>

The Company has formulated a Policy for determining Material Subsidiaries. The Policy is available on the Company's website and can be accessed at <https://redingtongroup.com/wp-content/uploads/2023/09/Policy-on-dealing-with-Material-subsidiaries-final.pdf>

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT

The Board of Directors of the Company has on June 4, 2024 recommended dividend for the financial year 2023-24 as aforementioned.

A definitive agreement has been executed on May 6, 2024 between a step down subsidiary of the Company Arena Bilgisayar Sanayi Ve Ticaret A.S, Turkey ("Arena"), a Company listed in Istanbul, Turkey and lyzi Payment and Electronic Money Services Inc, Turkey ("lyzico") for the sale of 100% of the equity / ownership interest held by Arena in its fintech payments business, Paynet Odeme Hizmetler A.S ("Paynet"), which is a wholly owned subsidiary of Arena. The sale is expected to be completed not later than six months from the date of the agreement.

There are no other material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year to which the financial statements relate and the date of this report.

There has also been no change in the business of the Company.

CORPORATE GOVERNANCE

Your Company believes in adopting best practices of corporate governance and adhering to Corporate Governance guidelines, as laid out in SEBI (LODR) Regulations, 2015. Corporate governance is about promoting fairness, transparency, and accountability in the management and decision-making processes of an organisation. It is the foundation for building trust with Members and stakeholders. The Corporate Governance Report of the Company for the financial year 2023-24 forms part of this Annual Report.

The Company has obtained a certificate from M/s RBJV & Associates, Practising Company Secretary on compliance with corporate governance norms under the SEBI (LODR) Regulations, 2015 and the Chief Executive Officer/Chief Financial Officer (CEO/CFO) certification as required under the SEBI (LODR) Regulations, 2015 is appended to the Corporate Governance Report.

The Corporate Governance Report of the Company contains the necessary declaration regarding compliance with the Code of Conduct of the Company for the FY 2023-24.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The details of changes in the directorships and key managerial personnel during the financial year 2023-24 is given below:

1. Mr. B. Ramaratnam (DIN: 07525213) was re-appointed as a Non-Executive Independent Director for a second term of five years with effect from May 21, 2023 to May 20, 2028.*
2. Mr. Tu, Shu Chyuan (DIN: 02336015) was re-designated as a Non-Executive Non-Independent Director with effect from July 31, 2023.*
3. Ms. Chen, Yi-Ju (DIN:08031113) was re-designated as a Non-Executive Non-Independent Director with effect from July 31, 2023.*
4. Mr. Rajiv Srivastava (DIN: 03568897) resigned as Managing Director of the Company with effect from the end of business hours on August 11, 2023.
5. Mr. V. S. Hariharan (DIN: 05352003) resigned as Independent Director with effect from the end of business hours on September 1, 2023.
6. Mr. V. S. Hariharan was appointed as the Group Chief Executive Officer of the Company for 3 years with effect from September 11, 2023.#
7. Mr. Muthukumarasamy, resigned as Company Secretary and Compliance Officer of the Company with effect from the end of business hours on November 30, 2023.
8. Mr. K Vijayshyam Acharya was appointed as the Company Secretary and Compliance Officer of the Company with effect from December 1, 2023.

Board's Report

9. Prof. J. Ramachandran (DIN:00004593) was appointed as a Non-Executive Non-Independent Director of the Company with effect from February 6, 2024, and he continues to be the Chairman of the Company[#].
10. Mr. Sudip Nandy (DIN: 07199187) was appointed as an Additional Director of the Company, designated as a Non-Executive Independent Director, with effect from February 6, 2024. Further with effect from March 10, 2024, he was appointed as a Non-Executive Independent Director of the Company[#].

* Items 1 to 3 were approved by the members of the company at the Annual General Meeting held on July 31, 2023.

[#] Item 6 was approved by the members of the company through a postal ballot on December 1, 2023.

[#] Items 9 and 10 were approved by the members of the company through postal ballot on March 10, 2024.

The Company has received declarations from all the Independent Directors of the Company confirming that,

- (a) they meet the criteria of independence prescribed under the Act and the SEBI (LODR) Regulations, 2015;
- (b) they have registered their names in the Independent Directors' Databank, and
- (c) there has been no change in the circumstances which may affect their status as Independent Director during the year.

The terms and conditions of appointment of the Independent Directors are placed on the website of the Company at <https://redingtongroup.com/wp-content/uploads/2024/05/Terms-and-Conditions-of-Appointment-of-Independent-Director.pdf>

Mr. Chen, Yi-Ju, (DIN: 08031113) Director retires by rotation at the forthcoming Annual General Meeting ("AGM") and being eligible, offers herself for re-appointment. The resolutions seeking approval of the Members for her re-appointment has been incorporated in the Notice to the AGM of the Company along with brief details about her. Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends her re-appointment.

The Company has also disclosed the Director's familiarisation programme on its website at <https://redingtongroup.com/wp-content/uploads/2024/05/Familiarisation-Programme-2023-24.pdf>

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for attending meetings of the Company.

The details of the composition of the Board and its Committees and various meetings held during the financial year are given in the Corporate Governance Report which forms part of this Annual Report.

All the recommendations made by the Nomination and Remuneration Committee were approved by the Board.

Pursuant to the provisions of Section 2(51) and 203 of the Act, the Key Managerial Personnel of the Company are Mr. S V Krishnan, Finance Director (Whole-time), Mr. V.S. Hariharan, Group Chief Executive Officer, Mr. Ramesh Natarajan, Chief Executive Officer, Mr. V Ravi Shankar, Chief Financial Officer and Mr. K Vijayshyam Acharya, Company Secretary.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Act the Board of Directors, to the best of their knowledge and ability, confirm that:

- a) in the preparation of the annual financial statements for the year ended March 31, 2024, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- b) for the financial year ended March 31, 2024, such accounting policies as mentioned in the Notes to the financial statements have been applied consistently and judgments and estimates that are reasonable and prudent have been made to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the financial year ended March 31, 2024;
- c) that proper and enough care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the annual financial statements have been prepared on a going concern basis;
- e) that proper internal financial controls were followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f) that proper systems have been devised to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

AUDITORS

Statutory Auditors

M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No.008072S) Statutory Auditors of the Company hold office till the conclusion of thirty- fourth AGM of the Company.

The Auditor's report to the Members on the standalone and consolidated financial statement for the year ended March 31, 2024, does not contain any qualification, observation or adverse comment. The Auditor's Report is enclosed with the financial statements in this Annual Report.

Cost Records and Cost Audit

Maintenance of Cost Records and requirement of Cost Audit as prescribed under Section 148(1) of the Act do not apply to the business activities carried out by the Company.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board, at its meeting held on May 16, 2023, approved the appointment of M/s. RBJV & Associates, Practising Company Secretaries (Firm Registration number P2016TN053800), Chennai to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2024. The Company has received consent from them to act as such.

The Secretarial Audit report for the financial year ended March 31, 2024, in Form No. MR-3 is attached as Annexure E to this Report. The Secretarial Audit report does not contain any qualification, reservation or adverse remark.

Pursuant to Regulation 24(A) of SEBI (LODR) Regulations, 2015, the Company has obtained an annual secretarial compliance report from M/s. RBJV & Associates, Practising Company Secretaries (Firm Registration number P2016TN053800), Chennai and the same has been submitted to the stock exchanges within the prescribed time limits.

During the year under review, the Company has complied with all the applicable provisions of Secretarial Standard - 1 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs of India.

DETAILS OF FRAUD REPORTED BY AUDITORS IN TERMS OF SECTION 143(12) OF COMPANIES ACT 2013

During the year under review, neither the Statutory Auditor nor the Secretarial Auditor has reported to the Audit Committee, under Section 143 (12) of the Act any instances of fraud committed against the Company by its officers or employees.

ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014 the Annual Return of the Company as on March 31, 2024, is available on Company's website at the Investor Section under Financial Information at <https://redingtongroup.com/financial-reports/>.

BOARD MEETINGS HELD DURING THE YEAR

Seven (7) meetings of the Board of Directors of your Company were held during the financial year 2023-24. The maximum

time gap between any two Board meetings was less than 120 days. Necessary quorum was present throughout all the Board meetings. A separate meeting of the Independent Directors of the Company was held on February 6, 2024.

The particulars of the meetings held and the attendance of the Directors in the meetings are detailed in the Corporate Governance Report, which forms part of the Annual Report.

COMMITTEES

As at March 31, 2024, the Company has the following functional committees i.e. Audit Committee, a Nomination and Remuneration Committee, a Stakeholders Relationship Committee, a Risk Management Committee, a Corporate Social Responsibility & Environmental, Social and Governance Committee, SAR Share Allotment Committee, and Finance Committee. Detailed notes on the composition of the Board and its Committees are provided in the Corporate Governance Report, which forms part of the Annual Report.

POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS

The Board based on the recommendation of the Nomination and Remuneration Committee, has laid down a policy on appointment of Directors and remuneration for the Directors, Key Managerial Personnel and Other Employees.

- The objective of the policy for the appointment of Directors is to facilitate the Nomination and Remuneration Committee to evaluate the Directors and recommend the Board for their appointment/ re-appointment and to ensure an optimum composition of executive, non-executive and independent Directors to maintain the independence of the Board and separate its functions of governance and management.
- The objective of the Remuneration Policy is to attract, motivate and retain qualified industry professionals for the Board and Management to achieve its strategic goals and to encourage behaviour that is focused on long-term value creation while adopting the highest standards of good corporate governance. The remuneration policy of the Company is aimed at rewarding performance, based on a continuous review of achievements and aligns with the existing industry practices.
- The Remuneration Policy provides a framework for the remuneration of Directors, Key Managerial Personnel, and other employees.

The Company's policy on appointment of Directors and remuneration and other matters provided in Section 178(3) of the Act is available at the website at <https://redingtongroup.com/wp-content/uploads/2024/05/Nomination-and-Remuneration-Policy.pdf>

Board's Report

PARTICULARS OF EMPLOYEES

The Disclosure pertaining to the remuneration and other details as required under Section 197 (12) of the Act and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is given in **Annexure B** and forms part of this report.

The statement under Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms a part of this Report. However, as per first proviso to Section 136(1) of the Act and second proviso of Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Report and Financial Statements are being sent to the Members of the Company excluding the said statement.

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND DIRECTORS

The evaluation of all the Directors, Committees and the Board as a whole was conducted based on the criteria and framework approved by the Nomination and Remuneration Committee. The Board evaluation process was completed for the financial year 2023-24. The evaluation parameters and the process have been explained in the Corporate Governance Report.

REDINGTON LIMITED SHARE BASED EMPLOYEE BENEFITS SCHEME

During the year, 2,13,660 equity shares of ₹ 2/- each were allotted to employees including employees of subsidiary companies under the Redington Stock Appreciation Right Scheme, 2017.

The disclosure as required under Regulation 14 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 is enclosed in this Report as **Annexure C**.

A certificate from the Secretarial Auditors of the Company will be made available electronically during the Annual General Meeting stating that Redington Stock Appreciation Right Scheme, 2017 has been implemented in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and as per the resolutions passed by the Members.

The Nomination and Remuneration Committee and the Board at their meeting held on February 6, 2024, had passed resolutions for the closure of the Redington Stock Appreciation Right Scheme, 2017.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of loans, guarantees and investments under Section 186 of the Act, read with the Companies (Meetings of Board and its Powers) Rules, 2014, for the financial year 2023-24 form part of the Notes to the financial statements provided in this Annual Report. The Company has neither given guarantees nor provided security under Section 186 of the Act.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the financial year 2023-24, none of the transactions with related parties falls under the scope of section 188(1) of the Act. Information on transactions with related parties pursuant to section 134(3) (h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure G in Form AOC-2.

The Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions, as approved by the Board, is available on the Company's website and can be accessed at <https://redingtongroup.com/wp-content/uploads/2023/05/REDINGTON-RPT-Policy-v2-16-05-2023.pdf>

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Redington primarily carries out Corporate Social Responsibility (CSR) activities through its trust, Foundation for CSR @ Redington, by supporting its projects in the areas of education, employability skills training for the underprivileged and specially abled, healthcare and environmental sustainability. The Corporate Social Responsibility Committee has formulated and recommended to the Board a policy on CSR indicating the activities to be undertaken by the Company which is available on the website of the Company at <https://redingtongroup.com/wp-content/uploads/2023/09/CSR-Policy-Redington-Limited-.pdf>

During the year, the Company spent ₹ 13.96 Crores on CSR activities. The initiatives undertaken by the Company on CSR activities and executive summary of the impact assessment carried out during the year are set out in **Annexure D** of this report. The composition of the CSR Committee is disclosed in the Corporate Governance Report which forms part of the Annual Report.

Further, the Chief Financial Officer of the Company has certified that CSR spending of the Company for the financial year 2023-24 has been utilised for the purpose and in the manner approved by the Board of Directors of the Company.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT AND ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG)

Pursuant to Regulation 34(2)(f) of the SEBI (LODR) Regulations, 2015, the Business Responsibility & Sustainability Report forms part of this Annual Report. The CSR & ESG discharges its oversight responsibility on matters related to organisation wide ESG initiatives, priorities, and leading ESG practices. The CSR & ESG Committee meets regularly at various intervals to review progress on the ESG strategy of the Company and reports to the Board.

VIGIL MECHANISM/WHISTLE-BLOWER POLICY

The Company believes in the conduct of affairs of its constituents fairly and transparently by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. Pursuant to the provisions of Section 177(9) of the Act, read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the SEBI (LODR) Regulations, 2015, and in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Board of Directors had approved the Policy on Vigil Mechanism / Whistle Blower to provide a framework for the Company's employees and Directors to promote responsible and secure whistleblowing in the organisation across levels. It also protects whistle-blowers who raise concerns about serious irregularities within the Company.

The whistle Blower policy is hosted on the website of the Company at <https://redingtongroup.com/wp-content/uploads/2023/05/Whistle-Blower-Policy-1.2.pdf>

INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of the Companies Act, 2013 read with Investor Education and Protection Fund ["IEPF"] Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the unpaid or unclaimed dividend and shares in respect of which dividend entitlements are remaining unpaid or unclaimed for a period of seven consecutive years or more by any Member, to IEPF. Accordingly, the Company has transferred the unclaimed dividend of INR 1,20,132.60 pertaining to the financial year 2015-16 which remained unclaimed for seven consecutive years and 1109 shares to the IEPF authority. Further, the Company has also transferred an amount of INR 1,32,980, being the interim dividend declared during financial year 2016-17 which remained unclaimed for seven consecutive years and 180 shares to the IEPF authority.

Dividend for financial year 2022-23 on shares held by IEPF authority amounting to INR 66,376.2 was also transferred to IEPF Authority. The details of the shares due to be transferred to IEPF during the financial year 2024-25 are available on our website of the Company.

DEPOSITS

Your Company has not accepted any deposit within the meaning of provisions of Chapter V of the Act, read with the Companies (Acceptance of Deposits) Rules, 2014 for the year ended March 31, 2024.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There are no significant and material orders passed by the Regulators or Courts or Tribunals that would impact the going concern status of the Company.

NO PENDING PROCEEDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

Your Board confirms that there is no proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016 and that there is no instance of a one-time settlement with any Bank or Financial Institution, during the year under review.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has prepared a comprehensive document on Internal Financial Controls (IFC) in line with the requirements under the Act which included Entity Level Controls (ELC), Efficiency Controls, Risk Controls, Fraud Preventative Controls, Information Technology General Controls (ITGC) and Internal Controls on Financial Reporting (ICFR). A brief note on IFC including ICFR is enclosed in this Report as **Annexure A**. The Company has adopted policies and procedures for ensuring orderly and efficient conduct of its business, including safeguarding its assets, prevention and detection of fraud, error reporting mechanisms and ensuring accuracy and completeness of financial statements. Based on the results of assessments carried out by Management, no reportable material weaknesses or significant deficiencies in the design or operation of internal financial controls were observed. The Board opines that the internal controls adopted and implemented by the Company for the preparation of financial statements are adequate and sufficient.

RISK MANAGEMENT

Pursuant to Regulation 17 and Regulation 21 read with Part D of Schedule II of SEBI (LODR) Regulations, 2015 the Risk Management Committee evaluates the significant internal and external risks and ensures that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company. The Board of Directors reviewed the risk assessment and procedures adopted by the Company for risk control and management and is of the opinion that there are no risks that may threaten the existence of the Company. The terms of reference of the

Board's Report

Risk Management Committee and activities of the Committee during the year are elaborated in the Corporate Governance Report, which forms part of this Annual Report.

RESEARCH AND DEVELOPMENT, CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

A. Conservation of Energy:

The operations of your Company involve low energy consumption. Adequate measures have, however, been taken to conserve energy by way of optimising the usage of energy.

B. Technology Absorption:

Efforts made towards technology absorption: Your Company continues to use the latest technologies to improve the quality of services it offers. Digitalisation and adoption of cloud technology, virtualisation and mobility resulted in better operational efficiencies and Turnaround Time (TAT). Business Intelligence (BI) and Analytics facilitate key decisions and improve process efficiency. Your Company has seamlessly and securely adopted the hybrid working model and has been able to provide all employees with relevant technology tools and connectivity to carry out the work without any interruption.

Import of Technology:

The Company has not imported any technology during the year.

C. Expenditure on Research and Development:

As a Company involved in the distribution of technology products, your Company constantly innovates via strategic and qualitative initiatives to empower adoption of cutting-edge technologies.

Foreign Exchange earnings and outgo

The details of Foreign Exchange earnings and expenditures during the year are given below:

Earnings in Foreign Currency:

| ₹ in Crores | |
|--------------------------------------|---------------|
| Particulars | 2023-24 |
| Rebates & discount | 94.58 |
| Dividends from overseas subsidiaries | 409.60 |
| FOB value of exports | 17.46 |
| Others | 0.38 |
| | 522.02 |

Expenditure in foreign currency:

| ₹ in Crores | |
|------------------------|-----------------|
| Particulars | 2023-24 |
| CIF value of imports | 4,729.51 |
| Foreign Travel | 1.55 |
| Director's Sitting Fee | 0.17 |
| Director's Commission | 0.35 |
| Others | 9.00 |
| | 4,740.59 |

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

Your Company has constituted Internal Complaints Committees as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, to consider and resolve all sexual harassment complaints. Your Company has framed a policy on the Sexual Harassment of Women to ensure a free and fair enquiry process on complaints received from women employees about Sexual Harassment, also ensuring complete anonymity and confidentiality of information. Adequate workshops and awareness on the policy are also created by implementing learning modules for the employees.

FOREIGN EXCHANGE MANAGEMENT ACT, 1999

The Company is in compliance with the Foreign Exchange Management Act, 1999 and the Regulations made thereunder with respect to downstream investments made in its subsidiaries.

ACKNOWLEDGMENT

Your Directors take this opportunity to gratefully acknowledge the cooperation and support received from the Members including the principal Members, suppliers, vendors, customers, bankers, business partners/associates, channel partners, bankers, financial institutions, and Regulatory/Government authorities to the Company. The Directors record their appreciation for the contributions made by employees of the Company, its subsidiaries and associates, for their hard work and commitment, towards the success of the Company. Their dedication and competence has ensured that the Company continues to be a significant and leading player in the industry.

On behalf of the Board of Directors

J. Ramachandran

Chairman

Place: Chennai

Date: June 4, 2024

DIN: 00004593

ANNEXURE A

NOTE ON INTERNAL FINANCIAL CONTROLS

The Companies Act, 2013 has laid down responsibility on the Directors with respect to Internal Financial Control (IFC). The Institute of Chartered Accountants of India has issued a Guidance Note which prescribes the framework and risk that needs to be covered by a company regarding IFC. The Company has envisaged the necessity for a good financial control environment much ahead of the requirement envisioned under the Companies Act, 2013. The Company has an existing framework of IFC which has been documented and tested, based on the results of such assessments carried out by Management, no reportable material weakness or significant deficiencies in the design or operation of internal financial controls were observed. Some of the key controls are:

Entity Level Controls (ELCs):

ELCs are imperative to an organisation as they foster a culture that sets the tone for a sound control environment within the organisation. Support of management is essential to build and sustain an effective control environment. The Company has perceived this necessity and has demonstrated its intention and commitment by adopting the COSO Principle (Committee of Sponsoring Organizations of the Treadway Commission), which is followed across the globe, in framing its IFC. Entity-level controls include

Efficiency Controls

- Controls related to the control environment;
- Controls over management override Efficiency Controls

Over the years, the Company has built up a reservoir of knowledge in the field of distribution which has evolved into discrete business intelligence. The business intelligence is leveraged to assist in the decision-making process by way of efficiency controls. The Company believes that efficiency controls are essential for the long-term sustenance of the Company. Hence, higher emphasis is placed on coverage and completeness of efficiency controls. Influence of market trends, geography, the economy and vendor policy are considered in formulating efficiency controls.

Risk Controls:

The Company has a defined process for risk management. Risks are identified based on internal and external factors. Risks are then analysed and managed based on appetite, transfer, mitigation and avoidance. Insurance coverage, Accounts Receivable factoring etc., is resorted to wherever the risk can be transferred. Risks are mitigated when it is not avoidable. Risks are avoided when they cannot be transferred or mitigated and the returns are not commensurate with the rewards.

Fraud Deterrence Controls:

The Company has identified certain key areas where the possibility of fraud could occur. Checks & balances are built into the system during transaction processing to deter fraud. Areas prone to fraud are subject to constant review and audit by the external and the in-house internal audit team.

Information Technology General Controls (ITGCs):

ITGCs are an integral part of the control environment of the Company. ITGCs are broad controls over general IT activities, such as security and access, computer operations, systems development and system changes. Emphasis is placed on preventive controls and internal checks through the IT system such controls are regularly assessed for their effectiveness and relevance, and suitable modifications are initiated wherever required.

Internal Control on Financial Reporting (ICFR):

The Company has developed robust controls for financial reporting. The controls hover around two parameters, one, based on information generated by the Company through its operations, and two, requirements specified under various statutes.

The controls are designed from the point of view of "What could go wrong" or the inherent risk associated with the particular transaction or account that could possibly be the financial statement. The Institute of Chartered Accountants of India has issued a Guidance Note which is considered for detailing the inherent risk associated with a particular account in addition to the risk perceived by the Company.

ANNEXURE B

DETAILS PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 AND THE RELEVANT RULES READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Note:

- The Company has considered remuneration for Independent Directors on an accrual basis. The Company has considered gross salary including fixed pay, variable pay, perquisites and incentives (excluding retirement benefits) computed as per provisions of the Income Tax Act, 1961 as remuneration for other Directors, Key Managerial Personnel and other Employees.
- Median Remuneration is computed on Cost to Company (CTC) basis.

A. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year

| Name of Director | Designation | Ratio to the median remuneration |
|-----------------------------------|--|----------------------------------|
| Prof J. Ramachandran ¹ | Chairman, Non-Executive Non-Independent Director | 9.7 |
| Mr. Keith WF Bradley ³ | Non-Executive Independent Director | 4.9 |
| Mr. B. Ramaratnam | Non-Executive Independent Director | 4.7 |
| Ms. Anita P Belani | Non-Executive Independent Director | 4.8 |
| Mr. Sudip Nandy ² | Non-Executive Independent Director | 1.1 |
| Mr. Tu- Shu- Chyuan ⁴ | Non Executive Non Independent Director | 0.5 |
| Ms. Chen, Yi-Ju ⁴ | Non Executive Non Independent Director | 0.2 |
| Mr. S. V. Krishnan | Finance Director (Whole-time) | 38.2 |

¹ Prof J. Ramachandran was appointed as a Non-Executive Non-Independent Director with effect from February 6, 2024.

² Mr. Sudip Nandy was appointed as an Additional Director and as a Non-Executive Independent Director of the company with effect from February 6, 2024.

³ Mr. Keith WF Bradley ceased to be a Director w.e.f. March 31, 2024.

⁴ Mr. Tu Shu Chyuan and Ms. Chen Yi-Ju were re-designated as a Non-Executive Non-Independent Directors with effect from July 31, 2023.

Note:

- The information provided is as of March 31, 2024
- Mr. V. S. Hariharan, Non-Executive Independent Director resigned from the Board with effect from September 1, 2023, and was appointed as the Group Chief Executive Officer with effect from September 11, 2023. Hence, the same is not considered here.
- Mr. Rajiv Srivastava, Managing Director resigned from the Board with effect from August 11, 2023. Hence the same is not considered here.

B. The percentage change in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year:

| Name of Director | Designation | % increase in remuneration in the financial year |
|---------------------------------------|--|--|
| Prof J. Ramachandran ¹ | Chairman, Non-Executive Non-Independent Director | 45.9 |
| Mr. Keith WF Bradley | Non-Executive Independent Director | 16.7 |
| Mr. B. Ramaratnam | Non-Executive Independent Director | 8.3 |
| Ms. Anita P Belani | Non-Executive Independent Director | 14.8 |
| Mr. Sudip Nandy ² | Non-Executive Independent Director | NA |
| Mr. Tu- Shu- Chyuan ³ | Non Executive Non Independent Director | NA |
| Ms. Chen, Yi-Ju ³ | Non Executive Non Independent Director | NA |
| *Mr. S V Krishnan | Finance Director (Whole-time) | 92.4 |
| *Mr. Ramesh Natarajan | Chief Executive Officer | 28.3 |
| *Mr. Ravi Shankar V | Chief Financial Officer | -7.6 |
| Mr. M. Muthukumarasamy ⁴ | Company Secretary | NA |
| Mr. K Vijayshyam Acharya ⁵ | Company Secretary | NA |

Note:

* Prerequisite value includes SAR exercised by employees during the financial year. The percentages given above include the impact of exercise of SARs by them and hence have to be constructed accordingly.

¹ Prof J. Ramachandran was appointed as a Non-Executive Non-Independent Director with effect from February 6, 2024.

² Mr. Sudip Nandy was appointed as an Additional Director and as a Non-Executive Independent Director of the Company with effect from February 6, 2024.

³ Mr. Tu Shu Chyuan and Ms. Chen Yi-Ju were re-designated as a Non-Executive Non-Independent Director with effect from July 31, 2023.

⁴ Mr. M. Muthukumarasamy, Company Secretary resigned with effect from November 30, 2023.

⁵ Mr. K Vijayshyam Acharya, Company Secretary was appointed with effect from December 1, 2023.

Note:

- Mr. V. S. Hariharan, Non-Executive Independent Director resigned from the Board with effect from September 1, 2023, and was appointed as the Group Chief Executive Officer with effect from September 11, 2023. Hence, the same is not considered here.
- Mr. Rajiv Srivastava, Managing Director resigned from the Board with effect from August 11, 2023. Hence, the same is not considered here.

- The percentage increase/(decrease) in the median remuneration of employees in the financial year: 8.77%
- The number of permanent employees on the rolls of the Company as of March 31, 2024: 1817
- Average percentiles increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.
The average percentile increase made in the salaries of employees (based on cost to the Company) other than the key managerial personnel in the last financial year i.e. 2023-24 was 8.30 %. Change in managerial remuneration is given above. Increase in remuneration is based on remuneration policy of the Company.
- The variable pay to Executive Directors is based on clearly laid out criteria and measures, which are linked to the desired performance and business objectives of the organisation. The Non-Executive Directors of the Company are paid remuneration by way of sitting fee and profit related commission based on the criteria laid down by the NRC and the Board which may include performance of the Company, Members' attendance, position held in the Committee(s) and time spent by each Member.
- It is affirmed that the remuneration is as per the remuneration policy of the Company.
- The statement Section 197(12) of the Act, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 under Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms a part of this Report. However, as per first proviso to Section 136(1) of the Act and second proviso of Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Report and Financial Statements are being sent to the Members of the Company excluding the said statement. Any Member interested in obtaining such information may write to the Company Secretary at investors@redingtongroup.com.

ANNEXURE C

DISCLOSURES AS REQUIRED UNDER REGULATION 14 OF SEBI (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021

DETAILS RELATED TO REDINGTON STOCK APPRECIATION RIGHT SCHEME, 2017 (SAR SCHEME)

A. Details related to SAR

Description of the SAR Scheme: The Company has approved the grant of Stock Appreciation Rights (SARs) to the eligible employees of the Company and its Subsidiaries under the Redington Stock Appreciation Right Scheme, 2017. The maximum number of shares to be issued against the SARs shall not exceed 86,81,681 equity shares of face value ₹2 each as adjusted for any changes in the capital structure of the Company.

The position of the existing scheme is summarised as under –

| Sl. No | Particulars | Details |
|--------|--|--|
| 1. | Date of Shareholders' Approval | November 19, 2017 |
| 2. | Total Number of Shares approved under SAR Scheme | 86,81,681 |
| 3. | Vesting requirement | The SARs granted would be vested subject to the time and performance conditions as may be decided by the Compensation Committee from time to time. |
| 4. | SAR Price or Pricing Formula | Base price as may be determined by the Compensation Committee from time to time |
| 5. | Maximum term of SARs granted | 3 years from the date of vesting |
| 6. | Method of Settlement | Equity shares of the Company or cash as may be decided by the compensation Committee from time to time. |
| 7. | Choice of Settlement | With the Company |
| 8. | Source of shares | Primary |
| 9. | Variation in terms of SAR | No variations made in the current year |
| 10. | Method used to account for SAR | Fair Value Method |

The details of SARs are given in note no. 48 of Standalone Financial statements. The scheme is administered by the Compensation Committee and no Trust has been created for this purpose.

B. SAR Movement during the financial year 2023-24

| Sl. No | Particulars | Details |
|--------|---|----------|
| 1 | Number of SARs outstanding at the beginning of the year | 4,15,770 |
| 2 | Number of SARs granted during the year | - |
| 3 | Number SARs lapsed during the year | 45,500 |
| 4 | Number of SARs vested during the year | - |
| 5 | Number of SARs exercised during the year | 3,70,270 |
| 6 | SARs outstanding at the end of the year | 0 |
| 7 | SARs exercisable at the end of the year | 0 |
| 8 | Number of shares arising out of exercise of SARs | 2,13,660 |
| 9 | Money realised by exercise of SARs (in Rupees) | 4,27,320 |

C. Employee-wise details of SARs granted during the financial year 2023-24 to:

| | | |
|-----|--|-----|
| (a) | Senior managerial personnel | Nil |
| (b) | Employees who were granted, during any one year, SARs amounting to 5% or more of the SARs granted during the year | |
| (c) | Identified employees who were granted SARs, during any one year equal to FY 2021-22 or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant | |

ANNEXURE D

Annual Report on CSR activities

1. Brief outline on CSR Policy of the Company.

For Redington, Corporate Social Responsibility (CSR) is a planned set of activities taking into consideration the Company's capabilities, and the expectations of the communities living in and around the areas of its operation. The aim is to play a catalytic role in the sustainable socio-economic development in the regions where the Company's operations are located or where its interests lie, attempting to create an enabling working environment for Redington. Redington is deeply committed towards enriching the lives of the underprivileged sections of society. It believes that every organisation which exists in society is obliged to give back to society a portion of what it receives from it. It is guided by the principle "Create value, profits will follow". In line with the same, it strives to create value by promoting employability, skill development, health and wellness.

The CSR policy of your Company lays down the approach and direction including guiding principles for the Company to select, implement and monitor various Corporate Social Responsibility (CSR) initiatives and activities that ensures sustainable development of the community within which it exists, and also for formulation of annual action plans.

The CSR activities of the Company are implemented through "Foundation for CSR @ Redington" (Foundation), a trust formed by the Company to see the vision transforming into a reality. The details about the Foundation can be accessed at <https://redingtongroup.com/social/>.

2. Composition of CSR Committee:

| Sl. No. | Name | Category | Number of meetings during the financial year 2023-24 | |
|---------|--|--|--|----------------|
| | | | Held during Tenure | Total attended |
| 1. | Prof. J. Ramachandran, Chairman ¹ | Non- Executive Director Non-Independent Director | 2 | 2 |
| 2. | Mr. B. Ramaratnam, Member | Non- Executive Director Independent Director | 2 | 2 |
| 3. | Ms. Anita P Belani, Member ² | Non- Executive Director Independent Director | 2 | 1 |
| 4. | Mr. V. S. Hariharan ³ | Group Chief Executive Officer | 1 | 1 |
| 5. | Mr. S.V. Krishnan ⁴ | Finance Director (Whole-time) | NA | NA |

¹ Prof. J. Ramachandran was appointed as the Chairman of the CSR Committee with effect from November 6, 2023.

² Ms. Anita Belani ceased to be a member of the Committee with effect from November 6, 2023.

³ Mr. V.S. Hariharan ceased to be a member of the Committee with effect from September 1, 2023.

⁴ Mr. S.V. Krishnan was appointed as a member of the CSR Committee with effect from November 6, 2023.

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company:

The CSR Committee composition, CSR policy and the details of the projects undertaken by the Company can be accessed from the following links respectively:

- **Composition of the CSR Committee** - <https://redingtongroup.com/india/corporate-governance/>
- **CSR Policy** - <https://redingtongroup.com/wp-content/uploads/2018/12/CSR-policy.pdf>
- **Details of the CSR Projects** - <https://redingtongroup.com/india/csr/>

4. Executive summary along with the web link of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable.

The Company in line with the provision of the Companies Act, 2013 ("the Act") sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, conducted impact assessment through two independent agencies M/s PKF Sridhar and Santhanam LLP and M/s Impacttree Data technologies during the financial year ended March 31, 2024 for the applicable projects.

The executive summary along with the impact assessment report is uploaded on the website at **Executive Summary:** https://redingtongroup.com/wp-content/uploads/2024/06/Impact-assessment-Executive-Summary_CSR-Projects.pdf

ANNEXURE D

Impact Assessment Report: <https://redingtongroup.com/wp-content/uploads/2024/06/Impact-assessment-Report-FY-2023-24.pdf>.

5. (a) **Average net profit of the Company as per section 135(5):** ₹ 929.90 Crores
- (b) **Two percent of average net profit of the Company as per section 135(5):** ₹18.60 Crores
- (c) **Surplus arising out of the CSR projects or programs or activities of the previous financial years – Nil**
- (d) **Amount required to be set off for the financial year, if any – Nil**
- (e) **Total CSR obligation for the financial year (b+c-d):** ₹18.60 Crores
6. (a) **Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)-** ₹12.94 Crores
- (b) **Amount spent in Administrative Overheads –** ₹0.58 Crores.
- (c) **Amount spent on Impact Assessment, if applicable –** ₹0.44 Crores.
- (d) **Total amount spent for the Financial Year (a+b+c) –** ₹ 13.96 Crores.
- (e) **CSR amount spent or unspent for the financial year:**

| Total Amount Spent for the Financial year (₹ in Lakhs) | Amount Unspent (in Crores) | | | | |
|---|---|------------------|---|--------------------|------------------|
| | Total Amount transferred to Unspent CSR Account as per section 135(6) | | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5) | | |
| | Amount (in Crores) | Date of transfer | Name of the Fund | Amount (in Crores) | Date of transfer |
| ₹13.96 Crores | ₹ 4.64 Crores | April 29, 2024 | NA | NA | NA |

- (f) **Excess amount for set -off if any:**

| S No | Particular | Amount (₹ In Crores) |
|-------|---|----------------------|
| (i) | Two percent of average net profit of the Company as per Sub section (5) of Section 135 | NIL |
| (ii) | Total amount spent for the Financial Year | NIL |
| (iii) | Excess amount Spent for the Financial Year (ii-i) | NIL |
| (iv) | Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any | NIL |
| (v) | Amount available for set off in Succeeding Financial years (iii-iv) | NIL |

7. (a) **Details of Unspent CSR amount for the preceding three financial years:**

| Sl. No. | Preceding Financial Years | Amount transferred to Unspent CSR Account under section 135 (6) (₹ In Crores) | Amount spent in the Financial Year (₹ In Crores) | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(6), if any. | | | Amount remaining to be spent in the succeeding financial years. (₹ In Crores) | Deficiency, if any |
|---------|---------------------------|---|--|--|--------|------------------|---|--------------------|
| | | | | Name of the Fund | Amount | Date of Transfer | | |
| 1 | 2020-21 | 3.80 | 1.26 | - | - | - | - | - |
| 2 | 2022-23 | 2.43 | 2.11 | - | - | - | 0.32 | - |

8. **Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year- Yes**

If Yes, enter the number of Capital assets created/acquired- 4 Nos laptops

Furnish the details relating to such assets so created or acquired through Corporate Social Responsibility amount spent in the financial year-

| S No | Short Particulars of the Property or assets (including complete address and location of the property) | Pin code of the property or assets | Date of creation | Amount of CSR amount spent | Details of entity/Authority / beneficiary of the registered owner | | |
|------|---|------------------------------------|------------------|----------------------------|---|--------------------------------|---|
| | | | | | CSR Registration Number, if applicable | Name | Registered Address |
| 1 | Purchase of 4 laptops. Address: Foundation for CSR @ Redington, Block 3, Plathin, Redington Tower, Inner Ring Road, Saraswathy Nagar West, 4 th Street, Puzhuthivakkam, Chennai | 600091 | 25 May 2023 | ₹ 4,54,522 | CSR00002387 | Foundation for CSR @ Redington | No.95, SPL Guindy House, Guindy Industrial Estate, Guindy, Chennai - 600032 |

9. **Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5)-**

The Company has incurred CSR Expenditure during the year under review in line with CSR Policy of the Company. However, as the Company is under the process of formulating the implementation plan and taking various approvals, the implementation for some project commence during the end on the financial year 2023-24. It is the Company's continuous endeavour to increase its CSR impact and spend over the coming years, supplemented by its continued focus towards sustainable development and responsible infrastructure. The Company has earmarked projects which are active and will make efforts to spend the unspent amount on these projects in the forthcoming year. This unspent amount has been already transferred to the dedicated Unspent CSR Bank account. The Company confirms that implementation and monitoring of CSR Policy is in compliance with the CSR objectives and policy of the Company.

Place: Chennai
Date: June 4, 2024

Prof J Ramachandran
Chairman of the CSR & ESG Committee

Mr. V S Hariharan
Group Chief Executive Officer

ANNEXURE E

Secretarial Audit Report

For the Financial Year Ended on March 31, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Redington Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Redington Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon. Our responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards require that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Based on our verification of the Redington Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed except as specified otherwise, hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent except as specified otherwise, in the manner and subject to the reporting made hereinafter

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of –

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- iv. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent applicable to Foreign Direct Investment, Overseas Direct Investment ;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) The Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018; Not Applicable to the Company during the audit period
- d) The Securities and Exchange Board of India (Share based Employee Benefits and Sweat Equity) Regulations, 2021;
- e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- Not applicable to the Company during the audit period ;
- h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 - Not applicable to the Company during the audit period ;and
- i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;

- vi. As per the information and explanation provided to us, there are no sector specific Acts or Regulations applicable to the Company.

We have also examined compliance with applicable clauses of Secretarial Standards issued by the Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs.

We further report that, the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the statutory financial auditors, tax auditors, and other designated professionals.

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards etc. mentioned above. There were delays in filing

of forms with the Ministry of Corporate Affairs and the same were filed with prescribed additional fees.

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least 7 days in advance. For 3 meetings which were held at shorter notice, based on the minutes of the Board meeting, necessary approvals as per applicable provisions were obtained and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions at Board Meeting and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.
- We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

During the period under review we further report that,

- Mr. V.S Hariharan (DIN 05352003) has been appointed as Group Chief Executive Officer , for a period of 3 years with effect from September 11,2023.

- The Company has allotted 2,13,660 Equity shares, pursuant to provisions of Companies Act 2013 and Rules framed thereunder and the relevant SEBI Regulations, to employees who have exercised their rights under Redington Stock Appreciation Rights Scheme 2017 Scheme.
- The Company is in the process of filing of FC-GPR forms for the allotment done pursuant to Securities and Exchange of India (Share Based Employees Benefits and Sweat Equity) Regulations,2021. Upon receipt of approval, the Company will thereafter proceed with making a compounding application under applicable FEMA regulations
- Mr. Keith W F Bradley (DIN 06564581) has completed his second term as an Independent Director and consequently ceased to be a Director of the company on March 31,2024
- Mr. Sudip Nandy (DIN 07199187) was appointed as an Additional Director, in the capacity of an Independent Director, for a term of 5 years with effect from February 6, 2024.
- Professor J. Ramachandran (DIN 00004593) was appointed as Non-Executive Non-Independent Director of the company with effect from February 6, 2024

For **RBJV & Associates**

R. Bhuvana

Practicing Company Secretary
Membership No. F10575
Certificate of Practice No. 8161

PR No: 1111/2021

UDIN: F010575F000507797

Date June 6, 2024

Place: Chennai

This Report is to be read with our letter of even date which is annexed as Annexure 1 and forms an integral part of this report.

ANNEXURE E

Annexure 1

To,
The Members,
Redington Limited

Our Report of even date is to be read along with this letter.

- Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we have followed provide a reasonable basis for our opinion.
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

- Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **RB JV & Associates**

R. Bhuvana

Practicing Company Secretary
Membership No. F10575
Certificate of Practice No. 8161
PR No: 1111/2021
UDIN: F010575F000507797

Date June 4, 2024
Place: Chennai

ANNEXURE F

FORM - AOC1 SALIENT FEATURES OF FINANCIAL STATEMENTS OF SUBSIDIARIES/ASSOCIATES AS PER COMPANIES ACT, 2013 Part (A) SUBSIDIARIES

| Sl. No | Company name | Date of Acquisition | Reporting Period | Reporting Currency | Average Exchange Rate | Exchange Rate | Share Capital | Reserves & Surplus | Total Assets | Total Liabilities | Investments [®] | Turnover | Profit before taxation | Provision for taxation | Profit after tax | Proposed dividend | Ownership Interest% | Beneficial Interest% |
|--------|--|---------------------|------------------|--------------------|-----------------------|---------------|---------------|--------------------|--------------|-------------------|--------------------------|-----------|------------------------|------------------------|------------------|-------------------|---------------------|----------------------|
| 1 | ProConnect Supply Chain Solutions Limited | 31-Aug-12 | 31-Mar-24 | INR | 1.00 | 1.00 | 13.62 | 190.87 | 438.45 | 233.96 | - | 550.33 | 13.04 | 4.13 | 8.91 | - | 100 | 100 |
| 2 | Redservy Global Solutions Limited | 21-Jan-22 | 31-Mar-24 | INR | 1.00 | 1.00 | 9.50 | 7.81 | 33.90 | 16.58 | - | 76.58 | 8.51 | 2.26 | 6.25 | - | 100 | 100 |
| 3 | Redington International Mauritius Limited | 16-Jul-08 | 31-Mar-24 | USD | 82.78 | 83.41 | 230.77 | 1,261.46 | 1,492.36 | 0.14 | 1,359.34 | - | 380.73 | - | 380.73 | - | 100 | 100 |
| 4 | Redington Distribution Pte. Limited (RDPL) | 1-Apr-05 | 31-Mar-24 | USD | 82.78 | 83.41 | 33.36 | 253.80 | 505.70 | 218.54 | 7.67 | 666.28 | 26.38 | 9.83 | 16.55 | - | 100 | 100 |
| 5 | Redington Gulf FZE | 27-Mar-00 | 31-Mar-24 | AED | 22.54 | 22.71 | 27.26 | 2,960.96 | 6,850.46 | 3,862.25 | 311.06 | 16,787.08 | 181.94 | 21.77 | 160.17 | - | 100 | 100 |
| 6 | Redington Egypt Ltd. (Limited liability company) | 9-Feb-00 | 31-Dec-23 | EGP | 2.73 | 2.69 | 0.23 | 3.94 | 5.00 | 0.84 | 0.53 | 1.15 | (0.87) | - | (0.87) | - | 100 | 100 |
| 7 | Redington Gulf & Co. LLC | 11-Nov-03 | 31-Mar-24 | OMR | 215.01 | 216.64 | 3.25 | 19.63 | 103.48 | 80.61 | - | 289.51 | 11.20 | 1.58 | 9.63 | - | 70 | 100 |
| 8 | Redington Kenya Limited | 19-Jul-04 | 31-Mar-24 | KES | 0.57 | 0.63 | 0.06 | 26.71 | 230.40 | 203.62 | 0.01 | 503.34 | 12.29 | 3.78 | 8.51 | - | 100 | 100 |
| 9 | Cadensworth FZE | 30-Mar-05 | 31-Mar-24 | AED | 22.54 | 22.71 | 2.27 | 33.80 | 80.78 | 44.70 | 1.10 | 46.74 | 0.94 | - | 0.94 | - | 100 | 100 |
| 10 | Redington Middle East LLC | 1-Jul-05 | 31-Mar-24 | AED | 22.54 | 22.71 | 0.68 | 201.27 | 1,102.24 | 900.29 | - | 7,458.96 | 73.25 | - | 73.25 | - | 100 | 100 |
| 11 | Ensure Services Arabia LLC | 13-Jun-00 | 31-Mar-24 | SAR | 22.07 | 22.24 | 2.33 | (3.99) | 41.79 | 43.45 | - | 58.60 | (5.71) | - | (5.71) | - | 100 | 100 |
| 12 | Redington Qatar Distribution WLL | 15-Aug-07 | 31-Mar-24 | QAR | 22.70 | 22.87 | 0.46 | 207.14 | 638.27 | 430.67 | - | 3,093.75 | 63.71 | 7.18 | 56.53 | - | 49 | 100 |
| 13 | Redington Limited, Ghana | 28-Nov-08 | 31-Mar-24 | GHS | 7.07 | 6.32 | 0.35 | (0.33) | 12.40 | 12.38 | - | 4.96 | (0.51) | - | (0.51) | - | 100 | 100 |
| 14 | Redington Kenya (EPZ) Limited | 10-Dec-08 | 31-Mar-24 | KES | 0.57 | 0.63 | 0.01 | (1.43) | 0.38 | 1.81 | - | 1.47 | 0.19 | 0.28 | (0.09) | - | 100 | 100 |
| 15 | Redington Uganda Limited | 9-Jan-09 | 31-Mar-24 | UGX | 0.02 | 0.02 | 0.03 | 18.45 | 62.24 | 43.75 | - | 351.83 | 4.63 | 2.29 | 2.34 | - | 100 | 100 |
| 16 | Cadensworth United Arab Emirates (LLC) | 5-May-09 | 31-Mar-24 | AED | 22.54 | 22.71 | 0.68 | 6.43 | 12.08 | 4.97 | - | 2.98 | (0.06) | - | (0.06) | - | 100 | 100 |
| 17 | Redington Tanzania Limited | 13-Aug-09 | 31-Mar-24 | TZS | 0.03 | 0.03 | 0.00 | 10.20 | 102.48 | 92.27 | - | 333.73 | 5.57 | 1.70 | 3.88 | - | 100 | 100 |
| 18 | Redington Morocco Limited | 5-Oct-09 | 31-Mar-24 | MAD | 8.21 | 8.27 | 0.25 | 1.86 | 10.43 | 8.32 | - | 6.35 | 2.57 | 0.70 | 1.86 | - | 100 | 100 |

ANNEXURE F

| Sl. No | Company name | Date of Acquisition | Reporting Period | Reporting Currency | Average Exchange Rate | Exchange Rate | Share Capital | Reserves & Surplus | Total Assets | Total Liabilities | Investments [®] | Turnover | Profit before taxation | Provision for taxation | Profit after tax | Proposed dividend | Ownership Interest% | Beneficial Interest% |
|---------------------------|---|---------------------|--|----------------------------|-----------------------|--------------------|---------------------|----------------------------------|-------------------|-----------------------|----------------------------------|--------------------------------------|------------------------|------------------------|------------------|-------------------|---------------------|----------------------|
| 19 | Redington South Africa (Pty) Ltd. (formerly known as Ensure IT services (Pty) Ltd.) | 27-Jul-11 | 31-Mar-24 | ZAR | 4.42 | 4.37 | 0.31 | (1.59) | 4.97 | 6.25 | - | 8.71 | (2.83) | 0.43 | (3.26) | - | 100 | 100 |
| 20 | Arena Bilgisayar Sanayi Ve Ticaret A.S. | 29-Nov-10 | 31-Dec-23 | USD | 82.62 | 83.21 | 277.41 | 249.99 | 2,525.70 | 1,998.30 | 394.22 | 6,388.61 | 21.35 | 17.37 | 3.97 | - | 49.4 | 49.4 |
| 21 | Arena International FZE | 25-May-11 | 31-Dec-23 | AED | 22.50 | 22.66 | 2.27 | 8.36 | 264.67 | 254.04 | - | 1,474.13 | 78.52 | - | 78.52 | - | 49.4 | 49.4 |
| 22 | Redington Bangladesh Limited | 24-Jun-05 | 31-Mar-24 | BDT | 0.76 | 0.76 | 0.23 | 0.67 | 2.76 | 1.86 | - | 7.74 | 0.03 | 0.22 | (0.19) | - | 99 | 100 |
| 23 | Redington SL Private Limited | 28-Oct-09 | 31-Mar-24 | LKR | 0.26 | 0.28 | 0.79 | 10.71 | 30.00 | 18.49 | - | 39.06 | 3.51 | 0.87 | 2.64 | - | 100 | 100 |
| 24 | Redington Rwanda Ltd. | 9-May-12 | 31-Mar-24 | RWF | 0.07 | 0.07 | 0.00 | (2.60) | 29.01 | 31.60 | - | 108.28 | (4.01) | (0.96) | (3.05) | - | 100 | 100 |
| 25 | Ensure Gulf FZE | 25-Jul-12 | 31-Mar-24 | AED | 22.54 | 22.71 | 2.27 | 28.58 | 97.68 | 66.83 | 0.34 | 33.29 | 15.24 | - | 15.24 | - | 100 | 100 |
| 26 | Proconnect Supply Chain Logistics LLC | 24-Apr-13 | 31-Mar-24 | AED | 22.54 | 22.71 | 0.84 | 31.81 | 77.42 | 44.77 | 1.15 | 229.37 | 6.88 | - | 6.88 | - | 100 | 100 |
| 27 | Redington Senegal Limited SARL | 14-May-14 | 31-Dec-23 | XOF | 0.14 | 0.14 | 0.07 | 43.06 | 86.31 | 43.17 | - | 579.78 | 11.35 | 1.37 | 9.98 | - | 100 | 100 |
| 28 | Redington Saudi Arabia Distribution Company | 18-Aug-14 | 31-Mar-24 | SAR | 22.07 | 22.24 | 66.71 | 554.35 | 3,116.98 | 2,495.91 | - | 11,000.17 | 209.01 | 43.80 | 165.21 | - | 100 | 100 |
| 29 | Paynet Ödeme Hizmetleri A.S. | 16-Jan-15 | 31-Dec-23 | TRY | 3.59 | 2.82 | 4.19 | 43.14 | 262.58 | 215.24 | 0.14 | 528.43 | 45.18 | 16.29 | 28.88 | - | 49.4 | 49.4 |
| 30 | CDW International Trading FZCO | 5-Jul-15 | 31-Mar-24 | AED | 22.54 | 22.71 | 0.00 | 3.04 | 3.89 | 0.85 | - | 2.58 | (0.00) | - | (0.00) | - | 100 | 100 |
| 31 | RNDC Alliance West Africa Limited | 17-Nov-15 | 31-Mar-24 | NGN | 0.11 | 0.06 | 0.06 | 1.46 | 14.78 | 13.25 | - | 36.45 | 3.46 | 1.59 | 1.87 | - | 100 | 100 |
| 32 | Redington Turkey Teknoloji A.Ş. (Formerly known as Linkplus Bilgisayar Sistemleri Sanayi ve Ticaret A.Ş.) | 26-Nov-15 | 31-Dec-23 | USD | 82.62 | 83.21 | 28.02 | 43.10 | 609.23 | 538.12 | - | 1,034.81 | 40.38 | 17.73 | 22.65 | - | 100 | 100 |
| 33 | Ensure Middle East Technology Solutions LLC | 10-Oct-16 | 31-Mar-24 | AED | 22.54 | 22.71 | 0.34 | 8.92 | 19.64 | 10.38 | - | 40.94 | 2.48 | - | 2.48 | - | 49 | 100 |
| 34 | Proconnect Saudi LLC | 5-Feb-17 | 31-Mar-24 | SAR | 22.07 | 22.24 | 2.22 | 19.46 | 58.13 | 36.44 | - | 98.18 | 7.03 | 1.50 | 5.54 | - | 100 | 100 |
| 35 | Redserv Business Solutions Private Limited | 29-Mar-17 | 31-Mar-24 | INR | 1.00 | 1.00 | 0.10 | (0.18) | 0.11 | 0.19 | - | - | (0.02) | - | (0.02) | - | 100 | 100 |
| 36 | Redington Distribution Company LLC | 14-Mar-17 | 31-Mar-24 | EGP | 2.61 | 1.76 | 0.35 | 17.20 | 129.94 | 112.39 | - | 293.77 | 32.90 | (0.02) | 32.92 | - | 99 | 100 |
| 37 | Citrus Consulting Services FZ LLC | 20-Apr-17 | 31-Mar-24 | AED | 22.54 | 22.71 | 28.40 | (29.44) | 6.77 | 7.81 | - | 49.46 | (7.43) | - | (7.43) | - | 100 | 100 |
| 38 | Arena Mobile İletişim Hizmetleri Ve Tüketici Elektronik Sanayi Ve Ticaret Anonim Şirketi | 11-Apr-17 | 31-Dec-23 | TRY | 3.59 | 2.82 | 120.84 | (60.78) | 116.13 | 56.08 | - | 745.23 | (29.02) | 1.04 | (30.06) | - | 49.4 | 49.4 |
| 39 | Online Elektronik Ticaret Hizmetleri Anonim Şirketi | 10-Apr-17 | 31-Dec-23 | TRY | 3.59 | 2.82 | 23.23 | (12.86) | 10.87 | 0.49 | - | 0.00 | (1.53) | 1.71 | (3.24) | - | 49.4 | 49.4 |
| 40 | Paynet (Kıbrıs) Ödeme Hizmetleri Limited | 7-Apr-17 | 31-Dec-23 | TRY | 3.59 | 2.82 | 0.68 | (0.45) | 0.37 | 0.15 | - | 0.53 | (0.07) | 0.01 | (0.08) | - | 49.4 | 49.4 |
| 41 | Redington Saudi Trading Company | 28-Jan-21 | 31-Mar-24 | SAR | 22.07 | 22.24 | 66.71 | 25.15 | 113.01 | 21.14 | - | 1,103.71 | 15.37 | 3.14 | 12.23 | - | 100 | 100 |
| 42 | Arena Connect Teknoloji Sanayi Ve Ticaret A.S. (formerly Brightstar Telekomunikasyon ve Dağıtım Ltd. St.) | 1-Dec-21 | 31-Dec-23 | TRY | 3.59 | 2.82 | 101.60 | (17.69) | 939.69 | 855.78 | - | 4,372.37 | (39.99) | 12.98 | (52.97) | - | 49.4 | 49.4 |
| 43 | ProConnect Holdings Limited | 12-Oct-22 | 31-Mar-24 | AED | 22.54 | 22.71 | 0.08 | 57.37 | 58.37 | 0.91 | - | - | (0.92) | - | (0.92) | - | 100 | 100 |
| 44 | Redington South Africa Distribution (PTY) Ltd. (formerly Ensure Technical Services (PTY) Ltd.) | 19-Sep-12 | 31-Mar-24 | ZAR | 4.42 | 4.37 | 4.83 | (5.02) | 21.31 | 21.49 | - | 8.22 | (4.57) | - | (4.57) | - | 100 | 100 |
| 45 | Redington Bahrain WLL | 24-Aug-21 | 31-Mar-24 | BHD | 219.57 | 221.23 | 1.11 | 2.33 | 85.58 | 82.14 | - | 251.94 | 1.02 | - | 1.02 | - | 49 | 100 |
| 46 | Redington Gulf FZE Jordan | 10-Oct-21 | 31-Mar-24 | JOD | 116.85 | 117.80 | 0.59 | (1.42) | 19.36 | 20.19 | - | 43.27 | (1.47) | - | (1.47) | - | 49 | 100 |
| 47 | Redington Gulf Arabia for Information Technology | 28-Nov-22 | 31-Mar-24 | SAR | 22.07 | 22.24 | 0.83 | (6.67) | 5.87 | 11.71 | - | 4.45 | (6.59) | - | (6.59) | - | 100 | 100 |
| 48 | Redington Green Energy Limited | 1-Oct-23 | 31-Mar-24 | KES | 0.57 | 0.63 | 1.05 | (0.54) | 1.17 | 0.67 | - | 0.00 | (0.49) | - | (0.49) | - | 100 | 100 |
| 49 | Redington Turkey Holdings SARL | 8-Nov-10 | 31-Mar-24 | USD | 82.78 | 83.41 | 3.75 | 4.45 | 354.38 | 346.17 | 354.34 | - | (0.68) | 0.21 | (0.89) | - | 100 | 100 |
| Part (B) Associate | | | | | | | | | | | | | | | | | | |
| Sl. No: | Name of Company | Date of Association | Reporting Period/Latest Audited Balance sheet date | Shares Held by the Company | Amount of investment | Ownership interest | Beneficial interest | Reason for significant influence | Total Liabilities | Networth attributable | Loss considered in consolidation | Loss not considered in consolidation | | | | | | |
| 1 | Redington (India) Investments Limited | 28-Jun-95 | March 31, 2024 | 100,000 | 0.05 | 47.62 | 47.62 | Share holding more than 20% | - | 0.09 | - | - | | | | | | |

ANNEXURE F

The below mentioned companies are yet to commence operation:

Redington Kazakhstan Technology

The below mentioned companies are liquidated during the year:

Ensure Services Bahrain WLL, (formerly known as Ensure Services Bahrain SPC)

Ensure Middle East Trading LLC

The below mentioned companies ceased operations:

Africa Joint Technical Services

Redington Angola Ltd.

Redington Gulf FZE Co, Iraq

Redington Kazakhstan LLP

Redington Qatar WLL

@ Investment excludes investment in subsidiary

Abbreviation:

INR - Indian Rupee; AED - UAE Dirham; QAR - Qatari Riyal; OMR - Omani Riyal; USD - US Dollar; NGN - Nigerian Naira; KES - Kenyan Shilling; SAR - Saudi Riyal; EGP - Egyptian Pound;

BHD - Bahrain Dinar; GHS - Ghanaian Cedi; UGX - Uganda Shilling; MAD - Moroccan Dirham; XOF - West African CFA Franc; BDT - Bangladesh Taka; TZS - Tanzania Shilling;

ZAR - South African Rand; RWF - Rwandan Franc; LKR - Srilankan Rupee; TRY - Turkish Lira; JOD- Jordanian Dinar

For and on behalf of the Board of Directors

V S Hariharan
Group Chief Executive Officer
Place: Chennai

S V Krishnan
Finance Director (Whole-Time)
DIN:07518349
Place: Chennai

B Ramaratnam
Independent Director
DIN:07525213
Place: Chennai

Ramesh Natarajan
Chief Executive Officer - India
Distribution Business
Place: Chennai

Viswanath Pallasena
Chief Executive Officer - MEA
Place: Dubai

V Ravishankar
Chief Financial Officer
Place: Chennai

K Vijayshyam Acharya
Company Secretary
Place: Chennai

Date : May 15, 2024

ANNEXURE G

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis:

The Company has not entered into any contracts/arrangements/transactions with its related parties that are not in the ordinary course of business or at arm's length during FY 2023-24.

- Name(s) of the related party and nature of the relationship: Not Applicable
- Nature of contracts/arrangements/transactions: Not Applicable
- Duration of the contracts/arrangements/transactions: Not Applicable
- Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
- Justification for entering into such contracts or arrangements or transactions: Not Applicable
- Date(s) of approval by the Board: Not Applicable
- Amount paid as advances, if any: Not Applicable

- Date on which the special resolution was passed in the general meeting as required under the first proviso to section 188: Not Applicable

2. Details of material contracts or arrangements or transactions at arm's length basis:

- Name (s) of the related party and nature of the relationship: Not Applicable
- Nature of contracts/arrangements/transactions: Not Applicable
- Duration of the contracts /arrangements/ transactions: Not Applicable
- Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
- Date(s) of approval by the Board, if any: Not Applicable
- Amount paid as advances, if any: Not Applicable

Note: The above disclosures on material transactions are based on the principle and fact that transactions with wholly owned subsidiaries are exempt for the purpose of section 188(1) of the Act and no material transactions entered into with associate companies

On behalf of the Board of Directors

Date: June 4, 2024
Place: Chennai

J. Ramachandran
Chairman

Corporate Governance Report

This report sets out the Company's Corporate Governance processes and activities for the financial year 2023-24 with reference to the Companies Act, 2013 (**'the Act'**) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**).

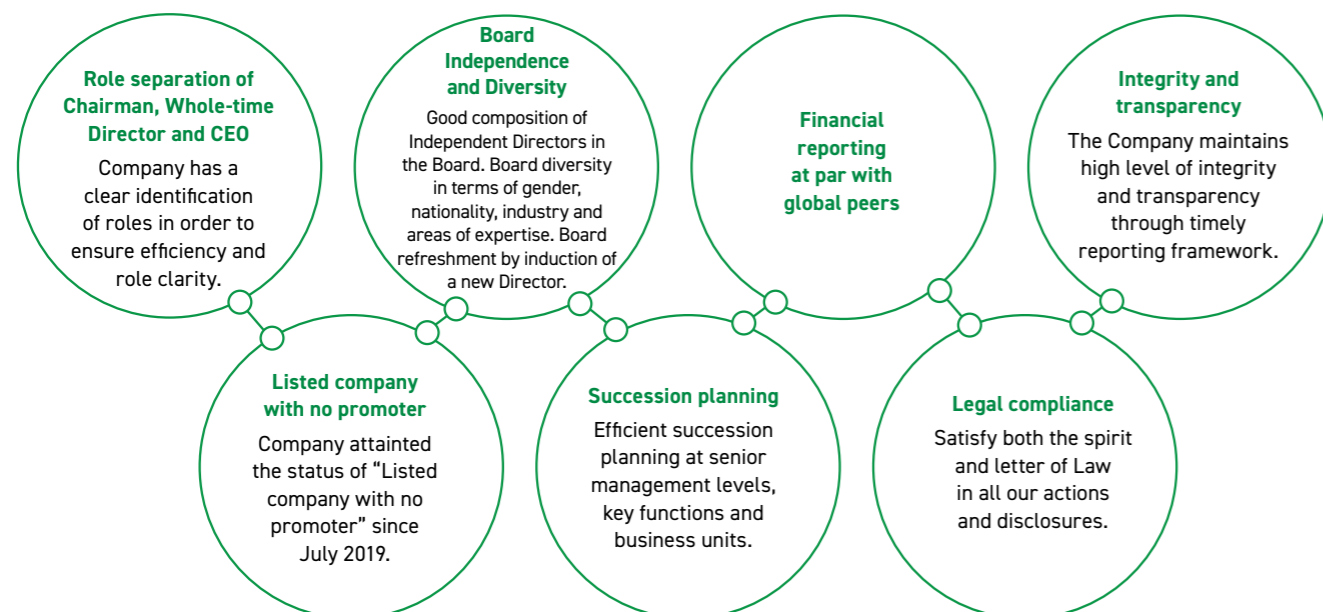
Redington's Philosophy

Corporate Governance is a way of life and is enshrined as part of our way of working. Our philosophy on Corporate Governance is built on the foundation of ethical and transparent business operations. The cardinal principles of independence, accountability, responsibility, transparency, and trusteeship serve as means for implementing the philosophy of Corporate Governance. It is designed to inspire trust, strengthen the Board and Management, and protect

and promote the long-term interests of all stakeholders. We always believe in and encourage an open culture – 'if you have queries, ask them; if you have ethical concerns, raise them.' The Company is focused on enhancing long-term value creation for all stakeholders without compromising on integrity, societal obligations, environmental responsibilities, and regulatory compliance.

Redington's Approach towards Corporate Governance

Redington's governance structure entails more than just adherence to statutory and regulatory requirements. We are constantly striving to adhere to emerging best practices globally.



The Company has established a code of conduct and ethical practices in the right spirit of law, respecting compliance under various statutes. Our commitment to good governance is upheld by our valued Redingtonians, who embody integrity, trust, transparency, and independence - the foundation of any good corporate.

The Company has identified and defined all roles with clarity. The Chairman is responsible for fostering and promoting the integrity of the Board while nurturing a culture wherein the Board works harmoniously for the long-term benefit of the Company and all its stakeholders. The Chairman also presides over all meetings of the Board and shareholders of the Company. The Group Chief Executive Officer, Finance Director (Whole-time), Chief Executive Officer, Chief Financial Officer together with the executive leadership are responsible for executing the corporate strategy in consultation with the Board. They are also responsible for strengthening brand equity, planning, building external contacts, and expediting

all matters related to the management of the Company. They also monitor the external and internal competitive landscape, new industry developments and standards, identify opportunities for expansion and acquisition, build relationships with customers and markets to enhance shareholder value and implement the organisation's vision, mission, and values.

BOARD OF DIRECTORS

The Board of Redington comprises of a diverse mix of leaders and thinkers who have acknowledged that the focus of the Company lies in creating value for all its stakeholders. Their collective wisdom, experience, and vision have played a crucial role in establishing Redington as a leading technology distributor and supply chain solutions provider in the market. Considering the necessary skills required on the Board, the Nomination and Remuneration Committee only selects eminent individuals with independent standing and industry

expertise to effectively contribute to the Company's business and policy decisions. The Board evaluates the Company's strategic direction, management policies, performance objectives, and the effectiveness of Corporate Governance practices. Further, the Board fulfils the key functions as prescribed under the SEBI Listing Regulations.

The Board composition has been structured in compliance with the requirements of the Act, and SEBI Listing Regulations. As of April 1, 2024, the total strength of the Board is seven (7), with the Chairman being a Non-Executive Non-Independent Director. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations and Section 149 of the Act, read with the relevant Rules made thereunder.

The Nomination and Remuneration Committee collaborates with the Board on the leadership succession plan to ensure orderly succession in appointments to the Board and Senior Management. The Company strives to maintain an appropriate balance of skills and experience within the organisation and the Board, in an endeavour to introduce new perspectives while preserving experience and continuity.

By integrating workforce planning with strategic business planning, the Company ensures that it allocates the necessary financial and human resources to meet its objectives. Our Board members bring their broad and diverse skills and viewpoints to the table to support the Company in advancing its strategy. Additionally, promoting Senior Management within the organisation fuels the ambitions of the talent force to earn future leadership roles.

At Board meetings, managers and representatives who can provide additional insights into the items being discussed are invited. Information is continuously provided to the Board members for their review, inputs and approval.

Strategic and operating plans, along with quarterly and annual financial statements, are presented to the Board. Inorganic growth plans, significant managerial decisions, material positive/negative developments, and statutory matters are initially presented to the Committees of the Board. Subsequently, with the recommendation of the Committees, they are brought to the Board for approval.

As a process, information to Directors is submitted along with the agenda in advance of Board meetings. The inputs and feedback of Board members are taken into consideration when preparing the agenda and documents for the meetings. During these meetings, Directors have the opportunity to provide their inputs and suggestions on various strategic and operational matters.

The Composition of the Board as on April 1, 2024:

| DIN | Name of Director | Category |
|----------|----------------------|---|
| 00004593 | Prof. J Ramachandran | Chairman and Non-Executive Non-Independent Director |
| 07525213 | Mr. B. Ramaratnam | Non-Executive Independent Director |
| 01532511 | Ms. Anita P Belani | Non-Executive Independent Director |
| 07199187 | Mr. Sudip Nandy | Non-Executive Independent Director |
| 02336015 | Mr. Tu, Shu Chyuan | Non-Executive Non-Independent Director |
| 08031113 | Ms. Chen, Yi-Ju | Non-Executive Non-Independent Director |
| 07518349 | Mr. S.V. Krishnan | Finance Director (Whole-time) |

The number of Directorships, Committee memberships/ chairmanships of all Directors are within the respective limits prescribed under the Act and SEBI Listing Regulations. All Directors of the Company have made necessary disclosures regarding their Board and Committee positions in other public companies as of March 31, 2024.

Independent Directors

Considering the requirement of skills on the Board, The Nomination and Remuneration Committee considers individuals with independent standing in industry expertise, as well as those capable of effectively contributing to the business and policy decisions of the Company.

The Company has appointed Independent Directors renowned for their expertise and experience in their respective fields. They have no pecuniary relationship with the Company and do not hold two percent or more of the Company's voting power, either individually or jointly with others.

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 Listing Regulations and the Act and rules framed thereunder. The Company has obtained necessary declarations from the Independent Directors that they fulfil the criteria of independence, as stipulated in SEBI Listing Regulations, and the Act and rules framed thereunder. The Board at its meeting held on May 15, 2024 has taken on record these declarations received from the Independent Directors. In the opinion of

Corporate Governance Report

the Board, the Independent Directors of the Company fulfil the conditions specified in SEBI Listing Regulations and are independent of the Management.

The Independent Directors have included their names in the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs, in accordance with Section 150 of the Companies Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

None of the Independent Director(s) of the Company except Mr. V S Hariharan (DIN: 05352003) resigned before the expiry of their tenure. Mr. V S Hariharan resigned as an Independent Director effective close of the business hours on September 1, 2023 considering his candidature for the position of Group Chief Executive Officer of the Company. The Company has also obtained confirmation that there was no material reason for his resignation other than as mentioned above.

Mr. Keith WF Bradley (DIN: 06564581) completed his second term as an Independent Director and consequently ceased to be a Director of the Company on March 31, 2024.

As of March 31, 2024, Mr. B Ramaratnam holds 957 equity shares of the Company.

MEETINGS OF BOARD OF DIRECTORS

During the financial year 2023-24, seven (7) Board Meetings were held on the below mentioned dates. The maximum time gap between two meetings did not exceed one hundred and

ATTENDANCE AT BOARD MEETINGS

| Sl. no | Name | May 16, 2023 | August 1, 2023 | August 2, 2023 | August 11, 2023 (adjourned meeting of August 9, 2023) | September 1, 2023 | November 6, 2023 | February 6, 2024 |
|--------|--|--------------|----------------|----------------|---|-------------------|------------------|------------------|
| 1. | Prof. J Ramachandran ¹ DIN: 00004593 | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| 2. | Mr. B. Ramaratnam DIN: 07525213 | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| 3. | Ms. Anita P Belani DIN: 01532511 | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| 4. | Mr. Keith WF Bradley ² DIN: 06564581 | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| 5. | Mr. Tu, Shu Chyuan DIN: 02336015 | Yes | Yes | Yes | Yes | No | Yes | Yes |
| 6. | Ms. Chen, Yi-Ju DIN: 08031113 | Yes | Yes | Yes | Yes | Yes | Yes | No |
| 7. | Mr. S.V. Krishnan DIN: 07518349 | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| 8. | Mr. V. S. Hariharan ³ DIN: 05352003 | Yes | Yes | Yes | Yes | Yes | NA | NA |
| 9. | Mr. Rajiv Srivastava ⁴ DIN: 03568897 | Yes | Yes | Yes | Yes | NA | NA | NA |

Note: Mr. Sudip Nandy was appointed as an Independent Director w.e.f February 6, 2024.

¹ Prof. J. Ramachandran was appointed as Non-Executive Non-Independent Director, continuing as Chairman, w.e.f February 6, 2024.

² Mr. Keith WF Bradley completed his second term as an Independent Director and consequently ceased to be an Independent Director of the Company on March 31, 2024.

³ Mr. V.S. Hariharan resigned as an Independent Director on September 1, 2023 considering his candidature for the post of Group Chief Executive Officer of the Company.

⁴ Mr. Rajiv Srivastava resigned as Managing Director on August 11, 2023.

twenty days. The necessary quorum was present throughout all the meetings.

During the year, the Independent Directors of the Company without the presence of Non-Independent Directors and Management team met on February 6, 2024. At the meeting, they inter-alia reviewed the performance of the Non-Independent Directors, Board as a whole and Chairman of the Company, on parameters of effectiveness and to assess the quality, quantity and timeliness of flow of information between the Management, who was then an Independent Director, the Board. Prof J Ramachandran, Chairman of this meeting, who was then an Independent Director, presented the views of the Independent Directors on matters relating to Board processes and perspectives to the full Board.

During the year 2023-24, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration. The Board periodically reviews the compliance reports of all laws applicable to the Company.

In compliance with the applicable provisions of the Act and the Rules made thereunder, the Company facilitates the participation of the Directors in Board/Committee meetings through video conferencing or other audio-visual mode.

The details of the Director seeking re-appointment at the ensuing AGM is furnished in the Notice convening the meeting of the Members.

FAMILIARISATION PROGRAMS FOR BOARD OF DIRECTORS

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, automation for Board meetings, 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 familiarisation programmes are uploaded on the website of the Company at <https://redingtongroup.com/wp-content/uploads/2024/05/Familiarisation-Programme-2023-24.pdf>

Details about Directorships and Committee Memberships/Chairmanships held by Directors of the Company as on March 31, 2024:

| Name of the Director | Directorship in other Indian Public Companies | Listing Status | Category of Directorship | Committee Membership/Chairmanship* |
|----------------------|---|----------------|--------------------------|--|
| Mr. B. Ramaratnam | Cholamandalam Financial Holdings Limited | Listed | Independent Director | Audit Committee* Stakeholders' Relationship Committee Risk Management Committee |
| | Proconnect Supply Chain Solutions Limited | Unlisted | Independent Director | Audit committee* Corporate Social Responsibility Committee* |
| | Redserv Global Solutions Limited | Unlisted | Independent Director | None |
| Ms. Anita P Belani | Foseco India Limited | Listed | Independent Director | Audit Committee Stakeholder Relationship Committee Nomination Remuneration Committee* Corporate Social Responsibility Committee* Risk Management Committee |
| | Eternis Fine Chemicals Limited | Unlisted | Non-Executive Director | Audit Committee Nomination Remuneration Committee* |
| | IDFC Financial Holding Company Limited | Unlisted | Nominee Director | Audit & Risk Committee Corporate Social Responsibility Committee* Nomination and Remuneration Committee* IT Strategy Committee |
| | IDFC Limited | Listed | Independent Director | Nomination and Remuneration Committee Audit Committee Risk and IT Committee |
| | Asirvad Micro Finance Limited | Unlisted | Additional Director | None |
| | Vivriti Capital Limited | Unlisted | Director | Audit Committee Nomination and Remuneration Committee* Corporate Social Responsibility Committee Risk Management Committee |
| Mr. S.V. Krishnan | Proconnect Supply Chain Solutions Limited | Unlisted | Independent Director | Audit committee Corporate Social Responsibility Committee |
| | ProConnect Supply Chain Solutions Limited | Unlisted | Non-Executive Director | Audit Committee Corporate Social Responsibility Committee |
| | Redserv Global Solutions Limited | Unlisted | Non-Executive Director | None |

1. None of the Directors of the Company have held memberships in more than ten (10) committees nor are they Chairpersons of more than five committees at any time during the year [as per Regulation 26 (1) of SEBI Listing Regulations]. For this purpose, Committee Chairmanship and Memberships in Audit Committee and Stakeholders' Relationship Committee only are considered.

2. Only Indian Public companies are considered in the list.

3. There are no inter-se relationships between our Board members. The Company does not have any pecuniary relationship with any of the Non-Executive Directors.







Corporate Governance Report







Key Board qualifications, expertise, and attributes

The table below summarises the key qualifications, skills and attributes which are taken into consideration while nominating candidates to serve on the Board. The qualification of each director is provided separately in the details of the Board of Directors.

| Definitions of qualifications, expertise, and attributes | |
|---|--|
|  | Leadership Extended leadership experience for a significant enterprise, resulting in a practical understanding of organisations, processes, strategic planning, and risk management. |
|  | Accounting & Finance Leadership on management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation and financial reporting processes, or experience in actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions. |
|  | Distribution Experience Experience in developing strategies to grow sales and market share, build brand awareness and equity and enhance enterprise reputation. |
|  | Global Business Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures and regulatory frameworks and a broad perspective on global market opportunities. |
|  | Vendor Experience Experience in handling vendor relationships and developing effective business strategies. |
|  | Talent Management Representation of gender, ethnic, geographic, cultural or other perspectives that expand the Board's understanding of the needs and viewpoints of our customers, partners, employees, governments and other stakeholders worldwide. |
|  | Strategy Expertise Experience in identifying and evaluating the significant risk exposures to the business strategy of the Company and assess the Management's actions to mitigate the strategic, legal and compliance and operational risk exposures. |

BRIEF PROFILE OF BOARD OF DIRECTORS AS ON APRIL 1, 2024

| | | | |
|--|--|--|--|
| Date of original appointment Tenure on board Shareholding Attendance at AGM held Areas of expertise | Prof. J Ramachandran Chairman and Non-Executive Non-Independent Director 66 Years  | Mr. Tu, Shu Chuyan Non-Executive Non-Independent Director 66 Years  | Ms. Chen, Yi-Ju Non-Executive Nominee Director 51 Years  |
| | June 2, 2006 | October 24, 2008 | December 26, 2017 |
| | 17.9 Years | 15.5 Years | 6.3 years |
| | 10,000 shares | Nil | Nil |
| | Present | Absent | Present |
| Date of original appointment Tenure on board Shareholding Attendance at AGM held Areas of expertise | Mr. B. Ramaratnam Non-Executive Independent Director 69 years  | Ms. Anita P Belani Non-Executive Independent Director 60 years  | Mr. Sudip Nandy Non-Executive Independent Director 66 years  |
| | May 24, 2016 | April 1, 2019 | February 6, 2024 |
| | 7.10 Years | 4.11 Years | 0.1 years |
| | 957 Shares | Nil | Nil |
| | Present | Present | Present |

| | |
|-------------------------------------|---|
| Date of original appointment | May 22, 2019 |
| Tenure on board | 4.10 years |
| Shareholding | 1,94,060 shares |
| Attendance at AGM held | Present |
| Areas of expertise |       |

Committees of the Board

The Company, as on March 31, 2024, has the following functional committees, namely Audit Committee, Stakeholders' Relationship Committee, Nomination & Remuneration Committee, Corporate Social Responsibility (CSR) and Environment, Social, Governance (ESG) Committee, Risk Management Committee and Finance Committee. All committees are chaired by Non-Executive Directors.

Generally, the Audit Committee meets at least four times a year and other statutory committees meet at least once a year. All the matters discussed and the recommendations of the Committees are placed before the Board for its consideration.

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

Audit Committee:



Mr. B. Ramartanam
Independent Director, Chairman

The Audit Committee is constituted in accordance with the provisions set out in Section 177 of the Act and Regulation 18

of the SEBI Listing Regulations, including any amendments, statutory modifications, or re-enactment thereof. The role of the Audit Committee flows directly from the Board's function on Corporate Governance which holds the Management accountable to the Board and the Board accountable to the shareholders. The Audit Committee assists the Board in fulfilling its functions. The responsibilities of the Audit Committee shall include such other items/matters prescribed under applicable laws or as set out by the Board in compliance with applicable laws, from time to time.

The members of Audit Committee are not acting as professional accountants or auditors for the Company, and their functions are not intended to duplicate or substitute for the activities of Management and the independent auditors. The Audit Committee shall have the authority to investigate into any matter within its terms of reference or items referred to it by the Board and for this purpose, shall have power to obtain professional advice from external sources and have unrestricted access to information contained in the records of the Company and seek information from any employee of the Company.

The Audit Committee was constituted with the primary objective of assisting the Board with oversight of accuracy, integrity and transparency of the Company's financial statements with adequate and timely disclosures.

Highlights of Audit Committee

All the members of the Audit Committee are financially literate.

The Finance Director (Whole-time), Group Chief Executive Officer, Chief Financial Officer, Partners/Representatives of the Statutory Auditors and the Internal Auditors are invited to attend the meetings of the Audit Committee.

Presentations are made by the audit firms on their findings as well as on various regulatory updates. To ensure Audit Committee's effective performance, the Board has laid down the charter of the Audit Committee which encapsulates the requirements specified under the Act and SEBI Listing Regulations 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:

Financial matters:

1. Oversight of the Company's financial reporting process and integrity/disclosure of its financial information.
2. Reviewing and evaluating the Company's financial controls and risk management systems.

Corporate Governance Report

3. Reviewing with the statutory auditors about internal financial control systems, the nature and scope of audit, including the observations of the auditors on their review of financial statements.
 4. 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.
 5. 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 Director's Responsibility Statement that form part of the Board's report in terms of clause (c) of subsection 3 of section 134 of the Act.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) The going concern assumption.
 - f) Review of contingent liabilities.
 - g) Compliance with listing and other legal requirements relating to financial statements.
 - h) Disclosure of all related party transactions.
 - i) Modified opinion, if any, in the draft audit report.
 6. Reviewing the Management discussion and analysis of financial condition and results of operations.
 7. Reviewing the accounting policies and accounting standards that are applicable to the Company and ensure compliance in accordance with requirements of the Act.
 8. Scrutiny of inter-corporate loans and investments.
 9. Review the utilisation of material loans and advances from/ investment in subsidiaries and those required as per SEBI Listing Regulations.
 10. Looking into the reasons for substantial defaults in payments to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
3. Periodical interaction with External/In-house Internal auditors, including review of their annual audit plan.
 4. Reviewing the findings of External/Inhouse Internal auditors with reference to Management response on matters of material nature.
 5. Discussion with both External and In-house internal auditors of any significant findings from their internal audit and follow up thereon.
 6. 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.
 7. 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.
 8. Reviewing the reports issued by the internal auditors and action taken thereon.
 9. 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 and reporting the matter to the Board.

Statutory Audit:

1. Recommending to the Board, the appointment, retention, termination, rotation, remuneration and terms of appointment of statutory auditors.
2. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain adequacy and any areas of concern.
3. Review and approval of all audit and permitted non-auditing services as prescribed under Companies Act, 2013, that can be provided by the statutory auditors to the Company.
4. Approval of payment to statutory auditors for any other services rendered by them.
5. Review by the Committee members, individually or with the management, the statutory auditor's independence, performance, effectiveness of audit process and monitoring the same.
6. Reviewing the adequacy of the internal control systems.
7. Reviewing the management letters / letters of internal control weaknesses issued by the statutory auditors.
8. In case the auditors propose to resign before completion of their term, the Committee shall obtain and examine all concerns raised by the auditor such as non-availability

of information / non-cooperation by the management / any other apprehensions hampering the audit process, and deliberate on them in the immediate next meeting. Post deliberations, the Committee shall communicate its views to the management and the auditor.

- Annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/ notice in terms of SEBI Listing Regulations.

6. Review the functioning of the Whistle Blower mechanism. The policy is available on the Company's website at <https://redingtongroup.com/wp-content/uploads/2023/05/Whistle-Blower-Policy-1.2.pdf>
7. Reviewing the effectiveness of the system of monitoring compliance with applicable laws and regulations.
8. Review of any significant claims against the Company or customer's complaints.
9. Review of forward contracts taken to cover foreign exchange exposure.
10. Review the adequacy of Insurance cover.
11. Valuation of undertakings or assets of the Company, wherever it is necessary.
12. Review of compliance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
13. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
14. Carrying out any other function as may be referred by the Board.

Miscellaneous:

1. Recommending the appointment of the Chief Financial Officer, after assessing the qualification, experience, and background etc., of the candidate.
2. Approval or any subsequent modification of transaction of the company with related parties.
3. Reviewing the statement of significant related party transactions (as defined by the audit committee), submitted by management.
4. Reviewing with the Management, the statement of uses / application of funds raised through an issue, the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency, if any, monitoring the utilisation of proceeds of the issue, and making appropriate recommendations to the Board to take up steps in this matter.
5. Review the Statement of deviations in the following cases:
 - Quarterly statement of deviation including report of monitoring agency, if applicable, submitted to stock exchanges in terms of SEBI Listing Regulations.

Audit committee report for the year ended March 31, 2024

| Activities by the Audit Committee during the year | Frequency |
|---|--------------|
| Management shared the Company's financial statements, prepared in accordance with the Indian Accounting Standards (Ind AS) as specified under the Companies Act, 2013, read with the relevant rules thereunder. | Quarterly |
| Held discussions with the auditors regarding the reasonableness of significant judgments, the adequacy of disclosures in the financial statements and other matters as the Committee deemed necessary. | Quarterly |
| Reviewed with statutory auditors the nature and scope of the audit, reviewed the audit engagement to ascertain adequacy and appropriateness. | Annually |
| Reviewed the Management's discussion and analysis of the financial condition and results of operations. | Annually |
| Recommended the selection and evaluation of the statutory auditors in accordance with the law. It also recommends to the Board the remuneration and terms of appointment of the internal, secretarial and statutory auditors. | Periodically |
| Assisted the Board to monitor the Management's financial reporting process. | Periodically |
| Management on quarterly basis places below updates before Audit Committee for review - Compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 and to take note of insider trading violations. - Forward contracts taken to cover foreign exchange exposure during the quarter - Insurance coverage every quarter. - Financial Statements of the Subsidiaries. - Inter corporate loans and investments. | Quarterly |
| Reviewed the improvements in adoption of technology in monitoring insider trading. | Periodically |
| Reviewed the significant transactions including related party transactions and omnibus approval with related party / subsidiaries. | Quarterly |
| Reviewed the insider trading policy and recommended the changes thereof. | Annually |
| Monitored trading by designated persons of the Company | Quarterly |
| Enhanced monitoring of insider trading to include designated persons of subsidiaries and to enlarge the scope of transactions. | Periodically |
| Monitored the proper systems are in place for System Driven Disclosures | Periodically |

Corporate Governance Report

Composition, Meetings and Attendance of the Audit Committee

During the financial year 2023-24, the Audit Committee met Four (4) times and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the said meeting were held are May 15, 2023, July 31, 2023, November 6, 2023, and February 06, 2024. The necessary quorum was present for all the meetings.

The composition of the Audit Committee and the details of meetings attended by its members are given below:

| Sl. No. | Name | Number of meetings during the financial year 2023-24 | |
|---------|--|--|----------------|
| | | Held | Total attended |
| 1. | Mr. B. Ramaratnam, Chairman | 4 | 4 |
| 2. | Prof. J. Ramachandran, Member ¹ | 4 | 4 |
| 3. | Mr. Keith WF Bradley, Member ² | 4 | 4 |
| 4. | Ms. Chen, Yi-Ju, Member ³ | 1 | 0 |
| 5. | Mr. Sudip Nandy, Member ⁴ | NA | NA |

¹ Prof. J. Ramachandran ceased to be a member of the Audit Committee with effect from February 6, 2024.

² Mr. Keith WF Bradley completed his second term as an Independent Director and consequently ceased to be a member of the Audit Committee on March 31, 2024.

³ Ms. Chen Yi-Ju was appointed as a member of the Audit Committee at the Board Meeting held on November 6, 2023.

⁴ Mr. Sudip Nandy was appointed as a member of the Audit Committee by way of circular resolution on March 14, 2024, after which no meetings of the committee were held.

The Audit Committee complies with the SEBI Listing Regulations relating to composition, independence of its members, financial expertise and the audit committee charter.

Mr. B Ramaratnam, Chairman of the Audit Committee was present at the AGM held on July 31, 2023.

The representatives of the auditors are invited to the Audit Committee meetings. The Statutory Auditors/ Internal Auditors attend the Audit Committee Meetings for matters relating to discussion on financials results/respective audit reports.

Mr. Vijayshyam Acharya K, Company Secretary, is the Secretary to the Audit Committee.

Nomination and Remuneration Committee



Ms. Anita P Belani
Independent Director, Chairperson

The Nomination and Remuneration Committee ("NRC") is constituted in accordance with the provisions set out in Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations, including any amendments, statutory modifications, or re-enactment thereof.

The NRC is entrusted with the responsibility of screening and selection of new Directors developing strategies on people agenda, talent management initiatives and criteria for appointment of Independent Directors, Non-Executive Directors, and Executive Directors in compliance with the Act and SEBI Listing Regulations.

The purpose of the NRC is to assist the Board by recommending individuals qualified to be appointed on the Board or Senior Management, including removal, and assisting the Board in discharging its responsibilities for evaluation of Board performance, and remuneration of Directors, Key Managerial Personnel and other employees and also for administration of employee benefit schemes.

Highlights of Nomination Remuneration Committee

- ❖ Approves detailed policy on the appointment of Directors and policy on remuneration to Board of Directors, Key Managerial Personnel and other employees.
- ❖ The NRC makes recommendation to the Board on the induction of new Directors and Key Managerial Personnel.
- ❖ Selection and appointment of new Directors including Independent Directors.
 - The Board delegates the screening, evaluation and shortlisting process to NRC, which consists exclusively of Non-Executive Directors.
 - The NRC, based on defined criteria, makes recommendations to the Board on the induction of new Directors, the Board further recommends the appointment of the Director to the shareholders. The proposal is placed before the shareholders for approval.
- ❖ The NRC on regular basis discuss people agenda, which includes Talent Management, Compensation, Attrition, Diversity, Company Culture, Leadership development and succession planning of the organisation.

❖ The NRC monitors and reviews the Board evaluation framework. The Annual evaluation will be on performance indicators, based on which the Independent Directors are evaluated and include, the ability to contribute to and monitor our corporate governance practices, ability to contribute by introducing international best practices to address business challenges and risks, active participation in long-term strategic planning.

The terms of reference of the NRC are as follows:

- (a) Formulation of the 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.
 - (b) 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.
 - (c) Devise the manner of effective performance of Board, its committees, and individual Directors to be carried out either by the Board, by the NRC or by an independent external agency and review its implementation and compliance.
- (d) Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
 - (e) Devising a policy on diversity of Board of Directors.
 - (f) Recommend to the Board, whether to extend or continue the term of appointment of the independent director, based on performance evaluation.
 - (g) Reviewing and approving the appropriate remuneration of Directors including commission and the Senior Management of the Company
 - (h) Developing policy for Succession planning of Board of Directors and Senior Management and reviewing it periodically.
 - (i) Recommend to the Board, incentive compensation plans, in whatever form, that is viable to the Company and the employees.
 - (j) Recommend to the Board, all remuneration, in whatever form, payable to senior management.
 - (k) To administer the Company's equity incentive plans, including the review and grant of awards to eligible employees under the plans and the terms and conditions applicable to such awards, subject to the provisions of each plan.

Nomination and Remuneration Committee report for the year ended March 31, 2024

| Activities by the NRC during the year | Frequency |
|--|--------------|
| Reviewed human resources through talent building, performance management, leadership hiring, check over attrition rates, learning and development. | Quarterly |
| Designing, benchmarking and continuously reviewing the compensation program for the Board and other key managerial personnel | Periodically |
| Reviewed the responsibilities of the Board-level committees and based on the expertise of the members of the Board, recommended for the reconstitution of the Board-level committees | Periodically |
| Recommended appointment of Directors and Key Managerial Personnel | Periodically |

Composition, Meetings and Attendance of the Nomination and Remuneration Committee:

During the financial year 2023-24, the NRC met Nine (9) times and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the said meeting were held are May 15, 2023, August 1, 2023, August 11, 2023, August 23, 2023, August 31, 2023, November 6, 2023, February 06, 2024, March 21, 2024 and March 28, 2024. The necessary quorum was present for all the meetings.

The composition of the NRC and the details of meetings attended by its members are given below:

| Sl. No. | Name | Number of meetings during the financial year 2023-24 | |
|---------|--|--|----------------|
| | | Held | Total attended |
| 1. | Ms. Anita P Belani, Chairperson ¹ | 9 | 9 |
| 2. | Mr. Keith W F Bradley, Member ² | 9 | 9 |
| 3. | Prof. J. Ramachandran, Member ³ | 7 | 7 |
| 4. | Mr. Tu, Shu-Chyuan, Member | 9 | 8 |
| 5. | Mr. V. S. Hariharan, Chairman ⁴ | 4 | 4 |
| 6. | Mr. Sudip Nandy, Member ⁵ | 2 | 2 |

Corporate Governance Report

¹ Ms. Anita P Belani was appointed as the Chairperson of the NRC with effect from August 24, 2023.

² Mr. Keith WF Bradley completed his second term as an Independent Director and consequently ceased to be a member of the NRC on March 31, 2024.

³ Prof. J. Ramachandran ceased to be a member of the NRC with effect from February 6, 2024.

⁴ Mr. V. S. Hariharan ceased to be a member of the NRC with effect from August 24, 2023.

⁵ Mr. Sudip Nandy was appointed as a member of the NRC by way of circular resolution on March 14, 2024.

The Chairman of the NRC was present at the AGM held on July 31, 2023.

Mr. Vijayshyam Acharya K, Company Secretary, is the Secretary to the NRC.

Performance Evaluation Process & Criteria

The NRC appointed an external agency and availed their assistance in designing, implementing, analysing and reporting of performance evaluation of the Board and its Committees and the members thereof in compliance with the statutory requirements.

With their assistance, the Committee has formulated criteria and questionnaires to evaluate the performance of the Board, its Committees and individual Directors including the Independent Directors.

The performance evaluation criteria are determined by the Committee taking into consideration the following parameters -

- Participation and contribution at Board / Committee meetings
- Commitment, including guidance provided to management outside of Board / Committee meetings.
- Exercise of objective independent judgement
- Ability to contribute to and monitor corporate governance practices
- Board Composition, information flow and accessibility, strategy and emerging topics, succession planning, procedure and process, management interface, overall Board effectiveness.

Based on the feedback and comments received on the questionnaires, the performance of every Director was evaluated. Independent Directors at their separate meeting carried out evaluation on the performance of Non-Independent Directors, Chairman and Board as a whole.

During the year, the NRC/Board conducted an evaluation of its own performance, Individual Directors as well as the working of the Committees as per the Board evaluation framework adopted by it.

Remuneration Policy

The Remuneration policy of the Company is designed to create a high-performance culture. It enables the Company to attract, retain and motivate employees to achieve

results. In each country where the Company operates, the remuneration structure is tailored to the regulations, practices and benchmarks prevalent in the IT industry. The policy is hosted at the website of the Company at <https://redingtongroup.com/wp-content/uploads/2024/05/Nomination-and-Remuneration-Policy.pdf>

The Company pays remuneration by way of salary, benefits, perquisites, allowances and a performance based variable component to the Executive Director. The Board of Directors, on the recommendation of the NRC, decides such variable component payable to the Executive Director within the ceilings prescribed under the Act, which is also based on the Board evaluation process considering the criteria such as the performance of the Company as well as that of the Executive Director.

Annual increments are recommended by the NRC within the salary scale approved by the Board and Members and are effective from April 1 each year.

The Company pays sitting fees to its Non-Executive Directors for attending meetings of the Board and meetings of Committees of the Board. The Company also pays commission to the Non-Executive Directors within the ceiling of one percent of the net profits of the Company as computed under the applicable provisions of the Act, with the approval of the members. The said commission is decided each year by the Board of Directors and distributed amongst the Non-Executive Directors based on the Board evaluation process, considering criteria such as their attendance and contribution at the Board and Committee meetings, as well as the time spent on operational matters other than at meetings. The Company also reimburses the out-of-pocket expenses, if any, incurred by the Directors for attending the meetings.

Indemnification:

The Company has Directors and Officers (D&O) insurance to indemnify Directors and officers for claims brought against them. The insurance, among other things, covers Directors and officers for certain expenses, judgments, fines and settlement amounts incurred by any such person in any action or proceedings.

Details of the remuneration to Non-Executive Directors for the year ended March 31, 2024:

| (Amount in ₹) | | | | |
|---------------|-----------------------------------|------------|--------------|-----------|
| Sl No. | Name of Director | Commission | Sitting fees | Total |
| 1. | Prof. J Ramachandran | 75,00,000 | 10,00,000 | 85,00,000 |
| 2. | Mr. B. Ramaratnam | 35,00,000 | 6,05,000 | 41,05,000 |
| 3. | Mr. V.S. Hariharan ¹ | Nil | 3,40,000 | 3,40,000 |
| 4. | Mr. Keith WF Bradley ² | 35,00,000 | 7,70,000 | 42,70,000 |
| 5. | Ms. Anita P Belani | 35,00,000 | 6,90,000 | 41,90,000 |
| 6. | Mr. Sudip Nandy | 8,75,000 | 80,000 | 9,55,000 |
| 7. | Mr. Tu, Shu Chyuan | NA | 4,60,000 | 4,60,000 |
| 8. | Ms. Chen, Yi-Ju | NA | 1,75,000 | 1,75,000 |

¹ Mr. V.S. Hariharan resigned as an Independent Director on September 1, 2023.

² Mr. Keith WF Bradley completed his second term as an Independent Director and consequently ceased to be an Independent Director of the Company on March 31, 2024.

Details of Remuneration to the Executive Directors for the year ended March 31, 2024

| Name of Director | Salary | Perquisites | Total |
|-----------------------------------|-------------|-------------|-------------|
| Mr. S.V. Krishnan | 2,25,11,424 | 1,09,79,238 | 3,34,90,662 |
| Mr. Rajiv Srivastava ¹ | 7,82,09,333 | 12,000 | 7,82,21,333 |

¹ Mr. Rajiv Srivastava resigned as Managing Director on August 11, 2023.

None of the Non-Executive Directors have had any pecuniary relationship or transaction with the Company other than those relating to remuneration in their capacity as Directors / Executives and corporate action entitlements in their capacity as Members of the Company.

No stock options or Stock Appreciation Rights were granted during FY 2023-24 to any of the Directors under Redington Stock Appreciation Right Scheme, 2017. During FY 2017-18, under Redington Stock Appreciation Right Scheme, 2017, Stock Appreciation Rights were granted to the Executive Director of the Company and the details of the same are given below:

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

Stakeholders' Relationship Committee:



Prof. J Ramachandran
Non-Executive Non- Independent
Director, Chairman

The Stakeholders' Relationship Committee ("SRC") is constituted in accordance with the provisions set out in Section 178 of the Act and Regulation 20 of SEBI Listing Regulations including any amendments, statutory modifications, or re-enactments thereof.

The purpose of SRC is to assist the Board to oversee the existing redressal mechanisms in relation to Stakeholders, i.e., shareholders, debenture holders and other security holders of the Company and assist the Board in fulfilling its oversight responsibilities in respect of review of stakeholders' service standards and redressal of stakeholders' grievances.

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

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

Corporate Governance Report

6. Engage with investor relation consultants and other stakeholders, if necessary.
7. Approve, oversee and get update, as applicable, about requests for transfer and transmission of shares / debentures, splitting and consolidation of shares / debentures / warrants certificates, transposition of names of holders and issue of renewed and duplicate share / debenture / warrant certificates.
8. Determine the persons authorised to issue certified transfer deeds and authenticate transfers / transmissions and the entries in the Register of Members and Register of Renewed and Duplicate Certificates.

Highlights of Stakeholders Relationship Committee

There are no complaints pending to be resolved at the end of the year. The Company has a dedicated e-mail address: investors@redingtongroup.com for shareholders to communicate their grievances. Mr. Vijayshyam Acharya K, Company Secretary, is the Compliance Officer.

Feedback sessions are scheduled with Strategic Growth Advisors, Investors relation partners and Investors on a periodical basis.

Stakeholders' Relationship Committee report for the year ended March 31, 2024

| Activities by the Committee during the year | Frequency |
|---|--------------|
| Monitored and reviewed the Company's performance in dealing with stakeholder grievances | Periodically |
| Reviewed the unclaimed dividend and equity shares transferred to the Investor Education and Protection Fund (IEPF) pursuant to the IEPF Rules | Periodically |
| Provided updates to the Board on movement of Share Price and Shareholding Pattern | Periodically |
| Reviewed changes in Top 20 Shareholding | Quarterly |
| Reviewed the services provided by RTA | Periodically |
| Reviewed steps taken by Company to reduce unclaimed dividend and exercise of voting rights by Shareholders. | Quarterly |

Composition, Meetings and Attendance of the Stakeholders' Relationship Committee

During the financial year 2023-24, the SRC met Four (4) times. The dates on which the said meeting were held are May 11, 2023, August 1, 2023, November 3, 2023 and February 05, 2024. The necessary quorum was present for all the meetings.

The composition of the SRC and the details of meetings attended by its members are given below:

| Sl. No. | Name | Number of meetings during the financial year 2023-24 | |
|---------|--|--|----------------|
| | | Held | Total attended |
| 1. | Prof. J. Ramachandran, Chairman ¹ | 3 | 3 |
| 2. | Mr. B. Ramaratnam, Member ² | 1 | 1 |
| 3. | Ms. Chen Yi-Ju, Member ³ | 1 | 0 |
| 4. | Ms. Anita P Belani, Member ⁴ | 3 | 1 |
| 5. | Mr. S.V. Krishnan, Member | 4 | 4 |

¹ Prof. J. Ramachandran was appointed as the Chairman of the SRC with effect from May 16, 2023.

² Mr. B. Ramaratnam ceased to be a member of the SRC with effect from May 16, 2023 and was subsequently appointed as a member of the SRC with effect from March 14, 2024.

³ Ms. Chen Yi-Ju was appointed as a member of the SRC with effect from November 6, 2023.

⁴ Ms. Anita P Belani ceased to be a member of the SRC with effect from November 6, 2023.

Details of Complaints

During the Financial Year 2023-24, the Company received eleven (11) complaints from the shareholders which were resolved promptly to their satisfaction. There are no complaints pending to be resolved at the end of the year.

Corporate Social Responsibility (CSR) and Environment, Social and Governance (ESG) Committee:



Prof. J Ramachandran
Non-Executive Non- Independent
Director, Chairman

The Company has constituted a Corporate Social Responsibility and Environment, Social and Governance Committee ("CSR & ESG Committee") pursuant to the provisions of Section 135 of the Act read with Companies (Corporate Social Responsibility) Rules, 2014.

The CSR & ESG Committee reviews and monitors the CSR policy and the CSR activities undertaken by the Company. The CSR Policy is hosted at the website of the Company at <https://redingtongroup.com/wp-content/uploads/2023/09/CSR-Policy-Redington-Limited-.pdf>

The terms of reference of the Committee are as follows:

- 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 the one-time projects, ongoing projects etc. along with duration, period-wise fund allocation etc. and any subsequent modifications to it, as and when required.

- Ensure that CSR contributions are made only to eligible implementing agencies to carry out projects approved and are in compliance with CSR Policy of the Company and applicable provisions
- Review the Budget allocation, Expenditure incurred, fund disbursed, implementation of projects per approved timelines, utilisation statement for one-time and ongoing projects from time to time.
- Review the details of unspent CSR expenditure, if any and recommend modalities of spending it as per the applicable provisions.
- Monitor and ensure that CSR activities are not restricted and CSR expenditure confirm to applicable provisions.
- Recommend to Board, annual action plan in line with CSR Policy of the Company which includes list of projects, manner of execution of projects, modalities of utilisation and implementation schedules for projects, Monitoring and reporting mechanism etc. and also recommend for making any alterations thereof, as required from time to time.
- Identify the projects for which Impact assessment needs to be carried out, as and when required and review the impact assessment report and expenditure, if incurred, in compliance with applicable provisions.
- Approve the Annual CSR Report and recommend to Board for their approval.
- Carry out such other function as may be referred by the Board.

Highlights of Corporate Social Responsibility and Environment, Social and Governance Committee

The Committee sets the Company's strategy, oversees implementation, reporting and disclosure, formulates and recommends policies and monitors the action plan on all CSR and ESG activities. All ongoing projects are monitored and results thereof are presented to the Board.

Corporate Social Responsibility and Environment, Social and Governance Committee report for the year ended March 31, 2024

| A Activities by the Committee during the year | Frequency |
|--|--------------|
| Reviewed the CSR activities undertaken by the Company through 'Foundation for CSR @ Redington' Trust | Quarterly |
| Reviewed the CSR expenditure | Quarterly |
| Formulation of the CSR Annual Action Plan | Annually |
| Discussion on the ESG Strategy of the Company | Periodically |

Corporate Governance Report

Composition, Meetings and Attendance of the Corporate Social Responsibility and Environment, Social and Governance Committee

During the financial year 2023-24, the Committee met twice (2). The dates on which the said meeting were held are May 11, 2023, and October 27, 2023. The necessary quorum was present for all the meetings.

The composition of the CSR & ESG Committee and the details of meetings attended by its members are given below:

| Sl. No. | Name | Number of meetings during the financial year 2023-24 | |
|---------|--|--|----------------|
| | | Held | Total attended |
| 1. | Prof. J. Ramachandran, Chairman ¹ | 2 | 2 |
| 2. | Mr. B. Ramaratnam, Member | 2 | 2 |
| 3. | Ms. Anita P Belani, Member ² | 2 | 1 |
| 4. | Mr. V. S. Hariharan, Chairman ³ | 1 | 1 |
| 5. | Mr. S.V. Krishnan, Member ⁴ | NA | NA |

¹ Prof. J. Ramachandran was appointed as the Chairman of the CSR & ESG Committee with effect from November 6, 2023.

² Ms. Anita Belani ceased to be a member of the CSR & ESG Committee with effect from November 6, 2023.

³ Mr. V.S. Hariharan ceased to be a member of the CSR & ESG Committee with effect from September 1, 2023.

⁴ Mr. S.V. Krishnan was appointed as a member of the CSR & ESG Committee with effect from November 6, 2023 after which no meetings of the Committee were held.

Mr. Vijayshyam Acharya K, Company Secretary is the Secretary to the Committee.

The Annual CSR Report as required under the Act for the year ended March 31, 2024 is attached as Annexure D to the Board's Report. The Business Responsibility and Sustainability Report as required under the SEBI Listing Regulations forms part of this Annual Report.

Risk Management Committee



Mr. Sudip Nandy
Independent Director, Chairman

The Company has formed a Risk Management Committee ("RMC") to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness.

Highlights of Risk Management Committee

The Committee is industry specialised, understands the dynamics of distribution business and is equipped to identify and develop strategies to mitigate the business risks.

The Global Chief Commercial Officer, Chief Operating Officer and Chief Technology Officer of the Company present to the RMC, the enterprise risk management initiatives.

Committee constantly reviews risks through ERM framework.

The Committee also oversees the cyber security initiatives of the Company.

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

- Review and approve the Risk Management Policy and associated frameworks, processes and practices.
- Ensure that the Company is taking appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.
- Evaluate significant risk exposures of the Company and assess management's actions to mitigate the exposures in a timely manner (including one-off initiatives and ongoing activities such as business continuity planning and disaster recovery planning & 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).
- Assist the Board in fulfilling its corporate governance oversight responsibilities with regard to the identification, evaluation and mitigation of operational, strategic and external environment risks.

Composition, Meetings and Attendance of the Risk Management Committee

During the financial year 2023-24, the Risk Management Committee met thrice (3). The dates on which the said meeting were held are April 26, 2023, October 17, 2023, and February 9, 2024 and the gap between two meetings did not exceed one hundred and eighty days. The necessary quorum was present for the meeting.

The composition of the Risk Management Committee and the details of meetings attended by its members are given below:

| Sl. No. | Name | Number of meetings during the financial year 2023-24 | |
|---------|---|--|----------------|
| | | Held | Total attended |
| 1. | Mr. Sudip Nandy, Chairman ¹ | NA | NA |
| 2. | Mr. Keith WF Bradley, Chairman ² | 3 | 3 |
| 3. | Mr. B. Ramaratnam, Member | 3 | 3 |
| 4. | Ms. Anita P Belani, Member | 3 | 3 |
| 5. | Mr. S.V. Krishnan, Member ³ | 2 | 2 |
| 6. | Ms. Chen Yi-Ju, Member ⁴ | 1 | 1 |
| 7. | Mr. V.S. Hariharan, Member ⁵ | 1 | 1 |

¹ Mr. Sudip Nandy was appointed as the Chairman of the RMC with effect from March 14, 2024, after which no meetings of the Committee were held.

² Mr. Keith WF Bradley completed his second term as an Independent Director and consequently ceased to be a member of the RMC on March 31, 2024. He was the Chairman of the Committee till March 13, 2024.

³ Mr. S.V. Krishnan ceased to be a member of the RMC with effect from November 6, 2023.

⁴ Ms. Chen Yi-Ju was appointed as a member of the RMC with effect from November 6, 2023.

⁵ Mr. V.S. Hariharan ceased to be a member of the RMC with effect from September 1, 2023.

Mr. Vijayshyam Acharya K, Company Secretary is the Secretary to the Committee.

SAR Share Allotment Committee



Mr B Ramaratnam
Independent Director, Chairman

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.

During the financial year 2023-24, the Committee approved the allotment of shares as per the Stock Appreciation Rights Scheme. The Board at their meeting held on February 6, 2024, passed resolutions for the closure of the said scheme.

The composition of Finance Committee and the details of meetings attended by its members are given below:

| Sl. No. | Name | Number of meetings during the financial year 2023-24 | |
|---------|------------------------------|--|----------------|
| | | Held | Total attended |
| 1. | Mr. Tu Shu- Chyuan, Chairman | 1 | 1 |
| 2. | Mr. Keith WF Bradley, Member | 1 | 1 |
| 3. | Mr. B. Ramaratnam, Member | 1 | 1 |

Finance Committee



Mr. Tu-Shu, Chyuan
Non-Executive Non-Independent Director, Chairman

The Board constituted a Finance Committee to periodically review the financial parameters including investments and strategic initiatives of the Company. The Committee meets at such intervals as may be necessary. During the financial year 2023-24, the Committee met once on March 19, 2024.

Corporate Governance Report

Senior Management Personnel:

| Sl. No. | Name | Designation |
|---------|--------------------------|-------------------------------|
| 1. | Mr. S.V. Krishnan | Finance Director (Whole-time) |
| 2. | Mr. V.S. Hariharan | Group Chief Executive Officer |
| 3. | Mr. Ramesh Natarajan | Chief Executive Officer |
| 4. | Mr. Ravi Shankar V | Chief Financial Officer |
| 5. | Mr. Vijayshyam Acharya K | Company Secretary |

During the year:

- Mr. Rajiv Srivastava resigned as Managing Director of the Company with effect from the end of business hours on August 11, 2023.
- Mr. V. S. Hariharan was appointed as the Group Chief Executive Officer of the Company with effect from September 11, 2023
- Mr. Muthukumarasamy, resigned as Company Secretary and Compliance Officer of the Company with effect from the end of business hours on November 30, 2023 and Mr. K Vijayshyam Acharya was appointed to such position with effect from December 1 2023.

GENERAL BODY MEETINGS

(a) Details of location and time of last three Annual General Meetings

| Year | Location | Date | Special resolution passed |
|---------|---|--|---|
| 2022-23 | Through Video Conferencing/Other Audio-Visual Means (VC/OAVM) from Block3, Plathin, Redington Tower, Inner Ring Road, Saraswathy Nagar West, 4 th Street, Puzhuthivakkam, Chennai - 600091 | July 31, 2023, Monday, 11.00 A.M. | Re-appointment of Mr. B. Ramaratnam (DIN: 07525213) as Independent Director of the Company. |
| 2021-22 | 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 | July 27, 2022, Wednesday, 11.00 A.M. | Change in the name of the Company From 'Redington (India) Limited to Redington Limited'. |
| 2020-21 | 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 11, 2021, Wednesday, 11.00 A.M. | None |

No Extra-ordinary General Meeting was convened during the financial year 2023-24.

Postal Ballot

During the year, the Company passed the following resolutions through postal ballot:

| Date of postal ballot notice | Resolution passed | Type of resolution | Date of approval by the shareholders | Result | Link for postal ballot results |
|------------------------------|--|--------------------|--------------------------------------|-----------------------------------|---|
| October 28, 2023 | Appointment of Mr. V.S. Hariharan as the Group Chief Executive Officer of the Company | Ordinary | November 30, 2023 | Passed with overwhelming majority | https://redingtongroup.com/wp-content/uploads/2023/12/Voting-Results.pdf |
| February 6, 2024 | Appointment of Prof. J. Ramachandran as Non-Executive Non-Independent Director of the Company continuing as Chairman of the Company. | Ordinary | March 10, 2024 | Passed with overwhelming majority | https://redingtongroup.com/wp-content/uploads/2024/03/SE_Voting_result_120324.pdf |
| | Appointment of Mr. Sudip Nandy as an Independent Director. | Special | | Passed with overwhelming majority | |

The Company had appointed M/s RBJV & Associates, Practising Company Secretaries, Chennai (Firm Reg. No.: P2016TN053800) who are not in employment of the Company as the Scrutiniser, to conduct the above-mentioned Postal Ballots process in a fair and transparent manner.

Procedure for postal ballot: The postal ballot was carried out in compliance with the provisions of Section 108 and 110 of the Act, Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Regulation 44 of SEBI Listing Regulations, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

Subsidiary Companies

Your Company monitors performance of subsidiary companies (list of subsidiary companies has been provided in the financial statements), inter-alia, by the following means:

- The Company has Two (direct) wholly owned unlisted non-material Indian subsidiaries viz., ProConnect Supply Chain Solutions Limited and Redserv Global solutions Limited and two (Direct) wholly owned unlisted overseas subsidiaries

- The details of material subsidiaries, including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:

| Name of the subsidiary | Date of incorporation | Place of incorporation | Name of the Statutory Auditor | Date of Appointment of Statutory Auditors |
|---|-----------------------|------------------------|----------------------------------|---|
| Redington International Mauritius Limited | July 16, 2008 | Mauritius | Deloitte & Touche, ME | September 30, 2022 |
| Redington Gulf FZE | March 27, 2000 | UAE | Deloitte & Touche, ME | September 30, 2023 |
| Redington Saudi Arabia Distribution Company | August 18, 2014 | Saudi Arabia | Deloitte and Touche & Co. Riyadh | September 30, 2023 |

DISCLOSURES

(a) Related Party Transactions

During the FY 2023-24, there were no materially significant transactions with the related parties, which were in conflict with the interests of the Company and that require an approval of the shareholders in terms of the SEBI Listing Regulations. The transactions entered into with the related parties during the financial year

viz., Redington International Mauritius Limited and Redington Distribution Pte Ltd. as on March 31, 2024.

- The Audit Committee and the Board of the Company have been regularly apprised of the business and financial performance of the wholly owned subsidiaries and key decisions, significant transactions and material events, which have bearing on the 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.
- Your Company has 3 overseas material subsidiaries viz., Redington International Mauritius Limited, Redington Gulf FZE and Redington Saudi Arabia Distribution Company. Pursuant to Regulation 24 of the SEBI Listing Regulations, an Independent Director of the Company is part of the Board of such material subsidiaries, as applicable.
- Your Company has not sold/lease/disposed-off any of its assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during the current reporting financial year.
- Your Company formulated a Policy on Material Subsidiary as required under SEBI Listing Regulations and the policy is hosted on the website of the Company at <https://redingtongroup.com/wp-content/uploads/2023/09/Policy-on-dealing-with-Material-subsidiaries-final.pdf>

were in the ordinary course of business and at arm's length basis, were approved by the Audit Committee and noted by the Board. There were no material related party transactions as per SEBI Listing Regulations during the year.

The details of transactions with related parties are disclosed in note 44 to the standalone financial statements for the year ended March 31, 2024. The policy of the Company on its dealings with the related

Corporate Governance Report

party transactions is formulated and approved by the Board and the same is available on the website of the Company at <https://redingtongroup.com/wp-content/uploads/2023/05/REDINGTON-RPT-Policy-v2-16-05-2023.pdf>.

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.

(b) 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. The Board at their meeting held on February 1, 2023 took note of delay in filing the disclosure on the redemption of Commercial paper as per SEBI circular dated December 29, 2021 under Regulation 57(1) of the SEBI Listing Regulations. There were no other 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.

(c) Whistle Blower Policy

Your Company has established a Vigil Mechanism/ Whistle Blower Policy to enable stakeholders (including Directors and employees) to report unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. It is affirmed that during the year no Director/Employee have been denied access to the Audit Committee.

The Whistle Blower Policy has been hosted on the Company's website under the web link <https://redingtongroup.com/wp-content/uploads/2023/05/Whistle-Blower-Policy-1.2.pdf>

(d) Your Company has complied with all applicable mandatory requirements in terms of SEBI Listing Regulations. A report on the compliances on the applicable laws for the Company is placed before the Board on a quarterly basis for its review. Adoption of non-mandatory requirements is covered as part of "compliance with discretionary requirements"

(e) 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 2023-24 | One |
| Number of Complaints disposed- off during the FY 2023-24 | Nil |
| Number of Complaints pending as on end of the FY 2023-24 | One |

(f) Declaration that none of the Directors are disqualified

As stipulated by SEBI, a certificate from a Practising 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. The same is attached as Annexure to this report.

(g) Fees for services rendered by Statutory Auditors

The total fees for all services paid by the Company and its Subsidiaries during financial year 2023-24, 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 fee | 4.88 |
| Tax audit fee | 0.06 |
| Certification fee | 0.08 |
| Other services | 2.80 |
| Total | 7.82 |

(h) Dividend Distribution Policy

Your Company has formulated the policy on dividend with a view to increase the shareholders' return by way of declaring increased dividends, considering two primary factors i.e. earnings and the financial needs of the Company. The parameters set out in the policy are applicable for declaration of both interim dividend and final dividend. The Policy imbibing the above parameters as per the provisions of SEBI Listing Regulations has been hosted in the Company's website under the web link: <https://redingtongroup.com/wp-content/uploads/2023/09/Dividend-Distribution-Policy.pdf>

(i) Compliance with Discretionary Requirements

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

(i) The Board

The Chairman of the Board is a Non-Executive Non-Independent Director. He was 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. The Company has provided a separate office for him.

(ii) 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 <https://redingtongroup.com/financial-reports/>.

(iii) 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.

(iv) Separate posts of Chairman and Chief Executive Officer

The Company has separate posts of Chairman, Group Chief Executive Officer and Chief Executive Officer. The Chairman of the Board is a Non-Executive Non-Independent Director. The scope and duties of the Chairman differs from that of the Group Chief Executive Officer and the Chief Executive Officer.

(v) 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.

(j) 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 dematerialised form (held with NSDL and CDSL) and in physical form.

(k) Disclosure of Accounting Treatment

The Company has not adopted any alternative accounting treatment prescribed differently from the Ind AS.

(l) Non-Executive Directors' compensation and Disclosures:

The Board recommends fees/compensation paid to the Non-Executive Directors (including Independent Directors), which is subject to approval of the Members of the Company as per applicable statutory requirements.

(m) 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 at <https://redingtongroup.com/wp-content/uploads/2023/11/Code-of-Business-Ethics-Redington-Group-v1.2.pdf> 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 2023-24 is given at the end of this report.

(n) Code of Conduct for Prohibition of Insider Trading;

Your Company has adopted a Code of Conduct as per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended. All Designated Persons who could have access to the Unpublished Price Sensitive Information of the Company are governed by the Code. During the year under review, there has been due compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. On a quarterly basis, the Audit Committee reviews the compliance with these Regulations. Your Company has also formulated a Code of Practises and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

(o) Disclosure of Loans and advances:

During the year, no loans and advances were granted by listed entity and its subsidiaries to firms/companies in which Directors are interested.

(p) The requirements of Regulation 17 to Regulation 27 of the SEBI Listing Regulations, clauses (b) to (i) of Regulation 46(2) to the extent applicable to the Company have been complied with as disclosed in this Report.

(q) 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 <https://redingtongroup.com/> under the investors section.

Corporate Governance Report

- Presentations made to institutional investors or to the analysts are available on our website under the "Financials & Reports" section at <https://redingtongroup.com/>.
 - The Company has designated investors@redingtongroup.com 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.
- (r) A statement whether the Board had not accepted any recommendation of any committee of the Board which is mandatorily required.**
- During the year, there has been no instance where the Board did not accept the recommendation of its committees.

(s) General shareholder information

| Sl No. | Thirty first Annual General Meeting | |
|--------|--|--|
| 1. | Day, Date and Time | Tuesday, July 30, 2024 at 11.00 AM. |
| 2. | Venue | Video Conferencing/Other Audio Visual Means (VC/ OAVM). |
| 3. | Financial Year | April 1, 2023 to March 31, 2024. |
| 4. | Date of payment of dividend | Within 30 days from the AGM date (i.e., on or before August 28, 2024) upon declaration of dividend by the Members at the ensuing AGM. |
| 5. | Listing of Equity Shares | BSE Limited ("BSE"), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001. National Stock Exchange of India Ltd. ("NSE") Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051. |
| 6. | Listing Fee | Annual listing fee for the financial year 2023-24 has been paid to both the Stock Exchanges. |
| 7. | Depository Fee | Annual custody fee for the financial year 2023-24 has been paid to the Depositories. |
| 8. | Corporate Identity Number | L52599TN1961PLC028758 |
| 9. | Trading Symbol at | BSE 532805 NSE REDINGTON |
| 10. | Demat ISIN in NSDL & CDSL for Equity shares | INE891D01026 |
| 11. | 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 |

12. Market Price Data High, Low and Closing price during each month of the Financial Year 2023-24

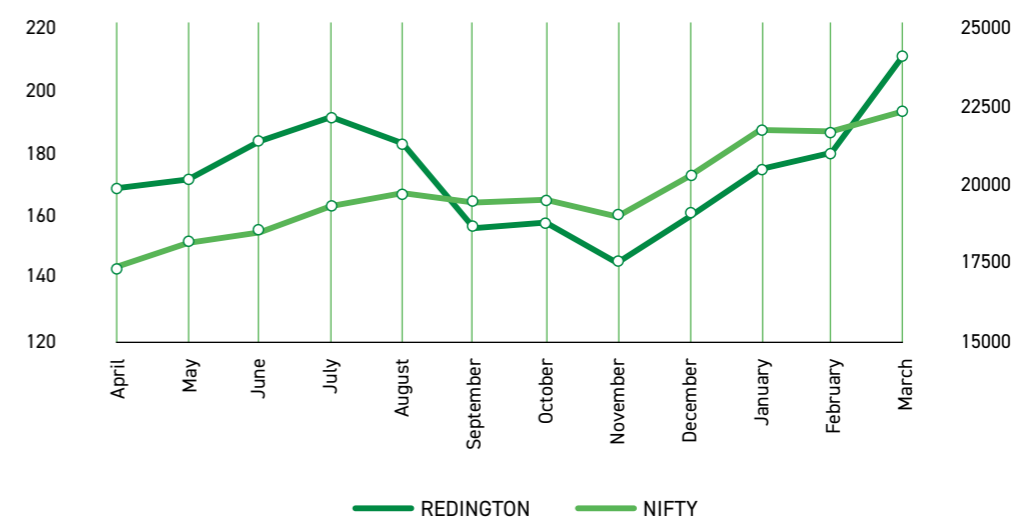
| S. No. | Month | NSE | | | BSE | | |
|--------|--------|--------|--------|--------|--------|--------|--------|
| | | High | Low | Close* | High | Low | Close* |
| 1. | Apr-23 | 179.65 | 164.90 | 168.40 | 179.75 | 164.30 | 168.45 |
| 2. | May-23 | 178.80 | 164.30 | 174.15 | 178.75 | 164.45 | 174.40 |
| 3. | Jun-23 | 195.40 | 174.35 | 186.00 | 195.35 | 172.85 | 186.00 |
| 4. | Jul-23 | 196.00 | 177.60 | 180.30 | 195.95 | 177.65 | 180.30 |
| 5. | Aug-23 | 184.30 | 147.10 | 156.85 | 184.30 | 147.15 | 156.85 |
| 6. | Sep-23 | 169.15 | 151.05 | 154.80 | 169.15 | 151.55 | 154.75 |

| S. No. | Month | NSE | | | BSE | | |
|--------|--------|--------|--------|--------|--------|--------|--------|
| | | High | Low | Close* | High | Low | Close* |
| 7. | Oct-23 | 159.50 | 136.20 | 142.80 | 159.30 | 136.25 | 142.90 |
| 8. | Nov-23 | 164.45 | 142.35 | 160.70 | 164.20 | 142.40 | 160.70 |
| 9. | Dec-23 | 181.00 | 158.45 | 176.80 | 180.95 | 158.55 | 176.35 |
| 10. | Jan-24 | 184.45 | 172.00 | 179.85 | 184.35 | 172.25 | 179.70 |
| 11. | Feb-24 | 220.00 | 178.95 | 206.75 | 219.90 | 179.05 | 206.40 |
| 12. | Mar-24 | 221.80 | 188.80 | 208.45 | 221.75 | 188.40 | 208.20 |

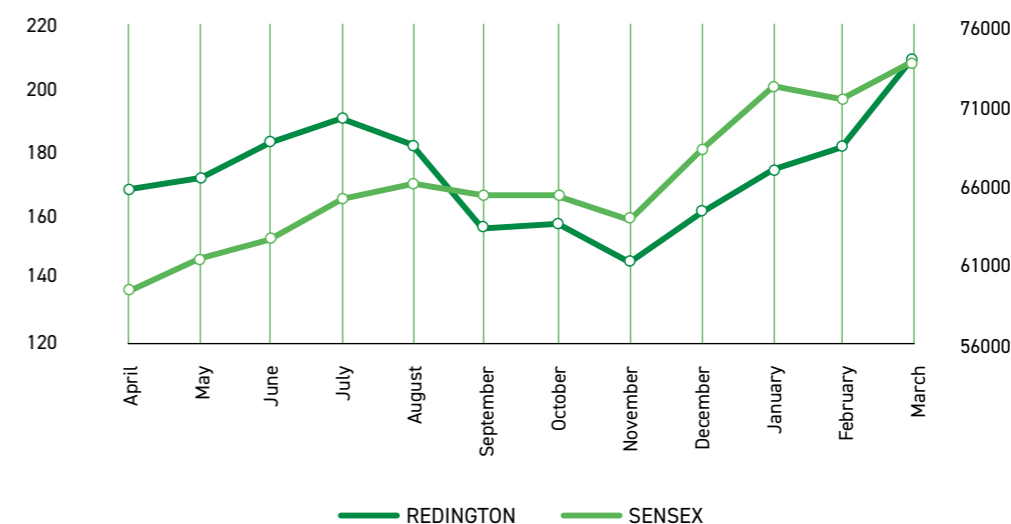
*Close price as on the last trading day of the month

13. Performance in comparison with NIFTY and SENSEX

REDINGTON vs NIFTY



REDINGTON vs SENSEX



Corporate Governance Report

14. Share Transfer System

The SEBI 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. Vijayshyam Acharya K, 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 Listing Regulations, 2015, the Company has to obtain and submit to the Stock Exchanges on an annual 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 financial year 2023-24 and hence, the compliance of delivering share certificates within specified period is not applicable. The certificate from the Practising Company Secretary was obtained confirming this and submitted to stock exchanges ensuring the requisite compliance under the aforesaid regulation.

Members may note that transfer of shares in physical mode is prohibited effective April 1, 2019 pursuant to SEBI's amendment notification dated June 8, 2018.

17. Shareholding:

Distribution of shareholding as on March 31, 2024

| Share or Debenture | No. of shareholders | % Of Total holders | Total Shares | Total Amount (₹) | % Of Total Amount |
|--------------------|---------------------|--------------------|---------------------|-----------------------|-------------------|
| 1-5000 | 2,27,933 | 98.18 | 5,72,62,259 | 11,45,24,518 | 7.32 |
| 5001 - 10000 | 2,085 | 0.90 | 1,49,45,096 | 2,98,90,192 | 1.91 |
| 10001 - 20000 | 1,060 | 0.46 | 1,51,22,681 | 3,02,45,362 | 1.93 |
| 20001 - 30000 | 316 | 0.14 | 76,64,722 | 1,53,29,444 | 0.98 |
| 30001 - 40000 | 149 | 0.06 | 51,81,809 | 1,03,63,618 | 0.66 |
| 40001 - 50000 | 110 | 0.05 | 49,80,670 | 99,61,340 | 0.64 |
| 50001 - 100000 | 175 | 0.07 | 1,24,93,897 | 2,49,87,794 | 1.60 |
| 100001 & above | 320 | 0.14 | 66,41,23,297 | 1,32,82,46,594 | 84.96 |
| Total | 2,32,148 | 100.00 | 78,17,74,431 | 1,56,35,48,862 | 100.00 |

There are no shares in the demat suspense account or unclaimed suspense account.

15. Details of Unclaimed Securities Suspense Account

Shares transferred to IEPF Authority: Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), shares in respect of which dividends have remained unclaimed or unpaid for a period of seven consecutive years or more is required to be transferred to the Investor Education and Protection Fund Authority ('IEPF Authority'). The voting rights on the shares outstanding in the IEPF Authority as on March 31, 2024 remains frozen till the rightful owner of such shares claims the shares.

16. Instruction to Members

SEBI, vide its circular nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023 has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. As per the erstwhile requirement, in case a holder of physical securities failed to furnish PAN, nomination, contact details, bank account details and specimen signature by October 1, 2023, Corporate Services Limited, Registrar and Share Transfer Agent, was obligated to freeze such folios. To mitigate unintended challenges on account of freezing of folios, SEBI vide its circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and nomination details.

Statement showing shareholding pattern as on March 31, 2024

| Category | No. of holders | No. of Shares | % of Shareholding |
|---|-----------------|---------------------|-------------------|
| Promoter Holding | - | - | - |
| Total Promoter Holding | - | - | - |
| Non- Promoter Holding | | | |
| Institutions | | | |
| Mutual funds/Insurance Companies/AIF/FIs & Banks | 30 | 14,52,05,786 | 18.57 |
| Foreign Direct Investment/Foreign Portfolio Investors/Mutual Fund Custodian | 233 | 45,41,75,467 | 58.10 |
| Non Institutions | | | |
| Bodies Corporate | 1,286 | 3,51,16,605 | 4.49 |
| Indian Public | 2,21,581 | 13,63,53,228 | 17.44 |
| NRIs/Employees/Foreign Nationals/Investors | 4,283 | 1,06,18,732 | 1.36 |
| Others | 10 | 3,04,613 | 0.04 |
| Total of Non promoter Holding | 2,27,423 | 78,17,74,431 | 100 |
| Grand Total | 2,27,423 | 78,17,74,431 | 100 |

18. Dematerialisation of Shares and Liquidity

The shares of the Company are compulsorily traded in dematerialised form by all categories of investors. As on March 31, 2024, 99.99% shares of the Company were held in dematerialised form. In order to enable the Company to serve the investors in a better way, the Company requests Members to update their bank accounts with their respective depository participants.

19. 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 | SISA | ROW |
|-------------------------|------|-----|
| Sales Offices | 37 | 33 |
| Warehouses | 151 | 30 |
| Owned Service Centres | - | 19 |
| Partner Service Centres | - | 26 |

20. Outstanding GDR/Warrants and Convertible Notes, Conversion date and likely impact on equity

There are no GDRs/ ADRs/ Warrants or any convertible instruments as on March 31, 2024 having an impact on equity.

21. Commodity Price Risk 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.

Disclosure pursuant to SEBI/HO/CFD/CMD1/CIR/P2018/0000000141 circular on Commodity Price Risk Foreign Exchange Risk and Hedging Activities - Not applicable

22. Address for Correspondence.

Registrar & Share Transfer Agents (R&TA) (matters relating to Shares, Dividends, Annual Reports

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

Corporate Governance Report

| | |
|--|--|
| For any other general matters or in case of any difficulties/ grievances | Secretarial Department. Redington Limited Block3, Plathin, Redington Tower, Inner Ring Road, Saraswathy Nagar West, 4 th Street, Puzhuthivakkam, Chennai - 600091. Phone: Ph 044 4224 3363 Email: investors@redingtongroup.com |
| Website Address | https://redingtongroup.com/ 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. |
| Email ID of Investor Grievances Section | investors@redingtongroup.com |
| Name of the Compliance Officer | Mr. Vijayshyam Acharya K |

23. Credit Rating During the year

| Rating agency | Security-type | Amount (₹) in Crores | Credit rating | Outlook |
|---------------|---------------------------------|----------------------|---------------|---------|
| CRISIL | Bank Facilities | 3000 | AA+ | Stable |
| | Short-term and Commercial Paper | 1900 | A1+ | - |
| ICRA | Bank Facilities | 3000 | AA+ | Stable |
| | Short-term and Commercial Paper | 1900 | A1+ | - |

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that for the financial year ended March 31, 2024, all members of the Board and the Senior Management Personnel have affirmed in writing their adherence to the Code of Conduct adopted by the Company.

Date: June 4, 2024
Place: Chennai

S.V.Krishnan
Finance Director (Whole-time)

V.S.Hariharan
Group Chief Executive Officer

Ramesh Natarajan
Chief Executive Officer

PRACTICING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of Redington Limited

We have examined the compliance of conditions of Corporate Governance by Redington Limited (hereinafter referred "the Company"), for the year ended on March 31, 2024 as stipulated in relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance.

In our opinion and to the best of my information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the company nor efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **RBJV & Associates**

R. Bhuvana

Practicing Company Secretary
Membership No. F10575
Certificate of Practice No. 8161
PR No.: 1111/2021
UDIN: F010575F000515222

Place: Chennai
Date: June 4, 2024

Corporate Governance Report

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(PURSUANT TO REGULATION 34 (3) AND SCHEDULE V PARA C CLAUSE 10 (i) OF THE SEBI [LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS] REGULATIONS, 2015)

To
The Members,
Redington Limited

We have examined the relevant registers, records, forms, returns, and disclosures received from the Directors of Redington Limited (hereinafter referred to as Company) having CIN: L52599TN1961PLC028758 and having registered office at Block3, Plathin, Redington Tower, Inner Ring Road, Saraswathy Nagar West, 4th Street, Puzhuthivakkam, Chennai -600 091, produced before us by the company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V Para C sub clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the company and its officers, we hereby certify that none of the Directors on the Board of the company as stated below for the Financial year ending on March 31, 2024, have been debarred or disqualified from being appointed or continuing as Directors of the Company/ Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| Sl. No. | Name of Director | DIN | Date of appointment in Company* |
|---------|--|----------|---------------------------------|
| 1 | RAMACHANDRAN JAYARAMAN | 00004593 | 21/11/2006 |
| 2 | KEITH WILLIAM FREDERICK BRADLEY ¹ | 06564581 | 01/04/2013 |
| 3 | ANITA BELANI | 01532511 | 01/04/2019 |
| 4 | BALASUBRAMANYAN RAMARATNAM | 07525213 | 24/05/2016 |
| 5 | YIJU CHEN | 08031113 | 26/12/2017 |
| 6 | TU SHU CHYUAN | 02336015 | 24/10/2008 |
| 7 | SRINIVASAN VENKATA KRISHNAN | 07518349 | 22/05/2019 |
| 8 | SUDIP NANDY | 07199187 | 06/02/2024 |

*The date of appointment is as per the MCA Portal.

¹ Ceased to be a Director with effect from March 31, 2024

Ensuring the eligibility for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **RBJV & Associates**

R. Bhuvana
Practicing Company Secretary
Membership No. F10575
Certificate of Practice No. 8161
PR No: 1111/2021
UDIN: F010575F000515266

Place: Chennai
Date: June 4, 2024

CERTIFICATE UNDER REGULATION 17(8) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

We, V. Ravi Shankar, Chief Financial Officer and Ramesh Natarajan, Chief Executive Officer – India Distribution business hereby confirm and certify that:

- A. We have reviewed financial statements for the year ended March 31, 2024 and that to the best of our knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact or contain statements/figures that might be misleading.
 - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the quarter which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee:

- That no significant changes in internal control have occurred over financial reporting during the year;
- That changes in accounting policies, if any, during the year have been disclosed in the notes to the financial statements and
- That no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

V Ravi Shankar
Chief Financial Officer

Ramesh Natarajan
Chief Executive Officer

Date: May 15, 2024
Place: Chennai

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

SECTION A: GENERAL DISCLOSURE

I. Details of the Listed Entity

| | | |
|----|---|---|
| 1 | Corporate Identity Number (CIN) of the Listed Entity | L52599TN1961PLC028758 |
| 2 | Name of the Listed Entity | Redington Limited |
| 3 | Year of incorporation | 1961 |
| 4 | Registered Office Address | Block3, Plathin, Redington Tower, Inner Ring Road, Saraswathy Nagar West, 4 th Street, Puzhuthivakkam, Chennai, Chennai, Tamil Nadu, India, 600091 |
| 5 | Corporate Address | Block3, Plathin, Redington Tower, Inner Ring Road, Saraswathy Nagar West, 4 th Street, Puzhuthivakkam, Chennai, Chennai, Tamil Nadu, India, 600091 |
| 6 | E-mail | investors@redingtongroup.com |
| 7 | Telephone | +91-44-42243111 |
| 8 | Website | http://www.redingtongroup.com |
| 9 | Financial year for which reporting is being done | 2023-24 |
| 10 | Name of the Stock Exchange(s) where shares are listed | 1. BSE Limited 2. National Stock Exchange of India |
| 11 | Paid-up Capital | ₹156.3 Crores |
| 12 | Contact Person | |
| | Name of the Person | Mr. Sriram Ganeshan, Global Chief Commercial Officer |
| | Telephone | +91-44-42243111 |
| | Email address | esg@redingtongroup.com |
| 13 | Reporting Boundary | Consolidated (unless specified otherwise) |
| 14 | Name of Assurance provider | Not Applicable |
| 15 | Type of Assurance obtained | Not Applicable |

II. Product/Services

| | | | | | |
|----|---------------------------------------|------------|--|--|--|
| 16 | Details of business activities | Sr. | Description of Main Activity | Description of Business Activity | % Turnover of the Entity |
| | | 1. | Distribution of technology products | Wholesale distribution of machinery, equipment, and supplies. [Wholesale of computers, computer peripheral equipment, software, electronic and telecommunications equipment and parts] | 98% |
| 17 | Products/ Services sold by the entity | Sr. | Product/Service | NIC Code | % of Total Turnover contributed |
| | | 1. | Whole-sale distribution of Machinery, Equipment and Supplies | 465 | 98% |

III. Operations

| | | | | | |
|----|--|-----------------|----------------------|--------------------------|------------------------------|
| 18 | Number of locations where plants and/or operations/offices of the entity are situated: | Location | No of Offices | No. of Warehouses | No of Service Centres |
| | | National | 39 | 149 | 0 |
| | | International | 42 | 32 | 19 |

| | | | |
|----|---|---|--|
| 19 | Market served by the entity | Locations | Numbers |
| | | a. No. of Locations | National (No. of States) 28 International (No. of Countries) 40 |
| | b. What is the contribution of exports as a percentage of the total turnover of the entity? | Percentage of exports in total turnover is 6% all of which pertain to exports from international group entities. | |
| | c. A brief on types of customers | The company primarily serves Resellers, Retailers, System Integrators & Independent Service Vendors of technology products and solutions such as Smartphones, Wearables, Desktops, Tablet PCs, Printers, Supplies, Gaming products, Enterprise Infrastructure, Software Data Security & Cloud Solutions through a distribution network of over 50,000+ Channel Partners globally. | |

IV. Employees

20. Details as at the end of Financial Year:

| Sr. | Particulars | Total (A) | Male | | Female | |
|---|---------------------------------------|-----------|---------|---------|---------|---------|
| | | | No. (B) | % (B/A) | No. (C) | % (C/A) |
| a. Employees and workers (including differently abled) | | | | | | |
| Employees | | | | | | |
| 1 | Permanent Employees (A) | 4960 | 3831 | 77% | 1129 | 23% |
| 2 | Other than Permanent Employees (B) | 2585 | 2346 | 90.75% | 239 | 9.25% |
| 3 | Total Employees (A+B) | 7545 | 6177 | 82% | 1368 | 18% |
| Workers (Rs < 18,000) | | | | | | |
| 4 | Permanent Workers (C) | 77 | 73 | 95% | 4 | 5% |
| 5 | Other than Permanent Workers (D) | 3080 | 2578 | 84% | 502 | 16% |
| 6 | Total Workers (C+D) | 3157 | 2651 | 84% | 506 | 16% |
| b. Differently abled employees and workers* | | | | | | |
| Employees | | | | | | |
| 7 | Permanent Employees (E) | 5 | 4 | 80% | 1 | 20% |
| 8 | Other than Permanent Employees (F) | 0 | 0 | 0% | 0 | 0% |
| 9 | Total Employees (E+F) | 5 | 4 | 80% | 1 | 20% |
| Workers | | | | | | |
| 10 | Permanent Workers (G) | 3 | 3 | 100% | 0 | 0% |
| 11 | Other than Permanent Workers (H) | 0 | 0 | 0% | 0 | 0% |
| 12 | Total Differently abled Workers (G+H) | 3 | 3 | 100% | 0 | 0% |

* Reported to the extent voluntarily disclosed.

21. Participation/Inclusion/Representation of women

| Sr. | Category | Total (A) | No. and % of women | |
|-----|---------------------------|-----------|--------------------|---------|
| | | | No. (B) | % (B/A) |
| 1. | Board of Directors | 7 | 2 | 29% |
| 2. | Key Management Personnel* | 5 | 0 | 0% |

* KMP is defined as per Section 203 of Companies Act, 2013.

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22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

| Category | FY 2023-2024 (Turnover rate in current FY) | | | FY 2022-23 (Turnover rate in previous FY) | | | FY 2021-22 (Turnover rate in the FY prior to previous FY) | | |
|---------------------|---|--------|-------|--|--------|-------|--|--------|-------|
| | Male | Female | Total | Male | Female | Total | Male | Female | Total |
| Permanent Employees | 21% | 23% | 21% | 18% | 31% | 21% | 19% | 23% | 20% |
| Permanent Workers | 0% | 0% | 0% | 0% | 0% | 0% | 0% | 0% | 0% |

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

| Sr. | Name of the holding / subsidiary / associate companies / joint ventures | Indicate whether it is a holding / Subsidiary / Associate / Joint Venture | % of shares held by listed entity | Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No) |
|-----|--|---|-----------------------------------|--|
| 1 | ProConnect Supply Chain Solutions Limited, India | Subsidiary | 100 | Yes |
| 2 | Redserv Global Solutions Limited, India | Subsidiary | 100 | Yes |
| 3 | Redington Distribution Pte Ltd., Singapore | Subsidiary | 100 | Yes |
| 4 | Redington International Mauritius Limited, Mauritius | Subsidiary | 100 | Yes |
| 5 | Redserv Business Solutions Private Limited, India | Subsidiary | 100 | Yes |
| 6 | Redington SL Private Limited, Sri Lanka | Subsidiary | 100 | Yes |
| 7 | Redington Bangladesh Limited, Bangladesh | Subsidiary | 99 | Yes |
| 8 | Redington Gulf FZE (RGF), Dubai, UAE | Subsidiary | 100 | Yes |
| 9 | Redington Turkey Holdings SARL, Grand Duchy of Luxembourg | Subsidiary | 100 | Yes |
| 10 | Arena International FZE, Dubai, UAE | Subsidiary | 49.4 | Yes |
| 11 | Proconnect Supply Chain Logistics LLC (formerly known as Proconnect Supply Chain Logistics FZE , Dubai, UAE) | Subsidiary | 100 | Yes |
| 12 | ProConnect Holding Limited, Dubai, UAE | Subsidiary | 100 | Yes |
| 13 | Arena Bilgisayar Sanayi Ve Ticaret AS, Turkey | Subsidiary | 49.4 | Yes |
| 14 | Redington Kenya Limited, Kenya | Subsidiary | 100 | Yes |
| 15 | Redington Gulf & Co. LLC, Oman | Subsidiary | 70 | Yes |
| 16 | Cadensworth FZE, Dubai, UAE | Subsidiary | 100 | Yes |
| 17 | Redington Egypt Ltd. (Limited Liability Company), Egypt | Subsidiary | 100 | Yes |
| 18 | Redington South Africa (Pty) Ltd., South Africa (formerly known as Ensure IT services (Pty) Ltd.) | Subsidiary | 100 | Yes |
| 19 | Ensure Services Arabia LLC, Kingdom of Saudi Arabia | Subsidiary | 100 | Yes |
| 20 | Redington Middle East LLC, Dubai, UAE | Subsidiary | 100 | Yes |
| 21 | Redington Limited, Ghana | Subsidiary | 100 | Yes |
| 22 | Africa Joint Technical Services, Libya | Subsidiary | 65 | Yes |
| 23 | Redington Uganda Limited, Uganda | Subsidiary | 100 | Yes |
| 24 | Redington Kenya (EPZ) Limited, Kenya | Subsidiary | 100 | Yes |
| 25 | Redington Rwanda Ltd., Rwanda | Subsidiary | 100 | Yes |
| 26 | Cadensworth United Arab Emirates (LLC), Dubai, UAE | Subsidiary | 100 | Yes |
| 27 | Redington Gulf FZE Co., Iraq | Subsidiary | 100 | Yes |
| 28 | Redington Qatar WLL, Qatar | Subsidiary | 49 | Yes |
| 29 | Redington Qatar Distribution WLL, Qatar | Subsidiary | 49 | Yes |
| 30 | Redington Kazakhstan LLP, Kazakhstan | Subsidiary | 100 | Yes |

| Sr. | Name of the holding / subsidiary / associate companies / joint ventures | Indicate whether it is a holding / Subsidiary / Associate / Joint Venture | % of shares held by listed entity | Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No) |
|-----|---|---|-----------------------------------|--|
| 31 | Redington Tanzania Limited, Tanzania | Subsidiary | 100 | Yes |
| 32 | Redington Morocco Ltd., Morocco | Subsidiary | 100 | Yes |
| 33 | Redington Angola Ltd., Angola | Subsidiary | 100 | Yes |
| 34 | Redington Senegal Limited SARL, Senegal | Subsidiary | 100 | Yes |
| 35 | Redington Saudi Arabia Distribution Company, Saudi Arabia | Subsidiary | 100 | Yes |
| 36 | Redington South Africa Distribution (PTY) Ltd., South Africa (formerly Ensure Technical Services (PTY) Ltd.) | Subsidiary | 100 | Yes |
| 37 | PayNet Odeme Hizmetleri AS, Turkey | Subsidiary | 49.4 | Yes |
| 38 | CDW International Trading FZCO, Dubai, UAE | Subsidiary | 100 | Yes |
| 39 | RNDC Alliance West Africa Limited, Nigeria | Subsidiary | 100 | Yes |
| 40 | Redington Turkey Teknoloji AS, Turkey (formerly known as Linkplus Bilgisayar Sistemleri Sanayi ve Ticaret AS) | Subsidiary | 100 | Yes |
| 41 | ProConnect Saudi LLC, Saudi Arabia | Subsidiary | 100 | Yes |
| 42 | Redington Distribution Company LLC, Egypt | Subsidiary | 99 | Yes |
| 43 | Ensure Middle East Technology Solutions LLC, UAE | Subsidiary | 49 | Yes |
| 44 | Citrus Consulting Services FZ LLC, Dubai, UAE | Subsidiary | 100 | Yes |
| 45 | Arena Mobile İletişim Hizmetleri Ve Tüketici Elektronik Sanayi Ve Ticaret AS, Turkey | Subsidiary | 49.4 | Yes |
| 46 | Online Elektronik Ticaret Hizmetleri AS, Turkey | Subsidiary | 49.4 | Yes |
| 47 | Paynet (Kibris) Odeme Hizmetleri Limited, Cyprus | Subsidiary | 49.4 | Yes |
| 48 | Redington Saudi Trading Company, Saudi Arabia | Subsidiary | 100 | Yes |
| 49 | Ensure Gulf FZE, Dubai, UAE | Subsidiary | 100 | Yes |
| 50 | Ensure Middle East Trading LLC, Dubai, UAE | Subsidiary | 49 | Yes |
| 51 | Ensure Services Bahrain WLL, Kingdom of Bahrain (formerly known as Ensure Servies Bahrain SPC) | Subsidiary | 100 | Yes |
| 52 | Redington Bahrain WLL, Kingdom of Bahrain | Subsidiary | 49 | Yes |
| 53 | Redington Gulf FZE Jordan, Jordan | Subsidiary | 49 | Yes |
| 54 | Arena Connect Teknoloji Sanayi ve Ticaret Anonim Serketi (formerly Brightstar Telekomünikasyon Dağıtım Ltd. Şti.), Turkey | Subsidiary | 49.4 | Yes |
| 55 | Arena Connect İletişim ve Servis Limited Şirketi (formerly MPX İletişim ve Servis Limited Şirketi) (Merged with Arena Connect Teknoloji Sanayi ve Ticaret Anonim Serketi (formerly Brightstar Telekomünikasyon Dağıtım Ltd. Şti.), Turkey | Subsidiary | 49.4 | Yes |
| 56 | Redington Gulf Arabia for Information Technology, Saudi Arabia | Subsidiary | 100 | Yes |
| 57 | Redington Green Energy Limited, Kenya | Subsidiary | 100 | Yes |
| 58 | Redington Kazakhstan Technology, Kazakhstan | Subsidiary | 100 | Yes |
| 59 | Redington (India) Investments Limited, India | Associate | 47.62 | Yes |
| 60 | Currents Technology Retail (India) Limited, India | Subsidiary of Associate | 47.62 | Yes |

VI. CSR Details

| | | |
|----|---|-----------|
| 24 | i. Whether CSR is applicable as per section 135 of Companies Act, 2013: | Yes |
| | ii. Turnover (in INR Crores) | 41,740.56 |
| | iii. Net worth (in INR Crores) | 3,624.26 |

*Number reported pertains to Redington India (FY'24).

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VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct

Redington Limited's stakeholders include our investors, customers/partners, vendors, employees, governments & community. A group whistleblower policy with a strong non-retaliation clause is available to all our stakeholders. Refer to <https://redingtongroup.com/wp-content/uploads/2023/05/Whistle-Blower-Policy-1.2.pdf> for our group whistleblower policy. For details on Employee grievances refer to Principle 5, Question 6. For consumer grievances, refer to Principle 9, Question 3. For Investor grievances, refer to the Investor Grievances section of our Corporate Governance Report. No complaints from other stakeholders were received/ resolved / are pending resolution during the financial year 2023-24.

26. Overview of the entity's material responsible business conduct issues

| Material Issue Identified | Indicate whether risk or opportunity | Rationale for identifying the risk/opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|---|--------------------------------------|--|--|--|
| Environment: Climate Change | Risk | Climate Change risks manifest as strategic risks, operational risks & transitional risks (compliance) which if not tracked & managed adequately could adversely affect our operations, reputation & profitability | Adopt a long-term net zero strategy focused on: <ul style="list-style-type: none"> Implement energy-efficient technologies and practices, such as LED lighting, efficient HVAC systems, and building automation systems. Explore renewable energy options, such as solar to reduce reliance on fossil fuels to contribute to a clean and sustainable energy system. Incorporate green building practices in operations, such as using sustainable materials and water conservation measures. Transition to cloud-based technologies to reduce energy consumption and carbon emissions associated with data storage and processing. | Negative |
| Environment: Waste Management | Opportunity | Increasing regulations & interest on responsible waste management provide an opportunity for us to embrace our unique role in the ecosystem and play an important part in the circular economy enabling: <ul style="list-style-type: none"> Potential increased revenue from additional services Industry leadership in enabling circular economy through advocacy | Adopt a long term Zero Waste to Landfill Strategy for waste generated in-house <ul style="list-style-type: none"> Collaborate with our stakeholders to understand their most pressing challenges on enabling circular economy & build capabilities to serve their needs | Positive |
| Social: Employee Engagement & Retention | Risk | Low employee engagement and high turnover rates can lead to a decline in productivity, decreased employee morale, and increased costs associated with recruitment and training of new employees. | Engage in regular dialogues with employees through townhalls, newsletters, mid-year feedback and surveys. <ul style="list-style-type: none"> Develop individual learning plans to cover 40 hours learning per annum. Encourage employee skill development through employee friendly professional development and benefit policies. Offer competitive compensation and benefits packages to attract and retain top talent. Foster a positive work culture by promoting teamwork, recognizing employee achievements, and providing a healthy work-life balance. Conduct regular employee surveys to assess employee satisfaction and identify areas for improvement. | Negative |

| Material Issue Identified | Indicate whether risk or opportunity | Rationale for identifying the risk/opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|--|--------------------------------------|---|--|--|
| Social: Diversity & Inclusion - Inclusive Growth & Equitable Development | Opportunity | Our goal toward promoting inclusive development and resultant go to market strategies provide us with an opportunity to expand the market & customer base we serve with a potential to improve revenue & growth. | - | Positive |
| Governance: Cyber Security | Risk | As part of our daily operations, we handle sensitive information such as customer names, addresses, payment information, and delivery schedules. Protecting this data is essential to maintaining customer trust and avoiding legal and financial consequences. | <ul style="list-style-type: none"> Monitor developments and continually evaluate organisational preparedness toward cyber security threats through our risk control & management team. Create awareness and improve preparedness through deployment of tools for simulation, newsletters and training. Update Senior management about progress & updates on a regular basis | Negative |
| Governance: Supply Chain Management | Opportunity | Positive | <ul style="list-style-type: none"> Our objective to bridge technology friction and help adoption of technology is dependent on our ability to source products from our vendors and supply through our extensive distribution network. Engaging with Suppliers and Partners on participation in operating sustainable supply chains | Positive |

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

PRINCIPLE 4 Businesses should respect the interests of and be responsive to all its stakeholders

PRINCIPLE 5 Businesses should respect and promote human rights

PRINCIPLE 6 Businesses should respect and make efforts to protect and restore the environment

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

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| Disclosure Questions | | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|--|-----|-------|-------|-----|-----|-----|-------|-------|
| Policy and Management Processes | | | | | | | | | | |
| 1 | a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No) | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| | b. Has the policy been approved by the Board? (Yes/No) | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| | c. Web Link of the Policies, if available | https://redingtongroup.com/corporate-governance/ | | | | | | | | |
| 2 | Whether the entity has translated the policy into procedures. (Yes / No) | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| 3 | Do the enlisted policies extend to your value chain partners? (Yes/No) | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| 4 | Name of the national and international codes/ certifications/labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.* | (1,2) | (4) | (2,4) | (1,2) | (3) | (4) | (4) | (1,2) | (3,4) |
| 5 | Specific commitments, goals and targets set by the entity with defined timelines, if any. | Redington Limited ("The Company") has set internal goals & targets on each of the principles with a few listed below In Principle 6, the following commitments have been made by the company (i) Net Zero Commitment: The Company is committed to achieving Net Zero Emissions by 2050 for the group and has also committed to setting Science Based Targets to act as intermediate milestones in this journey (ii) Circular Economy: The Company already has strong foundations in its operations around circular economy through efforts on recycling of E-Waste and is aiming for Zero E-waste to Landfill by 2030 and becoming Single use plastic free across all facilities by 2026. | | | | | | | | |
| 6 | Performance of the entity against the specific commitments, goals and targets along with reasons in case the same are not met. | Company has initiated actions in respect of targets set. These are reviewed periodically by CSR & ESG committee of the Board and Management. | | | | | | | | |
| Governance, Leadership & Oversight | | | | | | | | | | |
| 7 | Statement by director responsible for the BRSR report, highlighting ESG related challenges, targets and achievement: Please refer the message of the Chairman which forms part of this Annual Report. | | | | | | | | | |
| 8 | Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies). | Mr. Sriram Ganeshan Designation: Group Chief Commercial Officer Telephone: 044-42243111 Email ID: sriram.ganeshan@redingtongroup.com | | | | | | | | |
| 9 | Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details. | Yes. The CSR & ESG Committee of the board reviews the Company's performance on Environment Social & and Governance aspects and oversees the implementation of relevant policies and strategies, formulates and recommends the CSR policy to the Board and monitors CSR budget, activities and expenditure. | | | | | | | | |

* UN Global Compact Act (1), GRI (2), UN Guiding principles on Business and Human Rights (3), Redington Code of Business Conduct & Ethics conforms to NVG (4)

10. Details of Review of NGRBCs by the company:

| Subject for Review | Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee | | | | | | | | | Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify) | | | | | | | | |
|---|--|----|----|----|----|----|----|----|----|--|----|----|----|----|----|----|----|----|
| | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| Performance against above policies and follow up action | As a practice, Business Responsibility policies of the Company are reviewed periodically or on a need basis by the compliance team & amends suggested for review by Senior Leadership Team including Group Chief Executive Officer. During this process, the efficacy of the policies is reviewed and necessary changes to policies and procedures are implemented. Further, Business responsibility policies of the Company fall under the purview of the CSR & ESG Committee of the Board which meets on a bi-annual basis to review progress against milestones set and recommends for adoption any changes / new policies to be introduced. | | | | | | | | | | | | | | | | | |
| Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances | We are compliant with governing laws, as applicable to our operations. | | | | | | | | | | | | | | | | | |

| 11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency. | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|--|----|----|----|----|----|----|----|----|----|
| The Company conducts periodic review of the charters, policies internally by the Senior Management and Board Committees which then drives the policies, projects and performance of aspects of business responsibility and sustainability. | | | | | | | | | |

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

| Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|----|----|----|----|----|----|----|----|----|
| The entity does not consider the Principles material to its business (Yes/No) | | | | | | | | | |
| The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No) | | | | | | | | | |
| The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No) | | | | | | | | | |
| The entity does not have the financial or/human and technical resources available for the task (Yes/No) | | | | | | | | | |
| Any other reason (please specify) | | | | | | | | | |

All principles are covered by policies.

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SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

ESSENTIAL INDICATORS

1. Percentage coverage by training and awareness programmes on any of the NGRBC Principles during the financial year:

| Segment | Total number of training & awareness programmes held | Topics/principles covered under the training and its impact | %age of persons in respective category covered by the awareness programmes |
|------------------------------------|--|--|--|
| Board of Directors | 4 | During the year, the Board of Directors of the Company (including its Committees) has invested time on various updates comprising matters relating to an array of issues pertaining to the business, regulations, economy and environmental, social, governance parameters | 100% |
| Key Management Personnel | 5 | 1. Anti-Bribery & Anti-Corruption (ABAC) 2. Code of Business Conduct & Ethics (COBC) 3. Prevention of Sexual Harassment (POSH) 4. ESG Training (ESG) 5. Cyber Security & Data privacy 6. Whistleblower policy | 100% |
| Employees other than BODs and KMPs | 5 | 1. Anti-Bribery & Anti-Corruption (ABAC) 2. Code of Business Conduct & Ethics (COBC) 3. Prevention of Sexual Harassment (POSH) 4. ESG Training (ESG) 5. Cyber Security & Data privacy 6. Whistleblower policy | 100% |
| Workers | 1 | 1. Health & Safety Training | 100% |

2. Details of fines / penalties / punishment / award / compounding fees / settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format.

| a. Monetary | | | | | |
|-----------------|-----------------|--|-------------------|--|--|
| Type | NGRBC Principle | Name of the regulatory/enforcement agencies/ judicial institutions | Amount (In INR) | Brief of the case | Has an appeal been preferred? (Yes/No) |
| Penalty/ Fine | | | | | |
| Settlement | | | Nil | | |
| Compounding fee | | | | | |
| b. Non-Monetary | | | | | |
| Type | NGRBC Principle | Name of the regulatory/enforcement agencies/ judicial institutions | Brief of the case | Has an appeal been preferred? (Yes/No) | |
| Imprisonment | | | | | |
| Punishment | | | Nil | | |

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

| Case Details | Name of the regulatory / enforcement agencies / judicial institutions |
|--------------|---|
| | Refer to details in Question 2 above |

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, the Company does have the Anti-Bribery and Anti-Corruption (ABAC) policy. The Company has adopted a Whistle-blower Policy and Vigil Mechanism to provide a formal mechanism to the Directors, employees and other external stakeholders to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides for adequate safeguards against victimisation of employees who avail of the mechanism. No personnel of the Company have been denied access to the Chairperson of the Audit Committee. The Vigil Mechanism includes the Whistle-Blower Policy and the ABAC Policy. The ABAC and Whistleblower policy together with the Code of Business Conduct primarily covers risk assessment, third party due diligence, training & awareness, and audit & reporting. The Gifts & Entertainment section of the ABAC policy further aims to provide guidance to directors, officers and employees or persons who perform services for or on behalf of the Company on what is appropriate and acceptable, and what is not acceptable, for offering, giving and accepting gifts and hospitality.

The Whistleblower Policy and Vigil Mechanism ensures that strict confidentiality is maintained in such cases and no retaliatory steps are taken against the Whistleblower. The Company, as a Policy, condemns any kind of discrimination, harassment, victimisation or any other unfair employment practice being adopted against Whistleblowers. With an aim to create awareness, during the year under review, the Company also undertook a series of communication and training programmes on the values, Code of Business Conduct and other ethical practices of the company for internal stakeholders, vendors and distributors, partners etc. A dedicated Ethics Helpline has been setup which is managed by an independent professional Organisation for confidentially raising any ethical concerns or practices that violate the Code of Conduct. The Ethics Helpline can be contacted to report any suspected or confirmed incident of fraud/misconduct on:

E-mail: compliance@redingtongroup.com; whistleblower@redingtongroup.com

Region specific Ethics Hotline (Available in Whistleblower policy – link provided below)

The Whistleblower Policy as adopted by the Company is available on the Company's website at:

<https://redingtongroup.com/wp-content/uploads/2023/05/Whistle-Blower-Policy-1.2.pdf>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

| Category | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|-----------|-------------------------------------|--------------------------------------|
| Directors | | |
| KMPs | Nil | Nil |
| Employees | | |
| Workers | | |

6. Details of complaints with regard to conflict of interest:

| Topic | FY 2023-24 (Current Financial Year) | | FY 2022-23 (Previous Financial Year) | |
|--|-------------------------------------|---------|--------------------------------------|---------|
| | Number | Remarks | Number | Remarks |
| Number of complaints received in relation to issues of Conflict of Interest of the Directors | Nil | NA | Nil | NA |
| Number of complaints received in relation to issues of Conflict of Interest of KMPs | | | | |

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable

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8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

| Category | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|-------------------------------------|--|---|
| Number of days of accounts payables | 51 | 54 |

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

| Parameter | Metrics | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|-----------------------------|--|--|---|
| *Concentration of Purchases | a. Purchases from trading houses as % of total purchases | 100% | 100% |
| | b. Number of trading houses where purchases are made from | 455 | 324 |
| | c. Purchases from top 10 trading houses as % of total purchases from trading houses | 71% | 74% |
| Concentration of Sales | a. Sales to dealers / distributors as % of total sales | 100% | 100% |
| | b. Number of dealers / distributors to whom sales are made | 53520 | 43953 |
| | c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors | ~12% | ~15% |
| Share of RPTs in | a. Purchases (Purchases with related parties / Total Purchases) | 0% | 0% |
| | b. Sales (Sales to related parties / Total Sales) | 0% | 0% |
| | c. Loans & advances (Loans & advances given to related parties / Total loans & advances) | 0% | 0% |
| | d. Investments (Investments in related parties / Total Investments made) | 0% | 0% |

* Pertains to Redington Limited, India

LEADERSHIP INDICATORS

1. Awareness programmes conducted for value chain partners on any of the NGRBC Principles during the financial year:

| Total number of training and awareness programmes held | Topics/principles covered under the training and its impact | Percentage of persons in value chain covered by the awareness programmes |
|--|---|--|
| Nil | NA | NA |

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

Yes, every Director of the Company discloses his/her concern or interest in the Company or companies or bodies corporate or firms or other association of individuals and any change therein, annually or upon any change, which also includes the shareholding. Further, a declaration is also taken annually from the Directors under the Code of Conduct confirming that they will always act in the interest of the Company and ensure that any other business or personal association which they may have, does not involve any conflict of interest with the operations of the Company and their role therein. The Senior Management also affirms annually that they have not entered into any material, financial and commercial transactions, which may have a potential conflict with the interest of the Company at large.

In the Meetings of the Board, the Directors abstain from participating in the items in which they are concerned or interested. For identifying and tracking conflict of interests involving the Directors / KMPs of the Company, the Corporate Secretarial team maintains a database of the Directors and the entities in which they are interested. This list is shared with the Finance department which flags off the parties in their system for monitoring and tracking transaction(s) entered by the Company with such parties. No such transactions were entered into during the year.

PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe

ESSENTIAL INDICATORS

1. Percentage of R&D and Capital Expenditure (CAPEX) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

| Type | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) | Details of improvement in social and environmental aspects |
|------------------------------|--|---|--|
| Research & Development (R&D) | NA | NA | NA |
| Capital Expenditure (CAPEX) | 1.28% | 5.71% | Investments toward Energy Efficient Air Conditioning, PHE System implementation, LED fixtures set up etc |

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes, Sustainable Sourcing guidelines have been suitably incorporated in policies and procedures for sourcing.

b. If yes, what percentage of inputs were sourced sustainably?

~70% trade purchases are made from global OEMs who have a published sustainability policy with commitments aligned to our organisational commitments.

| Unit of reporting (i.e by Quantity or by Value - please specify) | Total No. of Inputs sourced (in Crores INR) | No. of Inputs that were sourced sustainably (in Crores INR) | Percentage of inputs that were sourced sustainably |
|--|---|---|--|
| Value | ~83000 | ~55000 | ~70% |

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

| Product | Process to safely reclaim the product |
|-----------------------------------|---|
| a. Plastics (including packaging) | Process being developed. |
| b. E-Waste | All e-waste generated in-house is handed over to authorised vendors for safe disposal. |
| c. Hazardous Waste | Hazardous waste is categorised as per applicable rules & sent for proper disposal at Pollution Control Board's authorised facilities. |
| d. Other Waste | All battery waste generated in-house is handed over to authorised vendors for safe disposal. |

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Yes, we are covered under EPR and hold an EPR Authorisation. Our waste collection plan is in accordance with the EPR plan submitted to the Central Pollution Control Board.

LEADERSHIP INDICATORS

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

No, we are a technology distribution company and do not own any products. Therefore, Life Cycle Assessment (LCA) for products and services does not apply to us

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Not Applicable

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3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Not Applicable, as Redington is a technology distribution company and does not own any products.

4. Of the products and packaging reclaimed at end of life of products, amount (in tonnes) reused, recycled, and safely disposed, as per the following format:

| Product | FY 2023-24 | | | FY 2022-23 | | |
|-----------------------------------|------------|----------|-----------------|------------|----------|-----------------|
| | Reused | Recycled | Safely Disposed | Reused | Recycled | Safely Disposed |
| a. Plastics (including packaging) | 0 | 6.172* | 0 | 0 | 3.426 | 4.083 |
| b. E-Waste | 1.077 | 0 | 8.823 | 0.055 | 0 | 9.357 |
| c. Hazardous Waste | 0 | 0 | 0 | 0 | 0 | 0 |
| d. Other Waste | 0 | 0 | 0 | 0 | 0 | 0 |

*100% Plastic Waste generated recycled

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Not Applicable

PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

ESSENTIAL INDICATORS

1. a. Details of measures for the well-being of employees:

| Category | Total (A) | % of employees covered by | | | | | | | | | |
|---------------------------------------|-----------|---------------------------|---------|--------------------|---------|--------------------|---------|--------------------|---------|---------------------|---------|
| | | Health Insurance | | Accident Insurance | | Maternity Benefits | | Paternity Benefits | | Day Care Facilities | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | No. (D) | % (D/A) | No. (E) | % (E/A) | No. (F) | % (F/A) |
| Permanent Employees | | | | | | | | | | | |
| Male | 3831 | 3724 | 97% | 3524 | 92% | 0 | 0% | 2979 | 78% | 2014 | 53% |
| Female | 1129 | 1126 | 100% | 935 | 83% | 1079 | 96% | 0 | 0% | 396 | 35% |
| Total | 4960 | 4850 | 98% | 4459 | 90% | 1079 | 22% | 2979 | 60% | 2410 | 49% |
| Other than Permanent Employees | | | | | | | | | | | |
| Male | 2346 | 267 | 11% | 2346 | 100% | 0 | 0% | 170 | 7% | 82 | 3% |
| Female | 239 | 57 | 24% | 239 | 100% | 34 | 14% | 0 | 0% | 10 | 4% |
| Total | 2585 | 324 | 13% | 2585 | 100% | 34 | 1% | 170 | 7% | 92 | 4% |

Details of measures for the well-being of workers:

| Category | Total (A) | % of employees covered by | | | | | | | | | |
|-------------------------------------|-----------|---------------------------|---------|--------------------|---------|--------------------|---------|--------------------|---------|---------------------|---------|
| | | Health Insurance | | Accident Insurance | | Maternity Benefits | | Paternity Benefits | | Day Care Facilities | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | No. (D) | % (D/A) | No. (E) | % (E/A) | No. (F) | % (F/A) |
| Permanent Workers | | | | | | | | | | | |
| Male | 73 | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% |
| Female | 4 | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% |
| Total | 77 | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% |
| Other than Permanent Workers | | | | | | | | | | | |
| Male | 2578 | 7 | 0% | 7 | 0% | 0 | 0% | 7 | 0% | 7 | 0% |
| Female | 502 | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% |
| Total | 3080 | 7 | 0% | 7 | 0% | 0 | 0% | 7 | 0% | 7 | 0% |

Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

| Category | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|---|-------------------------------------|--------------------------------------|
| Cost incurred on well-being measures as a % of total revenue of the company | 0.03% | 0.02% |

2. Details of retirement benefits, for Current Financial Year and Previous Financial Year:

| Sr. | Benefits | FY 2023-24 (Current FY) | | | FY 2022-23 (Previous FY) | | |
|-----|----------|--|---|--|--|---|--|
| | | No. of employees covered as a % of total employees | No. of workers covered as a % of total worker | Deducted and deposited with the authority (Y/N/N.A.) | No. of employees covered as a % of total employees | No. of workers covered as a % of total worker | Deducted and deposited with the authority (Y/N/N.A.) |
| 1 | PF | 100% | 100% | Y | 100% | 100% | Y |
| 2 | Gratuity | 100% | 100% | Y | 100% | 100% | Y |
| 3 | ESI | 100% | 100% | Y | 100% | 100% | Y |

Note: PF, Gratuity & ESI are applicable to our India Operations. 100 % of eligible workers as per applicable regulations are covered

3. Accessibility of workplaces: Are the premises / offices of the entity accessible to differently-abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

The Company has conducted a detailed survey/study of requirements for accessibility for differently-abled people as part of our effort to develop a global design playbook for all our offices. Necessary guidelines & measures have been prescribed as part of our Global Workspace design playbook which is being implemented at all greenfield offices and other locations.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Equal opportunity is covered as part of our Code of Business Conduct & Ethics.

<https://redingtongroup.com/wp-content/uploads/2024/05/Code-of-Business-Ethics-Redington-Group-v1.2.pdf>

The Company provides equal opportunities to all its employees and to all eligible applicants for employment in the Company. It does not unfairly discriminate on any ground including race, caste, religion, colour, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin, disability or any other category protected by applicable law.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

| Gender | Permanent Employees | | Permanent Workers | |
|--------------|---------------------|----------------|---------------------|----------------|
| | Return to work rate | Retention Rate | Return to work rate | Retention Rate |
| Male | 100% | 100% | NA | NA |
| Female | 69% | 95% | NA | NA |
| Total | 73% | 96% | NA | NA |

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

| Category | Yes/No If yes, details of the mechanism in brief |
|--------------------------------|---|
| Permanent Workers | |
| Other than Permanent Workers | |
| Permanent Employees | Yes |
| Other than Permanent Employees | |

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The redressal mechanism is as follows:

Receipt of any concern through e-mail, letter, web helpline, hotline, etc. is registered and reviewed by the Compliance committee. For complaints which are within the purview of Redington's code and merit further investigation, an investigator either - internal or external is assigned. The investigator conducts investigation by gathering the data, validating, analysing and gives his observations and recommendations. The investigation report is further reviewed by the Compliance Committee and the recommendations are acted upon. The documentation of the action taken is filed for records. These are reviewed by the Audit Committee and the Board.

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

The Company recognizes the right to freedom of association and encourages associates to connect and discuss ideas and raise issues through readily available internal tools and platforms. Such internal tools and platforms are available for all employees to share their opinion, views, and ideas across all managerial levels and across the organisation. Presently, the Company does not have any employee association.

8. Details of training given to employees and workers:

| Category | FY 2023-24 (Current FY) | | | | FY 2022-23 (Previous FY) | | | | | |
|------------------|-------------------------|-------------------------------|---------|----------------------|--------------------------|-----------|-------------------------------|---------|----------------------|---------|
| | Total (A) | On Health and safety measures | | On Skill upgradation | | Total (A) | On Health and safety measures | | On Skill upgradation | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | | No. (B) | % (B/A) | No. (C) | % (C/A) |
| Employees | | | | | | | | | | |
| Male | 3,831 | 1,386 | 36% | 3,751 | 98% | 3,630 | 184 | 5% | 3630 | 100% |
| Female | 1,129 | 500 | 44% | 1,116 | 99% | 1,021 | 101 | 10% | 1021 | 100% |
| Total | 4,960 | 1,886 | 38% | 4,867 | 98% | 4,651 | 285 | 6% | 4651 | 100% |
| Workers | | | | | | | | | | |
| Male | 73 | 73 | 100% | 73 | 100% | 1,117 | 211 | 19% | 1117 | 100% |
| Female | 4 | 4 | 100% | 4 | 100% | 239 | 192 | 80% | 239 | 100% |
| Total | 77 | 77 | 100% | 77 | 100% | 1,356 | 403 | 30% | 1356 | 100% |

9. Details of performance and career development reviews of employees and worker:

| Category | FY 2023-24 (Current FY) | | | FY 2022-23 (Previous FY) | | |
|------------------|--|--|---------|--|--|---------|
| | Total employees / workers in respective category (A) | No. of employees / workers in respective category, who had a career review (B) | % (B/A) | Total employees / workers in respective category (C) | No. of employees / workers in respective category, who had a career review (D) | % (D/C) |
| Employees | | | | | | |
| Male | 3831 | 3831 | 100% | 3630 | 3630 | 100% |
| Female | 1129 | 1129 | 100% | 1021 | 1021 | 100% |
| Others | - | - | - | - | - | - |
| Total | 4960 | 4960 | 100% | 4651 | 4651 | 100% |
| Workers | | | | | | |
| Male | 73 | 73 | 100% | 1117 | 1117 | 100% |
| Female | 4 | 4 | 100% | 239 | 239 | 100% |
| Others | - | - | - | - | - | - |
| Total | 77 | 77 | 100% | 1356 | 1356 | 100% |

10. Health and safety management system:

| | |
|---|---|
| a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No) | Yes. |
| What is the coverage of such system? | The Safety & Health Management system covers activities across all offices, Warehouses & service centres and supply chain partners. The Safety Management system covers all employees, contractors, visitors and relevant stakeholders. |
| b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity? | Identification of work related hazards are performed on routine and non-routine basis as part of our Hazard Identification & Risk Assessment("HIRA") Manual in accordance with provisions as per our Group Health & Safety Manual. Identification process involves 1. Identification of workplaces, activities, or person related jobs where HIRA is required 2. Identification of steps involved & hazards associated with each step of an identified job 3. Evaluation & grading of risk without preventive measures |
| c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Yes/No) | Workers are encouraged to report all incidences in the Incident reporting system basis which incidents are recorded, detailed investigations conducted and conclusions on process improvements made. |
| d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No) | Yes, all employees are covered under Group Employee health insurance scheme / ESI scheme. |

11. Details of safety related incidents, in the following format:

| Safety Incident/Number | Category | FY 2023-24 (Current FY) | FY 2022-2023 (Previous FY) |
|---|-----------|-------------------------|----------------------------|
| Lost Time Injury Frequency Rate (LTIFR) (per one Million-person hours worked) | Employees | 0 | Nil |
| | Workers | 0 | |
| Total recordable work-related injuries | Employees | 0 | |
| | Workers | 0 | |
| No. of fatalities | Employees | 0 | |
| | Workers | 1 | |
| High consequence work-related injury or ill-health (excluding fatalities) | Employees | 0 | |
| | Workers | 0 | |

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

At Redington, we endeavour to provide a conducive working environment. Strong control measures have been put in place to ensure employee health and safety. Emergency Contact Team is in place which is accessible in case of any emergency. Apart from that, the following facilities are also available:

- i) CCTV surveillance in key areas
- ii) Security at office premises
- iii) Fire extinguishers
- iv) Access to sanitisation facilities
- v) Safety mock drill on a periodic basis

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13. Number of Complaints on the following made by employees and workers:

| Topic | FY 2023-24 (Current FY) | | | FY 2022-2023 (Previous FY) | | |
|--------------------|-------------------------|---------------------------------------|---------|----------------------------|---------------------------------------|---------------------|
| | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Working Conditions | - | - | - | 5 | 1 | Closed subsequently |
| Health & Safety | - | - | - | - | - | - |

14. Assessments for the year:

No assessments were conducted during the year

| Topic | Percentage of plants and offices that were assessed (by entity or statutory authorities or third parties) |
|-----------------------------|---|
| Health and safety practices | 0% |
| Working Conditions | 0% |

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

Not applicable

LEADERSHIP INDICATORS

1. Does the entity extend any life insurance or any compensatory package in the event of death of

(A) Employees (Y/N) – Yes

It (B) Workers (Y/N) – No

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners

Our value chain partners are covered by our Code of Business Conduct. Provisions relating to compliance with statutory requirements are included as part of our terms of trade with them.

3. Provide the number of employees / workers having suffered high consequence work related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

Nil

| Category | Total no. of affected employees/ workers | | No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment | |
|-----------|--|----------------------------|---|----------------------------|
| | FY 2023-24 (Current FY) | FY 2022-2023 (Previous FY) | FY 2023-24 (Current FY) | FY 2022-2023 (Previous FY) |
| Employees | Nil | Nil | Nil | Nil |
| Workers | Nil | Nil | Nil | Nil |

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No).

Not applicable

5. Details on assessment of value chain partners:

| Topic | % of value chain partners (by value of business done with such partners) that were assessed |
|-----------------------------|---|
| Health and safety practices | Not Applicable |
| Working Conditions | |

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Not applicable

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

ESSENTIAL INDICATORS

1. Describe the processes for identifying key stakeholder groups of the entity:

The Company has identified its internal and external group of stakeholders and below listed stakeholder groups have an immediate impact on the operations and working of the Company. This includes Employees, Shareholders, Customers, Communities, Suppliers, Partners and Vendors.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group:

| Stakeholder Group | Whether identified as Vulnerable & Marginalized Group (Yes/No) | Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other | Frequency of engagement (Annually/ Half yearly/ Quarterly /others - please specify) | Purpose and scope of engagement including key topics and concerns raised during such engagement |
|-------------------------|--|---|---|--|
| Employees | N | Email, notice board, website, survey | Continuous | Employee engagement, wellbeing, training, DEI awareness, PMS, ESG materiality assessment |
| Shareholders/ Investors | N | email and website, meetings, survey | Quarterly - meeting Continuous - email and website Survey - Annual | Earning call - transcript, if they have any specific question, it will be answered |
| Lenders | N | email and website, meetings, survey | Quarterly - meeting Continuous - email and website Survey - Annual | Business related discussions and ESG materiality assessment and engagement |
| Suppliers | N | email and website, meetings, survey | Quarterly - meeting Continuous - email and website Survey - Annual | Business related discussions and ESG materiality assessment and engagement |
| Customers | N | email and website, meetings, survey | Quarterly - meeting Continuous - email and website Survey - Annual | Employee engagement, well-being, training, DEI awareness, PMS, ESG materiality assessment |
| Contractors | N | Email | Quarterly - meeting Continuous - email and website Survey - Annual | |
| Community | N | email and website, survey (through NGO's) | Email & Website - Continuous Survey - Annual | Specific to our CSR projects, ESG materiality assessment, grievances (pertaining to this year is Nil) |
| Government | N | Email | Website - Continuous | <ul style="list-style-type: none"> Compliance with regulations for smooth functioning of business operations Licensing and permissions Progressive policy development |

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LEADERSHIP INDICATORS

- Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

Redington believes that ongoing, proactive involvement with its stakeholders helps to better align expectations and increase stakeholder trust and confidence, both of which contribute to preserving and enhancing the value created along the chain. Depending on the type of the identified material issue, the Board is informed of various developments via periodic reports and information directly from senior management members who have the functional responsibility for certain ESG concerns.
- Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

One of the most important factors in choosing our material topics is the input from stakeholder engagements. Our policies and practises take into account the feedback we get from stakeholders through ongoing engagement. To choose the material topics, the risk and responsibility matrix is used to prioritise the issues.
- Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

Not applicable

PRINCIPLE 5: Businesses should respect and promote human rights

ESSENTIAL INDICATORS

- Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

| Category | FY 2023-24 Current FY | | | FY 2022-23 Previous FY | | |
|------------------------|-----------------------|--|-------------|------------------------|--|-------------|
| | Total (A) | No. of employees / workers covered (B) | % (B / A) | Total (C) | No. of employees / workers covered (D) | % (D / C) |
| Employees | | | | | | |
| Permanent | 4960 | 4960 | 100% | 4651 | 4651 | 100% |
| Other than permanent | 2585 | 2585 | 100% | 5018 | 5018 | 100% |
| Total Employees | 7545 | 7545 | 100% | 9669 | 9669 | 100% |
| Workers | | | | | | |
| Permanent | 77 | 77 | 100% | 0 | 0 | NA |
| Other than Permanent | 3080 | 3080 | 100% | 1356 | 1356 | 100% |
| Total Workers | 3157 | 3157 | 100% | 1356 | 1356 | 100% |

- Details of minimum wages paid to employees and workers, in the following format:**

Redington operates in over 40 countries and we are compliant with Minimum wage regulations in every country we operate.

- Details of remuneration/salary/wages, in the following format:**

- Median remuneration / wages:**

| | Male | | Female | |
|---|--------|-------------------------------------|--------|-------------------------------------|
| | Number | Median remuneration (Amount in INR) | Number | Median remuneration (Amount in INR) |
| Board of Directors (BoD) ^{1*} | 6 | 41,87,500 | 2 | 21,82,500 |
| Key Managerial Personnel ¹ | 5 | 1,69,16,500 | - | - |
| Employees other than BoD and KMP ¹ | 1,417 | 9,14,282 | 396 | 6,52,291 |
| Workers | 73 | 1,30,464 | 4 | 1,33,356 |

¹ Pertains only to Redington Limited, India.

* Mr. V.S. Hariharan resigned as an Independent Director on September 1, 2023 and Mr. Sudip Nandy was appointed as an Independent Director w.e.f February 6, 2024.

- Gross wages paid to females as % of total wages paid by the entity, in the following format:**

| Category | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|--|-------------------------------------|--------------------------------------|
| Gross wages paid to females as % of total wages ¹ | 16% | 14% |

¹ Pertains only to Redington Limited, India.

- Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

Yes.

- Describe the internal mechanisms in place to redress grievances related to human rights issues.**

Employees and Directors can make Protected Disclosure to Ombudsperson appointed by the Company. The company has process in place to redress grievances received by officials other than ombudsman. We have also implemented a software tool called Amber, for employees in India to give feedback and raise their concerns. All such feedbacks are taken upon and acted by HR & respective CEO's office.

- Number of Complaints on the following made by employees and workers:**

| | FY 2023-24 Current Financial Year | | | FY 2022-23 Previous Financial Year | | |
|-----------------------------------|-----------------------------------|---------------------------------------|---------|------------------------------------|---------------------------------------|---------|
| | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Sexual Harassment | 1 | 1 | | 0 | 0 | |
| Discrimination at Workplace | 1 | 1 | | 0 | 0 | |
| Child Labour | 0 | 0 | | 0 | 0 | |
| Forced Labour/Involuntary Labour | 0 | 0 | | 0 | 0 | |
| Wages | 0 | 0 | | 0 | 0 | |
| Other human rights related issues | 0 | 0 | | 0 | 0 | |

- Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

| Category | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|---|-------------------------------------|--------------------------------------|
| Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) | 1 | 0 |
| Complaints on POSH as a % of female employees / workers | 0 | 0 |
| Complaints on POSH upheld* | 0 | 0 |

*Filing will be done in Jan 2025 in accordance with statutory regulations

Business Responsibility & Sustainability Report

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

Our Whistleblower policy has a separate section on Protection against retaliation to prevent adverse consequences to the complainant including

- Keeping the identity of the complainant confidential to the extent permissible under applicable laws
- Complete protection to complainant against any unfair practice like retaliation, threat or intimidation of termination/ suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behaviour or the like including any direct or indirect use of authority to obstruct the complainants's right to continue to perform his duties/functions including making further Protected Disclosure

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, we require our partners to respect and adhere by the human rights requirements as covered in Redington's Code of Business Conduct.

10. Assessments for the year:

No Assessments were conducted during the year.

| | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|-----------------------------|---|
| Child Labour | 0% |
| Forced/Involuntary Labour | 0% |
| Sexual Harassment | 0% |
| Discrimination at workplace | 0% |
| Wages | 0% |
| Others – please specify | 0% |

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

Nil

LEADERSHIP INDICATORS

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

Not applicable

2. Details of the scope and coverage of any Human Rights Due Diligence conducted.

Not applicable

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes

4. Details on assessment of value chain partners:

No such assessments were carried out during the year.

| | % of value chain partners (by value of business done with such partners) that were assessed |
|-----------------------------|---|
| Child Labour | |
| Forced/involuntary Labour | |
| Sexual Harassment | Nil |
| Discrimination at workplace | |
| Wages | |
| Others - please specify | |

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

Not applicable

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

ESSENTIAL INDICATORS

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

| Parameter | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|---|--|---|
| From renewable sources | | |
| Total Electricity Consumption (A) (GJ) | 503 | 80 |
| Total Fuel Consumption (B) (GJ) | - | - |
| Energy Consumption through other sources (C) (GJ) | - | - |
| Total Energy Consumption from renewable sources (A+B+C) (GJ) | 503 | 80 |
| From non-renewable sources | | |
| Total Electricity Consumption (D) (GJ) | 37,323 | 38,916 |
| Total Fuel Consumption (E) (GJ) | 24,707 | 28,244 |
| Energy Consumption through other sources (F) (GJ) | - | - |
| Total Energy Consumption from non-renewable sources (D+E+F) (GJ) | 62,030 | 67,160 |
| Total Energy Consumption (A+B+C+D+E+F) (GJ)* | 62,533 | 67,240 |
| Energy Intensity per Million INR of turnover (Total energy consumption / Revenue from operations in rupees) (GJ per Million INR) | 0.07 | 0.08 |
| Energy Intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumption / Revenue from operations adjusted for PPP) (GJ per Million INR) | 0.07 | 0.08 |

*We have expanded the scope of reporting to include all the components of our consolidated group in our reporting boundary to cover 100% of our operations in comparison to FY 2022-23 and accordingly the values for FY 2022-23 have been restated to enable comparability of information with FY 2023-24.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any. - No. The company does not have sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India

3. Provide details of the following disclosures related to water, in the following format:

| Parameter | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous FY) |
|---|--|-----------------------------|
| Water withdrawal by source (in kilolitres) | | |
| (i) Surface water | 57 | 57 |
| (ii) Groundwater | 13,815 | 9,940 |
| (iii) Third party water | 23,727 | 23,024 |
| (iv) Seawater / desalinated water | - | - |
| (v) Others (Rainwater storage) | - | - |
| Total volume of Water Withdrawal (in kilolitres) (i + ii + iii + iv + v)* | 37,599 | 33,022 |
| Total volume of Water Consumption (in kilolitres)* | 32,598 | 30,044 |
| Water Intensity per rupee of turnover (Water consumed / Revenue from operations) (kl per Million INR) | 0.04 | 0.04 |
| Water Intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP) (KL per Million INR) | 0.04 | 0.04 |

* There is a change in methodology with regard to water withdrawal & discharge in FY 2023-24 and accordingly the values for FY 2022-23 have been restated to enable comparability of information with FY 2023-24.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No

Business Responsibility & Sustainability Report

4. Provide the following details related to water discharged:

| Parameter | FY 2023-24 | FY 2022-23 |
|--|--------------|--------------|
| Water discharge by destination and level of treatment (in kilolitres) | | |
| i. To Surface water | | |
| - No treatment | | |
| - With treatment - please specify level of treatment | | |
| ii. To Groundwater | | |
| - No treatment | | |
| - With treatment - please specify level of treatment | | |
| iii. To Seawater | | |
| - No treatment | | |
| - With treatment - please specify level of treatment | | |
| iv. Sent to third-parties | | |
| - No treatment (1) | 590 | 1,874 |
| - With treatment - please specify level of treatment | 4,410 | 1,103 |
| v. Others- Please specify: Land | | |
| - No treatment | | |
| - With treatment - please specify level of treatment | | |
| Total water discharged (in kilolitres) | 5,000 | 2,977 |

(1) Treatment in centralized sewage treatment plants is managed by local authorities

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?

No.

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

No.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

| Parameter | Please specify unit | FY 2023-24 (Current FY) (Units in tonnes) | FY 2022-23 (Previous FY) (Units in mg/Nm3) |
|-------------------------------------|---------------------|--|---|
| NOx | mg/m ³ | 21.48 | 14.6 |
| Sox | mg/m ³ | 11.87 | 9.5 |
| Particulate matter (PM) | mg/m ³ | 33.19 | 28.5 |
| Persistent organic pollutants (POP) | NA | NA | NA |
| Volatile organic compounds (VOC) | NA | NA | NA |
| Hazardous air pollutants (HAP) | NA | NA | NA |
| Others - CO | NA | NA | NA |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?

No.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format

| Parameter | Unit | FY 2023-24 (Current FY) | FY 2022-23 (Previous FY) |
|---|---------------------|-------------------------|--------------------------|
| Total Scope 1 Emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) | tCO2e | 1,811 | 2,079 |
| Total Scope 2 Emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) | tCO2e | 6,468 | 6,925 |
| Total Scope 1 and Scope 2 Emissions | tCO2e | 8,280 | 9,004 |
| Total Scope 1 and Scope 2 Emissions Intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG Emissions / Revenue from operations) | tCO2e / Million INR | 0.01 | 0.01 |
| Total Scope 1 and Scope 2 Emissions Intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG Emissions / Revenue from operations adjusted for PPP) | tCO2e / Million INR | 0.01 | 0.01 |

Has an independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No.

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details

We have identified the following measures to reduce greenhouse gas emissions.

1. Implementing energy-efficient technologies and practices, such as LED lighting, efficient HVAC systems, and building automation systems
2. Exploring renewable energy options, such as solar to reduce reliance on fossil fuels to contribute to a clean and sustainable energy system.
3. Incorporating green building practices in operations, such as using sustainable materials and water conservation measures
4. Transition to cloud-based technologies to reduce energy consumption and carbon emissions associated with data storage and processing

9. Provide details related to waste management by the entity, in the following format:

| Parameter | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|--|--|---|
| Total Waste generated (in tonnes) | | |
| Plastic waste (A) | 6.172 | 7.509 |
| E-waste (B) | 9.900 | 9.412* |
| Bio-medical waste (C) | - | 0.004 |
| Construction and demolition waste (D) | 1.300 | 46.572 |
| Battery waste (E) | | |
| Radioactive waste (F) | | |
| Other Hazardous waste. Please specify, if any. (G) | | |
| Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)** | 283.834 | 286.797 |
| Total (A+B + C + D + E + F + G+ H) | 301.206 | 350.295 |
| Waste Intensity per rupee of turnover (Total waste generated / Revenue from operations) (MT per Million INR) | 0.0003 | 0.0004 |
| Waste Intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP) (MT per Million INR)X | 0.0003 | 0.0004 |

*EPR e-waste disposal excluded

**The scope of waste collected has been increased to include other category of waste applicable

Business Responsibility & Sustainability Report

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in tonnes)

| Category of waste | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|--|--|---|
| (i) Recycled | 239.735 | 149.096 |
| (ii) Re-used | 2.377 | 0.055 |
| (iii) Other recovery operations (Composting) | 0.004 | 0 |
| Total | 242.116 | 149.151 |

For each category of waste generated, total waste disposed by nature of disposal method (in tonnes)

| Category of waste | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|----------------------------------|--|---|
| (i) Incineration | | |
| (ii) Landfilling | | |
| (iii) Other disposal operations* | 59.090 | 201.144 |
| Total | | |

* Handed over to local garbage collection vendors for safe disposal.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

We have the following procedures in place with respect to E-Waste in India

- As part of our Extended Producer Responsibility (EPR), we have nominated designated collection points in select warehouses to encourage responsible disposal of e-waste.
- E-waste collected from these collection points are accumulated at a centralised collection center and sent for recycling to our authorised PRO cum Recyclers
- Certificates containing details of e-waste recycled and disposed are obtained from authorised PRO cum Recyclers.

E-Waste generated through our operations in Middle East & Africa is recycled through authorised E-recycling vendors registered and being used for our business - Ensure Services.

Our operations in Turkey through our group company Arena is Zero Waste certified. All waste generated through our operations at Arena is recycled and no waste goes to landfill.

Through our 3D printing division, we generate a minimal amount of chemical waste. We dispose of this waste responsibly and in accordance with applicable regulations.

We are in the process of obtaining Plastic & Battery EPR registration in India, which once complete will enable us play a larger role in responsible recycling of Battery Waste & Plastic Waste.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

None of our operations/ offices are around ecologically sensitive areas and therefore not applicable.

| Location of operations/offices | Type of operations | Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any. |
|--------------------------------|--------------------|---|
| | | NIL |

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year¹⁵.

None. Not applicable

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Yes, we are compliant with applicable laws / regulations/ guidelines. There were no non-compliances during the year.

| Specify the law / regulation / guidelines which was not complied with | Provide details of the non-compliance | Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts | Corrective action taken, if any |
|---|---------------------------------------|---|---------------------------------|
| | | | |

PRINCIPLE 7: Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

ESSENTIAL INDICATORS

- Number of affiliations with trade and industry chambers/ associations: 4
 - List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

| Sr. | Name of the trade and industry chambers/ associations | Reach of trade and industry chambers / associations (State/National) |
|-----|---|--|
| 1 | Associated Chamber of Commerce | India |
| 2 | Technology Distribution Association of India | India |
| 3 | Infotech Software Dealers Association | India |
| 4 | Madras Chamber of Commerce and Industry | Tamil Nadu |

- Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities

There are no allegations of anti-competitive behaviour by Redington. The Code of conduct of Redington clearly covers expectations from employees and all other stakeholders to ensure that they

 - Avoid actions that would be contrary to laws governing competitive practices in the marketplace under the relevant anti-trust laws applicable in the countries where Redington operates.
 - Never engage in agreements, understandings, or plans with competitors that limit or restrict competition, including price-fixing and allocation of markets

LEADERSHIP INDICATORS

3. Details of Public Policy positions advocated by the entity

| S. No. | Public Policy Advocated | Method resorted for such advocacy | Whether information available in public domain? | Frequency of review by the board | Web link, if available |
|--------|---|---|---|----------------------------------|------------------------|
| 1 | Advocacy for skill development in the logistics sector through technology (Industry 4.0) | Through partnership & initiatives with Logistics Skill Council - a Sec 8 company set up by Ministry of Skill Development and Entrepreneurship (MSDE) through National Skill Development Corporation of India (NSDC) to provide Logistics sector specific training to unemployed youth | - | - | - |
| 2 | Promotion of Circular Economy guidelines | Through Industry bodies | - | As needed | - |

Business Responsibility & Sustainability Report

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development.

ESSENTIAL INDICATORS

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

| Name and brief details of project | SIA notification no. | Date of notification | Whether conducted by independent external agency (Yes / No) | Resulted communicated in public domain | Relevant Web Link |
|-----------------------------------|----------------------|----------------------|---|--|-------------------|
| Not applicable | | | | | |

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity:

| Sr. | Name of project for which R&R is ongoing | State | District | No of Project Affected Families | % of PAF covered by RAR | Amount Paid to PAFs in the FY (in INR) |
|----------------|--|-------|----------|---------------------------------|-------------------------|--|
| Not applicable | | | | | | |

3. Describe the mechanisms to receive and redress grievances of the community.

We have a separate column in our website where any member from the community can raise their grievances. (Link: <https://redingtongroup.com/contact-us/>).

4. Percentage of input material (inputs to total inputs by value) sourced from local or small-scale suppliers:

The company is engaged in the distribution business, it is not involved in production/manufacturing activities and hence there are no input materials involved.

| | FY 2023-24 Current FY | FY 2022-2023 Previous FY |
|--|-----------------------|--------------------------|
| Directly sourced from MSMEs/ Small producers | Not applicable | Not applicable |
| Directly from within India | Not applicable | Not applicable |

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost*

| Location | FY 2023-24 Current FY | FY 2022-2023 Previous FY |
|--------------|-----------------------|--------------------------|
| Rural | 1% | 1% |
| Semi-urban | 24% | 25% |
| Urban | 75% | 74% |
| Metropolitan | 1% | 1% |

* Pertains only to Redington Limited, India.

LEADERSHIP INDICATORS

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above): Not Applicable

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

| Sr. | State | Aspirational District | Amount Spent in INR (lacs) |
|-----|----------------|-----------------------|----------------------------|
| 1 | Assam | Barpeta | 15 |
| 2 | Andhra Pradesh | Vizag | 21.30 |

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)

No

(b) From which marginalized /vulnerable groups do you procure? -Not applicable

(c) What percentage of total procurement (by value) does it constitute? – Not applicable

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge

Our IP vests around our trade name such as Redington, Proconnect etc. The brand identity and market visibility from these are the business benefits from such IP to Redington. We routinely take action to protect our IP, in terms of oppositions to any effort to dilute our IP.

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Not applicable

6. Details of beneficiaries of CSR Projects.

| Sr. | CSR Project | No. of persons benefited from CSR Projects | % of beneficiaries from vulnerable and marginalized group |
|-----|--|--|---|
| 1 | Skill Development Programme focused on Logistic Sector (Supply Chain Management) | 1,530 | 100% |
| 2 | Skill Development Programme focused on Solar Energy Sector job roles | 195 | 100% |
| 3 | AWAKE* | 11,091 | 100% |
| 4 | VIZAG** | 4,027 | 100% |
| 5 | Village Development Programme-Gummidipoondi | 2,691 | 100% |
| 6 | WASH Programme | 10,271 | 100% |
| 7 | Ed-Tech Programme | 1,669 | 100% |
| 8 | HP-WoW Bus-Computer literacy awareness | 1,406 | 100% |
| 9 | Mobile Health Vans | 31,601 | 100% |

*AWAKE - Augmenting Water in Kurinji Ecosystem

** VIZAG - Vitalising Communities Zealous Action for generous Ecosystem of urban

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in responsible manner

ESSENTIAL INDICATORS

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Redington is dedicated to consistently exceeding client expectations and has established strong systems to monitor and address customer complaints and feedback related to our services. We have a designated webpage on our website where our customers can report complaints or offer feedback, which can be found at <https://redingtongroup.com/contact-us/>. Additionally, our business customers can use other channels, such as account managers or regional heads, to file complaints.

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2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information.

Redington's associated vendors have implemented policies to disclose all legally mandated information on their product covers/labels. This information can be accessed from their respective websites

| Type | As a percentage to total turnover |
|---|-----------------------------------|
| Environment and Social parameters relevant to product | 100%* |
| Safe and responsible usage | 100%* |
| Recycling and/or safe disposal | 100%* |

* As required by applicable regulations.

3. Number of consumer complaints*

| | FY 2023-24 Current Financial Year | | | FY 2022-23 Previous Financial Year | | |
|--------------------------------|-----------------------------------|---------------------------------------|---------|------------------------------------|---------------------------------------|---------|
| | Received during the year | Pending resolution at the end of year | Remarks | Received during the year | Pending resolution at the end of year | Remarks |
| Data privacy | | | | | | |
| Advertising | | | | | | |
| Cyber-security | | | | | | |
| Delivery of essential services | | Nil | | | Nil | |
| Restrictive Trade Practices | | | | | | |
| Unfair Trade Practices | | | | | | |
| Others | | | | | | |

* Consumer disputes are not considered.

4. Details of instances of product recalls on account of safety issues

Not applicable as the company is only engaged in distribution of products and product recall requests are generally handled by the vendors themselves.

| | Number | Reason for recall |
|-------------------|--------|-------------------|
| Voluntary recalls | | |
| Forced recalls | | Nil |

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes

Link: Privacy Policy – Redington (redingtongroup.com)

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

No such issues occurred. Not applicable.

7. Provide the following information relating to data breaches:

- Number of instances of data breaches- Nil
- Percentage of data breaches involving personally identifiable information of customers – Not applicable
- Impact, if any, of the data breaches – Not applicable

LEADERSHIP INDICATORS

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

All the information relating to the products and services of Redington can be assessed at Solutions – Redington (redingtongroup.com). Services – Redington (redingtongroup.com)

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

All products we distribute have product manuals with information on safe & responsible usage and disposal of products in accordance with applicable regulations.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

Business continuity planning and disaster recovery planning & testing systems are in place to ensure the proper communication to consumers on disruption of services

4. a) Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable)? If yes, provide details in brief.

Not Applicable

b) Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

Yes. During the financial year, we conducted a group NPS survey to gauge customer satisfaction across products, channels and entities. The results of the survey were analysed and actions and interventions planned to improve customer satisfaction.

Independent Auditor's Report

To
The Members of Redington Limited (formerly known as Redington (India) Limited)

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Redington Limited (the "Company") (formerly known as Redington (India) Limited), which comprise the Balance Sheet as at March 31, 2024, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

| S. No | Key Audit Matter | Auditor's Response |
|-------|---|---|
| 1 | Supplier rebates The Company is entitled to price support from the suppliers in the form of rebates (also referred to as backend income). The Company estimates rebates that are recognised in accordance with the percentage of achievement of the rebate contract terms as at the end of the reporting period. There are various types of rebate programs, with unique terms, transactions with different suppliers and the calculation of which involves manual process. | The principal audit procedures performed by us in respect of the key audit matter is summarized below: <ul style="list-style-type: none"> • Obtained an understanding of the processes relating to recognition and measurement of supplier rebates. • Evaluated the design and implementation and tested operating effectiveness of controls, relating to recognition and measurement of supplier rebates. • Obtained the rebate tracker maintained by the Management and reconciled the same with the books of account to ensure all eligible rebates have been accounted for in the reporting period. • On a sample basis: <ul style="list-style-type: none"> a) Perused the schemes announced through various channels to assess the eligibility of the supplier rebates to be recorded. |

| S. No | Key Audit Matter | Auditor's Response |
|-------|--|--|
| | The quantum of rebates recorded against cost of purchase of traded goods / services are significant in relation to the profits. Accordingly, determination of the Company's entitlement to such rebates, its accuracy and completeness of rebates recorded, were areas of focus for our audit and were identified as one of the key audit matters. See note 2(e)(vi) to the standalone financial statements. | <ul style="list-style-type: none"> b) Verified the supplier rebate scheme workings with the underlying documents to test accuracy of the amount recorded. c) Performed review of the rebates recorded subsequent to the year end to validate the appropriateness of the rebates accrued as at the Balance Sheet date. d) Tested the vendor-wise reconciliation for select vendors to identify unrecorded rebates, if any. <ul style="list-style-type: none"> • Reviewed the ageing of rebate receivables and on a sample basis tested subsequent collections and adjustments. |
| 2 | Inventory Provisioning: The Company is primarily engaged in the sale of communication products, consumer and enterprise electronic products and components. However, due to rapid changes in technology, the short life cycle of electronic products, and the prices being highly affected by market fluctuation, there is a high risk of incurring inventory valuation losses. As management's judgement on determining net realisable value of inventory is relatively subjective and the amount of inventory is material to the financial statements, we have considered provision for inventory as one of the key audit matters. See note 2(e)(v), 3(f) and 16 to the standalone financial statements. | The principal audit procedures performed by us in respect of the key audit matter is summarized below: <ul style="list-style-type: none"> • Obtained the Inventory ageing report and performed tests to validate the ageing. • Evaluated the design and implementation and tested operating effectiveness of controls, relating to provisioning for inventory. • Performed retrospective review of inventory ageing and obtained information related to aged inventory which has been subsequently sold, on a sample basis. • Assessed whether the provisioning policy of the management has been determined on an appropriate basis and is applied in a manner consistent between comparative and current periods of the financial statements and discuss with the management to test exceptions, if any. • Assessed if the provision is adequate in comparison to the net realisable value of inventories. For selected samples, verified underlying documents to support accuracy of the net realisable value considered. • Calculated the days since last sale for inventory items and item-wise inventory holding days to identify slow moving inventory, if any, and assess the adequacy of management provision for the same. |

Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board report, Management discussion and analysis report, Corporate governance report and Business responsibility & sustainability report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. The Board report, Management discussion and analysis report, Corporate governance report and Business responsibility & sustainability report are expected to be made available to us after the date of this auditor's report.
- Our opinion on the standalone financial statements does not cover the other information and will not express any form of assurance conclusion thereon.

- In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- When we read the Board report, Management discussion and analysis report, Corporate governance report and Business responsibility & sustainability report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'

Independent Auditor's Report

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic

decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the Company and its branch to express an opinion on the standalone financial statements.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except in relation to compliance with the requirements of audit trail, as stated in paragraph (i) (vi) below.

- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- f) The modification relating to the maintenance of accounts and other matters connected therewith, is as stated in paragraph (b) above.
- g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 39 to the standalone financial statements;

Independent Auditor's Report

- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act. The company has not proposed final dividend for the year.
- vi. Based on our examination, which included test checks, the Company, has used accounting software for maintaining its books of account for the year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software except that:
 - In respect of the accounting software used by the Company for maintaining its books of account and another software used for the sale of services in the Company, the audit trail feature was not enabled to log any direct data changes during the period April 1, 2023 to May 20, 2023 and April 1, 2023 to November 30, 2023 respectively.
 - In respect of the accounting software used in a foreign branch, the audit trail feature was not enabled throughout the year.
 - In respect of an accounting software operated by a third party software service provider for customer master creation and maintenance, in absence of an independent auditor's systems and organisation control report covering the audit trail requirement,

we are unable to comment whether the audit trail feature of the said software was enabled and operated throughout the year for all relevant transactions recorded in the software or whether there were any instances of the audit trail feature being tampered with.

Refer note 52 to the standalone financial statements.

Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with, in respect of accounting softwares for the period for which the audit trail feature was operating.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended March 31, 2024.

- 2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Deloitte Haskins & Sells

Chartered Accountants
(Firm's Registration No.008072S)

Ananthi Amarnath

Partner
(Membership No. 209252)
UDIN: 24209252BKGSWH9721

Place: Chennai
Date: May 15, 2024

Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1(g) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to standalone financial statements of Redington Limited (the “Company”), (formerly known as Redington (India) Limited) as at March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to standalone financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone

financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to standalone financial statements

A company’s internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Annexure “A” To The Independent Auditor’s Report

Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us on internal financial controls with reference to standalone financial statements, the Company has, in all material respects, an adequate internal financial

controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2024, based on the criteria for internal financial control with reference to standalone financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Deloitte Haskins & Sells

Chartered Accountants
(Firm’s Registration No.008072S)

Ananthi Amarnath

Partner
(Membership No. 209252)
UDIN: 24209252BKGSWH9721

Place: Chennai
Date: May 15, 2024

Annexure “B” to the Independent Auditor’s Report

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, Capital work-in-progress and relevant details of Right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Property, Plant and Equipment, capital work-in-progress and right-of-use assets were physically verified during the year by the Management which, in our opinion, provides for physical verification at reasonable intervals. No material discrepancies were noticed on such verification.
- (c) (i) Based on our examination of the registered sale deed provided to us, we report that, the title of deeds of all immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the Company) disclosed in the standalone financial statements included in property, plant and equipment and capital work-in progress are held in the name of the Company as at the balance sheet date.
- (ii) In respect of immovable properties that have been taken on lease and disclosed as Right of use assets as at the Balance sheet date, the lease agreements are duly executed in favour of the Company.
- (d) The Company has not revalued any Property, Plant, and Equipment (including Right of Use assets) and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024, for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The inventories except for goods-in-transit, were physically verified during the year by the Management at reasonable intervals. In our opinion, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. In respect of goods in transit, the goods have been received subsequent to the year-
- end or confirmations have been obtained from the parties. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories, when compared with the books of account.
- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of ₹5 Crores, in aggregate, at points of time during the year, from banks on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns and statements comprising stock statements, book debt statements, statements on ageing analysis of the debtors/other receivables, and other stipulated financial information filed by the Company with such banks are in agreement with the unaudited books of account of the Company of the respective quarters and audited standalone financial statements for the financial year end.
- (iii) The Company has not made any investments in, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, and hence reporting under clause (iii) of the Order is not applicable.
- (iv) The Company has not granted any loans, made investments or provided guarantees or securities and hence reporting under clause (iv) of the Order is not applicable.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.
- (vi) Having regard to the nature of the Company's business / activities, reporting under clause (vi) of the Order is not applicable.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
- (a) In respect of undisputed statutory dues including Goods and Services tax, Provident Fund, Employees' State Insurance, Income-tax, Duty of Custom, and other material statutory dues applicable, the Company has been regular in depositing it with the appropriate authorities in all cases during the year.

There were no undisputed amounts payable in respect of Goods and Services tax, Provident Fund, Employees' State Insurance, Income-tax, duty of Custom, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2024, for a period of more than six months from the date they became payable.

- (b) Details of dues of Income Tax, Service Tax, Excise Duty, Sales Tax, Value Added Tax, and cess which have not been deposited as on March 31, 2024, on account of disputes are given below:

| Name of statute | Nature of dues | Amount (₹ in Crores) | Period to which the amount relates to | Forum where Dispute is Pending |
|--------------------------------------|-------------------|-------------------------|--|---|
| Income-tax Act, 1961 | Income tax | 233.65 | FY 2019-20 | CIT Appeals |
| Income-tax Act, 1961 | Income tax | 43.49 | FY 2020-21 | CIT Appeals |
| Customs Act 1962 | Duty of Customs | 1.25 | April 2017 - June 2017 | CESTAT Chennai - Tamil Nadu |
| Customs Act 1962 | Duty of Customs | 1.33 | August 2021 - April 2022 | CESTAT Chennai - Tamil Nadu |
| Customs Act 1962 | Duty of Customs | 0.52 | 2017-18 | CESTAT Chennai - Tamil Nadu |
| Customs Act 1962 | Duty of Customs | 86.40 | April 2015 to Dec 2019 | CESTAT - MUMBAI - MAHARASHTRA |
| The Finance Act, 1994 | Service Tax | 12.60 | October 2009 to September 2014 | Supreme Court |
| Central Sales Tax 1956 | Central Sales Tax | 0.86 | 2009-2010 2014-2015 | Special Commissioner-VAT, Delhi |
| Central Sales Tax 1956 | Central Sales Tax | 0.06 | 2016-2017 | Deputy Commissioner (Appeals), Mumbai - Maharashtra |
| Central Sales Tax 1956 | Central Sales Tax | 0.68 | 2015-2016 2017-2018 | Joint Commissioner (Appeals), Mumbai - Maharashtra |
| Central Sales Tax 1956 | Central Sales Tax | 6.43 | 2012-2013 2013-2014 2014-2015 2015-2016 | Maharashtra State Tribunal - Mumbai - Maharashtra |
| Uttar Pradesh VAT Act, 2008 | Sales Tax / VAT | 0.01 | 2005-2006 | Addl. Commissioner (Appeals), Lucknow - Uttar Pradesh |
| Delhi Value Added Tax Act, 2004 | Sales Tax / VAT | 4.29 | 2008 - 2009 | Commissioner Appeals -Delhi |
| Kerala Value Added Tax Act, 2003 | Sales Tax / VAT | 0.31 | 2015-2016 | Kerala State Tribunal, Cochin - Kerala |
| Maharashtra Value Added Tax, 2002 | Sales Tax / VAT | 0.05 | 2016-2017 | Deputy Commissioner (Appeals), Mumbai - Maharashtra |
| Maharashtra Value Added Tax, 2002 | Sales Tax / VAT | 1.35 | 2017-2018 | Joint Commissioner (Appeals), Mumbai - Maharashtra |
| Maharashtra Value Added Tax, 2002 | Sales Tax / VAT | 58.60 | 2011-2012 2012-2013 2013-2014 2014-2015 2015-2016 2016-2017 | Maharashtra State Tribunal - Mumbai - Maharashtra |
| Orissa Value Added Tax, 2004 | Sales Tax / VAT | 2.31 | 2004-2005 2014-2015 | Additional Commissioner, Cuttack - Odisha |
| Orissa Value Added Tax, 2004 | Sales Tax / VAT | 0.11 | 2015-2016 | Sales Tax Tribunal - Odisha |
| Chhattisgarh Value Added Tax, 2005 | Sales Tax / VAT | 0.19 | 2011-2012 2012-2013 2013-2014 | Additional Commissioner, Raipur - Chhattisgarh |
| The Goods and Services Tax Act, 2017 | GST | 1.80 | 2017-2018 | Commissioner Appeals -Patna Bihar |

Annexure “B” to the Independent Auditor’s Report

| Name of statute | Nature of dues | Amount (₹ in Crores) | Period to which the amount relates to | Forum where Dispute is Pending |
|--------------------------------------|----------------|----------------------|---------------------------------------|--|
| The Goods and Services Tax Act, 2017 | GST | 0.43 | 2017-2018 | Commissioner Appeals -Chandigarh |
| The Goods and Services Tax Act, 2017 | GST | 40.92 | 2017-2018 | Appellate Authority-New Delhi |
| The Goods and Services Tax Act, 2017 | GST | 0.99 | 2017-2018 | Commissioner Appeals - Bhubaneswar - Odisha |
| The Goods and Services Tax Act, 2017 | GST | 1.50 | 2017-2018 | Joint Commissioner -Appeals - Tamil Nadu |
| The Goods and Services Tax Act, 2017 | GST | 5.35 | 2017-2018 2018-2019 2019-2020 | Dy Commissioner Appeals - Mumbai - Maharashtra |
| The Goods and Services Tax Act, 2017 | GST | 0.28 | 2017-2018 | Joint Commissioner State Tax, Gurgaon - Haryana |
| The Goods and Services Tax Act, 2017 | GST | 0.10 | 2017-2018 | Joint Commissioner State Tax, Ranchi - Jharkhand |
| The Goods and Services Tax Act, 2017 | GST | 0.10 | 2017-2018 | Joint Commissioner State Tax, Dehradun - Uttarakhand |
| The Goods and Services Tax Act, 2017 | GST | 0.32 | 2017-2018 | Joint Commissioner State Tax - Chennai - Tamil Nadu |
| The Goods and Services Tax Act, 2017 | GST | 0.04 | 2019-2020 | Joint Commissioner State Tax - Chennai - Tamil Nadu |
| The Goods and Services Tax Act, 2017 | GST | 6.12 | 2017-2018 | Dy Commissioner - GST, Jaipur - Rajasthan |
| The Goods and Services Tax Act, 2017 | GST | 0.13 | 2018-2019 | Commissioner Appeals - Cochin - Kerala |
| The Goods and Services Tax Act, 2017 | GST | 0.21 | 2018-2019 | Joint Commissioner -Appeals - Tamil Nadu |
| The Goods and Services Tax Act, 2017 | GST | 0.13 | 2018-2019 | Joint Commissioner (Appeals) - State Tax - Rajasthan |
| The Goods and Services Tax Act, 2017 | GST | 154.6 | 2018-2019 | Joint Commissioner State Tax - Chennai - Tamil Nadu |
| The Goods and Services Tax Act, 2017 | GST | 0.01 | 2017-2018 | Joint Commissioner State Tax - Chennai - Tamil Nadu |

- (viii) There were no transactions previously unrecorded in the books of accounts, that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no unutilized term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.
- (d) On an overall examination of the standalone financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not raised funds from any entity or person on account of or to meet the obligations of its subsidiaries or associate, hence reporting under Clause (ix) (e) is not applicable.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies as defined under the Companies Act. The Company does not hold any investment in any joint venture as defined under the Companies Act.
- (x) (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.

- (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year and provided to us, when performing our audit.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements etc., as required by the applicable accounting standards.
- (xiv) (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports issued to the Company during the year covering up to the period December 2023 and the final internal audit reports issued after the balance sheet date covering the period January to March 2024 for the period under audit.
- (xv) In our opinion, during the year the Company has not entered into any non-cash transactions with its directors or directors of its subsidiaries or associate company or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a,b,c) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a) (b) and (c) of the Order is not applicable.
- (d) According to the information and explanations given to us, the Group does not have any CIC as part of the group and accordingly reporting under clause (xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In respect of ongoing projects, the Company has transferred unspent Corporate Social Responsibility (CSR) amount, to a special account before the date of this report and within a period of 30 days from the end of the financial year in compliance with the provision of section 135(6) of the Act. Refer note 46 to the standalone financial statements.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No.008072S)

Ananthi Amarnath
Partner

Place: Chennai
Date: May 15, 2024

(Membership No. 209252)
UDIN: 24209252BKGSWH9721

Standalone Balance Sheet

as at March 31, 2024

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

| Particulars | Note No. | As at March 31, 2024 | As at March 31, 2023 |
|--|----------|-------------------------|-------------------------|
| ASSETS | | | |
| Non-current assets | | | |
| Property, Plant and Equipment | 4 | 152.65 | 152.28 |
| Right-of-use assets | 5 | 7.06 | 8.93 |
| Capital work-in-progress | 6 | 0.55 | 8.06 |
| Investment property | 7 | - | - |
| Other Intangible assets | 8 | 18.61 | 10.48 |
| Intangible asset under development | 9 | 3.84 | 1.78 |
| Financial assets | | | |
| Investments in subsidiaries and associate | 11 | 750.48 | 750.48 |
| Trade receivables | 17 | 3.76 | 12.15 |
| Other financial assets | 12 | 0.73 | 0.33 |
| Deferred tax assets (net) | 13 | 26.77 | 21.71 |
| Income tax assets (net) | 14 | 130.33 | 64.03 |
| Other non-current assets | 15 | 70.13 | 65.99 |
| Total non-current assets | | 1,164.91 | 1,096.22 |
| Current assets | | | |
| Inventories | 16 | 2,497.76 | 2,522.04 |
| Financial assets | | | |
| Trade receivables | 17 | 6,657.21 | 5,589.89 |
| Cash and cash equivalents | 18 | 137.45 | 185.50 |
| Other bank balances | 19 | 1.75 | 4.82 |
| Other financial assets | 20 | 44.01 | 101.10 |
| Other current assets | 21 | 270.35 | 230.70 |
| Total current assets | | 9,608.53 | 8,634.05 |
| Asset held for sale | 10 | - | 45.77 |
| Total assets | | 10,773.44 | 9,776.04 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Equity share capital | 22 | 156.35 | 156.31 |
| Other equity | 23-24 | 3,467.91 | 2,950.12 |
| Total equity | | 3,624.26 | 3,106.43 |
| LIABILITIES | | | |
| Non-current liabilities | | | |
| Financial liabilities | | | |
| Lease liabilities | 25 | 5.02 | 6.86 |
| Trade payables | 28 | | |
| (a) Total outstanding dues of micro enterprises and small enterprises | | - | - |
| (b) Total outstanding dues of creditors other than micro enterprises and small enterprises | | - | 2.88 |
| Provisions | 26 | 44.25 | 34.72 |
| Total non-current liabilities | | 49.27 | 44.46 |

Standalone Balance Sheet

as at March 31, 2024

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

| Particulars | Note No. | As at March 31, 2024 | As at March 31, 2023 |
|--|----------|-------------------------|-------------------------|
| Current liabilities | | | |
| Financial liabilities | | | |
| Borrowings | 27 | 1,594.64 | 1,641.92 |
| Lease liabilities | 25 | 3.25 | 3.38 |
| Trade payables | 28 | | |
| (a) Total outstanding dues of micro enterprises and small enterprises | | 96.94 | 62.36 |
| (b) Total outstanding dues of creditors other than micro enterprises and small enterprises | | 5,007.08 | 4,404.08 |
| Other financial liabilities | 29 | 104.01 | 117.70 |
| Other current liabilities | 30 | 255.98 | 335.42 |
| Provisions | 31 | 4.75 | 3.66 |
| Current tax liabilities (net) | 14 | 33.26 | 56.63 |
| Total current liabilities | | 7,099.91 | 6,625.15 |
| Total liabilities | | 7,149.18 | 6,669.61 |
| Total equity and liabilities | | 10,773.44 | 9,776.04 |

See accompanying notes forming part of the standalone financial statements

As per our report of even date attached
for **Deloitte Haskins & Sells**Chartered Accountants
Firm's Registration No. 008072S

for and on behalf of the Board of Directors

Ananthi Amarnath
Partner
Membership No.: 209252**V S Hariharan**
Group Chief Executive Officer**S V Krishnan**
Finance Director (Whole-time)
DIN: 07518349**B Ramaratnam**
Independent Director
DIN:07525213**Ramesh Natarajan**
Chief Executive Officer
India Distribution business**V Ravishankar**
Chief Financial Officer**K Vijayshyam Acharya**
Company SecretaryPlace: Chennai
Date: 15 May, 2024Place: Chennai
Date: 15 May, 2024

Standalone Statement of Profit and Loss

for the year ended March 31, 2024

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

| Particulars | Note No. | Year ended March 31, 2024 | Year ended March 31, 2023 |
|--|----------|------------------------------|------------------------------|
| Revenue from operations | 32 | 41,227.60 | 35,341.44 |
| Other income | 33 | 512.96 | 520.70 |
| Total income | | 41,740.56 | 35,862.14 |
| Expenses | | | |
| Purchases of stock-in-trade | | 39,509.11 | 34,518.31 |
| Changes in inventories of traded goods | | 24.28 | (670.77) |
| Employee benefits expense | 34 | 254.57 | 232.47 |
| Finance costs | 35 | 179.54 | 77.76 |
| Depreciation and amortisation expense | 36 | 36.32 | 26.49 |
| Other expenses | 37 | 433.45 | 401.68 |
| Total expenses | | 40,437.27 | 34,585.94 |
| Profit before tax | | 1,303.29 | 1,276.20 |
| Tax expense | | | |
| Current tax | | 226.91 | 203.28 |
| Deferred tax | | (4.86) | 1.04 |
| Total tax expense | 14 | 222.05 | 204.32 |
| Profit for the year (A) | | 1,081.24 | 1,071.88 |

Standalone Statement of Profit and Loss

for the year ended March 31, 2024

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

| Particulars | Note No. | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|----------|------------------------------|------------------------------|
| Other comprehensive income | | | |
| Items that will not be reclassified to profit or loss | | | |
| Remeasurements of defined benefit plan | | (1.55) | (0.70) |
| Income tax relating to item above | | 0.39 | 0.18 |
| Net other comprehensive income that will not be reclassified to profit or loss | | (1.16) | (0.52) |
| Items that will be reclassified to profit or loss | | | |
| Foreign exchange differences in translating financial statements of foreign operation | | 0.71 | 2.71 |
| Income tax relating to item above | | (0.19) | (0.71) |
| Net other comprehensive income that will be reclassified to profit or loss | | 0.52 | 2.00 |
| Total other comprehensive income (B) | | (0.64) | 1.48 |
| Total comprehensive income for the year (A+B) | | 1,080.60 | 1,073.36 |
| Earnings per equity share: (Face value ₹2 each) | 38 | | |
| Basic (in ₹) | | 13.83 | 13.72 |
| Diluted (in ₹) | | 13.83 | 13.71 |

See accompanying notes forming part of the standalone financial statements

As per our report of even date attached
for **Deloitte Haskins & Sells**

Chartered Accountants

Firm's Registration No. 008072S

for and on behalf of the Board of Directors

Ananthi Amarnath

Partner

Membership No.: 209252

V S Hariharan

Group Chief Executive Officer

S V Krishnan

Finance Director (Whole-time)

DIN: 07518349

B Ramaratnam

Independent Director

DIN:07525213

Ramesh Natarajan

Chief Executive Officer

India Distribution business

V Ravishankar

Chief Financial Officer

K Vijayshyam Acharya

Company Secretary

Place: Chennai

Date: 15 May, 2024

Place: Chennai

Date: 15 May, 2024

Standalone Statement of Cash Flows

for the year ended March 31, 2024

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

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2023 |
|--|------------------------------|------------------------------|
| A. Cash flow from operating activities: | | |
| Profit for the year after tax | 1,081.24 | 1,071.88 |
| Adjustments for: | | |
| - Income tax expense recognised in profit and loss | 222.05 | 204.32 |
| - Depreciation and amortisation expense | 36.32 | 26.49 |
| - Finance costs | 179.54 | 77.76 |
| - Interest income | (1.75) | (0.25) |
| - Allowance for impairment of trade receivables and other financial assets | 14.02 | 25.55 |
| - Dividend income from subsidiaries | (409.60) | (491.93) |
| - Income received from short term investments | (2.45) | (0.89) |
| - Unrealised exchange (gain)/ loss (net) | 12.91 | (4.20) |
| - Gain on modification of leases | - | (0.32) |
| - Gain on sale of property, plant and equipment (net) | (47.18) | (1.49) |
| Operating profit before working capital changes | 1,085.10 | 906.92 |
| (Increase) in trade receivables | (1,088.26) | (1,761.52) |
| (Increase)/Decrease in other assets | 17.93 | (99.81) |
| (Increase)/Decrease in inventories | 24.28 | (670.77) |
| Increase/(Decrease) in other liabilities | (91.89) | 110.37 |
| Increase/(Decrease) in trade payables | 632.28 | (399.35) |
| Increase in provisions | 9.07 | 3.28 |
| Cash (used in) / generated from operations | 588.51 | (1,910.88) |
| Income taxes paid (net) | (316.58) | (175.96) |
| Net cash (used in) / generated from operating activities | 271.93 | (2,086.84) |
| B. Cash flow from investing activities: | | |
| Purchases towards acquisition of property, plant and equipment | (14.83) | (63.27) |
| Purchases towards acquisition of Intangible assets | (23.58) | (1.77) |
| Proceeds on disposal of property, plant and equipment | 96.01 | 5.11 |
| Interest received | 1.75 | 0.25 |
| Dividend income from subsidiaries | 409.60 | 491.93 |
| Income received from short-term investments | 2.45 | 0.89 |
| Changes in bank deposits not treated as cash and cash equivalents | - | 0.06 |
| Investments in subsidiaries | - | (82.50) |
| Net cash generated from investing activities | 471.40 | 350.70 |

Standalone Statement of Cash Flows

for the year ended March 31, 2024

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

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|------------------------------|------------------------------|
| C. Cash flow from financing activities: | | |
| Proceeds from short term borrowings (refer note 27) | 18,034.34 | 15,147.40 |
| Repayment of short term borrowings (refer note 27) | (18,081.62) | (13,505.48) |
| Proceeds from allotment of shares under Stock Appreciation Right Scheme, 2017 | 0.04 | 0.02 |
| Dividends paid | (562.81) | (515.77) |
| Finance costs paid | (177.03) | (71.28) |
| Payment of lease liabilities (refer note 25) | (4.29) | (6.43) |
| Net cash (used in) / generated from financing activities | (791.37) | 1,048.46 |
| Net increase/(decrease) in cash and cash equivalents | (48.05) | (687.68) |
| Cash and cash equivalents at the beginning of the year | 185.50 | 873.18 |
| Cash and cash equivalents at the end of the year | 137.45 | 185.50 |
| Cash and cash equivalents at the end of the year as per Balance sheet | 137.45 | 185.50 |

See accompanying notes forming part of the standalone financial statements

As per our report of even date attached
for **Deloitte Haskins & Sells**
Chartered Accountants
Firm's Registration No. 008072S

for and on behalf of the Board of Directors

Ananthi Amarnath
Partner
Membership No.: 209252

V S Hariharan
Group Chief Executive Officer

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

B Ramaratnam
Independent Director
DIN:07525213

Ramesh Natarajan
Chief Executive Officer
India Distribution business

V Ravishankar
Chief Financial Officer

K Vijayshyam Acharya
Company Secretary

Place: Chennai
Date: 15 May, 2024

Place: Chennai
Date: 15 May, 2024

Standalone Statement of Changes in Equity

for the year ended March 31, 2024

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

| Particulars | Other Equity | | | | | | Share application money pending allotment | Total equity | | |
|---|----------------------|--------------------|-----------------|----------------------------|----------------------------|---|---|----------------|---|-----------------|
| | Equity share capital | Securities premium | General reserve | Capital redemption Reserve | Stock compensation reserve | Surplus in the statement of profit and loss | | | Re-measurement of defined benefit liability | Items of OCI |
| Balance at April 1, 2022 | 156.29 | 174.12 | 88.08 | - | 4.24 | 2,136.60 | - | (12.88) | 2.37 | 2,548.82 |
| Add: Profit for the year | - | - | - | - | - | 1,071.88 | - | (0.52) | 2.00 | 1,071.88 |
| Less: Other comprehensive income for the year (net of taxes) | - | - | - | - | - | - | - | (0.52) | 2.00 | 1.48 |
| Total comprehensive income for the year | - | - | - | - | - | 1,071.88 | - | (0.52) | 2.00 | 1,073.36 |
| Add: Allotment of shares under Stock Appreciation Right Scheme, 2017 | 0.02 | 0.66 | - | - | (0.66) | - | - | - | - | 0.02 |
| Add: Application money received | - | - | - | - | - | - | - | - | - | 0.02 |
| Less: Share issued | - | - | - | - | - | - | - | - | - | (0.02) |
| Less: Final dividend paid | - | - | - | - | - | - | - | - | - | (0.02) |
| Balance at March 31, 2023 | 156.31 | 174.78 | 88.08 | - | 3.58 | 2,692.71 | - | (13.40) | 4.37 | 3,106.43 |
| Balance at April 1, 2023 | 156.31 | 174.78 | 88.08 | - | 3.58 | 2,692.71 | - | (13.40) | 4.37 | 3,106.43 |
| Add: Profit for the year | - | - | - | - | - | 1,081.24 | - | (1.16) | 0.52 | 1,081.24 |
| Less: Other comprehensive income for the year (net of taxes) | - | - | - | - | - | - | - | (1.16) | 0.52 | (0.64) |
| Total comprehensive income for the year | - | - | - | - | - | 1,081.24 | - | (1.16) | 0.52 | 1,080.60 |
| Add: Allotment of shares under Stock Appreciation Right Scheme, 2017 | 0.04 | 1.33 | - | - | (1.33) | - | - | - | - | 0.04 |
| Add/(Less): Transfer of stock compensation reserve to general reserve | - | - | 2.25 | - | (2.25) | - | - | - | - | 0.04 |
| Add: Application money received | - | - | - | - | - | - | - | - | - | (0.04) |
| Less: Share issued | - | - | - | - | - | - | - | - | - | - |
| Less: Final dividend paid | - | - | - | - | - | - | - | - | - | - |
| Balance at March 31, 2024 | 156.35 | 176.11 | 90.33 | - | - | 3,211.14 | - | (14.56) | 4.89 | 3,624.26 |

See accompanying notes forming part of the standalone financial statements

As per our report of even date attached for **Deloitte Haskins & Sells** Chartered Accountants

Firm's Registration No. 008072S

Ananthi Amarnath
Partner
Membership No.: 209252

for and on behalf of the Board of Directors

V S Hariharan
Group Chief Executive Officer

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

B Ramaratnam
Independent Director
DIN:07525213

Ramesh Natarajan
Chief Executive Officer
India Distribution business

V Ravishankar
Chief Financial Officer

K Vijayshyam Acharya
Company Secretary

Place: Chennai
Date: 15 May, 2024

Notes

to the standalone financial statements for the year ended March 31, 2024

1. Company overview

Redington Limited (formerly Redington (India) Limited) (the "Company"), is a public limited Company domiciled in India, incorporated under the provisions of the Companies Act, 1956 and has its registered office at Block 3, Plathin, Redington Tower, Inner Ring Road, Saraswathy Nagar West, 4th Street, Puzhuthivakkam, Chennai 600 091, Tamil Nadu, India. The Company's equity shares are listed on the bourses of Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE). During the year, the Company's commercial papers continued to be listed on the bourses of BSE Limited. The Company is engaged in the business of distribution of information technology, mobility, and other technology products besides supply chain solutions. The Company has an operating branch in Singapore. The Company, its subsidiaries and associate operate in India, Middle East, Turkey, Africa, and South Asian countries.

- The Board at its meeting held on June 20, 2022 proposed change in the name of the Company from "Redington (India) Limited" to "Redington Limited". This was approved in the AGM held on July 27, 2022.
- The Board at its meeting held on August 3, 2022, approved shifting the registered office of the company to Block 3, Plathin, Redington Tower, Inner Ring Road, Saraswathy Nagar West, 4th Street, Puzhuthivakkam, Chennai 600 091, Tamil Nadu, India from September 1, 2022.

2. Basis of preparation of standalone financial statements

a. Statement of compliance

The standalone financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) to comply with the requirements prescribed under section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, as amended from time to time.

b. Functional currency and presentation currency

The standalone financial statements are presented in 'Indian Rupees' (₹), which is the currency of the primary economic environment in which the Company operates (the functional currency). The functional currency of the Company's branch in Singapore is United States Dollar (USD).

All financial information have been rounded-off to the nearest Crores unless otherwise indicated.

c. Current and Non-current classification

The Company presents assets and liabilities in the Balance Sheet based on the requirement under Schedule III to be classified as current or non-current.

An asset is classified as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period;
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

d. Basis of measurement

The standalone financial statements have been prepared on an accrual basis under the historical cost convention other than:

| Items | Measurement basis |
|--|---|
| Certain financial assets and liabilities (including forward contracts) | Fair value |
| Stock Appreciation Rights (SAR) | Fair value |
| Defined benefit liability | Present value of defined benefit obligation |

e. Use of estimates and judgements

The preparation of the standalone financial statements in conformity with Ind AS requires the management to make estimates, judgements and assumptions considered in the reported amount of assets, liabilities (including contingent assets and contingent liabilities), the reported income and the expenses during the year.

Notes

to the standalone financial statements for the year ended March 31, 2024

The management believes that these estimates, judgements, and assumptions used in the preparation of the standalone financial statements are prudent and reasonable.

Future results could differ from these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/materialise. Estimates, judgements, and underlying assumptions are reviewed on an ongoing basis.

Key sources of judgement and estimation uncertainties at the date of the financial statements, which may cause a material adjustment to income and expenditure or the carrying amounts of assets and liabilities, are in respect of revenue recognition, useful lives of property, plant and equipment, income taxes, stock appreciation rights, inventory obsolescence, original equipment manufacturer ("OEM") supplier programs, impairment of financial assets and defined benefit plan have been listed below.

i. Revenue recognition

The Company has assessed its revenue arrangements based on substance of the transaction and business model against specific criteria to determine if it is acting as principal or agent.

ii. Useful lives of property, plant and equipment

The cost of property, plant and equipment is depreciated over the estimated useful life, which is based on evaluation, including technical, made by the Company considering various factors including expected usage of the asset, expected physical wear and tear, the repair and maintenance program and technological obsolescence arising from changes and the residual value.

iii. Taxation

Significant judgements are involved in determining the provision for taxation and contingencies. Judgements are also involved in determining whether the tax positions are probable of being sustained in tax assessments and in determining the likelihood and magnitude of outflow of resources.

iv. Stock appreciation rights

Compensation costs in respect of stock appreciation rights (SAR) granted during the earlier years have been determined using the Black Scholes option valuation model. The said model requires the Company to input certain assumptions/variables to determine the fair value of the SAR granted. The Company has applied appropriate levels of judgements in determining these assumptions/variables basis the information available as at the date of grant, the details of which are more fully described in note 48.

v. Inventory obsolescence

Inventories are measured at the lower of cost and the net realisable value (net of price protection rebates). Adjustments to reduce the cost of inventory to its realisable value, if required, are made at the product level. Factors influencing these adjustments include changes in demand, rapid technological changes, product life cycle, product pricing, physical deterioration and other issues. Revisions to these adjustments would be required if these factors differ from the estimates.

vi. Original Equipment Manufacturer (OEM) supplier programs

OEM suppliers formulate programs for inventory volume promotion programs and price protection rebates. Inventory volume promotion programs and price protection rebates are recorded as a reduction in the cost of purchase of traded goods or carrying value of inventories. Rebates are accrued at scheme end date based on achievement of terms of the programs. Some of these programs may extend over one or more quarterly reporting periods. For such schemes, at balance sheet date, income is accrued if there is a reasonable certainty of meeting the terms of schemes.

The Company tracks vendor programs for volume discounts on a program-by-program basis. Once the program is implemented, the benefit of the program based on the actual volume is recorded as a receivable from vendors with a corresponding reduction in the cost of purchase of traded goods or carrying value of inventories.

Notes

to the standalone financial statements for the year ended March 31, 2024

vii. Impairment of financial assets

The Company creates provision in respect of changes in expected credit losses at each reporting period to reflect changes in credit risk since initial recognition of the financial assets. The Company has adopted a model as permitted under Ind AS 109 for measuring lifetime expected credit loss allowance for trade receivables and other financial assets. Expected Credit Losses is determined as the probability-weighted estimate of credit losses based on the historical credit loss experience and adjusted for forward-looking information including insurance cover.

viii. Defined benefit plan

The calculation of defined benefit obligation is determined annually by a qualified actuary using the projected unit credit method as at each balance sheet date.

f. Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the company.

3. Summary of material accounting policies

a. Property, plant and equipment

Property, plant and equipment except capital work-in-progress are stated at cost, net of accumulated depreciation and impairment losses, if any. The cost of an item of property, plant and equipment shall be recognised as an asset only if it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. Cost comprises the purchase price and other directly attributable cost of bringing the assets to its working condition for the intended use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other costs including repairs and maintenance costs are charged to the statement of profit and loss as and when incurred.

Capital work-in-progress is stated at cost less any recognised impairment loss.

Gains or losses arising from the disposal of property, plant and equipment are measured as the difference between the net proceeds from disposal and the carrying amount of the asset and are recognised in the statement of profit and loss.

Depreciation on Property, Plant and Equipment

- i. Depreciable amount of Property, plant and equipment is the cost of an asset less its estimated residual value.
- ii. Property, Plant and Equipment is depreciated on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 or technical estimate made by the Company and is recognised in the statement of profit and loss.
- iii. Freehold land is not depreciated.
- iv. The estimated useful lives of items of property, plant and equipment are as follows:

| Asset | Management estimate of useful life (in years) |
|------------------------|---|
| Buildings | 10 - 20 |
| Plant and machinery | 5 |
| Furniture and fixtures | 4 - 5 |
| Office equipment | 5 |
| Computers | 3 |
| Vehicles | 5 |

- v. Depreciation on additions to assets is provided from the month of addition.
- vi. Individual assets whose cost does not exceed ₹5,000/- are fully depreciated in the month of addition.
- vii. The depreciation method, estimated useful life and residual value are reviewed at the end of each financial year.
- viii. Residual value is considered at 5% of the cost of the asset

b. Intangible assets

- i. Intangible assets are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortization and impairment losses if any.

Notes

to the standalone financial statements for the year ended March 31, 2024

- ii. The intangible assets, that are not yet ready for their intended use are carried at cost and are reflected under intangible assets under development. Direct costs associated in developing the intangible assets are capitalised when the following criteria are met, otherwise, it is recognised in profit and loss as incurred.
 - it is technically feasible and requisite resources are available to complete the intangible asset so that it will be available for use,
 - management intends to complete the intangible asset and put it to use,
 - there is ability to use the intangible asset,
 - there is an identifiable asset that will generate expected future economic benefits and there is an ability to measure reliably the expenditure attributable to the intangible asset during its development.
- iii. Intangible assets are amortized on straight-line basis over the useful life prescribed in Schedule II to the Companies Act, 2013 or technical estimate made by the Company. Following are the useful lives of intangible assets:

| Asset | Management estimate of useful life (in years) |
|-----------------|---|
| Software | 3 – 5 |
| Trademark/Brand | 5 |
- iv. The estimated useful life of the intangible assets is reviewed at the end of each financial year and the amortization method is revised to reflect the changed pattern if any.

c. Impairment of property, plant and equipment, investment property and intangible assets

Property, plant and equipment, investment property and intangible assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount is determined for the asset or the cash-generating unit (CGU) to which the asset belongs in case the assets do not generate independent cash flows.

Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or CGU. For the purpose of impairment testing,

the recoverable amount is the higher of the fair value less cost to sell and the value-in-use. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of the money and the risks specific to the asset or CGU.

If such asset or CGU is considered to be impaired, the impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. An impairment loss recognised in respect of a CGU is allocated to reduce the carrying amounts of the assets of the CGU on a pro-rata basis.

d. Leases

At the inception of a contract, the Company assesses whether a contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case, the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate.

Notes

to the standalone financial statements for the year ended March 31, 2024

The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources that reflect the terms of the lease and the type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is re-measured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company presents right-of-use assets and lease liabilities separately on the face of the balance sheet.

Short-term leases

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

e. Investments

Investments in subsidiaries and associate are accounted at cost less accumulated impairment loss, if any.

f. Inventories

Inventories are measured at the lower of cost and the net realisable value. Costs includes cost of purchase and other costs incurred in bringing the inventories to the present location and condition, net of discounts and rebates and are determined on a weighted average basis. Net realisable value represents the estimated selling price of inventories in the ordinary course of business, less the estimated costs necessary to make the sale.

g. Foreign currency

Foreign currency transactions

Transactions in foreign currencies are recorded at the exchange rate prevailing at the date of transaction. Exchange gain/loss on settlement of foreign currency transactions are recognised in the statement of profit and loss.

All monetary assets and liabilities denominated in foreign currency are translated into the functional currency at the end of the accounting period at the prevailing exchange rates as on the reporting date and the resulting exchange gain/loss is recognised in the statement of profit and loss.

h. Revenue recognition

The Company recognises revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer.

Revenue from sale of products or services is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration expected to be received in exchange for those products or services.

Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, sales commission and incentives if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

The Company has assessed its revenue arrangements based on the substance of the transaction and business model against specific criteria to determine if it is acting as principal or agent.

Revenue from professional/technical services and renewal of service packs is recorded on a net basis as the level of inventory risk, to which the Company is exposed to, in these arrangements is negligible.

Notes

to the standalone financial statements for the year ended March 31, 2024

Rental income from investment property is recognised as part of revenue from operations in the statement of profit and loss on a straight-line basis over the term of the lease.

i. Other income

- i. Dividend from investments is recognised when the right to receive the payment is established and when no significant uncertainty as to measurability or collectability exists.
- ii. Rental income under operating leases is recognised in the statement of profit and loss on a straight-line basis over the term of the lease.
- iii. Interest income is recognised using the effective interest rate method, wherever applicable.
- iv. Interest income on overdue receivables is recognised only when there is an actual receipt

j. Employee benefits

i. Short-term employee benefits

Short-term employee benefits are determined as per the Company's policy/scheme on an undiscounted basis and are recognised as expense as the related services are provided. Short-term employee benefit liabilities are recognised for the amount expected to be paid, if the Company has a present legal obligation to pay, as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

ii. Defined benefit plan

A defined benefit plan is a post-employment benefit plan other than a defined-contribution plan. The Company's obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods.

The Company's gratuity plan is unfunded, the defined benefit obligation of which is determined annually by a qualified actuary using the projected unit credit method as at each balance sheet date. Re-measurement of defined benefit obligation, which comprises of actuarial gains and losses are recognised in other comprehensive income in the period in which they occur. The Company determines the net interest expenses on the net defined benefit obligation, taking into account any changes

in the net defined benefit liability during the period as a result of contribution and benefit payments. Net interest expenses related to defined benefit plan are recognised in finance cost in the statement of profit and loss.

iii. Defined contribution plan

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions to a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes monthly contributions towards Government administered schemes such as the provident fund and employee state insurance scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in the statement of profit and loss in the periods during which the related services are rendered by the employees.

iv. Long-term employee benefits

The Company's obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method as at each balance sheet date.

k. Warranties

The Original Equipment Manufacturer ("OEM") warrants the products distributed by the Company and these are assurance warranties provided in the normal course of business relating to product performance. The Company generally, does not independently warrant the products it distributes and hence management considers that any provision for warranties or claims is not required.

l. Current and deferred tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in the statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

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to the standalone financial statements for the year ended March 31, 2024

- i. Current tax comprises of the expected tax payable on the taxable income for the year and any adjustments to the tax payable in respect of previous years. The amount of current tax for the year is determined in accordance with the applicable tax rates which reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using the tax rates enacted by the reporting date in accordance with the provisions of the Income Tax Act, 1961. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.
- ii. Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities for financial reporting purpose and the corresponding amounts used for taxation purposes. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.
- iii. Deferred tax assets – unrecognised or recognised are reviewed at each reporting date and are recognised/reduced to the extent that it is probable/no longer probable respectively that the related tax benefit will be realised.
- iv. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.
- v. Deferred tax assets and liabilities are offset if there is legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same taxation authority on the same taxable entity, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

m. Provisions and contingent liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingent liability is disclosed for all:

- i. possible obligations that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company (or)
- ii. present obligations arising from past events where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or a sufficiently reliable estimate of the amount of the obligation cannot be made.

n. Cash and cash equivalents

Cash comprises of cash on hand and demand deposits with banks. Cash equivalents are short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risks of changes in value. Other bank balances comprise amounts which are restricted in nature, held as margin money against guarantee, balances held in unpaid dividend bank accounts and unspent CSR accounts.

Cash flow statement

Cash flow statements are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated based on the nature of transactions.

o. Earnings per share

Basic earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year.

Notes

to the standalone financial statements for the year ended March 31, 2024

Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which would have been issued on the conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at average market value of the outstanding shares. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

p. Dividend to shareholders

Final dividend distributed to Equity shareholders is recognised in the period in which it is approved by the members of the Company in its Annual General Meeting. Interim dividend is recognised when approved by the Board of Directors at the Board Meeting. Both final dividend and interim dividend are recognised in the Standalone Statement of Changes in Equity.

q. Derivative financial instruments

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and highly probable forecast transactions.

Forward contracts are initially recognised at fair value on the date the contract is entered into and are subsequently re-measured at fair value at each reporting date. The resulting gain or loss is recognised in the statement of profit and loss.

r. Fair value measurement

Some of the Company's accounting policies or disclosures require the measurement of fair value for both financial and non-financial assets and liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the time of measurement. When measuring fair value, the Company takes into account the characteristics of the asset or liability if the market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

The Company has an established framework with respect to the measurement of fair values. Fair values are recognised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques which are as follows:

- i. Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- ii. Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- iii. Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

s. Financial instruments

Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. However, trade receivables that do not contain a significant financing component is measured at transaction price.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the statement of profit and loss.

Notes

to the standalone financial statements for the year ended March 31, 2024

Classification and subsequent measurement

Financial assets

- i. On initial recognition, financial assets are measured at
 - Amortised cost and
 - Fair value through profit and loss. (FVTPL)
- ii. A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at Fair Value Through Profit or Loss (FVTPL):
 - The asset is held within a business model whose objective is to hold assets to collect contractual flows; and
 - The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- iii. All financial assets not classified as measured at amortised cost as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.
- iv. Financial assets at FVTPL – These are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
- v. Financial assets at amortised cost – These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment losses are recognised in statement of profit and loss.
- vi. Financial assets are not re-classified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing its financial assets.

Financial liabilities

- i. Financial liabilities are classified as measured at
 - a. Amortised cost and
 - b. Fair Value through Profit and Loss. (FVTPL)
- ii. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in statement of profit and loss.
- iii. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense, foreign exchange gains and losses are recognised in profit and loss. Any gain or loss on de-recognition is also recognised in statement of profit and loss.

De-recognition

Financial assets

The Company de-recognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantial risks and rewards of ownership of the financial asset are transferred, or in which the Company neither transfers nor retains substantial risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised as gain or loss in the statement of profit and loss.

Financial liabilities

The Company de-recognises a financial liability when its contractual obligations are discharged or cancelled or gets expired. The difference between the carrying amount of the financial liability de-recognised and the sum of consideration paid and payable is recognised as gain or loss in the statement of profit and loss.

Notes

to the standalone financial statements for the year ended March 31, 2024

The Company also de-recognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different from before they were modified. In this case, a new financial liability based on modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in statement of profit and loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Impairment of financial assets

The Company recognises loss allowances for expected credit loss ("ECL") on financial assets measured at amortised cost. At each reporting date, the Company assesses whether such financial assets carried at amortised cost are credit impaired.

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The Company measures loss allowance at an amount equal to lifetime expected credit losses except for bank balances which are measured as 12 month expected credit losses for which credit risk has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to life time expected credit losses.

Lifetime expected credit losses are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the ECL which results from default events that are possible within 12 months after the reporting date.

Measurement of expected credit losses:

Expected credit losses are a probability-weighted estimate of credit losses.

The impairment losses and reversals are recognised in the statement of profit and loss.

Loss allowance for financial assets measured at amortised cost are deducted from gross carrying amount of the assets.

The gross carrying amount of financial assets is written off (either partially or in full) to the extent that there is no realistic prospect of recovery.

t. Non-current assets held for sale

Non-current assets are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than continuing use and are measured at the lower of their carrying amount and fair value less costs to sell. Once classified as held-for-sale these assets are no longer depreciated.

u. Borrowing cost

Borrowing costs are recognised as expenses in the period in which they are incurred.

Notes

to the standalone financial statements for the year ended March 31, 2024

| Description | Gross carrying value | | Accumulated depreciation | | Net carrying value | |
|--|----------------------|--------------------|--------------------------|---------------------------|--------------------|--------------------|
| | As at Apr 1, 2023 | As at Mar 31, 2024 | As at Apr 1, 2023 | For the year Mar 31, 2024 | As at Mar 31, 2024 | As at Mar 31, 2023 |
| Land (Freehold) | | | | | | |
| Current year | 52.76 | - | - | - | 52.76 | 52.76 |
| Previous year | 4.45 | 48.31 | - | - | 52.76 | 4.45 |
| Buildings | | | | | | |
| Current year | 47.98 | 1.27 | 4.83 | 3.05 | 41.37 | 43.15 |
| Previous year | 6.47 | 41.51 | 3.03 | 1.80 | 43.15 | 3.44 |
| Plant and equipment | | | | | | |
| Current year | 17.04 | 1.91 | 7.29 | 2.18 | 9.06 | 9.75 |
| Previous year | 8.08 | 10.01 | 6.76 | 1.41 | 9.75 | 1.32 |
| Furniture and fixtures | | | | | | |
| Current year | 23.51 | 2.44 | 11.20 | 3.35 | 10.78 | 12.31 |
| Previous year | 12.14 | 12.95 | 10.72 | 1.68 | 12.31 | 1.42 |
| Office equipment | | | | | | |
| Current year | 13.04 | 2.35 | 5.39 | 1.99 | 7.86 | 7.65 |
| Previous year | 6.35 | 8.27 | 5.60 | 1.19 | 7.65 | 0.75 |
| Computers | | | | | | |
| Current year | 26.00 | 8.81 | 13.94 | 7.24 | 19.61 | 12.06 |
| Previous year | 22.30 | 10.08 | 14.15 | 4.51 | 12.06 | 8.15 |
| Vehicles | | | | | | |
| Current year | 19.65 | 8.72 | 5.05 | 4.32 | 17.44 | 14.60 |
| Previous year | 9.89 | 12.17 | 3.61 | 2.86 | 14.60 | 6.28 |
| Property, plant and equipment total | | | | | | |
| Current year | 199.98 | 25.50 | 47.70 | 22.13 | 152.65 | 152.28 |
| Previous year | 69.68 | 143.30 | 43.87 | 13.45 | 152.28 | 25.81 |

Notes

to the standalone financial statements for the year ended March 31, 2024

5. Right-of-use assets

The summary of the movement of right-of-use assets for the year ended March 31, 2024, is given below:

| Particulars | ₹ in Crores | | |
|---------------------------------------|-------------|------------------|-------------|
| | Buildings | Office equipment | Total |
| Balance at April 1, 2023 | 8.39 | 0.54 | 8.93 |
| Depreciation charge for the year | (2.88) | (0.54) | (3.42) |
| Additions to right-of-use assets | 1.65 | - | 1.65 |
| De-recognition of right-of-use assets | (0.10) | - | (0.10) |
| Balance at March 31, 2024 | 7.06 | - | 7.06 |

The summary of the movement of right-of-use assets for the year ended March 31, 2023, is given below:

| Particulars | ₹ in Crores | | |
|---------------------------------------|-------------|------------------|-------------|
| | Buildings | Office equipment | Total |
| Balance at April 1, 2022 | 18.48 | 1.03 | 19.51 |
| Depreciation charge for the year | (5.19) | (0.49) | (5.68) |
| Additions to right-of-use assets | 1.02 | - | 1.02 |
| De-recognition of right-of-use assets | (5.92) | - | (5.92) |
| Balance at March 31, 2023 | 8.39 | 0.54 | 8.93 |

Refer note 25 for movement in Lease Liabilities

6. Capital work-in-progress

| Particulars | ₹ in Crores | |
|--------------|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Buildings | 0.55 | 8.06 |
| Total | 0.55 | 8.06 |

The ageing of the entire amount of ₹0.55 Crores is less than 1 year (Previous year - ₹8.06 Crores). The completion of the project is not overdue and has not exceeded its cost compared to its original plan.

Notes

to the standalone financial statements for the year ended March 31, 2024

7. Investment property

| Description | Gross carrying value | | Accumulated depreciation | | Net carrying value | | Fair value disclosure | |
|----------------------------------|----------------------|----------|---------------------------------|--------------------|--------------------|--------------|-----------------------|--------------------|
| | As at Apr 1, 2023 | Addition | Transfer to Asset held for sale | As at Mar 31, 2024 | As at Apr 1, 2023 | For the year | As at Mar 31, 2024 | As at Mar 31, 2023 |
| Land (Freehold) | | | | | | | | |
| Current year | - | - | - | - | - | - | - | - |
| Previous year | 13.39 | - | - | - | - | - | 13.39 | 49.21 |
| Buildings | | | | | | | | |
| Current year | - | - | - | - | - | - | - | - |
| Previous year | 39.55 | - | 39.55 | 6.50 | 0.68 | 7.18 | 33.05 | 39.90 |
| Investment property total | | | | | | | | |
| Current year | - | - | - | - | - | - | - | - |
| Previous year | 52.94 | - | 52.94 | 6.50 | 0.68 | 7.18 | 46.44 | 89.11 |
| Asset held for sale | | | | | | | | |

During the Financial year 2022-23, Board of directors approved sale of Automated Distribution Centres (ADC) in Chennai and Kolkata to ProConnect Supply Chain Solutions Limited. Consequently, Automated Distribution Centres (ADC) in Chennai and Kolkata was classified as Asset held for sale as per the provisions of Ind AS 105 and accordingly such assets were carried at lower of carrying amount or fair value less cost to sell. Sale was completed during the current year. (refer note 33)

8. Other Intangible assets

| Description | Gross carrying value | | | Accumulated amortisation | | | Net carrying value | | |
|--------------------------------|----------------------|-----------|-----------|--------------------------|--------------|-----------|--------------------|--------------------|--|
| | As at Apr 1, 2023 | Additions | Deletions | As at Apr 1, 2023 | For the year | Deletions | As at Mar 31, 2024 | As at Mar 31, 2023 | |
| Software | | | | | | | | | |
| Current year | 36.68 | 18.96 | 0.45 | 26.54 | 10.62 | 0.39 | 36.77 | 18.42 | |
| Previous year | 43.20 | 2.59 | 9.11 | 29.12 | 6.53 | 9.11 | 26.54 | 10.14 | |
| Trademark/Brand | | | | | | | | | |
| Current year | 0.80 | - | - | 0.46 | 0.15 | - | 0.61 | 0.34 | |
| Previous year | 0.80 | - | - | 0.31 | 0.15 | - | 0.46 | 0.49 | |
| Intangible assets total | | | | | | | | | |
| Current year | 37.48 | 18.96 | 0.45 | 27.00 | 10.77 | 0.39 | 37.38 | 18.61 | |
| Previous year | 44.00 | 2.59 | 9.11 | 29.43 | 6.68 | 9.11 | 27.00 | 10.48 | |

Notes

to the standalone financial statements for the year ended March 31, 2024

9. Intangible assets under development

| Particulars | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Intangible asset under development (Refer note below) | 3.84 | 1.78 |
| Total | 3.84 | 1.78 |

The Company is in the process of developing an e-commerce platform to enable for ease of business with its partners. The ageing of the entire amount of ₹3.84 Crores (previous year – ₹1.78 Crores) is less than 1 year. The completion of the project is not overdue and has not exceeded its cost compared to its original plan.

10. Asset Held for Sale

| Particulars | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Asset Held for Sale – ADC Property (Refer note 7) | - | 45.77 |
| Total | - | 45.77 |

11. Investment in subsidiaries and associate

A. Unquoted investments (at cost)

a. Investment in Indian subsidiaries

| Name of the entity | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| 1,36,23,094 (previous year: 1,36,23,094) equity shares of ₹10/- each fully paid-up in ProConnect Supply Chain Solutions Limited (i) | 145.55 | 145.55 |
| 95,00,000 (previous year: 95,00,000) equity shares of ₹10/- each fully paid-up in Redsolv Global Solutions Limited (ii) | 9.50 | 9.50 |
| a. Total | 155.05 | 155.05 |

b. Investment in overseas subsidiaries

| Name of the entity | ₹ in Crores | |
|--|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| 2,76,68,025 (previous year: 2,76,68,025) equity shares of US\$ 1 each fully paid-up in Redington International Mauritius Limited | 560.94 | 560.94 |
| 38,00,000 (previous year: 38,00,000) equity shares of US\$ 1 each fully paid-up in Redington Distribution Pte. Limited | 17.63 | 17.63 |
| b. Total | 578.57 | 578.57 |
| A. Total | 733.62 | 733.62 |

B. Investment in associate

| Name of the entity | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| 100,000 (previous year: 100,000) equity shares of ₹10/- each fully paid-up in Redington (India) Investments Limited | 0.10 | 0.10 |
| B. Total | 0.10 | 0.10 |

C. Stock Appreciation Rights (SAR)

The Company has included fair value of the Stock Appreciation Rights (Stock compensation expense) as Investments, in respect of the Stock Appreciation Rights granted to the Directors and employees of Indian and overseas subsidiaries, as required under Ind AS 102 "Share-based payment".

Notes

to the standalone financial statements for the year ended March 31, 2024

Stock Appreciation Rights (SAR) related stock compensation expense of subsidiaries borne by the Company classified as deemed investment cost are as follows:

| Name of the entity | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| ProConnect Supply Chain Solutions Limited | 5.33 | 5.33 |
| Redington International Mauritius Limited | 10.91 | 10.91 |
| Redington Distribution Pte. Ltd. | 0.52 | 0.52 |
| C. Total | 16.76 | 16.76 |
| Total investments (A+B+C) | 750.48 | 750.48 |
| Aggregate value of unquoted investments | 750.48 | 750.48 |
| Aggregate amount of impairment in value of investments | - | - |

12. Other financial assets – non-current

| Particulars | ₹ in Crores | |
|-----------------------------------|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Unsecured, considered good | | |
| Security deposits | 0.73 | 0.33 |

13. Deferred tax assets and Deferred tax liability

Recognised deferred tax assets (net)

| Particulars | ₹ in Crores | |
|--|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Deferred Tax Assets | | |
| Allowance for impairment of trade receivables and other financial assets | 15.04 | 14.99 |
| Provision for employee benefits | 11.77 | 9.49 |
| Leases | 0.31 | 0.33 |
| Depreciation | (3.04) | (4.29) |
| Others | 2.69 | 1.19 |
| Total | 26.77 | 21.71 |

Movement in temporary differences

a. For the year ended March 31, 2024

| Particulars | ₹ in Crores | | | |
|--|-----------------------------|--|--|------------------------------|
| | Balance as on April 1, 2023 | Recognised in the statement of profit and loss | Recognised in the other comprehensive income | Balance as on March 31, 2024 |
| Deferred tax assets | | | | |
| Allowance for impairment of trade receivables and other financial assets | 14.99 | 0.05 | - | 15.04 |
| Provision for employee benefits | 9.49 | 1.89 | 0.39 | 11.77 |
| Leases | 0.33 | (0.02) | - | 0.31 |
| Depreciation | (4.29) | 1.25 | - | (3.04) |
| Others | 1.19 | 1.69 | (0.19) | 2.69 |
| Total | 21.71 | 4.86 | 0.20 | 26.77 |

Notes

to the standalone financial statements for the year ended March 31, 2024

b. For the year ended March 31, 2023

| Particulars | ₹ in Crores | | | |
|--|-----------------------------|--|--|------------------------------|
| | Balance as on April 1, 2022 | Recognised in the statement of profit and loss | Recognised in the other comprehensive income | Balance as on March 31, 2023 |
| Deferred tax assets | | | | |
| Allowance for impairment of trade receivables and other financial assets | 13.86 | 1.13 | - | 14.99 |
| Provision for employee benefits | 8.66 | 0.65 | 0.18 | 9.49 |
| Leases | 0.36 | (0.03) | - | 0.33 |
| Depreciation | 0.97 | (5.26) | - | (4.29) |
| Others | (0.57) | 2.47 | (0.71) | 1.19 |
| Total | 23.28 | (1.04) | (0.53) | 21.71 |

Deferred tax assets

The Company has long term capital loss under Income Tax Act, 1961, which resulted in unrecognised deferred tax asset of ₹1.95 Crores (March 31, 2023: ₹1.95 Crores). This deferred tax asset will be recognised as and when there is a long-term capital gain in future. These unrecognised deferred tax assets will expire over a period of 2 years (March 31, 2023: 3 years).

14. Income taxes

| Particulars | ₹ in Crores | |
|-------------------------------|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Income tax assets (net) | 130.33 | 64.03 |
| Current tax liabilities (net) | 33.26 | 56.63 |

Movement in income tax assets (net)

| Particulars | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Balance at the beginning of the year | 64.03 | 98.32 |
| Add: Taxes paid (net) | 66.30 | (34.29) |
| Balance at the end of the year | 130.33 | 64.03 |

Movement in current tax liabilities (net)

| Particulars | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Balance at the beginning of the year | 56.63 | 63.60 |
| Add: Provision during the year | 226.91 | 203.28 |
| Less: Taxes paid (net) | (250.28) | (210.25) |
| Balance at the end of the year | 33.26 | 56.63 |

Tax expense recognised during the year

| Particulars | 2023-24 | | 2022-23 | |
|---------------------------|--|--|--|--|
| | Recognised in the statement of profit and loss | Recognised in the other comprehensive income | Recognised in the statement of profit and loss | Recognised in the other comprehensive income |
| Current tax | 226.91 | | 203.28 | |
| Deferred tax | (4.86) | (0.20) | 1.04 | 0.53 |
| Total tax expenses | 222.05 | (0.20) | 204.32 | 0.53 |

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Reconciliation of effective tax rate

| Particulars | ₹ in Crores | | | |
|--|--------------------|---------------|---------------|---------------|
| | 2023-24 | 2022-23 | 2023-24 | 2022-23 |
| | Effective tax rate | | Tax expense | |
| Profit before tax | | | 1,303.29 | 1,276.20 |
| Income tax expense | 25.17% | 25.17% | 328.04 | 321.19 |
| Effect of deduction claimed on the dividend income distributed | (7.91%) | (9.70%) | (103.09) | (123.81) |
| Effect of income not subject to tax due to LTCG exemption* | (0.87%) | - | (11.35) | - |
| Effect of non-deductible expense and deductible claims | 0.54% | 0.43% | 7.04 | 5.58 |
| Effect of other items | 0.11% | 0.11% | 1.41 | 1.36 |
| Income tax expense recognised in statement of profit and loss | 17.04% | 16.01% | 222.05 | 204.32 |

* Profit arising on sale of ADC assets from the Company to its wholly-owned subsidiary is exemption in accordance with the provisions of Income Tax Act.

15. Other non-current assets

| Particulars | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Unsecured, considered good | | |
| Capital Advances | 0.17 | 0.12 |
| Receivable from Government authorities* | 69.96 | 65.87 |
| Total | 70.13 | 65.99 |

* Includes amount paid under protest to government authorities.

16. Inventories

| Particulars | ₹ in Crores | |
|-----------------------|-----------------|-----------------|
| | March 31, 2024 | March 31, 2023 |
| Trading stocks (net)* | 2,489.25 | 2,476.07 |
| Goods in transit | 8.51 | 45.97 |
| Total | 2,497.76 | 2,522.04 |

Inventories are measured at lower of cost and net realisable value.

* During the year the Company recorded inventory write down reversal of ₹54.50 Crores (Previous year: inventory write down of ₹77.07 Crores). Also refer note 27 (i).

17. Trade receivables

| Particulars | ₹ in Crores | |
|--|-----------------|-----------------|
| | March 31, 2024 | March 31, 2023 |
| Unsecured | | |
| Considered good – Unsecured | 6,699.59 | 5,635.80 |
| Trade receivables which have significant increase in credit risk | 16.90 | 19.47 |
| Trade receivables – credit impaired | 2.52 | 1.80 |
| | 6,719.01 | 5,657.07 |
| Less:- Loss allowance | (58.04) | (55.03) |
| Total | 6,660.97 | 5,602.04 |
| Current | 6,657.21 | 5,589.89 |
| Non-Current | 3.76 | 12.15 |

Refer Note 44 for balances receivable from related parties.

Also refer note 27 (i)

Notes

to the standalone financial statements for the year ended March 31, 2024

Ageing of trade receivables

The ageing has been determined based on the due date of the payment, where there is no due date for payment, date of transaction has been considered.

March 31, 2024

| Particulars | Not due | Outstanding for following periods from due date of payment | | | | | Total |
|--|-----------------|--|-------------------|-------------|-------------|-------------------|-----------------|
| | | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Undisputed | | | | | | | |
| Considered good | 6,275.47 | 367.96 | 51.82 | 2.47 | 1.58 | 0.29 | 6,699.59 |
| Having significant increase in credit risk | - | 0.75 | 8.64 | 6.49 | 1.01 | 0.01 | 16.90 |
| Credit impaired | - | 2.05 | 0.47 | - | - | - | 2.52 |
| Disputed | | | | | | | |
| Considered good | - | - | - | - | - | - | - |
| Having significant increase in credit risk | - | - | - | - | - | - | - |
| Credit impaired | - | - | - | - | - | - | - |
| Sub-total | 6,275.47 | 370.76 | 60.93 | 8.96 | 2.59 | 0.30 | 6,719.01 |
| Less: Loss allowance | | | | | | | (58.04) |
| Total | | | | | | | 6,660.97 |

March 31, 2023

| Particulars | Not due | Outstanding for following periods from due date of payment | | | | | Total |
|--|-----------------|--|-------------------|-------------|-------------|-------------------|-----------------|
| | | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Undisputed | | | | | | | |
| Considered good | 5,306.11 | 311.42 | 6.37 | 6.04 | 2.26 | 3.60 | 5,635.80 |
| Having significant increase in credit risk | - | 7.45 | 10.26 | 0.95 | 0.81 | - | 19.47 |
| Credit impaired | - | 0.01 | 0.93 | - | - | 0.86 | 1.80 |
| Disputed | | | | | | | |
| Considered good | - | - | - | - | - | - | - |
| Having significant increase in credit risk | - | - | - | - | - | - | - |
| Credit impaired | - | - | - | - | - | - | - |
| Sub-total | 5,306.11 | 318.88 | 17.56 | 6.99 | 3.07 | 4.46 | 5,657.07 |
| Less: Loss allowance | | | | | | | (55.03) |
| Total | | | | | | | 5,602.04 |

Movement in the allowance for impairment of trade receivables

| Particulars | 2023-24 | 2022-23 |
|---|--------------|--------------|
| Balance at the beginning of the year | 55.03 | 53.65 |
| Allowance recognised during the year (net)* | 16.64 | 22.14 |
| Less: Written-off during the year | (13.75) | (21.14) |
| Currency translation adjustment | 0.12 | 0.38 |
| Balance at the end of the year | 58.04 | 55.03 |

* Also refer note 37 for write off details.

Notes

to the standalone financial statements for the year ended March 31, 2024

18. Cash and cash equivalents

| Particulars | March 31, 2024 | March 31, 2023 |
|---|----------------|----------------|
| Cash on hand | 0.07 | 0.06 |
| Cheques on hand | - | 0.31 |
| Bank Balances | | |
| Balance in current account | 137.28 | 182.07 |
| In deposit account | 0.10 | 3.06 |
| Cash and cash equivalents as per Balance Sheet | 137.45 | 185.50 |
| Cash and cash equivalents as per the statement of cash flows | 137.45 | 185.50 |

19. Other bank balances

| Particulars | March 31, 2024 | March 31, 2023 |
|------------------------------|----------------|----------------|
| In earmarked accounts | | |
| Unclaimed dividend account | 1.43 | 1.13 |
| Unspent CSR account | 0.32 | 3.69 |
| Total | 1.75 | 4.82 |

20. Other financial assets - current

| Particulars | March 31, 2024 | March 31, 2023 |
|--------------------------------------|----------------|----------------|
| Unsecured, considered good | | |
| Security deposits | 3.40 | 2.25 |
| Vendor receivables | 15.14 | 53.44 |
| Receivables towards insurance claims | 2.45 | 12.96 |
| Forward Contract | 1.42 | 0.12 |
| Other assets | 21.60 | 32.33 |
| Total | 44.01 | 101.10 |

21. Other current assets

| Particulars | March 31, 2024 | March 31, 2023 |
|--|----------------|----------------|
| Unsecured, considered good | | |
| Receivable from Government authorities | 238.21 | 199.36 |
| Prepaid expenses | 28.56 | 22.12 |
| Others | 3.58 | 9.22 |
| Total | 270.35 | 230.70 |

Notes

to the standalone financial statements for the year ended March 31, 2024

22. Equity share capital

The Company has only one class of shares referred to as equity shares having a par value of ₹2/-

| Particulars | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Authorised capital | | |
| 85,00,00,000 (previous year: 85,00,00,000) equity shares of ₹2/- each | 170.00 | 170.00 |
| Issued, subscribed, and fully paid up | | |
| 78,17,74,431 (previous year: 78,15,60,771) equity shares of ₹2/- each fully paid up | 156.35 | 156.31 |

Reconciliation of the number of shares outstanding and amount of share capital at the beginning and at the end of the year

| Particulars | 2023-24 | | 2022-23 | |
|---|---------------------|---------------|---------------------|---------------|
| | No of shares | ₹ in Crores | No of shares | ₹ in Crores |
| At the beginning of the year | 78,15,60,771 | 156.31 | 78,14,56,581 | 156.29 |
| Allotment of shares under Stock Appreciation Right Scheme, 2017 | 2,13,660 | 0.04 | 104,190 | 0.02 |
| Outstanding at the end of the year | 78,17,74,431 | 156.35 | 78,15,60,771 | 156.31 |

Terms/rights attached to equity shares.

Each holder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian rupees.

Equity Share movement for 5 years preceding March 31, 2024

| Particulars | 2019-20 | 2020-21 | 2021-22 | 2022-23 | 2023-24 |
|--|---------------------|---------------------|---------------------|---------------------|---------------------|
| At the beginning of the year | 38,90,81,315 | 38,90,87,750 | 38,92,19,272 | 78,14,56,581 | 78,15,60,771 |
| Shares extinguished under Buy-back | - | - | - | - | - |
| Allotment of shares under Employee stock option plan | 6,435 | - | - | - | - |
| Issue of Fully paid bonus shares | - | - | 39,06,47,122 | - | - |
| Stock Appreciation Right | - | 1,31,522 | 15,90,187 | 1,04,190 | 2,13,660 |
| At the end of the year | 38,90,87,750 | 38,92,19,272 | 78,14,56,581 | 78,15,60,771 | 78,17,74,431 |

Details of shares held by shareholders holding more than 5 % of the paid-up equity capital.

| Particulars | March 31, 2024 | | March 31, 2023 | |
|---|-------------------|--------------------|-------------------|--------------------|
| | No of shares held | % of share holding | No of shares held | % of share holding |
| Synnex Technology International Corporation | 18,85,91,880 | 24.12 | 18,85,91,880 | 24.13 |
| HDFC Mutual Fund | 7,17,48,870 | 9.18 | 7,07,51,868 | 9.05 |

The Company does not have any promoter shareholding.

Synnex Mauritius Limited has transferred its entire shareholding to Synnex Technology International Corporation within the same group as part their internal restructuring on February 24, 2023.

Shares reserved for issue under Stock Appreciation Right Scheme, 2017:

| Particulars | March 31, 2024 | March 31, 2023 |
|--|----------------|----------------|
| Stock Appreciation Right Scheme, 2017* | - | 4,15,770 |

* Represents outstanding number of SARs as at the reporting date. The number of shares that would be issued on conversion of the SARs is based on the terms of the Stock Appreciation Right Scheme, 2017. Refer note 48 for further details.

Notes

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Capital Management

The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximizing the return to shareholder through the optimisation of the debt and equity balance.

The capital structure of the Company consists of debt and equity. The Company, over the years, has maintained parity between net debt and equity. The ratio of net debt to equity at the end of the year is as follows:

| Particulars | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Debt (refer note 27) – (a) | 1,594.64 | 1,641.92 |
| Total equity (read note 22 along with 23) | 3,624.26 | 3,106.43 |
| Investment in Subsidiaries (note 11) | 750.48 | 750.48 |
| Equity (net off investment in subsidiaries) (b) | 2,873.78 | 2,355.95 |
| Gross Debt equity ratio (a/b) | 0.55 | 0.70 |
| Cash and Cash equivalents (refer note 18) | 137.45 | 185.50 |
| Debt (Net off cash and cash equivalents) (c) | 1,457.19 | 1,456.42 |
| Net debt equity ratio (c/b) | 0.51 | 0.62 |

23. Other equity

a. Securities premium:

| Particulars | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Opening balance | 174.78 | 174.12 |
| Add: Premium on allotment of shares under Stock Appreciation Right Scheme, 2017 | 1.33 | 0.66 |
| Less: Utilised for issue of bonus shares | - | - |
| Balance at the end of the year | 176.11 | 174.78 |

Securities premium is used to record the premium received on issue of shares.

b. General reserve:

| Particulars | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Opening balance | 88.08 | 88.08 |
| Add: Transfer from Stock compensation reserve | 2.25 | - |
| Balance at the end of the year | 90.33 | 88.08 |

The General reserve is used from time to time to transfer profits from retained earnings for appropriation purpose. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

c. Re-measurement of defined benefit liability:

| Particulars | ₹ in Crores | |
|---------------------------------------|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Opening balance | (13.40) | (12.88) |
| Add: Movement during the year (net) | (1.16) | (0.52) |
| Balance at the end of the year | (14.56) | (13.40) |

Retirement benefit obligation reserve represents accumulated balances of actuarial gains/ (losses), arising out of employee defined benefit obligation and will not be subsequently reclassified to Profit and Loss. This reserve is not a distributable reserve.

Notes

to the standalone financial statements for the year ended March 31, 2024

d. Foreign currency translation reserve:

| Particulars | ₹ in Crores | |
|---------------------------------------|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Opening balance | 4.37 | 2.37 |
| Add: Movement during the year (net) | 0.52 | 2.00 |
| Balance at the end of the year | 4.89 | 4.37 |

Exchange differences relating to the translation of the results and net assets of the Company's foreign operations from its functional currency to the presentation currency are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

e. Stock compensation reserve:

| Particulars | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Opening balance | 3.58 | 4.24 |
| Less: Transfer to securities premium on exercise of SAR | (1.33) | (0.66) |
| Less: Transfer to General reserve | (2.25) | - |
| Balance at the end of the year | - | 3.58 |

The above reserve relates to SARs granted by the Company to the employees and Directors of the Company and its subsidiaries, under the Redington Stock Appreciation Right Scheme, 2017. Further information about SAR scheme is set out in note 48.

f. Surplus in Statement of Profit and Loss

| Particulars | ₹ in Crores | |
|---|-----------------|-----------------|
| | March 31, 2024 | March 31, 2023 |
| Opening balance | 2,692.71 | 2,136.60 |
| Add: Profit for the year | 1,081.24 | 1,071.88 |
| Less: Final dividend paid during the year | (562.81) | (515.77) |
| Balance at the end of the year | 3,211.14 | 2,692.71 |

The above reserve represents profits generated and retained by the Company post distribution of dividends to the equity shareholders in the respective years. This reserve can be utilized for distribution of dividend by the Company in accordance with the requirements of the Companies Act, 2013.

| Particulars | ₹ in Crores | |
|------------------------------------|-----------------|-----------------|
| | March 31, 2024 | March 31, 2023 |
| Total other equity (a to f) | 3,467.91 | 2,950.12 |

24. Share application money pending allotment

| Particulars | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Opening balance | - | - |
| Add: Application money received for exercised options | 0.04 | 0.02 |
| Less: Shares issued for exercised options | (0.04) | (0.02) |
| Total | - | - |

Share application money pending allotment represents the amount received on exercise of stock options by the eligible employees under the Stock Appreciation Right Scheme, 2017 of the Company for which allotment is yet to be made.

Notes

to the standalone financial statements for the year ended March 31, 2024

25. Lease liabilities

The Company recognised lease liabilities measured at the present value of remaining lease payments.

| Particulars | ₹ in Crores | |
|--------------|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Current | 3.25 | 3.38 |
| Non-current | 5.02 | 6.86 |
| Total | 8.27 | 10.24 |

| Particulars | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Opening Balance | 10.24 | 20.96 |
| Add: Additions during the year | 1.65 | 1.02 |
| Add: Finance Cost | 0.78 | 1.25 |
| Less: Cash outflow on account of Leases | (4.29) | (6.43) |
| Less: Gain on account of termination of lease | - | (0.32) |
| Less: Termination of leases | (0.11) | (6.24) |
| Closing Balance | 8.27 | 10.24 |

26. Provisions – non-current

| Particulars | ₹ in Crores | |
|----------------------|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Compensated absences | 13.81 | 8.78 |
| Gratuity | 30.44 | 25.94 |
| Total | 44.25 | 34.72 |

Gratuity (included as part of employee benefits expense in note 34)

The Company provides for gratuity, a defined benefit retirement plan ("the Gratuity Plan") covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company. The Company's obligation towards Gratuity is a defined benefit plan and the details of actuarial valuation as at the year-end are given below:

Reconciliation of present value of defined benefit obligation

| Particulars | ₹ in Crores | |
|--|--------------|--------------|
| | 2023-24 | 2022-23 |
| Defined benefit obligation at the beginning of the year | 27.97 | 25.57 |
| Current service cost | 3.89 | 3.49 |
| Payment to subsidiary company on account of transfer of employee | - | (0.27) |
| Interest cost | 2.00 | 1.81 |
| Actuarial loss recognised in other comprehensive income | 1.55 | 0.70 |
| Benefits paid | (2.62) | (2.86) |
| Acquisitions / Divestures / Transfer | (0.06) | (0.47) |
| Defined benefit obligation at the end of the year | 32.73 | 27.97 |
| Non-current obligation at the end of the year | 30.44 | 25.94 |
| Current obligation at the end of the year | 2.29 | 2.03 |

Notes

to the standalone financial statements for the year ended March 31, 2024

Expenses recognised in Statement of profit and loss and other comprehensive income

The current service cost and the interest cost for the year are included in the 'Employee benefits expense' and 'finance cost' respectively, in the statement of profit and loss.

| Particulars | ₹ in Crores | |
|--|-------------|-------------|
| | 2023-24 | 2022-23 |
| Cost of the defined plan for the year: | | |
| Current service cost | 3.89 | 3.49 |
| Payment to subsidiary company on account of transfer of employee | - | (0.27) |
| Interest on obligation | 2.00 | 1.81 |
| Net cost recognised in the statement of profit and loss | 5.89 | 5.03 |
| Net actuarial loss recognised in other comprehensive income | 1.55 | 0.70 |

Principal actuarial assumptions for gratuity

| Particulars | ₹ in Crores | |
|---|-----------------------|-----------------------|
| | 2023-24 | 2022-23 |
| Discount rate | 7.21% | 7.49% |
| Salary escalation rate | 8.00% | 8.00% |
| Attrition rate | 15.00% | 15.00% |
| Weighted average duration of defined benefit obligation | 8.78 years | 8.01 years |
| Demographic assumptions – Mortality | IALM 2012-14 Ultimate | IALM 2012-14 Ultimate |

Sensitivity analysis

The Company applies 1% as the sensitivity rate while ascertaining the impact of change in one of the actuarial assumptions, keeping other assumptions constant, on the defined benefit obligation. Following is the effect on defined benefit obligation:

| Particulars | ₹ in Crores | |
|--------------------------------------|-----------------------------|-----------------------------|
| | 2023-24 | 2022-23 |
| Increase of 1% in assumptions | Increase/ (Decrease) | Increase/ (Decrease) |
| Discount rate | (2.31) | (1.98) |
| Salary escalation rate | 2.51 | 2.15 |
| Attrition rate | (0.33) | (0.23) |
| Decrease of 1% in assumptions | Increase/ (Decrease) | Increase/ (Decrease) |
| Discount rate | 2.62 | 2.24 |
| Salary escalation rate | (2.26) | (1.93) |
| Attrition rate | 0.36 | 0.26 |

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

Notes

to the standalone financial statements for the year ended March 31, 2024

27. Borrowings

| Particulars | ₹ in Crores | |
|--|-----------------|-----------------|
| | March 31, 2024 | March 31, 2023 |
| Secured loans from banks (refer note i) | 0.25 | 19.82 |
| Unsecured loans from banks | 416.63 | 150.00 |
| Unsecured commercial paper (refer note ii) | 1,177.76 | 1,472.10 |
| Total | 1,594.64 | 1,641.92 |

- Secured by pari passu charge on inventories and trade receivables, both present and future.
- The facility is unsecured and the maximum amount outstanding at any time during the year was ₹1,841.65 Crores (previous year: ₹1,844.48 Crores). The Company's commercial papers were listed on the bourses of BSE Limited. The funds raised from the commercial paper were utilised for working capital purposes.
- Quarterly returns and statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.
- No funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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 provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

Details of Loans availed and repaid (including interest accrued) during the year 2023-24

| Particulars | ₹ in Crores | | | |
|---|-----------------|------------------|-------------------|-------------|
| | Loan from Bank* | Loan from Others | Commercial Paper* | Total |
| Balance at the beginning of the year | | | | |
| - Included under current borrowings (refer note 27) | 169.82 | - | 1,472.10 | 1,641.92 |
| - Interest accrued included under other financial liabilities (refer note 29) | 0.52 | - | 4.71 | 5.23 |
| Details of borrowings with a maturity of over 90 days | | | | |
| Loans availed during the year | - | - | 1,276.32 | 1,276.32 |
| Repayments made during the year | - | - | (1,570.62) | (1,570.62) |
| Details of other borrowings | | | | |
| Loans availed during the year | 11,875.05 | - | 4,882.95 | 16,758.00 |
| Repayments made during the year | (11,628.01) | - | (4,882.99) | (16,511.00) |
| Movement in bank overdrafts (net) | 0.02 | - | - | 0.02 |
| Finance cost | 66.89 | - | 108.49 | 175.38 |
| Interest paid | (66.30) | - | (107.35) | (173.65) |
| Effects of changes in foreign exchange rates | - | - | - | - |
| Balance at the end of the year | | | | |
| - Included under current borrowings (refer note 27) | 416.88 | - | 1,177.76 | 1,594.64 |
| - Interest accrued included under other financial liabilities (refer note 29) | 1.11 | - | 5.85 | 6.96 |

* Including interest accrued.

Notes

to the standalone financial statements for the year ended March 31, 2024

Details of Loans availed and repaid during the year 2022-23

| Particulars | ₹ in Crores | | | |
|---|-----------------|------------------|-------------------|-------------|
| | Loan from Bank* | Loan from Others | Commercial Paper* | Total |
| Balance at the beginning of the year | | | | |
| - Included under current borrowings (refer note 27) | - | 0.16 | - | 0.16 |
| - Interest accrued included under other financial liabilities (refer note 29) | - | - | - | - |
| Details of borrowings with a maturity of over 90 days | | | | |
| Loans availed during the year | 100.00 | - | 784.83 | 884.83 |
| Repayments made during the year | (100.00) | - | - | (100.00) |
| Details of other borrowings | | | | |
| Loans availed during the year | 7,960.30 | - | 6,262.07 | 14,222.37 |
| Repayments made during the year | (7,790.48) | (0.16) | (5,574.80) | (13,365.44) |
| Movement in bank overdrafts (net) | | | | |
| Finance cost | 28.89 | - | 44.94 | 73.83 |
| Interest paid | (28.37) | - | (40.23) | (68.60) |
| Effects of changes in foreign exchange rates | | | | |
| Balance at the end of the year | | | | |
| - Included under current borrowings (refer note 27) | 169.82 | - | 1,472.10 | 1,641.92 |
| - Interest accrued included under other financial liabilities (refer note 29) | 0.52 | - | 4.71 | 5.23 |

* Including interest accrued.

28. Trade payables

| Particulars | ₹ in Crores | |
|--|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Non-current | | |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | | |
| i. Trade payables towards related parties | - | - |
| ii. Trade payables towards others | - | 2.88 |
| Sub-total | - | 2.88 |
| Current | | |
| (a) Total outstanding dues of micro enterprises and small enterprises | 96.94 | 62.36 |
| (b) Total outstanding dues of creditors other than micro enterprises and small enterprises | | |
| i. Trade payables towards related parties (Refer Note 44) | 44.90 | 26.48 |
| ii. Trade payables towards others | 4,962.18 | 4,377.60 |
| Sub-total (a)+(b) | 5,104.02 | 4,466.44 |
| Total | 5,104.02 | 4,469.32 |

The Company has circulated letters to suppliers and based on confirmations received so far from the parties, necessary disclosures relating to Micro and Small Enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 are made in the financial statements in accordance with the Notification No: GSR 719 (E) dated November 16, 2007, issued by the Ministry of Corporate Affairs.

Notes

to the standalone financial statements for the year ended March 31, 2024

| Particulars | ₹ in Crores | |
|--|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Amount due to vendor | | |
| - Principal | 96.94 | 62.36 |
| - Interest | 0.33 | - |
| Amount of interest accrued and remaining unpaid at the end of the year | 0.33 | - |

Ageing of trade payables: non-current and current

The ageing has been determined based on the due date of payment or extended due date, where applicable. Where there is no due date of payment date of transaction has been considered.

March 31, 2024

| Particulars | Not due | Outstanding for following periods from due date of payment | | | | Total |
|----------------------------------|----------|--|-------------|-------------|-------------------|----------|
| | | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| a. MSME | 96.94 | - | - | - | - | 96.94 |
| b. Others | 4,749.60 | 44.02 | 63.45 | 4.52 | 0.93 | 4,862.52 |
| c. Disputed dues - MSME | - | - | - | - | - | - |
| d. Disputed dues - Others | - | - | - | - | 1.92 | 1.92 |
| Sub-total | 4,846.54 | 44.02 | 63.45 | 4.52 | 2.85 | 4,961.38 |
| Unbilled dues - accrued expenses | | | | | | 142.64 |
| Total | | | | | | 5,104.02 |

March 31, 2023

| Particulars | Not due | Outstanding for following periods from due date of payment | | | | Total |
|----------------------------------|----------|--|-------------|-------------|-------------------|----------|
| | | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| a. MSME | 52.01 | 10.35 | - | - | - | 62.36 |
| b. Others | 4,167.93 | 0.30 | 44.20 | 11.05 | 5.31 | 4,228.79 |
| c. Disputed dues - MSME | - | - | - | - | - | - |
| d. Disputed dues - Others | - | - | 0.06 | 0.15 | 0.68 | 0.89 |
| Sub-total | 4,219.94 | 10.65 | 44.26 | 11.20 | 5.99 | 4,292.04 |
| Unbilled dues - accrued expenses | | | | | | 177.28 |
| Total | | | | | | 4,469.32 |

29. Other financial liabilities

| Particulars | ₹ in Crores | |
|--|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Unclaimed dividend* | 1.43 | 1.13 |
| Supplier credit arrangements | 13.42 | 26.65 |
| Interest Accrued but not due on borrowings | 6.96 | 5.23 |
| Sales and Overriding Commission Payable | 69.34 | 79.09 |
| Forward Contract | 0.05 | 3.02 |
| Others | 12.81 | 2.58 |
| Total | 104.01 | 117.70 |

* No amount is due and outstanding to be credited to Investor Education and Protection Fund.

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to the standalone financial statements for the year ended March 31, 2024

30. Other current liabilities

| Particulars | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Statutory liabilities | 109.16 | 98.12 |
| Advances received from customers | 25.51 | 53.86 |
| Creditors for other Liabilities | 56.92 | 55.91 |
| Employee Payables | 49.70 | 56.93 |
| Advance received from related party (Refer Note 44) | - | 58.41 |
| Other liabilities | 14.69 | 12.19 |
| Total | 255.98 | 335.42 |

31. Provisions - current

| Particulars | ₹ in Crores | |
|--------------------------|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Compensated absences | 2.46 | 1.63 |
| Gratuity (refer note 26) | 2.29 | 2.03 |
| Total | 4.75 | 3.66 |

32. Revenue from operations

| Particulars | ₹ in Crores | |
|-------------------------|------------------|------------------|
| | 2023-24 | 2022-23 |
| Sale of products | 39,797.27 | 34,341.69 |
| Sale of services | 1,394.24 | 955.29 |
| Other operating revenue | 36.09 | 44.46 |
| Total | 41,227.60 | 35,341.44 |

| Particulars | ₹ in Crores | |
|--|------------------|------------------|
| | 2023-24 | 2022-23 |
| Gross Sales | 42,387.82 | 36,822.47 |
| Reduction towards other consideration components | (1,160.22) | (1,481.03) |
| Revenue from operations | 41,227.60 | 35,341.44 |

Note: The Company derives its revenue from contracts with customers for the transfer of goods and services at a point in time.

33. Other income

| Particulars | ₹ in Crores | |
|--|-------------|---------|
| | 2023-24 | 2022-23 |
| Income from Bank deposits | 1.75 | 0.25 |
| Dividend from subsidiaries | 409.60 | 491.93 |
| Interest from dealers | 12.14 | 6.57 |
| Income from short term investments | 2.45 | 0.89 |
| Bad debts written off in earlier years recovered | 2.84 | 1.47 |
| Gain on sale of property, plant, and equipment (net) | 47.18 | 1.49 |
| Gain on modification of leases | - | 0.32 |

Notes

to the standalone financial statements for the year ended March 31, 2024

| Particulars | ₹ in Crores | |
|-------------------------------|---------------|---------------|
| | 2023-24 | 2022-23 |
| Interest on income tax refund | 4.42 | - |
| Rental income | 1.06 | 0.44 |
| Other non-operating income | 31.52 | 17.34 |
| Total | 512.96 | 520.70 |

34. Employee benefits expense

| Particulars | ₹ in Crores | |
|---|---------------|---------------|
| | 2023-24 | 2022-23 |
| Salaries and bonus | 220.15 | 208.27 |
| Contribution to provident and other funds | 11.05 | 8.35 |
| Gratuity (refer note 26) | 3.89 | 3.49 |
| Staff welfare expenses | 19.48 | 12.36 |
| Total | 254.57 | 232.47 |

Defined Contribution Plans

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund (PF) and Employees' State Insurance (ESI) Scheme which are defined contribution plans. The Company has no obligations other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue. The amount recognised as an expense towards contribution to provident fund is ₹11.05 Crores (Previous year - ₹8.34 Crores) and employee state insurance is ₹0.00[^] Crores (Previous year - ₹0.01 Crores).

[^] represents amount less than ₹0.01 Crores.

35. Finance costs

| Particulars | ₹ in Crores | |
|---|---------------|--------------|
| | 2023-24 | 2022-23 |
| Interest cost on financial liabilities measured at amortised cost | 175.37 | 73.83 |
| Interest on lease liabilities | 0.78 | 1.25 |
| Other borrowing costs | 3.39 | 2.68 |
| Total | 179.54 | 77.76 |

36. Depreciation and amortisation expense

| Particulars | ₹ in Crores | |
|--|--------------|--------------|
| | 2023-24 | 2022-23 |
| Depreciation of property, plant and equipment (note 4) | 22.13 | 13.45 |
| Depreciation of right-of-use assets (note 5) | 3.42 | 5.68 |
| Depreciation of investment property (note 7) | - | 0.68 |
| Amortisation of intangible assets (note 8) | 10.77 | 6.68 |
| Total | 36.32 | 26.49 |

Notes

to the standalone financial statements for the year ended March 31, 2024

37. Other expenses

| Particulars | ₹ in Crores | |
|---|---------------|---------------|
| | 2023-24 | 2022-23 |
| Rent | 1.05 | 1.01 |
| Warehouse product / handling charges* | 119.82 | 104.90 |
| Repairs and maintenance | 13.40 | 28.54 |
| Software and subscriptions | 61.12 | 25.22 |
| Insurance (net) | 30.50 | 36.52 |
| Rates and taxes | 1.43 | 0.27 |
| Communication expense | 9.70 | 6.94 |
| Travel expense | 15.37 | 15.39 |
| Conveyance charges | 5.14 | 5.28 |
| Provision for trade receivables and other financial asset(net)^ | 14.02 | 25.55 |
| Exchange loss (net) | 9.61 | 5.00 |
| Factoring charges | 19.34 | 15.54 |
| Non-executive/ Independent Directors remuneration | 2.36 | 1.97 |
| Outsourced resource cost | 39.72 | 35.87 |
| Bank charges | 10.49 | 4.64 |
| Sales promotion expenses | 15.34 | 22.42 |
| Corporate social responsibility expenditure (refer note 46) | 18.60 | 14.33 |
| Professional charges | 30.52 | 29.02 |
| Miscellaneous expenses | 15.92 | 23.27 |
| Total | 433.45 | 401.68 |

*Net of recovery from customers

^The amount of provision for trade and other financial asset and bad debts written off against allowance for impairment of trade receivables and other assets are as below:

| Particulars | ₹ in Crores | |
|---|-------------|----------|
| | 2023-24 | 2022-23 |
| Provision for trade Receivables | 16.64 | 22.14 |
| Provision for / (reversal of provision) other financial assets | (2.62) | 3.41 |
| Provision for trade receivables and other financial assets | 14.02 | 25.55 |
| Bad debts written off | 13.75 | 21.14 |
| Less: Bad debts written off against provision for trade receivables | (13.75) | (21.14) |
| Less: Bad debts written off against provision for other assets | - | - |
| Net bad debts on trade receivables and other assets | - | - |

Auditor's Remuneration

| Particulars | ₹ in Crores | |
|--|-------------|---------|
| | 2023-24 | 2022-23 |
| As auditor | | |
| Audit fees towards statutory audit and limited reviews | 1.00 | 0.85 |
| Tax audit | 0.04 | 0.04 |
| Remuneration to branch auditors | 0.16 | 0.06 |
| Certification fees | 0.05 | - |

Notes

to the standalone financial statements for the year ended March 31, 2024

| Particulars | ₹ in Crores | |
|---------------------------------------|-------------|-------------|
| | 2023-24 | 2022-23 |
| In other capacities | | |
| Other services – Centralised approach | 0.63 | 0.26 |
| Other services – Group reporting | 2.65 | 1.64* |
| Re-imburement of expenses | 0.20 | 0.12 |
| Total remuneration | 4.73 | 2.97 |

* reclassified from miscellaneous expenses to conform to the current year classification

38. Earnings per equity share

| Particulars | ₹ in Crores | |
|---|--------------|--------------|
| | 2023-24 | 2022-23 |
| Profit after tax (₹ in Crores) | 1,081.24 | 1,071.88 |
| Weighted average number of equity shares (Basic) | 78,16,92,363 | 78,14,88,590 |
| Earnings per share- Basic ₹ | 13.83 | 13.72 |
| Weighted average number of equity shares (Diluted) | 78,16,92,363 | 78,17,16,132 |
| Earnings per share- Diluted ₹ | 13.83 | 13.71 |
| Face Value per share in ₹ | 2/- | 2/- |
| Weighted average number of equity shares (Basic) | 78,16,92,363 | 78,14,88,590 |
| Add: Effect of stock appreciation rights (dilutive) | - | 2,27,542 |
| Weighted average number of equity shares (diluted) | 78,16,92,363 | 78,17,16,132 |

39. Contingencies and commitments

| Particulars | ₹ in Crores | |
|---|-------------|---------|
| | 2023-24 | 2022-23 |
| a. Claims against the Company not acknowledged as debts | 9.49 | 9.51 |
| b. Disputed tax demands | | |
| Direct tax | 9.25 | 0.43 |
| Indirect taxes | 158.84 | 121.05 |

Other than the information disclosed above, the Company is involved in disputes, proceedings etc. that arose from time to time in the ordinary course of business. The Company is of the view that there would be no material adverse effect, arising out of such disputes/proceedings, on the standalone financial statements. Show cause notices are not considered as contingent liabilities unless converted into demand.

c. Capital commitments

Estimated value of contracts remaining to be executed on capital account and not provided for (net of advances) is ₹6.53 Crores (previous year: ₹6.44 Crores).

40. Lease Expenses

The details of expenses are summarized below:

| Particulars | ₹ in Crores | |
|---|-------------|---------|
| | 2023-24 | 2022-23 |
| Interest on lease liabilities (Included as part of finance cost) | 0.78 | 1.25 |
| Depreciation of right-of-use assets (Included as part of depreciation and amortization expenses) | 3.42 | 5.68 |
| Expenses relating to short-term leases and termination of leases (Included as part of other expenses) | 1.05 | 1.01 |
| Gain on modification of leases (Included as part of other income) | - | (0.32) |

Notes

to the standalone financial statements for the year ended March 31, 2024

Amounts recognised in statement of cash flows

| Particulars | ₹ in Crores | |
|-------------------------------|-------------|---------|
| | 2023-24 | 2022-23 |
| Total cash outflow for leases | (4.29) | (6.43) |

Leases as a lessor

Operating leases

The Company leases out certain assets and has classified these leases as operating leases, because they do not transfer substantially all of the risks and rewards incidental to the ownership of the assets. Rental income recognised by the Company during year ended March 31, 2024 was ₹1.51 Crores (March 31, 2023: ₹4.69 Crores). The rental income pertaining to asset held for sale subsequently sold during the year, amounting to ₹0.45 Crores (March 31, 2023: ₹4.25 Crores) is disclosed as part of other operating revenue under Revenue from operations (Refer note 32) and other rental income amounting to ₹1.06 Crores (March 31, 2023: ₹0.44 Crores) is disclosed as rental income under Other income (Refer note 33). Depreciation expense incurred towards such investment property is disclosed as part of depreciation and amortization expense (refer note 36).

The following table sets out a maturity analysis of lease payments, showing the undiscounted lease payments to be received after the reporting date:

| Particulars | ₹ in Crores | |
|--------------------|-------------|-------------|
| | 2023-24 | 2022-23 |
| Less than one year | 1.06 | 1.66 |
| One to five years | 0.63 | 1.07 |
| Total | 1.69 | 2.73 |

41. Financial instruments

Accounting classifications and fair values

The following table shows the carrying amounts of financial assets and financial liabilities:

| March 31, 2024 | Particulars | Note reference | ₹ in Crores | | |
|---|-----------------------------|----------------|---------------------------------------|----------------|-----------------------|
| | | | Carrying amount | | Total carrying amount |
| | | | Other financial assets-amortised cost | FVTPL - others | |
| Financial assets not measured at fair value | | | | | |
| | Trade receivables | 17 | 6,660.97 | - | 6,660.97 |
| | Cash and cash equivalents | 18 | 137.45 | - | 137.45 |
| | Other bank balances | 19 | 1.75 | - | 1.75 |
| | Other financial assets | 12 and 20 | 43.32 | - | 43.32 |
| Financial assets measured at fair value | | | | | |
| | Forward contract | 20 | - | 1.42 | 1.42 |
| | Total | | 6,843.49 | 1.42 | 6,844.91 |
| Financial liabilities not measured at fair value | | | | | |
| | Borrowings | 27 | 1,594.64 | - | 1,594.64 |
| | Lease liabilities | 25 | 8.27 | - | 8.27 |
| | Trade payables | 28 | 5,104.02 | - | 5,104.02 |
| | Other financial liabilities | 29 | 103.96 | - | 103.96 |
| Financial liabilities measured at fair value | | | | | |
| | Forward contract | 29 | - | 0.05 | 0.05 |
| | Total | | 6,810.89 | 0.05 | 6,810.94 |

The investments in subsidiaries and associate (refer note 11), is accounted at cost less impairment.

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to the standalone financial statements for the year ended March 31, 2024

| March 31, 2023 | Particulars | Note reference | ₹ in Crores | | |
|---|-----------------------------|----------------|---------------------------------------|----------------|-----------------------|
| | | | Carrying amount | | Total carrying amount |
| | | | Other financial assets-amortised cost | FVTPL - others | |
| Financial assets not measured at fair value | | | | | |
| | Trade receivables | 17 | 5,602.04 | - | 5,602.04 |
| | Cash and cash equivalents | 18 | 185.50 | - | 185.50 |
| | Other bank balances | 19 | 4.82 | - | 4.82 |
| | Other financial assets | 12 and 20 | 101.31 | - | 101.31 |
| Financial assets measured at fair value | | | | | |
| | Forward contract | 20 | - | 0.12 | 0.12 |
| | Total | | 5,893.67 | 0.12 | 5,893.79 |
| Financial liabilities not measured at fair value | | | | | |
| | Borrowings | 27 | 1,641.92 | - | 1,641.92 |
| | Lease liabilities | 25 | 10.24 | - | 10.24 |
| | Trade payables | 28 | 4,469.32 | - | 4,469.32 |
| | Other financial liabilities | 29 | 114.68 | - | 114.68 |
| Financial liabilities measured at fair value | | | | | |
| | Forward contract | 29 | - | 3.02 | 3.02 |
| | Total | | 6,236.16 | 3.02 | 6,239.18 |

The Investments in subsidiaries and associate (refer note 11), is accounted at cost less impairment.

The following table shows the fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.

| Particulars | ₹ in Crores | |
|------------------------------|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Financial assets | | |
| Forward contract (Level 2) | 1.42 | 0.12 |
| Financial liabilities | | |
| Forward contract (Level 2) | (0.05) | (3.02) |

The Company enters into foreign exchange forward contracts with banks. These foreign exchange forward contracts are valued using various inputs including the foreign exchange spot and expected forward rates.

42. Financial risk management

The Company's activities expose it to a variety of financial risks such as foreign exchange risk, interest rate risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance. The primary market risk of the Company is credit and foreign exchange risk.

The Company's senior management oversees the management of these risks. The Company's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The financial risk committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured, mitigated and managed in accordance with the Company's policies and risk objectives.

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity, and other market changes. The Company's exposure to market risk is primarily on account of foreign currency risk.

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a. Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates is primary on account of payment in foreign exchange for purchase of goods.

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and highly probable forecast transactions.

Details of derivative exposures are as under:

March 31, 2024

| Particulars | US \$ in Cr | ₹ in Cr | € in Cr | ₹ in Cr | AU \$ in Cr | ₹ in Cr |
|---|-------------|--------------|-------------|-------------|-------------|---------|
| Payables: | | | | | | |
| Foreign currency exposure | 3.98 | 331.57 | 0.05 | 4.45 | - | - |
| Less: Hedged through forward exchange contracts | (3.05) | (254.17) | - | - | - | - |
| Unhedged exposure | 0.93 | 77.41 | 0.05 | 4.45 | - | - |
| Receivables: | | | | | | |
| Foreign currency exposure – unhedged | 0.30 | 25.27 | - | - | ^ | 0.10 |

^Represents value less than AU \$ 0.01 Crores.

March 31, 2023

| Particulars | US \$ in Cr | ₹ in Cr | € in Cr | ₹ in Cr | AU \$ in Cr | ₹ in Cr |
|---|-------------|---------------|-------------|--------------|-------------|---------|
| Payables: | | | | | | |
| Foreign currency exposure | 5.63 | 462.94 | 0.14 | 12.93 | - | - |
| Less: Hedged through forward exchange contracts | (4.03) | (331.40) | (0.00)^ | (0.42) | - | - |
| Unhedged exposure | 1.60 | 131.54 | 0.14 | 12.52 | - | - |
| Receivables: | | | | | | |
| Foreign currency exposure – unhedged | 0.24 | 19.44 | - | - | - | - |

^ Represents value less than € 0.01 Crores.

The un-hedged balances as at the reporting dates are primarily on account of purchase of goods where the Company is in the process of hedging and the balance in vendor account which to a larger extent have natural hedge.

Sensitivity analysis

Sensitivity analysis is carried out for un-hedged foreign exchange risk as at the reporting dates. For every 1% strengthening of Indian Rupees against all relevant uncovered foreign currency transactions profit before tax would be impacted by gain of ₹0.56 Crores (previous year gain of ₹1.24 Crores). Similarly, for every 1% weakening of Indian Rupee against these transactions, there would be an equal and opposite impact on the profit before tax.

b. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company borrows funds to meet its short-term requirements which are at fixed interest rates. Hence, the Company is not exposed to any significant interest rate risk.

c. Credit risk

Credit risk is a risk of financial loss to the Company, if a customer or counterparty to a financial instrument fails to meet its contractual obligations, arises principally from the Company's receivables from customers, loans, and other financial assets. The carrying value of financial assets represents the maximum amount of credit risk.

The Company mitigates credit risk by strict procedures, policies and risk management. The Company has a dedicated independent team to review credit and monitor collection of receivables on a pan India basis. Credit insurance is resorted to most of the receivable and in such cases the credit risk is restricted to 15 % of the receivable value.

Notes

to the standalone financial statements for the year ended March 31, 2024

The concentration of credit risk is limited due to the customer base being large and unrelated. Further, the Company constantly evaluates the quality of trade receivable and provides allowance towards impairment of trade receivables.

In addition to the historical pattern of credit loss, the Company closely monitors its customers and assesses conditions such as change in payment terms, inability of the customer to pay etc. depending on severity of each case. Basis this assessment, the allowance for impairment of trade receivables as at the reporting dates is considered adequate.

Refer note 17 for the movement in the allowance of trade receivables.

d. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Company has built an appropriate liquidity risk management framework for its short, medium, and long-term funding and liquidity requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and un-availed borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial liabilities.

The following table details the Company's remaining contractual maturity for its derivative and non-derivative financial liabilities:

| Particulars | March 31, 2024 | | March 31, 2023 | |
|---|-----------------|--------------|-----------------|--------------|
| | Carrying amount | Cash outflow | Carrying amount | Cash outflow |
| Non-derivative financial liabilities | | | | |
| > 1 year | | | | |
| Trade payables | - | - | 2.88 | 2.88 |
| Lease liabilities | 5.02 | 5.49 | 6.86 | 7.90 |
| < 1 year | | | | |
| Short-term borrowings | 1,594.64 | 1,594.64 | 1,641.92 | 1,641.92 |
| Trade payables | 5,104.02 | 5,104.02 | 4,466.44 | 4,466.44 |
| Lease liabilities | 3.25 | 3.81 | 3.38 | 4.13 |
| Other financial liabilities | 104.01 | 104.01 | 114.68 | 114.68 |
| Derivative financial liabilities | | | | |
| Forward contracts | 1.42 | 1.42 | 3.02 | 3.02 |

43. Financial ratios

| Particulars | March 31, 2024 | March 31, 2023 | Variance % | Reasoning |
|--|----------------|----------------|------------|--|
| Current ratio | 1.35 | 1.30 | 3.85% | |
| Debt-equity ratio (net) | 0.51 | 0.62 | -17.74% | |
| Debt service coverage ratio | 5.98 | 11.09 | -46.08% | Variance is mainly on account of increased Finance cost (₹101.78 crore) |
| Inventory turnover ratio | 15.75 | 15.48 | 1.74% | |
| Trade receivables turnover ratio | 6.72 | 7.47 | -10.04% | |
| Trade payables turnover ratio | 8.26 | 7.26 | 13.77% | |
| Net capital turnover ratio | 10.70 | 15.69 | -31.80% | Variance is mainly on account of increased average capital employed (₹1,601.84 Crores) as against increase of turnover by (₹5,886.16 Crores) |
| Net profit % | 1.63 | 1.64 | -0.61% | |
| Return on equity % | 25.69 | 27.38 | -6.17% | |
| Return on capital employed (Net of cash) % | 26.38 | 35.82 | -26.35% | Decrease is on amount of increase of average net worth (₹496.49 Crores) |

Notes

to the standalone financial statements for the year ended March 31, 2024

| Particulars | March 31, 2024 | March 31, 2023 | Variance % | Reasoning |
|--------------------------------------|----------------|----------------|------------|---------------------------------|
| Return on capital employed (Gross) % | 25.35 | 29.33 | -13.57% | |
| Return on investment % | | | | |
| - Fixed deposits | 5.16 | 4.18 | 23.44% | |
| -Mutual funds | 5.89 | 4.24 | 38.92% | Due to increase in market rates |

All the above ratios have been computed after eliminating one-offs such as dividend income and tax expenses in respect of earlier years.

Formulas for above ratios:

- Current ratio = Current assets/ current liabilities
- Debt equity ratio = (Total Debt - Cash and cash equivalents)/ (Total equity - Investments in subsidiaries)
- Debt service coverage ratio = (Profit before tax – Dividend income + Finance cost) / (Finance cost + Repayment of long-term loans during the year)
- Inventory turnover ratio = (Purchase of traded goods + Changes in inventories of traded goods)/ Average inventories
- Trade receivables turnover ratio = Revenue from operations/ Average trade receivables
- Trade payables turnover ratio = (Purchase of traded goods + Changes in inventories of traded goods)/ Average trade payables
- Net capital turnover ratio = Revenue from operations/ (Average inventories + Average trade receivables – Average trade payables)
- Net profit % = (Net profit after tax – Dividend income – Tax expenses in respect of earlier years)/ Revenue from operations
- Return on equity % = Profit after tax/ (Average equity – Investments in subsidiaries)
- Return on capital employed (Net of cash) % = (Profit before tax + Finance costs)/ (Average capital employed – Investment in subsidiaries - cash and cash equivalents) where Capital employed = Equity + Borrowings.
- Return on capital employed (Gross) % = (Profit before tax + Finance costs)/ (Average capital employed – Investment in subsidiaries)
- Return on investment % = Income generated from invested funds/ Average invested funds in treasury investments.

44. Related party disclosures (As per Ind AS 24 “Related party disclosures”)

a. Key Management Personnel (KMP)

Mr. V S Hariharan, Group CEO*

Mr. Rajiv Srivastava, Managing Director**

Mr. S V Krishnan, Finance Director***

Mr. Ramesh Natarajan, Chief Executive Officer, India Distribution business

Mr. V Ravishankar, Chief Financial Officer

Refer note 45 for details of remuneration paid to KMP.

* Mr. V S Hariharan has been appointed as Group Chief Executive Officer for a period of three years, with effect from September 11, 2023.

** Mr. Rajiv Srivastava resigned on August 11,2023.

*** Mr. SV Krishnan was redesignated as Finance director (whole time) on August 11,2023.

Notes

to the standalone financial statements for the year ended March 31, 2024

b. Names of the related parties

| | |
|--|--|
| Entity having significant influence on the Company | Synnex Technology International Corporation * (Refer Note 22) |
| Subsidiary of entity having significant influence on the Company | Synnex Australia Pty Limited, Australia* |
| Subsidiary and Step-down subsidiary Companies | Redington International Mauritius Limited, Mauritius * |
| | Redington Distribution Pte. Ltd., Singapore * |
| | ProConnect Supply Chain Solutions Limited, India* |
| | Redserv Global Solutions Limited, India * |
| | Redserv Business Solutions Private Limited, India* |
| | Redington Gulf FZE* |
| | Redington Egypt Ltd. (Limited liability company) |
| | Redington Gulf & Co. LLC |
| | Redington Kenya Limited |
| | Cadensworth FZE |
| | Redington Middle East LLC |
| | Ensure Services Arabia LLC |
| | Redington Qatar WLL (refer note (i) and (iii) below) |
| | Ensure Services Bahrain WLL, Kingdom of Bahrain(formerly known as Ensure Services Bahrain SPC) (refer note (iv) below) |
| | Redington Qatar Distribution WLL (refer note (i) below) |
| | Redington Limited (Ghana) |
| | Redington Kenya (EPZ) Limited (refer note (iii) below) |
| | Redington Uganda Limited (Uganda) |
| | Cadensworth United Arab Emirates LLC |
| | Redington Tanzania Limited |
| | Redington Morocco Ltd. |
| | Redington South Africa (Pty) Ltd. (Formerly known as Ensure IT services (Pty) Ltd.) |
| | Redington Gulf FZE Co, Iraq (refer note (iii) below) |
| | Redington Turkey Holdings S.A.R.L.(RTHS) |
| | Arena Bilgisayar Sanayi Ve Ticaret A.S. (refer note (ii) below)* |
| | Arena International FZE (refer note (ii) below) |
| | Redington Bangladesh Limited |
| | Redington SL Private Limited |
| | Redington Rwanda Ltd. |
| | Redington Kazakhstan LLP |
| | Ensure Gulf FZE |
| | Redington South Africa Distribution (PTY) Ltd. (formerly Ensure Technical Services (PTY) Ltd.) |
| | Ensure Middle East Trading LLC (refer note (i) and (iv) below) |
| | Proconnect Supply Chain Logistics FZE (formerly known as Proconnect Supply Chain Logistics LLC) |
| | Redington Senegal Limited S.A.R.L. |
| | Redington Saudi Arabia Distribution Company |
| | Paynet Ödeme Hizmetleri A.S. (refer note (ii) below) |
| | CDW International Trading FZCO |
| | RNDC Alliance West Africa Limited |

Notes

to the standalone financial statements for the year ended March 31, 2024

| | |
|-------------------------|---|
| | Redington Turkey Teknoloji A.Ş. (Formerly known as Linkplus Bilgisayar Sistemleri Sanayi ve Ticaret A.S.) * |
| | Ensure Middle East Technology Solutions LLC (refer note (i) below) |
| | Proconnect Saudi LLC |
| | Redington Distribution Company LLC |
| | Citrus Consulting Services FZ LLC (refer note (iv) below) |
| | Arena Mobile İletişim Hizmetleri ve Tüketici Elektronik Sanayi ve Ticaret A.S. (refer note (ii) below) |
| | Online Elektronik Ticaret Hizmetleri A.S. (refer note (ii) below) |
| | Paynet (Kıbrıs) Ödeme Hizmetleri Limited (refer note (ii) below) |
| | Africa Joint Technical services |
| | Redington Angola Ltd. |
| | Redington Saudi for Trading Co |
| | Redington Bahrain W.L.L.(refer note (i) below) |
| | Redington Gulf FZE Jordan(refer note (i) below) |
| | Arena Connect Teknoloji Sanayi ve Ticaret Anonim Şirketi (formerly Brightstar Telekomünikasyon Dağıtım Ltd. Şti.) (refer note (ii) below) |
| | Arena Connect İletişim ve Servis Limited Şirketi (formerly MPX İletişim ve Servis Limited Şirketi) (Merged with Arena Connect Teknoloji Sanayi ve Ticaret Anonim Şirketi (formerly Brightstar Telekomünikasyon Dağıtım Ltd. Şti.) (refer note (ii) below) |
| | Proconnect Holding Limited |
| | Redington Gulf Arabia for Information Technology |
| | Redington Green Energy Limited (refer note (v) below) |
| | Redington Kazakhstan Technology (refer note (v) below) |
| Associate | Redington (India) Investments Limited, India |
| Subsidiary of associate | Currents Technology Retail (India) Limited, India |

* Represents related parties with whom transactions have taken place.

Notes:

- Although the holding is less than 50% of equity shares, the Group has the power over these companies, is exposed to or has rights to variable returns from its involvement in these Companies and has the ability to exercise its power over these Companies to affect its returns and therefore exercises effective control. Consequently, these entities are considered as the Company's step-down subsidiaries and are consolidated.
- Redington Turkey Holdings S.A.R.L (RTHS), Luxembourg has the power over these companies and has the ability to exercise its power over these companies to affect its returns (through control over the composition of the Board of Directors of Arena Bilgisayar Sanayi Ve Ticaret A.S. (Arena)). Consequently, Arena and its subsidiaries are consolidated in the consolidated financial statements.
- Liquidation in process as at March 31, 2024.
- Liquidated during the year.
- Incorporated during the year & yet to commence operations.
- Sale and Purchase Agreement ('SPA') is executed on February 29, 2024, between Redington Gulf FZE, a wholly-owned subsidiary of the Company, having its registered office at Jebel Ali Free Zone, Dubai, United Arab Emirates ('Seller'), and Business Integrated Operating Systems FZ-LLC, Dubai, United Arab Emirates, ('Purchaser') for the sale of 100% of the equity/ ownership of Citrus Consulting Services FZ-LLC UAE, ('Target'), a wholly-owned subsidiary of the Seller and step down subsidiary of the Company, which is subject to regulatory approvals and fulfilment of conditions precedent as mentioned in the SPA

Notes

to the standalone financial statements for the year ended March 31, 2024

c. Nature of transactions

| Nature of transactions | ₹ in Crores | |
|---|--|--|
| | 2023-24 Entity having significant influence | 2022-23 Entity having significant influence |
| Synnex Mauritius Limited | | |
| Dividend paid | - | 124.47 |
| Reimbursement of expenses by related party | - | 2.07 |
| Amount receivable at the year end | - | 2.44 |
| Synnex Technology International Corporation | | |
| Dividend paid | 118.81 | - |
| Reimbursement of expenses by related party | 2.75 | - |
| Amount receivable at year end | 3.24 | - |
| | | |
| Nature of transactions | ₹ in Crores | |
| | 2023-24 Subsidiary of entity having significant influence | 2022-23 Subsidiary of entity having significant influence |
| Synnex Australia Pty Limited | | |
| Service charges – Income | 0.37 | 0.55 |
| Amount receivable at the year end | 0.09 | 0.10 |
| | | |
| Nature of transactions | ₹ in Crores | |
| | 2023-24 Subsidiary Companies | 2022-23 Subsidiary Companies |
| Redington International Mauritius Limited | | |
| Dividend income | 327.68 | 412.97 |
| Redington Gulf FZE | | |
| Support services including reimbursement of expenses by related party | 20.50 | 14.94 |
| Support services including reimbursement of expenses to related party | 23.23 | 3.87 |
| Amount receivable at the year end | 8.12 | 16.24 |
| Amount payable at the year end | 7.22 | 3.87 |
| Redington Distribution Pte. Limited | | |
| Dividend income | 81.92 | 78.90 |
| Service charges – Reimbursement of expenses | - | 2.73 |
| Support services including reimbursement of expenses by related party | 1.40 | 2.54 |
| Support services including reimbursement of expenses to related party | 3.37 | - |
| Amount receivable at the year end | 0.27 | 2.03 |
| Amount payable at the year end | 1.64 | 0.10 |
| ProConnect Supply Chain Solutions Limited | | |
| Sales / Service income | 0.13 | 0.12 |
| Rental income | 1.50 | 4.65 |
| Warehouse / Product handling charges – expense | 132.61 | 111.87 |
| Support services including reimbursement of expenses by related party | 2.04 | 1.09 |
| Support services including reimbursement of expenses to related party | 0.09 | 0.31 |
| Sale of fixed asset | 91.96 | - |
| Security Deposit received | - | 0.53 |

Notes

to the standalone financial statements for the year ended March 31, 2024

| Nature of transactions | ₹ in Crores | |
|---|------------------------------------|------------------------------------|
| | 2023-24 Subsidiary Companies | 2022-23 Subsidiary Companies |
| Investment made during the year | - | 80.00 |
| Amount receivable at the year end | 0.60 | 1.28 |
| Advance received against sale of Property | - | 58.41 |
| Security Deposit payable | 0.53 | 0.53 |
| Amount payable at the year-end | 33.77 | 15.76 |
| Redserv Global Solutions Limited | | |
| Rental income | 0.01 | 0.04 |
| Service charges – expense | 28.07 | 25.10 |
| Investment made during the year | - | 2.50 |
| Sale of Fixed Asset | 0.14 | 1.80 |
| Support services including reimbursement of expenses by related party | 0.58 | 0.48 |
| Support services including reimbursement of expenses to related party | 0.17 | 0.85 |
| Amount payable at the year end | 2.93 | 3.49 |
| Amount receivable at the year end | 0.05 | 0.01 |
| Redington Turkey Teknoloji A S | | |
| Support services including reimbursement of expenses by related party | 0.36 | - |
| Amount receivable at the year end | 0.07 | - |
| Arena Bilgisayar Sanayi Ve Ticaret A.S. | | |
| Support services including reimbursement of expenses by related party | 1.38 | - |
| Amount receivable at the year end | 1.42 | - |

| Nature of transactions | ₹ in Crores | |
|------------------------|--|--|
| | 2023-24 Key Management Personnel | 2022-23 Key Management Personnel |
| Dividend paid | 0.02 | 0.90 |

45. Remuneration to KMPs

| Nature of transactions | ₹ in Crores | |
|--------------------------------|--------------|--------------|
| | 2023-24 | 2022-23 |
| Salaries and bonus | 11.30 | 12.72 |
| Contribution to Provident Fund | 0.29 | 0.36 |
| Incentives | 3.21 | 1.44 |
| Total remuneration | 14.80 | 14.52 |

- Provision for gratuity and compensated absences are based on an actuarial valuation performed on an overall Company basis and hence excluded above.
- The above remuneration cost includes cost incurred by Redington Limited on behalf of the other group entities.

Notes

to the standalone financial statements for the year ended March 31, 2024

46. Corporate social responsibility

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. A CSR committee has been formed by the company as per the Act. The CSR funds were primarily utilized throughout the year on activities which are specified in Schedule VII of the Companies Act, 2013 through the 'Foundation for CSR @ Redington' trust formed to carry out the Company's CSR activities.

| Particulars | ₹ in Crores | |
|---|--|--|
| | 2023-24 | 2022-23 |
| i) Amount required to be spent by the Company during the year | 18.60 | 14.33 |
| ii) Amount of expenditure incurred [^] | 13.67 | 11.90 |
| iii) Shortfall at the end of the year* | 4.93 | 2.43 |
| iv) Total of previous years' shortfall | 0.32 | 1.26 |
| v) Reason for shortfall | Pertaining to ongoing projects | Pertaining to ongoing projects |
| vi) Nature of CSR activities | Promoting education and healthcare and Ensuring environment sustainability | Promoting education and healthcare and Ensuring environment sustainability |
| vii) Where a provision is made with respect to a liability incurred by entering a contractual obligation. | Yes | Yes |

Movement in CSR provision:

| Particulars | ₹ in Crores | |
|--|-------------|-------------|
| | 2023-24 | 2022-23 |
| Balance at the beginning of the year | 3.69 | 3.88 |
| Add: Provision created for previous years shortfall | - | - |
| Less: Amount spent pertaining to previous year shortfall | (3.37) | (2.62) |
| Total of previous year shortfall | 0.32 | 1.26 |
| Add: Provision created for current year shortfall | 4.93 | 2.43 |
| Balance at the end of the year | 5.25 | 3.69 |

[^] The contribution made by the Company to 'Foundation for CSR @ Redington' trust formed for the purpose of carrying out these CSR activities is ₹13.67 Crores(previous year: ₹11.90 Crores), which includes ₹0.15 Crores spent towards impact assessment.

* The unspent amount was transferred to unspent CSR account within 30 days from the end of the financial year, in accordance with the Companies Act, 2013 read with the CSR Amendment Rules. Shortfall of the end of the year includes impact assessment of ₹0.29 Crores spent subsequently.

47. Segment Reporting

Since the Company prepares consolidated financial statements, segment information has been disclosed in the consolidated financial statements as per Ind AS-108 "Operating Segment".

Notes

to the standalone financial statements for the year ended March 31, 2024

48. Stock Appreciation Rights

Details of Stock Appreciation Rights

The Company had formulated 'Redington Stock Appreciation Right Scheme 2017' ("SAR Scheme 2017") with an intent to reward the employees of the Company and its subsidiaries for their performance and to motivate them to contribute to the growth and profitability of the Company. The maximum number of shares to be issued against the Stock Appreciation Rights (SARs) shall not exceed 86,81,681 equity shares of ₹2/- each as adjusted for any changes in the capital structure of the Company. Pursuant to the approval of SAR Scheme 2017 by the members of the Company, the Nomination and Remuneration Committee of the Board of Redington Limited on December 30, 2017 approved the grant of 81,79,000 SARs to the employees of the Company and its subsidiaries.

Each SAR entitles the eligible employees and directors to receive equity shares of the Company equivalent to the increase in value of one equity share ('Appreciation'). Appreciation is calculated by reducing the issue price / base price from the reported closing price of the equity shares in the NSE / BSE where there is highest trading, on the day prior to the date of exercising of these SARs and multiplying the resultant with the number of SARs exercised.

These SARs vest over a period of 3 years from the date of the grant in the following manner:

10% of the SARs vest after a period of one year from the grant date, 20% of the SARs vest after a period of two years from the grant date and 70% of the SARs vest after a period of three years from the grant date. These SARs are exercisable within a period of three years from the respective date of vesting.

Certain SARs granted to the members of senior management team as identified by the Nomination and Remuneration committee have an associated performance condition. Of the total SARs granted to senior management team, 35% of the SARs that would vest at the end of 3 years from the date of the grant are subject to the performance conditions. As the Company has not met the performance condition, all the performance linked SAR lapsed during the earlier years. The Company has used the Black-Scholes Option Pricing Model to determine the fair value of the SARs based on which the compensation cost for the previous year has been computed.

The said SAR Scheme is in compliance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Details of SARs granted are as follows:

| a. Details of SAR | Particulars |
|--|--|
| Date of grant | December 30, 2017 |
| Fair value at grant date (weighted average) | ₹71.99 per SAR |
| Exercise/ Base price | ₹148.50 (15% discount to the closing market price of ₹174.60 at NSE on December 29, 2017) date prior to the date of grant |
| Exercise/ Base price after issue of bonus shares | ₹74.25 |
| Vesting commences on | December 30, 2018 |
| Vesting requirement | The SARs granted would be vested subject to the time and performance conditions as may be decided by the Compensation Committee from time to time. |
| Maximum term of SARs granted | 3 years from the date of vesting |
| Method of settlement | Equity shares of the Company |

Notes

to the standalone financial statements for the year ended March 31, 2024

| Particulars | March 31, 2024 | March 31, 2023 |
|---|--------------------|-------------------|
| | Units (in numbers) | |
| b. Details of movement in SARs granted during the year | | |
| SARs outstanding at the beginning of the year | 4,15,770 | 6,30,070 |
| SARs lapsed during the year after the date of issue of bonus shares | 45,500 | 30,000 |
| SARs exercised after the date of issue of bonus shares | 370,270 | 1,84,300 |
| SARs outstanding at the end of the year | - | 4,15,770 |
| SARs exercisable at the end of the year | - | 4,15,770 |
| Total number of shares allotted on exercise of SAR during the year | 2,13,660 | 104,190 |
| Total number of shares yet to be allotted on exercise of SAR at the end of the year | - | - |
| c. Range of exercise prices of SARs outstanding at the end of the year | ₹2 | ₹2 |
| d. Weighted average remaining contractual life (in years) | - | 0.75 |
| e. The fair value has been calculated using the Black Scholes Option Pricing model. The Assumptions used in the model on a weighted average basis at the time of the grant are as follows | | Assumption values |
| 1. Risk free interest rate | | 7.02% |
| 2. Expected life (in years) | | 4.10 |
| 3. Expected volatility | | 35.72% |
| 4. Dividend yield | | 1.20% |
| 5. Price of the underlying share in market at the time of the option grant. (₹) | | 174.60 |

The variables / assumptions used at the time of the grant for calculating the fair value using the above model and their rationale are as follows:

i. Stock price

The closing market price of the Company's share on the date prior to the date of grant as quoted on the National Stock Exchange (NSE) has been considered for the purposes of right valuation.

ii. Volatility

Volatility is a measure of the amount by which the stock price has fluctuated or is expected to fluctuate during a period. The measure of volatility used in the Black-Scholes right pricing model is the annualised standard deviation of the continuously compounded rates of return on the stock over a period of time.

In determining volatility, the Company considers the historical volatility of the stock over the most recent period that is generally commensurate with the expected life of the right being valued. Volatility has been calculated based on the daily closing market price of the Company's stock price on NSE over these years.

iii. Risk free interest rate

The risk-free interest rate considered for the calculation is the interest rate applicable for maturity equal to the expected life of the rights based on the zero-coupon yield curve for Government Securities.

iv. Exercise / base price

Exercise / base price of ₹148.50 is considered in the original valuation.

v. Expected Life of SAR's

Expected Life of SAR is the period over which the Company expects the SAR to be exercised. The minimum life of SAR is the minimum period before which the SAR cannot be exercised. The maximum life is the period after which the SAR cannot be exercised.

The expected life of rights is calculated as the average of the minimum life (vesting period) and the maximum life (i.e. vesting period + exercise period).

vi. Expected dividend yield

Expected dividend yield has been calculated based on the final dividend declared during the preceding financial year.

Notes

to the standalone financial statements for the year ended March 31, 2024

f. Expense recognised in Statement of profit and loss

The Company has recognised costs with respect to those SARs which were issued to the employees and directors of the Company in the statement of profit and loss under employee benefit expenses.

g. Amount recognised as deemed cost of investments in subsidiaries

The Company has recognised the cost of those SARs which were issued to the employees and directors of the subsidiaries as the deemed cost of investments.

49. Balances outstanding with Struck-off companies

| ₹ in Crores | | | |
|---------------------------------------|---|---------------------|--------------------------------------|
| Name of Struck-off Company | Nature of Transaction with Struck-off Company | Balance Outstanding | Relationship with struck-off company |
| Great Eastern Trading Co Ltd. | Receivables | 0.01 | Customer |
| Routeget Technologies Pvt. Ltd. | Receivables | ^ | Customer |
| Senfotech Solution Pvt. Ltd. | Receivables | ^ | Customer |
| Missan Technology Solutions Pvt. Ltd. | Receivables | ^ | Customer |

^ Represents amount less than ₹ 0.01 Crores.

49. a. Equity Shares Held by Struck-off Companies

| Name of Struck-off Company | No of Equity Shares Held |
|-------------------------------|--------------------------|
| Unicon Fincap Private Limited | 2,166 |
| Kothari Intergroup Ltd. | 4 |

50. Additional regulatory information

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. 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.

Notes

to the standalone financial statements for the year ended March 31, 2024

51. There are no subsequent events from the reporting date till the date of signing of financial statements.

52. The company uses 4 application systems for its business operations and accounting. Audit trail was enabled during the year in the applications used for maintaining books of account and sale of services. The application system used for customer master creation and maintenance is proposed to be migrated to a new system with audit trail feature in the ensuing year. Further, the company is in the process of enabling audit trail feature for the application system used by the foreign branch and the same is expected to be completed in the next financial year. The company has established and maintained adequate internal controls over its financial reporting.

53. These standalone financial statements were approved for issue by the Board of Directors on May 15, 2024.

for and on behalf of the Board of Directors

V S Hariharan

Group Chief Executive Officer

S V Krishnan

Finance Director (Whole-time)
DIN: 07518349

B Ramaratnam

Independent Director
DIN:07525213

Ramesh Natarajan

Chief Executive Officer
India Distribution business

V Ravishankar

Chief Financial Officer

K Vijayshyam Acharya

Company Secretary

Place: Chennai

Date: 15 May, 2024

Independent Auditor's Report

To
The Members of Redington Limited (formerly known as Redington (India) Limited)

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Redington Limited (the "Parent"), (formerly known as Redington (India) Limited), (the Parent and its subsidiaries together referred to as the "Group") which includes the Group's share of loss in its associate (including its subsidiary), which comprise the Consolidated Balance Sheet as at March 31, 2024, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of the subsidiaries and associate (including its subsidiary) referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS"), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2024, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its associate (including its subsidiary) in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

| Sr. No. | Key Audit Matter | Auditor's Response |
|---------|--|--|
| 1 | <p>Supplier Rebates</p> <p>The Group is entitled to price support from the suppliers in the form of rebates (also referred to as backend income). The Group estimates rebates that are recognised in accordance with the percentage of achievement of the rebate contract terms as at the end of the reporting period. There are various types of rebate programs, with unique terms, transactions with different suppliers and the calculation of which involves manual process.</p> <p>The quantum of rebates recorded against cost of purchase of traded goods / services are significant in relation to the profits. Accordingly, determination of the Group's entitlement to such rebates, its accuracy and completeness of rebates recorded, were areas of focus for our audit and were identified as one of the key audit matters.</p> | <p>The principal audit procedures performed by us in respect of the key audit matter is summarized below:</p> <ul style="list-style-type: none"> • Obtained an understanding of the processes relating to recognition and measurement of supplier rebates. • Evaluated the design and implementation and tested operating effectiveness of controls, relating to recognition and measurement of supplier rebates. • Obtained the rebate tracker maintained by the Management and reconciled the same with the books of account to ensure all eligible rebates have been accounted for in the reporting period. • On a sample basis: <ul style="list-style-type: none"> a) Perused the schemes announced through various channels to assess the eligibility of the supplier rebates to be recorded. b) Verified the supplier rebate scheme workings with the underlying documents to test accuracy of the amount recorded. |

| Sr. No. | Key Audit Matter | Auditor's Response |
|---------|---|--|
| | See note 2(e)(viii) to the consolidated financial statements. | <ul style="list-style-type: none"> c) Performed review of the rebates recorded subsequent to the year end to validate the appropriateness of the rebates accrued as at the Balance Sheet date. d) Tested the vendor-wise reconciliation for select vendors to identify unrecorded rebates, if any. <ul style="list-style-type: none"> • Reviewed the ageing of rebate receivables and on a sample basis tested subsequent collections and adjustments. |
| 2 | <p>Inventory provisioning:</p> <p>The Group is primarily engaged in the sale of communication products, consumer and enterprise electronic products and components. However, due to rapid changes in technology, the short life cycle of electronic products, and the prices being highly affected by market fluctuation, there is a high risk of incurring inventory valuation losses. As management's judgement on determining net realisable value of inventory is relatively subjective and the amount of inventory is material to the financial statements, we have considered provision for inventory as one of the key audit matters. See note 2(e)(vii), 4(f) and 14 to the consolidated financial statements.</p> | <p>The principal audit procedures performed by us in respect of the key audit matter is summarized below:</p> <ul style="list-style-type: none"> • Obtained the Inventory ageing report and performed tests to validate the ageing. • Evaluated the design and implementation and tested operating effectiveness of controls, relating to provisioning for inventory. • Performed retrospective review of inventory ageing and obtained information related to aged inventory which has been subsequently sold, on a sample basis. • Assessed whether the provisioning policy of the management has been determined on an appropriate basis and is applied in a manner consistent between comparative and current periods of the financial statements and discuss with the management to test exceptions, if any. • Assessed if the provision is adequate in comparison to the net realisable value of inventories. For selected samples, verified underlying documents to support accuracy of the net realisable value considered. • Calculated the days since last sale for inventory items and item-wise inventory holding days to identify slow moving inventory, if any, and assess the adequacy of management provision for the same. |
| 3 | <p>Taxation related matters</p> <p>Determination of tax provision and assessment of contingent liabilities in respect of certain tax matters relating to a subsidiary company, involves judgment, interpretation of laws, regulations, judicial pronouncements, etc. Judgment is also required in assessing the range of possible outcomes for the above matter. The subsidiary company makes an assessment to determine the outcome of these matters and decides to create a provision or consider it to be a possible contingent liability in accordance with applicable accounting standards. Accordingly, tax provisions and contingent liabilities are areas of focus in the audit for the subsidiary company. See note 2(e) (v), 4(m), 4(n) and 38 of the consolidated financial statements.</p> | <p>The principal audit procedures performed by us in respect of the key audit matter is summarised below:</p> <ul style="list-style-type: none"> • Obtained an understanding of the management process for:- <ul style="list-style-type: none"> i. identification of tax matters initiated against the Subsidiary Company; ii. assessment of accounting treatment for each such matter identified under accounting principles of Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets; and Measurement of amounts involved. • Evaluated the design and implementation and tested operating effectiveness of controls, relating to the above process. • Obtained an understanding of the facts of the identified tax matters relating to the subsidiary company. • Evaluated judgements used in respect of estimates of provisions, exposures and contingencies. • Involved our tax specialists to review sample assessment orders and other correspondences and documents obtained by the subsidiary company for key tax matters. • Considered professional advice received by the subsidiary company, wherever applicable, the outcome of previous claims, relevant judicial pronouncements and developments in the tax environment. <p>Tested the accuracy of the amounts accounted as a provision and also evaluated the appropriateness of disclosures on provisions and contingencies related to the subsidiary made in the consolidated financial statements.</p> |

Independent Auditor's Report

Information Other than the Financial Statements and Auditor's Report Thereon

- The Parent's Board of Directors is responsible for the other information. The other information comprises the Board of Director's Report, Management discussion and analysis report, Corporate Governance Report and Business Responsibility and Sustainability Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. The Board of Director's Report, Management discussion and analysis report, Corporate Governance Report and Business Responsibility and Sustainability Report are expected to be made available to us after the date of this auditor's report.
- Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiaries and associate (including its subsidiary) audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries and associate (including its subsidiary), is traced from their financial statements audited by the other auditors.
- When we read the Board of Director's Report, Management discussion and analysis report, Corporate Governance Report and Business Responsibility and Sustainability Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group including its associate (including its subsidiary) in accordance with the

accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associate (including its subsidiary) are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associate (including its subsidiary) for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associate (including its subsidiary) are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intend to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate (including its subsidiary) are also responsible for overseeing the financial reporting process of the Group and of its associate (including its subsidiary).

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate (including its subsidiary) to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate (including its subsidiary) to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate (including its subsidiary) to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the consolidated financial statements of which we are the independent auditors. For the other entities or business activities included in the consolidated financial statements, which have been audited by the other auditors,

such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial information of three overseas step-down subsidiaries included in the consolidated financial statements, whose financial information reflect total assets of ₹4,627.21 Crores as at March 31, 2024, total revenues of ₹14,233.65 Crores and net cash inflows amounting to ₹99.06 Crores for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss after tax of Nil and total comprehensive loss of Nil for the year ended March 31, 2024, as considered in the consolidated financial statements, in respect of the associate (including its subsidiary), whose financial statements have not been audited by us. These financial statements / financial

Independent Auditor's Report

information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of three overseas step-down subsidiaries and associate (including its subsidiary) and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid three overseas step-down subsidiaries and associate (including its subsidiary), is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements of the subsidiaries, associate (including its subsidiary) referred to in the Other Matters section above we report, to the extent applicable that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law maintained by the Group, its associate (including its subsidiary) including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books except in relation to compliance with the requirements of audit trail as stated in paragraph (i) (vi) below.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

- e) On the basis of the written representations received from the directors of the Parent as on March 31, 2024 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies and associate company (including its subsidiary) incorporated in India, none of the directors of the Group companies and associate company (including its subsidiary) incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) The modification relating to the maintenance of accounts and other matters connected therewith, is as stated in paragraph (b) above.
- g) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent, subsidiary companies and associate company (including its subsidiary) incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of those companies.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the auditor's reports of subsidiary companies and associate (including its subsidiary) incorporated in India, the remuneration paid by the Parent, subsidiary companies and associate (including its subsidiary) to their respective directors during the year is in accordance with the provisions of section 197 of the Act.
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associate (including its subsidiary) - Refer Note 38 to the consolidated financial statements.

- ii. The Group and its associate (including its subsidiary) did not have any material foreseeable losses on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by its subsidiary companies and associate (including its subsidiary) incorporated in India.
- iv. (a) The respective Managements of the Parent, its subsidiaries and associate (including its subsidiary) which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries and associate (including its subsidiary) respectively that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or any of such subsidiaries and associate (including its subsidiary) to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent or any of such subsidiaries and associate (including its subsidiary) ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The respective Managements of the Parent, its subsidiaries and associate (including its subsidiary) which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such

subsidiaries and associate (including its subsidiary) respectively that, to the best of their knowledge and belief, no funds have been received by the Parent or any of such subsidiaries and associate (including its subsidiary) from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent or any of such subsidiaries and associate (including its subsidiary) shall, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries and associate (including its subsidiary) which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The final dividend proposed in the previous year, declared and paid by the Parent, whose financial statements have been audited under the Act during the year is in accordance with section 123 of the Act.

The subsidiaries and associate (including its subsidiary) which are companies incorporated in India, whose financial statements have been audited under the Act, have not declared or paid any dividend during the year.

Independent Auditor's Report

The Parent and its associate (including its subsidiary) has not proposed final dividend for the year.

The Board of Directors of the subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, where applicable, have proposed final dividend for the year which is subject to the approval of the members of the subsidiaries at the ensuing respective Annual General Meetings. Such dividend proposed is in accordance with section 123 of the Act, as applicable.

- vi. Based on our examination which included test checks, and based on the other auditor's reports of its subsidiary companies and associate (including its subsidiary) incorporated in India whose financial statements have been audited under the Act, the Parent Company, its subsidiary companies and associate (including its subsidiary) incorporated in India have used accounting softwares for maintaining their respective books of account for the financial year ended March 31, 2024, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares except that:

In respect of Parent:

- where an accounting software used in a foreign branch of the Parent, the audit trail feature was not enabled throughout the year.
- where an accounting software is used for maintaining its books of account and another software used for the sale of services, the audit trail feature was not enabled to log any direct data changes during the period April 1, 2023 to May 20, 2023 and April 1, 2023 to November 30, 2023 respectively.

- where a software is operated by a third party software service provider, for maintaining customer master creation and maintenance, in absence of an independent auditor's systems and organisation control report covering the audit trail requirement, we are unable to comment whether the audit trail feature of the said software was enabled and operated throughout the year for all relevant transactions recorded in the software or whether there were any instances of the audit trail feature being tampered with.

In respect of two subsidiaries incorporated in India:

- the accounting softwares used by those subsidiaries for maintaining its books of account for the financial year ended March 31, 2024, the audit trail feature was not enabled to log any direct data changes during the period April 1, 2023 to January 25, 2024 in one subsidiary and April 1, 2023 to May 20, 2023 in another subsidiary.

Refer note 52 to the consolidated financial statements.

Further, during the course of our audit, we and the respective other auditors, whose reports have been furnished to us by the Management of the Parent Company, have not come across any instance of audit trail feature being tampered with, in respect of accounting softwares for the period for which the audit trail feature was operating.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended March 31, 2024.

- 2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said respective companies included in the consolidated financial statements except for the following:

| Name of the company | CIN | Nature of relationship | Clause Number of CARO report with qualification or adverse remark |
|---|-----------------------|------------------------|---|
| ProConnect Supply Chain Solutions Limited | U63030TN2012PLC087458 | Subsidiary | Clauses (iii)(c), (iii)(d) |

For Deloitte Haskins & Sells

Chartered Accountants
(Firm's Registration No.008072S)

Ananthi Amarnath

Partner
(Membership No. 209252)
UDIN: 24209252BKGSWI1808

Place: Chennai
Date: May 15, 2024

Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1(g) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the “Act”)

In conjunction with our audit of the consolidated financial statements of the Company as at and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial statements of Redington Limited (hereinafter referred to as “Parent”) (formerly known as Redington (India) Limited) and its subsidiary companies, which includes internal financial controls with reference to consolidated financial statements of associate (including its subsidiary), which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent, its subsidiary companies and its associate (including its subsidiary), which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal control with reference to consolidated financial statements criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Parent, its subsidiary companies and associate (including its subsidiary) which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the

audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies, associate (including its subsidiary), which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Parent, its subsidiary companies and, its associate (including its subsidiary), which are companies incorporated in India.

Meaning of Internal Financial Controls with reference to consolidated financial statements

A company’s internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised

acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, Parent, its subsidiary companies and its associate companies (including its subsidiary), which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated

financial statements were operating effectively as at March 31, 2024, based on the criteria for internal financial control with reference to consolidated financial statements established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to associate (including its subsidiary), which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matter.

For Deloitte Haskins & Sells

Chartered Accountants
(Firm’s Registration No.008072S)

Ananthi Amarnath

Partner
(Membership No. 209252)
UDIN: 24209252BKGSWI1808

Place: Chennai
Date: May 15, 2024

Consolidated Balance Sheet

as at March 31, 2024

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

| Particulars | Note | As at March 31, 2024 | As at March 31, 2023 |
|---|---------|-------------------------|-------------------------|
| ASSETS | | | |
| Non-current assets | | | |
| Property, plant and equipment | 5 (a) | 274.25 | 275.90 |
| Right-of-use-assets | 39 | 171.24 | 204.27 |
| Capital work-in-progress | 6 | 0.55 | 8.12 |
| Investment property | 9 | 12.41 | 11.37 |
| Goodwill | 7 | 85.98 | 85.00 |
| Other intangible assets | 5 (b) | 316.91 | 300.89 |
| Intangible assets under development | 8 | 5.83 | 3.99 |
| Financial assets | | | |
| Trade receivables | 16 | 3.76 | 12.15 |
| Other financial assets | 19 | 21.23 | 22.43 |
| Deferred tax assets (net) | 12 | 88.51 | 45.38 |
| Income tax assets (net) | 11 | 136.22 | 72.16 |
| Other non-current assets | 13 | 114.77 | 104.03 |
| Total non-current assets | | 1,231.66 | 1,145.69 |
| Current assets | | | |
| Inventories | 14 | 6,652.82 | 7,085.26 |
| Financial assets | | | |
| Investments | 15 | - | 34.35 |
| Trade receivables | 16 | 13,934.38 | 12,030.05 |
| Cash and cash equivalents | 17 (a) | 1,612.07 | 1,858.85 |
| Other bank balances | 17 (b) | 8.60 | 91.79 |
| Loans | 18 | - | - |
| Other financial assets | 19 | 294.85 | 354.21 |
| Other current assets | 20 | 659.31 | 683.01 |
| Total current assets | | 23,162.03 | 22,137.52 |
| Assets held for sale | 10 | - | - |
| Total assets | | 24,393.69 | 23,283.21 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Equity share capital | 21 | 156.35 | 156.31 |
| Other equity | 22 & 23 | 7,392.37 | 6,771.04 |
| Equity attributable to the shareholders of the Company | | 7,548.72 | 6,927.35 |
| Non-controlling interests | 24 | 313.23 | 365.82 |
| Total equity | | 7,861.95 | 7,293.17 |

Consolidated Balance Sheet

as at March 31, 2024

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

| Particulars | Note | As at March 31, 2024 | As at March 31, 2023 |
|--|------|-------------------------|-------------------------|
| Liabilities | | | |
| Non-current liabilities | | | |
| Financial liabilities | | | |
| Borrowings | 25 | 38.73 | 50.46 |
| Lease liabilities | 26 | 81.76 | 120.77 |
| Trade payables | 28 | - | - |
| (A) total outstanding dues of micro enterprises and small enterprises | | - | - |
| (B) total outstanding dues of creditors other than micro enterprises and small enterprises | | - | 2.88 |
| Other financial liabilities | 29 | 6.41 | - |
| Provisions | 27 | 189.22 | 176.60 |
| Deferred tax liabilities (net) | 12 | 6.85 | 5.52 |
| Others non-current liabilities | 30 | 0.71 | - |
| Total non-current liabilities | | 323.68 | 356.23 |
| Current liabilities | | | |
| Financial liabilities | | | |
| Borrowings | 25 | 2,768.23 | 3,076.91 |
| Lease liabilities | 26 | 69.49 | 72.66 |
| Trade payables | 28 | - | - |
| (A) total outstanding dues of micro enterprises and small enterprises | | 99.20 | 66.06 |
| (B) total outstanding dues of creditors other than micro enterprises and small enterprises | | 11,769.54 | 10,905.05 |
| Other financial liabilities | 29 | 316.39 | 277.78 |
| Other current liabilities | 30 | 934.94 | 974.15 |
| Provisions | 27 | 50.23 | 44.64 |
| Current tax liabilities (net) | 11 | 200.04 | 216.56 |
| Total current liabilities | | 16,208.06 | 15,633.81 |
| Total liabilities | | 16,531.74 | 15,990.04 |
| Total equity and liabilities | | 24,393.69 | 23,283.21 |

See accompanying notes forming part of the consolidated financial statements

As per our report of even date attached for and on behalf of the Board of Directors for **Deloitte Haskins and Sells**

Chartered Accountants
Firm Registration No. 008072S

Ananthi Amarnath
Partner
Membership No: 209252
Place: Chennai

V S Hariharan
Group Chief Executive Officer
Place: Chennai

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

B Ramaratnam
Independent Director
DIN:07525213
Place: Chennai

Viswanath Pallasena
Chief Executive Officer - MEA
Place: Dubai

Ramesh Natarajan
Chief Executive Officer -
India Distribution Business
Place: Chennai

V Ravishankar
Chief Financial Officer
Place: Chennai

K Vijayshyam Acharya
Company Secretary
Place: Chennai

Date: May 15, 2024

Consolidated Statement of Profit and Loss

for the year ended March 31, 2024

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

| Particulars | Note | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|------|--------------------------------------|--------------------------------------|
| Revenue from operations | 31 | 89,345.71 | 79,376.78 |
| Other income (net) | 32 | 263.84 | 141.93 |
| Total income | | 89,609.55 | 79,518.71 |
| Expenses | | | |
| Purchases of traded goods | | 83,693.99 | 77,073.02 |
| Changes in inventories of traded goods | | 586.54 | (2,440.19) |
| Employee benefits expense | 33 | 1,289.44 | 1,168.41 |
| Finance costs | 34 | 385.31 | 271.86 |
| Depreciation and amortisation expense | 35 | 181.10 | 155.40 |
| Other expenses | 36 | 1,898.52 | 1,456.74 |
| Total expenses | | 88,034.90 | 77,685.24 |
| Profit before share of loss of associate and tax | | 1,574.65 | 1,833.47 |
| Share of Loss of Associate | | - | - |
| Profit before tax | | 1,574.65 | 1,833.47 |
| Tax expense | | | |
| Current tax | | 382.96 | 408.75 |
| Deferred tax | | (46.92) | (14.67) |
| Total tax expense | 11 | 336.04 | 394.08 |
| Profit for the year (A) | | 1,238.61 | 1,439.39 |
| Other comprehensive income | | | |
| Items that will not be reclassified to profit or loss | | | |
| Re-measurement of defined benefit liability | | 2.68 | 10.08 |
| Income tax relating to item above | | 0.40 | 0.12 |
| Net other comprehensive income that will not be reclassified to profit or loss | | 3.08 | 10.20 |

Consolidated Statement of Profit and Loss

for the year ended March 31, 2024

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

| Particulars | Note | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|--|------|--------------------------------------|--------------------------------------|
| Items that will be reclassified to profit or loss | | | |
| Exchange differences in translating the financial statements of foreign operations | | (107.76) | 234.69 |
| Income tax relating to item above | | (0.19) | (0.70) |
| Net other comprehensive income that will be reclassified to profit or loss | | (107.95) | 233.99 |
| Total other comprehensive income (B) | | (104.87) | 244.19 |
| Total comprehensive income for the year (A+B) | | 1,133.74 | 1,683.58 |
| Profit for the year attributable to | | | |
| Shareholders of the Company | | 1,218.62 | 1,392.56 |
| Non-controlling interests | | 19.99 | 46.83 |
| Other comprehensive income for the year attributable to | | | |
| Shareholders of the Company | | (34.48) | 253.74 |
| Non-controlling interests | | (70.39) | (9.55) |
| Total comprehensive income for the year attributable to | | | |
| Shareholders of the Company | | 1,184.14 | 1,646.30 |
| Non-controlling interests | | (50.40) | 37.28 |
| Earnings per equity share (Face value ₹2 each) | 37 | | |
| Basic (in ₹) | | 15.59 | 17.82 |
| Diluted (in ₹) | | 15.59 | 17.81 |

See accompanying notes forming part of the consolidated financial statements

As per our report of even date attached for and on behalf of the Board of Directors for **Deloitte Haskins and Sells**Chartered Accountants
Firm Registration No. 008072S**Ananthi Amarnath**Partner
Membership No: 209252
Place: Chennai**V S Hariharan**Group Chief Executive Officer
Place: Chennai**S V Krishnan**Finance Director (Whole-time)
DIN: 07518349
Place: Chennai**B Ramaratnam**Independent Director
DIN:07525213
Place: Chennai**Viswanath Pallasena**Chief Executive Officer - MEA
Place: Dubai**Ramesh Natarajan**Chief Executive Officer -
India Distribution Business
Place: Chennai**V Ravishankar**Chief Financial Officer
Place: Chennai**K Vijayshyam Acharya**Company Secretary
Place: Chennai

Date: May 15, 2024

Consolidated Statement of Cash Flows

for the year ended March 31, 2024

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

| Particulars | Consolidated | |
|--|--------------------------------------|--------------------------------------|
| | For the year ended March 31, 2024 | For the Year ended March 31, 2023 |
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Profit for the year | 1,238.61 | 1,439.39 |
| Adjustments for: | | |
| - Income tax expense recognised in profit and loss | 336.04 | 394.08 |
| - Depreciation and amortisation expense | 181.09 | 155.40 |
| - Finance costs | 385.31 | 271.86 |
| - Interest income | (108.91) | (57.30) |
| - Provision no longer required written back | (1.51) | (0.90) |
| - Allowance for impairment of trade receivables and other financial assets (including bad debts written off) | 65.07 | 73.21 |
| - Dividend income from subsidiaries | - | - |
| - Income received from short-term investments | (2.45) | (0.89) |
| - Impact on account of application of Ind AS 29 | (44.35) | (30.58) |
| - Unrealised exchange gain (net) | 12.91 | (3.82) |
| - Gain on modification of leases | - | (0.35) |
| - Gain on disposal of property, plant and equipment (net) & others | (3.34) | (2.00) |
| Operating profit before working capital changes | 2,058.47 | 2,238.10 |
| Increase in trade receivables | (1,973.86) | (2,949.26) |
| Increase/(Decrease) in other assets | 50.69 | (368.26) |
| Increase/(Decrease) in inventories | 439.91 | (2,439.48) |
| Increase/(Decrease) in other liabilities | 9.92 | 363.83 |
| Increase/(Decrease) in trade payables | 892.49 | 208.58 |
| Increase in provisions | 18.40 | 47.88 |
| Cash generated/(used in) from operating activities | 1,496.02 | (2,898.61) |
| Income taxes paid (net) | (416.62) | (334.91) |
| Net cash generated/(used in) from operating activities | 1,079.40 | (3,233.52) |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Payment towards acquisition of property, plant and equipment | (103.65) | (157.02) |
| Payment towards acquisition of other intangible assets | (18.40) | (5.05) |
| Payment towards acquisition of investment property | - | - |
| Proceeds from disposal of property, plant and equipment and other intangible assets | 58.37 | 13.16 |
| Interest received | 88.90 | 55.18 |
| Dividend income from Subsidiaries | - | - |
| Income received from short-term investments | 2.45 | 0.89 |
| Sale/(Purchase) of short term investments | 34.35 | (33.52) |
| Changes in bank deposits not treated as cash and cash equivalents | 83.19 | 301.83 |
| Bank deposits of Original maturity for more than three months (Net) | - | 0.07 |
| Acquisition of subsidiary, net of cash and cash equivalents acquired | - | 0.02 |
| Net cash generated from investing activities | 145.21 | 175.56 |

Consolidated Statement of Cash Flows

for the year ended March 31, 2024

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

| Particulars | Consolidated | |
|---|--------------------------------------|--------------------------------------|
| | For the year ended March 31, 2024 | For the Year ended March 31, 2023 |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Proceeds from short-term borrowings | 20,633.26 | 15,953.06 |
| Repayment of short-term borrowings | (20,965.88) | (13,505.48) |
| Proceeds from long-term borrowings | 35.00 | 0.15 |
| Repayment of long-term borrowings | (40.22) | (54.10) |
| Proceeds from allotment of shares under Stock Appreciation Right Scheme, 2017 | 0.04 | 0.02 |
| Dividends paid | (562.81) | (515.77) |
| Dividend paid by step-down subsidiary to non-controlling shareholders | (2.19) | (6.35) |
| Finance costs paid | (371.43) | (263.75) |
| Payment of lease liabilities | (106.64) | (79.14) |
| Net cash (used in) / generated from financing activities | (1,380.87) | 1,528.64 |
| Net decrease in cash and cash equivalents | (156.26) | (1,529.32) |
| Cash and cash equivalents at the beginning of the year | 1,809.16 | 3,271.38 |
| Effect of exchange differences on restatement of foreign currency cash and cash equivalents | (107.95) | 67.10 |
| Cash and cash equivalents at the end of the period | 1,544.95 | 1,809.16 |
| Reconciliation of Cash and cash equivalents with the Balance Sheet | | |
| Cash and cash equivalents at the end of the period as per Balance Sheet | 1,612.07 | 1,858.85 |
| Less: Bank overdrafts and cash credit facilities used for cash management purposes | 67.12 | 49.69 |
| Cash and cash equivalents at the end of the period | 1,544.95 | 1,809.16 |

See accompanying notes forming part of the consolidated financial statements

As per our report of even date attached for and on behalf of the Board of Directors
for **Deloitte Haskins and Sells**Chartered Accountants
Firm Registration No. 008072S**Ananthi Amarnath**Partner
Membership No: 209252
Place: Chennai**V S Hariharan**Group Chief Executive Officer
Place: Chennai**S V Krishnan**Finance Director (Whole-time)
DIN: 07518349
Place: Chennai**B Ramaratnam**Independent Director
DIN:07525213
Place: Chennai**Viswanath Pallasena**Chief Executive Officer - MEA
Place: Dubai**Ramesh Natarajan**Chief Executive Officer -
India Distribution Business
Place: Chennai**V Ravishankar**Chief Financial Officer
Place: Chennai**K Vijayshyam Acharya**Company Secretary
Place: Chennai

Date: May 15, 2024

Consolidated Statement of Changes in Equity

for the year ended March 31, 2024

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

| Particulars | Other equity | | | | | | | | | | Share Application Money Pending Allotment | Non-controlling interests | Total equity |
|---|----------------------|----------------------|-----------------|-------------------|----------------------------|-----------------|---|----------------------------|--|----------|---|---------------------------|--------------|
| | Equity share capital | Reserves and surplus | | | | | Items of OCI | | | Total | | | |
| | | Securities premium | Capital reserve | Statutory reserve | Capital redemption reserve | General reserve | Surplus in the Statement of Profit and Loss | Stock compensation reserve | Remeasurement of defined benefit liability | | | | |
| Balance as at April 1, 2022 | 156.29 | 174.13 | 71.44 | 0.92 | 107.39 | 4,783.48 | 4.84 | (26.18) | 512.64 | 5,628.66 | - | 322.75 | 6,107.70 |
| Adjustment on initial application of Ind AS 29 | - | - | - | - | - | - | - | - | 11.85 | 11.85 | - | 12.14 | 23.99 |
| Adjusted balance as at April 1, 2022 | 156.29 | 174.13 | 71.44 | 0.92 | 107.39 | 4,783.48 | 4.84 | (26.18) | 524.49 | 5,640.51 | - | 334.89 | 6,131.69 |
| Total comprehensive income for the year ended March 31, 2023 | - | - | - | - | - | 1,392.56 | - | - | - | 1,392.56 | - | 46.83 | 1,439.39 |
| Profit for the year | - | - | - | - | - | 1,392.56 | - | - | - | 1,392.56 | - | (9.55) | 244.19 |
| Other comprehensive income for the year (net of taxes) | - | - | - | - | - | - | - | 10.20 | 243.54 | 253.74 | - | - | - |
| Total comprehensive income | - | - | - | - | - | 1,392.56 | - | 10.20 | 243.54 | 1,646.30 | - | 37.28 | 1,683.58 |
| Contributions by and distributions to owners | 0.02 | 0.66 | - | - | - | - | (0.66) | - | - | - | - | - | 0.02 |
| Allotment of shares under Stock Appreciation Rights Scheme, 2017 | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Application money received for exercised options | - | - | - | - | - | - | - | - | - | - | 0.02 | - | 0.02 |
| Shares issued for exercised options | - | - | - | - | - | - | - | - | - | - | (0.02) | - | (0.02) |
| Final dividend paid | - | - | - | - | - | (515.77) | - | - | - | (515.77) | - | - | (515.77) |
| Total contributions by and distributions to owners | 0.02 | 0.66 | - | - | - | (515.77) | (0.66) | - | - | (515.77) | - | - | (515.75) |
| Dividend paid to non-controlling interests | - | - | - | - | - | - | - | - | - | - | - | (6.35) | (6.35) |
| Total changes in ownership interests in subsidiaries | - | - | - | - | - | - | - | - | - | - | - | (6.35) | (6.35) |
| Balance as at March 31, 2023 | 156.31 | 174.79 | 71.44 | 0.92 | 107.39 | 5,660.27 | 4.18 | (15.98) | 768.03 | 6,771.04 | - | 365.82 | 7,293.17 |

Consolidated Statement of Changes in Equity

for the year ended March 31, 2024

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

| Particulars | Other equity | | | | | | | | | | Share Application Money Pending Allotment | Non-controlling interests | Total equity |
|--|----------------------|----------------------|-----------------|-------------------|----------------------------|-----------------|---|----------------------------|--|----------|---|---------------------------|--------------|
| | Equity share capital | Reserves and surplus | | | | | Items of OCI | | | Total | | | |
| | | Securities premium | Capital reserve | Statutory reserve | Capital redemption reserve | General reserve | Surplus in the Statement of Profit and Loss | Stock compensation reserve | Remeasurement of defined benefit liability | | | | |
| Balance as at April 1, 2023 | 156.31 | 174.79 | 71.44 | 0.92 | 107.39 | 5,660.27 | 4.18 | (15.98) | 768.03 | 6,771.04 | - | 365.82 | 7,293.17 |
| Adjustment on initial application of Ind AS 29 | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Adjusted balance as at April 1, 2023 | 156.31 | 174.79 | 71.44 | 0.92 | 107.39 | 5,660.27 | 4.18 | (15.98) | 768.03 | 6,771.04 | - | 365.82 | 7,293.17 |
| Total comprehensive income for the year ended | - | - | - | - | - | 1,218.62 | - | - | - | 1,218.62 | - | 19.99 | 1,238.61 |
| Profit for the year | - | - | - | - | - | 1,218.62 | - | - | - | 1,218.62 | - | (70.39) | (104.87) |
| Other comprehensive income for the year (net of taxes) | - | - | - | - | - | - | - | 3.08 | (37.56) | (34.48) | - | - | - |
| Total comprehensive income | - | - | - | - | - | 1,218.62 | - | 3.08 | (37.56) | 1,184.14 | - | (50.40) | 1,133.74 |
| Contributions by and distributions to owners | 0.04 | 1.33 | - | - | - | - | 1.33 | - | - | - | - | - | 1.37 |
| Allotment of shares under Stock Appreciation Rights Scheme, 2017 | - | - | - | - | - | - | (3.58) | - | - | (1.33) | - | - | (1.33) |
| Stock compensation expense | - | - | - | - | 2.25 | - | - | - | - | - | 0.04 | - | 0.04 |
| Application money received for exercised options | - | - | - | - | - | - | - | - | - | - | (0.04) | - | (0.04) |
| Shares issued for exercised options | - | - | - | - | - | (562.81) | - | - | - | (562.81) | - | - | (562.81) |
| Final dividend paid | - | - | - | - | - | - | - | - | - | - | - | - | - |

Consolidated Statement of Changes in Equity

for the year ended March 31, 2024

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

| Particulars | Equity | | | | Reserves and surplus | | | | Other equity | | | Share Application Money Pending Allotment | Non-controlling interests | Total equity |
|--|----------------------|--------------------|-----------------|-------------------|----------------------------|-----------------|---|----------------------------|--|--------------------------------------|----------|---|---------------------------|--------------|
| | Equity share capital | Securities premium | Capital reserve | Statutory reserve | Capital redemption reserve | General reserve | Surplus in the Statement of Profit and Loss | Stock compensation reserve | Remeasurement of defined benefit liability | Foreign currency translation reserve | Total | | | |
| Total contributions by and distributions to owners | 0.04 | 1.33 | - | - | - | 2.25 | (562.81) | (3.58) | - | - | (562.81) | - | - | (562.77) |
| Dividend paid to non-controlling interests | - | - | - | - | - | - | - | - | - | - | - | - | (2.19) | (2.19) |
| Total changes in ownership interests in subsidiaries | - | - | - | - | - | - | - | - | - | - | - | - | (2.19) | (2.19) |
| Balance as at March 31, 2024 | 156.35 | 176.12 | 71.44 | 0.92 | - | 109.64 | 6,316.08 | 0.60 | (12.90) | 730.47 | 7,392.37 | - | 313.23 | 7,861.95 |

As per our report of even date attached for **Deloitte Haskins and Sells Chartered Accountants**
Firm Registration No. 008072S

Ananthi Amarnath
Partner
Membership No: 209252
Place: Chennai

V S Hariharan
Group Chief Executive Officer
Place: Chennai

Ramesh Natarajan
Chief Executive Officer - India Distribution Business
Place: Chennai

K Vijayshyam Acharya
Company Secretary
Place: Chennai

for and on behalf of the Board of Directors

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

B Ramaratnam
Independent Director
DIN: 07525213
Place: Chennai

Viswanath Pallasena
Chief Executive Officer - MEA
Place: Dubai

V Ravishankar
Chief Financial Officer
Place: Chennai

Date: May 15, 2024

Notes

to the consolidated financial statements for the year ended March 31, 2024

1. Overview

Redington Limited (formerly Redington (India) Limited) (the "Company / Parent Company"), is a public limited Company domiciled in India, incorporated under the provisions of the Companies Act, 1956 and has its registered office at Block 3, Plathin, Redington Tower, Inner Ring Road, Saraswathy Nagar West, 4th Street, Puzhuthivakkam, Chennai 600 091, Tamil Nadu, India. The Company's equity shares are listed on the bourses of Bombay Stock Exchange of India Limited (BSE) and National Stock Exchange of India Limited (NSE). During the year, the Company's commercial papers continued to be listed on the bourses of the BSE Limited. The Company, its subsidiaries and associate operate in India, Middle East, Turkey, Africa and South Asian countries and are engaged in the business of distribution of Information Technology, mobility and other technology products besides supply chain solutions and after sales services. The Company has an operating branch in Singapore.

These consolidated financial statements comprise the Company and its subsidiaries (collectively referred to as the "Group") and the Group's interest in its associates.

- The Board at its meeting held on June 20, 2022 proposed change in the name of the Company from "Redington (India) Limited" to "Redington Limited". This was approved in the AGM held on July 27, 2022.
- The Board at its meeting held on August 3, 2022, approved shifting the registered office of the company to Block 3, Plathin, Redington Tower, Inner Ring Road, Saraswathy Nagar West, 4th Street, Puzhuthivakkam, Chennai 600 091, Tamil Nadu, India from September 1, 2022.

2. Basis of preparation of consolidated financial statements

a. Statement of compliance

The consolidated financial statements of the Group have been prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, as amended from time to time.

b. Functional / Presentation Currency

The consolidated financial statements are presented in Indian Rupees (₹) which is also the functional currency of the Company and its Indian subsidiaries. The functional currency of the Company's branch in Singapore is United States Dollar (USD). Functional currency of Company's

overseas subsidiaries is determined based on a number of factors, including the primary economic environment in which each of the Company's overseas subsidiaries operate.

All financial information has been rounded off to the nearest crores unless otherwise indicated.

c. Basis of measurement

The consolidated financial statements have been prepared on an accrual basis under the historical cost convention except for:

| Items | Measurement basis |
|--|---|
| Certain financial assets and liabilities (including forward contracts) | Fair value |
| Stock Appreciation Rights (SARs) | Fair value |
| Defined benefit liability | Present value of defined benefit obligation |

d. Current and Non-current classification

The Company presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification.

An asset is treated as Current when it is -

- Expected to be realised or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- All other assets are classified as non-current.

A liability is Current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
- The Company classifies all other liabilities as non-current.

Notes

to the consolidated financial statements for the year ended March 31, 2024

e. Use of estimates and judgements

The preparation of the consolidated financial statements in conformity with Ind AS requires the management to make estimates, judgements and assumptions considered in the reported amounts of assets and liabilities (including contingent assets and liabilities), the reported income and the expenses during the year. The management believes that the estimates, judgements and assumptions used in preparation of the consolidated financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/materialise. Estimates, judgments and assumptions are reviewed on an on-going basis.

Key sources of judgment and estimation of uncertainties at the date of the consolidated financial statements, which may cause a material adjustment to income and expenditure / the carrying amounts of assets and liabilities are:

(i) Control

The consolidated financial statements incorporate the standalone financial statements of the Company and entities controlled by the Company. Control is attained when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its return.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holding of the other vote holders;
- Potential voting rights held by the Company, other vote holders or other parties, if any;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that demonstrate that the Company has, the current ability to direct the relevant activities at the time the decisions need to be made, including voting patterns at shareholders' meetings and Board meetings.

(ii) Revenue recognition

The Group has assessed its revenue arrangements based on substance of the transaction and business model against specific criteria to determine if it is acting as principal or agent.

(iii) Intangible asset - Trade name

The Group considers the acquired trade name, encompassing trademark and brand name, which is separately identifiable and controlled by the Group to have an indefinite useful life. The Group considers such trade name to have an indefinite useful life on the basis that there is no foreseeable limit to the period over which the asset is expected to generate economic benefits.

(iv) Useful lives of Property, plant and equipment

The cost of property, plant and equipment is depreciated over the estimated useful life, which is based on evaluation, including technical, made by the Group considering various factors including expected usage of the asset, expected physical wear and tear, the repair and maintenance program and technological obsolescence arising from changes and the residual value.

(v) Taxation

The Group operates in multiple tax jurisdictions. Significant judgements are involved in determining the provision for taxation and contingencies. Judgements are also involved in determining whether tax positions are probable of being sustained in tax assessments and in determining the likelihood and magnitude of outflow of resources.

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to the consolidated financial statements for the year ended March 31, 2024

(vi) Stock Appreciation Rights

Compensation costs in respect of Stock Appreciation Rights (SAR) granted during the earlier year have been determined using the Black Scholes option valuation model. The said model requires the Group to input certain assumptions/variables to determine the fair value of the SAR granted. The Group has applied appropriate levels of judgements in determining these assumptions/variables basis the information available as at the date of grant, the details of which are more fully described in note 46.

(vii) Inventory obsolescence

Inventories are measured at the lower of cost and the net realisable value (net of price protection rebates). Adjustments to reduce the cost of inventory to its realisable value, if required, are made at the product level. Factors influencing these adjustments include changes in demand, rapid technological changes, product life cycle, product pricing, physical deterioration and other issues. Revisions to these adjustments would be required if these factors differ from the estimates.

(viii) Original Equipment Manufacturer (OEM) supplier programs

OEM suppliers formulate programs for inventory volume promotion and price protection rebates. Inventory volume promotion programs and price protection rebates are recorded as a reduction in the cost of purchase of traded goods or carrying value of inventories. Rebates are accrued at scheme end date based on achievement of terms of the programs. Some of these programs may extend over one or more quarterly reporting periods. For such schemes, at balance sheet date, income is accrued if there is a reasonable certainty of meeting the terms of schemes.

The Group tracks vendor programs for volume discounts on a program-by-program basis. Once the program is implemented, the benefit of the program based on the actual volume is recorded as a receivable from vendors with a corresponding reduction in the cost of purchase of traded goods or carrying value of inventories.

(ix) Customer incentive

The Group accrues for rebates for its customers based on contracted percentages on the total sales made during the year and based on fulfilment of the related obligations, which require management to ascertain the target met by its customers during the period of agreement.

(x) Impairment of goodwill and other intangibles

The Group carries out an impairment review whenever events or changes in circumstances indicate that the carrying value of goodwill and intangible assets may not be recoverable. In addition, the Group carries out an annual impairment review as required by Ind AS 36.

In determining whether goodwill and intangible assets are impaired, an estimation of the value in use of the cash-generating units to which goodwill and intangible assets have been allocated is required. The value in use calculation requires estimate of the future cash flows expected to arise from cash-generating unit (CGU) and a suitable discount rate to calculate present value.

(xi) Impairment of financial assets

The Group creates provision in respect of changes in expected credit losses at each reporting period to reflect changes in credit risk since initial recognition of the financial assets.

The Group has adopted a model as permitted under Ind AS 109 for measuring lifetime expected credit loss allowance for trade receivables and other financial assets. Expected Credit Losses is determined as the probability-weighted estimate of credit losses based on the historical credit loss experience and adjusted for forward looking information.

(xii) Determining the lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

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to the consolidated financial statements for the year ended March 31, 2024

(xiii) Defined Benefit plan

The calculation of defined benefit obligation is determined annually by a qualified actuary using the projected unit credit method as at each balance sheet date.

f. Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

3. List of direct and step-down subsidiaries

The following are the list of direct and step-down subsidiaries of the Company that are consolidated.

a. Direct subsidiaries

| S.No. | Name of the Company | Principal business activity | Country of incorporation | Ownership/ Beneficial interest % (As at March 31, 2024 and March 31, 2023) |
|-------|--|--|--------------------------|--|
| 1 | ProConnect Supply Chain Solutions Limited (ProConnect) | Comprehensive Supply Chain Management (SCM), providing total logistics solution services including warehousing management and allied services for various corporate customers. | India | 100 |
| 2 | Redington International Mauritius Limited (RIML) | Acting as a holding company for investments which are engaged in the distribution of information technology products and related businesses. | Mauritius | 100 |
| 3 | Redington Distribution Pte. Ltd. (RDPL) | Importer and exporter of computers, computer peripherals and components. | Singapore | 100 |
| 4 | Redserv Global Solutions Limited (Redserv) | Providing business process outsourcing services and knowledge process outsourcing services. | India | 100 |

Step-down subsidiaries

| S.No. | Name of the Company | Principal business activity | Country of incorporation | Ownership Interest of the Group % (As on March 31, 2024) | Beneficial Interest of the Group % (As on March 31, 2024) |
|-------|--|---|---------------------------------|--|---|
| 1 | Redington Gulf FZE | Distribution of information technology products, providing hardware support and maintenance services. | Dubai, UAE | 100 | 100 |
| 2 | Redington Egypt Ltd. (Limited liability company) | Distribution of information technology products, providing hardware support and maintenance services. | Cairo, Egypt | 100 | 100 |
| 3 | Redington Gulf & Co. LLC | Distribution of information technology products, providing hardware support and maintenance services. | Ruwi, Oman | 70 | 100 |
| 4 | Redington Kenya Limited | Distribution of information technology products, providing hardware support and maintenance services. | Nairobi, Kenya | 100 | 100 |
| 5 | Cadensworth FZE | Distribution of information technology products and spare parts. | Dubai, UAE | 100 | 100 |
| 6 | Redington Middle East LLC | Distribution of information technology products, providing hardware support and maintenance services. | Dubai, UAE | 100 | 100 |
| 7 | Ensure Services Arabia LLC | Providing hardware support and maintenance services. | Riyadh, Kingdom of Saudi Arabia | 100 | 100 |

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| S.No. | Name of the Company | Principal business activity | Country of incorporation | Ownership Interest of the Group % (As on March 31, 2024) | Beneficial Interest of the Group % (As on March 31, 2024) |
|-------|---|--|--|--|---|
| 8 | Redington Qatar WLL (refer note (i) and (iii) below) | Providing hardware support and maintenance services. | Qatar | 49 | 100 |
| 9 | Ensure Services Bahrain WLL, Kingdom of Bahrain (formerly known as Ensure Services Bahrain SPC) (refer note (iv) below) | Providing hardware support and maintenance services. | Manama, Kingdom of Bahrain | 100 | 100 |
| 10 | Redington Qatar Distribution WLL (refer note (i) below) | Providing hardware support and maintenance service. | Doha, Qatar | 49 | 100 |
| 11 | Redington Limited (Ghana) | Distribution of information technology products, providing hardware support and maintenance services. | Accra, Ghana | 100 | 100 |
| 12 | Redington Kenya (EPZ) Limited (refer note (iii) below) | Distribution of information technology products, providing hardware support and maintenance services. | Nairobi, Kenya | 100 | 100 |
| 13 | Redington Uganda Limited (Uganda) | Distribution of information technology products, providing hardware support and maintenance services. | Kampala, Uganda | 100 | 100 |
| 14 | Cadensworth United Arab Emirates LLC | Distribution of information technology products, providing hardware support and maintenance services | Dubai, UAE | 100 | 100 |
| 15 | Redington Tanzania Limited | Distribution of information technology products, providing hardware support and maintenance services. | Dar e saalam, Tanzania | 100 | 100 |
| 16 | Redington Morocco Ltd. | Distribution of information technology products, providing hardware support and maintenance services. | Casablanca, Morocco | 100 | 100 |
| 17 | Redington South Africa (Pty) Ltd. (Formerly known as Ensure IT services (Pty) Ltd.) | Providing hardware support and maintenance services. | Johannesburg, South Africa | 100 | 100 |
| 18 | Redington Gulf FZE Co, Iraq (refer note (iii) below) | Distribution of information technology products, providing hardware support and maintenance services. | Erbil, Iraq | 100 | 100 |
| 19 | Redington Turkey Holdings S.A.R.L.(RTHS) | Investment in companies which are engaged in supply chain and related businesses. | Luxembourg city, Grand Duchy of Luxembourg | 100 | 100 |
| 20 | Arena Bilgisayar Sanayi Ve Ticaret A.S. (refer note (ii) below) | Distribution of information technology and telecommunication products. | Istanbul, Turkey | 49.40 | 49.40 |
| 21 | Arena International FZE (refer note (ii) below) | Computer software trading, computer equipment requisites trading, telephones and telecommunication equipment trading, computer and data processing requisites trading. | Dubai, UAE | 49.40 | 49.40 |
| 22 | Redington Bangladesh Limited | Marketing, selling and Maintenance of computer hardware, accessories and spare parts. | Bangladesh | 99 | 100 |
| 23 | Redington SL Private Limited | Wholesale distribution of information technology products and spare parts | Sri Lanka | 100 | 100 |

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| S.No. | Name of the Company | Principal business activity | Country of incorporation | Ownership Interest of the Group % (As on March 31, 2024) | Beneficial Interest of the Group % (As on March 31, 2024) |
|-------|---|---|-----------------------------|--|---|
| 24 | Redington Rwanda Ltd. | Distribution of information technology products, providing hardware support and maintenance services. | Kigali, Rwanda | 100 | 100 |
| 25 | Redington Kazakhstan LLP | Distribution of information technology and telecommunication products. | Almaty, Kazakhstan | 100 | 100 |
| 26 | Ensure Gulf FZE | Providing hardware support and maintenance services. | Dubai, UAE | 100 | 100 |
| 27 | Redington South Africa Distribution (PTY) Ltd. (formerly Ensure Technical Services (PTY) Ltd.) | Providing hardware support and maintenance services. | KwaZulu-Natal, South Africa | 100 | 100 |
| 28 | Ensure Middle East Trading LLC (refer note (i) and (iv) below) | Providing hardware support and maintenance services. | Dubai, UAE | 49 | 100 |
| 29 | Proconnect Supply Chain Logistics FZE (formerly known as Proconnect Supply Chain Logistics LLC) | Providing logistic services. | Dubai, UAE | 100 | 100 |
| 30 | Redington Senegal Limited S.A.R.L. | Distribution of information technology and telecommunication products. | Dakar, Senegal | 100 | 100 |
| 31 | Redington Saudi Arabia Distribution Company | Distribution of information technology and telecommunication products. | Riyadh, Saudi Arabia | 100 | 100 |
| 32 | Paynet Ödeme Hizmetleri A.S. (refer note (ii) below) | Payment intermediation services | Istanbul, Turkey | 49.40 | 49.40 |
| 33 | CDW International Trading FZCO | Distribution of information technology and telecommunication products. | Dubai, UAE | 100 | 100 |
| 34 | RNDC Alliance West Africa Limited | Distribution of Information technology and telecommunication products. | Lagos, Nigeria | 100 | 100 |
| 35 | Redington Turkey Teknoloji A.Ş. (Formerly known as Linkplus Bilgisayar Sistemleri Sanayi ve Ticaret A.S.) | Distribution of information technology products. | Istanbul, Turkey | 100 | 100 |
| 36 | Ensure Middle East Technology Solutions LLC (refer note (i) below) | Providing Hardware support and maintenance services. | Abu Dhabi, UAE | 49 | 100 |
| 37 | Proconnect Saudi LLC | Providing logistics services. | Riyadh, Saudi Arabia | 100 | 100 |
| 38 | Redserv Business Solutions Private Limited | Business process consulting and outsourcing. | India | 100 | 100 |
| 39 | Redington Distribution Company LLC | Distribution of information technology and telecommunication products. | Cairo, Egypt | 99 | 100 |
| 40 | Citrus Consulting Services FZ LLC (refer note (vi) below) | Providing hardware support and maintenance service. | Dubai, UAE | 100 | 100 |
| 41 | Arena Mobile İletişim Hizmetleri ve Tüketici Elektronik Sanayi ve Ticaret A.S. (refer note (ii) below) | Wholesale trade of mobile phones and other mobile devices. | Istanbul, Turkey | 49.40 | 49.40 |
| 42 | Online Elektronik Ticaret Hizmetleri A.S. (refer note (ii) below) | Online electronics retail and market. | Istanbul, Turkey | 49.40 | 49.40 |
| 43 | Paynet (Kıbrıs) Ödeme Hizmetleri Limited (refer note (ii) below) | Payment Intermediation services. | Gazimagua, Cyprus | 49.40 | 49.40 |

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| S.No. | Name of the Company | Principal business activity | Country of incorporation | Ownership Interest of the Group % (As on March 31, 2024) | Beneficial Interest of the Group % (As on March 31, 2024) |
|-------|---|--|----------------------------|--|---|
| 44 | Africa Joint Technical Services | Providing hardware support and maintenance services. | Tripoli, Libya | 65 | 100 |
| 45 | Redington Angola Ltd. | Distribution of information technology products, providing hardware support and maintenance services. | Luanda, Angola | 100 | 100 |
| 46 | Redington Saudi Trading Company | Wholesale of electronic household appliances, telecommunication products and cosmetics. | Riyadh, Saudi Arabia | 100 | 100 |
| 47 | Redington Bahrain W.L.L. (refer note (i) below) | Distribution of information technology products. | Manama, Kingdom of Bahrain | 49 | 100 |
| 48 | Redington Gulf FZE Jordan (refer note (i) below) | Distribution of information technology products. | Amman, Jordan | 49 | 100 |
| 49 | Arena Connect Teknoloji Sanayi ve Ticaret Anonim Şirketi (formerly Brightstar Telekomünikasyon Dağıtım Ltd. Şti.) (refer note (ii) below) | Distribution of mobile phones and accessories. | Istanbul, Turkey | 49.40 | 49.40 |
| 50 | Arena Connect İletişim ve Servis Limited Şirketi (formerly MPX İletişim ve Servis Limited Şirketi) (Merged with Arena Connect Teknoloji Sanayi ve Ticaret Anonim Şirketi (formerly Brightstar Telekomünikasyon Dağıtım Ltd. Şti.) (refer note (ii) below) | Trading of telecommunications products | Istanbul, Turkey | 49.40 | 49.40 |
| 51 | Proconnect Holding Limited | Acting as a holding company for Overseas investments which are engaged in Transportation, Warehousing, and similar activities. | Dubai, UAE | 100 | 100 |
| 52 | Redington Gulf Arabia for Information Technology | Trading of Information technology products | Riyadh, Saudi Arabia | 100 | 100 |
| 53 | Redington Green Energy Limited (refer note (v) below) | Distribution of renewable energy products | Kenya | 100 | 100 |
| 54 | Redington Kazakhstan Technology (refer note (v) below) | Distribution of information technology products. | Kazakhstan | 100 | 100 |

Note:

- Although the holding is less than 50% of equity shares, the Group has the power over these companies, is exposed to or has rights to variable returns from its involvement in these Companies and has the ability to exercise its power over these Companies to affect its returns and therefore exercises effective control. Consequently, these entities are considered as the Company's step-down subsidiaries and are consolidated.
- Redington Turkey Holdings S.A.R.L. (RTHS), Luxembourg has the power over these companies, is exposed to or has rights to variable returns from its involvement with these companies and has the ability to exercise its power over these companies to affect its returns (through control over the composition of the Board of Directors of Arena Bilgisayar Sanayi Ve Ticaret A.S. (Arena)). Consequently, Arena and its subsidiaries are consolidated in the consolidated financial statements.
- Liquidation in process as at March 31, 2024.
- Liquidated during the year.
- Incorporated during the year & yet to commence operations.
- Sale and Purchase Agreement ('SPA') is executed on February 29, 2024, between Redington Gulf FZE, a wholly-owned subsidiary of the Company, having its registered office at Jebel Ali Free Zone, Dubai, United Arab Emirates ('Seller'), and Business Integrated Operating Systems FZ-LLC, Dubai, United Arab Emirates, ('Purchaser') for the sale of 100% of the equity/ ownership of Citrus Consulting Services FZ-LLC UAE, ('Target'), a wholly-owned subsidiary of the Seller and step down subsidiary of the Company, which is subject to regulatory approvals and fulfilment of conditions precedent as mentioned in the SPA.

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b. Associate of the Company

| Name of the Company | Country of incorporation | Ownership / Beneficial interest % (As at March 31, 2024 and March 31, 2023) |
|--|--------------------------|--|
| Redington (India) Investments Limited* | India | 47.62 |

c. Subsidiary of Associate

| Name of the Company | Country of incorporation | Ownership / Beneficial interest % (As at March 31, 2024 and March 31, 2023) |
|--|--------------------------|--|
| Currents Technology Retail (India) Limited * | India | 47.62 |

* The Group carried out impairment assessment of its investments in associates and determined that the investments were impaired. Therefore, the net share of loss of Associate for the year is nil.

4. Summary of material accounting policies

a. Basis of Consolidation

The consolidated financial statements encompass the standalone financial statements of the Company and its subsidiaries for the year ended March 31, 2024. These consolidated financial statements have been prepared in accordance with Ind AS 110, "Consolidated financial statements". These consolidated financial statements also include results of an Associate and its subsidiary accounted under equity method as specified in the Ind AS 28 "Investments in Associates".

Control is attained when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are considered in the Consolidated Statement of Profit and Loss from the date the Company gains control until the date the Company ceases to control the subsidiary.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the Non-Controlling Interests (NCI) are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the NCI are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to shareholders of the Company.

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in profit or loss.

The audited standalone financial statements of the Company and all its subsidiaries used in preparing these Consolidated financial statements are drawn up to the same reporting date as that of the Company. The details of the financial statements used in preparing these consolidated financial statements are as follows:

- Standalone financial statements of Redington Limited and Consolidated financial statement of ProConnect Supply Chain Solutions Limited and consolidated financial statements of Redserv Global Solutions Limited are prepared in accordance with Ind AS.
- Consolidated financial statements of Redington International Mauritius Limited is prepared in accordance with International Financial Reporting Standards (IFRS).
- Consolidated financial statements of Redington Distribution Pte. Ltd. and the standalone financial statements of Singapore branch of the Company are prepared in accordance with Singapore Financial Reporting Standards (SFRS).
- Consolidated financial information of Redington India Investments Limited (Associate) as per Ind AS

The consolidated financial statements have been prepared using uniform accounting policies on the following basis:

- The financial information of the Company and its subsidiaries has been combined on a line-by-line basis in respect of assets,

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to the consolidated financial statements for the year ended March 31, 2024

liabilities, income and expenses. The financial statements of the overseas subsidiaries and branch have been converted from the accounting principles generally accepted in their respective countries to Ind AS.

- All intra-group assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.
- With respect to the associate, the investment is reported in line with equity method of accounting in Ind AS 28, adjusted for impairment losses, if any.

b. Business combinations

In accordance with Ind AS 103, the Group accounts for the business combinations using the acquisition method when control is transferred to the Group. The consideration transferred for the business combination is generally measured at fair value as at the date the control is acquired (acquisition date), as are the net identifiable assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in Other Comprehensive Income (OCI) and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise, the gain is recognised directly in equity as capital reserve. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships with the acquiree. Such amounts are generally recognised in profit or loss.

If a business combination is achieved in stages (i.e., where the Group acquires control at a later stage), previously held equity interest in the acquiree is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Business combinations arising from transfers of interests in entities that are under the control of the shareholder that controls the Group are accounted for as if the acquisition had occurred at the beginning of the earliest comparative period presented or, if later, at the date that common control was established; for this purpose, comparatives are revised. The assets and liabilities

acquired are recognised at their carrying amounts. The identity of the reserves is preserved, and they appear in the consolidated financial statements of the Group in the same form in which they appeared in the financial statements of the acquired entity. The difference, if any, between the consideration and the amount of share capital of the acquired entity is transferred to capital reserve.

c. Non-controlling interests

Non-controlling interests that have present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation, may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets.

Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

d. Property, plant and equipment and Intangible assets

Property, plant and equipment

Property, plant and equipment except capital work-in-progress are stated at cost, net of accumulated depreciation and impairment losses, if any. The cost of an item of property, plant and equipment shall be recognised as an asset only if it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. Cost comprises of purchase price and other directly attributable cost of bringing the assets to its working condition for the intended use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other costs including repairs and maintenance costs are charged to the statement of profit and loss as and when incurred.

Capital work-in-progress is stated at cost less any recognised impairment loss.

Gains or losses arising from the disposal of property, plant and equipment are measured as the difference between the net proceeds from disposal and the carrying amount of the asset and are recognised in the statement of profit and loss.

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Depreciation on Property, Plant and Equipment

- i. Depreciable amount of property, plant and equipment is the cost of an asset less its estimated residual value.
- ii. Property, Plant and Equipment is depreciated over the estimated useful life, which is based on technical evaluation made by the Group considering various factors including expected usage of the asset, expected physical wear and tear, the repair and maintenance program and technological obsolescence arising from changes and the residual value and is recognised in the Consolidated Statement of Profit and Loss.
- iii. Freehold land is not depreciated.
- iv. The estimated useful lives of items of property, plant and equipment are as follows:

| Class of asset | Years |
|------------------------|-------|
| Buildings | 10-20 |
| Plant and equipment | 5-10 |
| Furniture and fixtures | 3-10 |
| Office equipment | 5-8 |
| Computers | 1-5 |
| Vehicles | 3-5 |
- v. Depreciation on additions to assets is provided from the month of addition.
- vi. The depreciation method, estimated useful life and residual value are reviewed at the end of each financial year.
- vii. Residual value is considered at 5% of the cost of the asset.

Investment property:

Investment property is property held either to earn rental income or for capital appreciation or both, but not for sale in the ordinary course of business, use in the supply of goods and services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses if any.

Investment properties are depreciated on a straight-line basis over the useful life prescribed in Schedule II to the Companies Act, 2013 or technical estimate made by the Company and is recognised in the statement of profit and loss.

Freehold land is not depreciated. The estimated useful lives of items of investment properties are as follows:

| Asset | Management estimate of useful life (in years) |
|-----------|---|
| Buildings | 10 – 20 |

The depreciation method, estimated useful life and residual value are reviewed at the end of each financial year.

Gains or losses arising from the disposal of investment property are measured as the difference between the net proceeds from disposal and the carrying amount of the asset and are recognised in the statement of profit and loss.

Intangible assets

Intangible assets acquired outside of a business combination

Other Intangible assets are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and impairment losses if any.

The intangible assets, that are not yet ready for their intended use are carried at cost and are reflected under intangible assets under development. Direct costs associated in developing the intangible asset are capitalised when the following criteria are met, otherwise, it is recognised in consolidated profit and loss as incurred.

- It is technically feasible and requisite resources are available to complete the intangible asset so that it will be available for use,
- Management intends to complete the intangible asset and put it to use,
- There is ability to use the intangible asset,
- There is an identifiable asset that will generate expected future economic benefits and
- There is an ability to measure reliably the expenditure attributable to the intangible asset during its development.

Intangible assets are amortised over the estimated useful lives, using straight-line method. The estimated useful lives are as follows:

| Class of asset | Years |
|-------------------|-------|
| Software | 3-5 |
| Trademark / Brand | 5 |

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to the consolidated financial statements for the year ended March 31, 2024

The estimated useful life of the intangible assets, residual value and the amortisation method are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern if any.

An intangible asset is de-recognised on disposal, or when no future economic benefits are expected from its use. Gains or losses arising from the de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Consolidated Statement of Profit and Loss when the asset is de-recognised.

Intangible assets acquired in a business combination

Intangible assets that are acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Intangible assets are amortised over the estimated useful lives, using straight line method. The estimated useful lives are as follows:

| Class of asset | Years |
|----------------------------------|------------|
| Trade name | Indefinite |
| Customer relationship | 7-8 |
| Contract based intangible assets | 5 |

An intangible asset with indefinite useful life is not amortised and is tested for impairment annually.

The estimated useful life of the intangible assets, residual value and the amortisation method are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern, if any.

An intangible asset is de-recognised on disposal or when no future economic benefits are expected from its use. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Consolidated Statement of Profit and Loss when the asset is de-recognised.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of

acquisition of the business less accumulated impairment losses, if any. For consolidation purposes, goodwill is stated at the closing rates as on a particular reporting date in accordance with Ind AS 21, The Effects of Changes in Foreign Exchange Rates.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (CGU) or groups of cash-generating units that are expected to benefit from the synergies of the combination.

A CGU to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the CGU.

Impairment of Property, plant and equipment, Intangible assets and Goodwill

Property, plant and equipment, Intangible assets and Goodwill are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For the purposes of impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

For the purposes of impairment testing, goodwill arising from a business combination is allocated to each of the Group's CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are

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recognised in the Consolidated Statement of Profit and Loss. An impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation if no impairment loss had been recognised.

Goodwill and intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

e. Leases

At the inception of a contract, the Group assesses whether a contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange of an identified asset, the Group uses the definition of a lease in Ind AS 116.

As a lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case, the right-of-use asset will be depreciated over the useful life of the underlying

asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the respective companies incremental borrowing rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and the type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is re-measured when there is a change in future lease payments arising from a change in an index or rate if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets and lease liabilities separately on the face of the balance sheet.

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Short-term leases

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of short-term leases. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

As a lessor

At the inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative standalone prices.

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies sub-lease as an operating lease.

The Group applies de-recognition and impairment requirements under Ind AS 109 to the net investment in the lease. The Group further regularly reviews estimated unguaranteed residual values used in calculating the gross investment in the lease.

The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'Other income' or 'Revenue from operations'.

f. Inventories

Inventories are measured at the lower of cost and the net realisable value. Costs include cost of purchase and other costs incurred in bringing the inventories to the present location and condition, net of discounts and rebates and are determined on a weighted average basis. Net realisable value represents the estimated selling price of

inventories in the ordinary course of business, less the estimated costs necessary to make the sale.

g. Foreign currency

i. Foreign currency transactions

Transactions in foreign currencies are translated into the respective functional currencies of Group companies at the exchange rates at the dates of the transactions

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in Consolidated Statement of Profit and Loss.

ii. Foreign operations

The assets and liabilities of foreign operations (subsidiaries and branch) including goodwill and fair value adjustments arising on acquisition, are translated into the functional currency of the Company, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into the functional currency of the Company at the average exchange rate as the average rate approximates the actual rate at the date of the transaction and the resulting exchange differences are recognised in other comprehensive income and included under the Foreign currency translation reserve ("FCTR") as a component of equity..

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount of exchange differences related to that foreign operation recognised in OCI is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is re-allocated to non-controlling interest (NCI). When the Group disposes of only a part of its interest in an associate or a joint venture while retaining

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to the consolidated financial statements for the year ended March 31, 2024

significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to Consolidated Statement of Profit and Loss.

h. Revenue recognition

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer.

Revenue from sale of products or services is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration expected to be received in exchange for those products or services.

Revenue from services is recognised over a period of time and in the accounting period in which the services are rendered.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions and incentives if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

The Group has assessed its revenue arrangements based on the substance of the transaction and business model against specific criteria to determine if it is acting as principal or agent.

Revenue from professional/technical services and renewal of service packs is recorded on a net basis as the level of inventory risk, to which the Group is exposed to, in these arrangements is negligible.

i. Other income

Rental income under operating leases is recognised in the Consolidated Statement of Profit and Loss on a straight-line basis over the term of the lease.

Interest income is recognised using the effective interest rate method, wherever applicable. Interest income on overdue receivables is recognised only when there is an actual receipt.

j. Employee benefits

i. Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related services are provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Group has a present

legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

ii. Defined benefit plan

A defined benefit plan is a post-employment benefit plan other than a defined-contribution plan. The Group's obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods.

The Group's gratuity plans are unfunded. The calculation of defined benefit obligation is determined annually by a qualified actuary using the projected unit credit method as at each balance sheet date. Re-measurement of defined benefit obligation, which comprises of actuarial gains and losses are recognised in the other comprehensive income for the period in which they occur. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expenses related to defined benefit plan are recognised in finance cost in the Consolidated Statement of Profit and Loss.

iii. Defined contribution plan

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions to a separate entity and will have no legal or constructive obligation to pay further amounts.

The Group makes contributions under respective statutory laws prevailing in various geographies relating to employee benefits, including provident fund. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in the Consolidated Statement of Profit and Loss in the periods during which services are rendered by the employees.

iv. Long-term employee benefits

The obligation of the Company and its Indian subsidiaries in respect of long-term employee

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to the consolidated financial statements for the year ended March 31, 2024

benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method as at each balance sheet date.

k. Employee share-based payments

Equity-settled share-based payments are measured at the fair value on the grant date and are recognised as an employee benefits expense in the Consolidated Statement of Profit and Loss with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as expense is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market vesting conditions at the vesting date.

l. Warranties

The Group's Original Equipment Manufacturer ("OEM") warrants the products distributed by the Group and these are assurance warranties provided in the normal course of business relating to product performance. The Group generally does not independently warrant the products it distributes and hence management considers that any provision for warranties or claims is not required.

m. Taxation

Current and deferred tax

Income tax expense comprises current tax expense and the net change in deferred tax asset or liability during the year. Current and deferred taxes are recognised in the Consolidated Statement of Profit and Loss except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Current tax comprises of the expected tax payable or receivable on the taxable income or loss for

the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised.

Deferred tax is not recognised for temporary difference arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction. In addition, deferred tax is not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax assets – unrecognised or recognised are reviewed at each reporting date and are recognised/reduced to the extent that it is probable/no longer probable respectively that the related tax benefit will be realised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax liabilities are recognised for taxable temporary differences associated with

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investments in subsidiaries and associates except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis, or their tax assets and liabilities will be realised simultaneously.

n. Provisions, Contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Contingent liability is disclosed for all:

- Possible obligations that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group (or)
- Present obligations arising from past events where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or a sufficiently reliable estimate of the amount of the obligation cannot be made.

o. Segment reporting

“Operating Segments” reported are in a manner consistent with internal reporting made to the Group Chief Executive Officer who is the Chief Operating Decision Maker for the Group.

The reported operating segments

- Engage in business activities from which the Group earns revenues and incur expenses
- Have their operating results regularly reviewed by the entity's chief operating decision maker to

make decisions about resources to be allocated to the segment and assess its performance, and

- Have discrete financial information available

p. Cash and cash equivalents

Cash and cash equivalent comprise of cash on hand and at banks including short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. Other bank deposits which are not in the nature of cash and cash equivalents with a maturity period of more than three months are classified as other bank balances.

Other bank balances comprise amounts which are restricted in nature held as margin money against guarantee, balances held in unpaid dividend bank accounts and unspent CSR accounts.

q. Cash Flow Statement

Cash flows are reported using the indirect method, whereby consolidated profit for the period is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of operating cash receipts or payments and item of income or expenses associate with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated based on the nature of the transactions.

r. Earnings per share

Basic earnings per share is computed by dividing the consolidated profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the consolidated profit or loss attributable to equity shareholders of the Company as adjusted for dividend, interest and other charges (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which would have been issued on the conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity

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shares are adjusted for the proceeds receivable had the shares been actually issued at average market value of the outstanding shares.

Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

s. Dividend to shareholders

Final dividend distributed to equity shareholders is recognised in the period in which it is approved by the members of the Company in the Annual General Meeting. Interim dividend is recognised when approved by the Board of Directors at the Board Meeting. Both final dividend and interim dividend are recognised in the Consolidated Statement of Changes in Equity.

t. Derivative financial instruments

The Company and its Indian subsidiaries use foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and highly probable forecast transactions. No derivative financial instruments are used for speculative purposes. Forward contracts are initially recognised at fair value on the date the contract is entered into and are subsequently re-measured to at fair value at each reporting date. The resulting gain or loss is recognised in Consolidated Statement of Profit and Loss.

u. Fair value measurement

Some of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

'Fair value' is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date. When measuring fair value, the Company takes into account the characteristics of the asset or liability if the market participants would take those characteristics into account when pricing the asset or liability at the measurement date. The fair value of a liability reflects its non-performance risk.

The Group has an established framework with respect to the measurement of fair values. Fair values are categorised into different levels in a fair

value hierarchy based on the inputs used in the valuation techniques which are as follows:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs)

v. Borrowing cost

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

w. Financial instruments

Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Consolidated Statement of Profit and Loss. However, trade receivables that do not contain a significant financing component are measured at transaction price.

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Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- i. Amortised cost
- ii. Fair value through profit and loss

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at Fair Value Through Profit or Loss (FVTPL):

- i. The asset is held within a business model whose objective is to hold assets to collect contractual flows; and
- ii. The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the companies in the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets at FVTPL – These are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in the Consolidated Statement of Profit and Loss.

Financial assets at amortised cost – These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment losses are recognised in the Consolidated Statement of Profit and Loss.

Financial assets are not re-classified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing its financial assets.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL.

A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition.

Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the Consolidated Statement of Profit and Loss.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense, foreign exchange gains and losses are recognised in Consolidated Statement of Profit and Loss. Any gain or loss on de-recognition is also recognised in the Consolidated Statement of Profit and Loss.

De-recognition

Financial assets

Financial assets are de-recognised when the contractual rights to the cash flows from the financial asset expire, or the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in a transaction where neither there is a transfer nor retention of substantial risks and rewards of ownership and the Group does not retain control of the financial asset.

The transaction whereby, assets recognised in the Consolidated Balance Sheet are transferred, but either all or substantially all of the risks and rewards of the transferred assets are retained, the transferred assets are not de-recognised.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised as gain or loss in the Consolidated Statement of Profit and Loss.

Financial liabilities

Financial liability is de-recognised when its contractual obligations are discharged or cancelled or gets expired. The difference between the carrying amount of the financial liability de-recognised and the sum of consideration paid and payable is recognised as gain or loss in the Consolidated Statement of Profit and Loss.

Financial liability is also de-recognised when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the Consolidated Statement of Profit and Loss.

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Offsetting

Financial assets and financial liabilities are offset and net amount presented in the Consolidated Balance Sheet when, and only when the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Impairment of financial assets

The Group recognises loss allowances for expected credit loss on financial assets measured at amortised cost. At each reporting date, the Group assesses whether such financial assets carried at amortised cost are credit impaired. A financial asset is credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The Group Measures loss allowance at an amount equal to lifetime expected credit losses except for bank balances which are measured as 12 months expected credit losses, for which credit risk has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses resulting from all possible default

events over the expected life of a financial instrument. The 12-month expected credit losses is a portion of the expected credit loss which results from default events that are possible within 12 months after the reporting date.

Measurement of Expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses based on the historical credit loss experience and adjusted for forward-looking information including insurance cover.

The impairment losses and reversals are recognised in the Consolidated Statement of Profit and Loss.

Loss allowance for financial assets measured at amortised cost are deducted from gross carrying amount of the assets. The gross carrying amount of a financial assets is written off (either partially or in full) to the extent that there is no realistic prospect of recovery.

x. Non-current assets held for sale

Non-Current assets are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than continuing use and are measured at the lower of their carrying amount and fair value less costs to sell. Once classified as held-for-sale these assets are no longer depreciated.

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| Particulars | Gross carrying value | | | | | Accumulated depreciation | | | | | Net carrying value As at March 31 |
|-------------------------------|----------------------|-----------|--------------------------------|------------------------------|-------------------------|--------------------------|--------------------------------|-----------|-------------------------|----------------|--------------------------------------|
| | As at April 1 | Additions | Inflationary accounting impact | On acquisition of subsidiary | Translation adjustments | Deletions | Inflationary accounting impact | Deletions | Translation adjustments | As at March 31 | |
| Land | | | | | | | | | | | |
| Current year | 66.16 | - | - | - | - | - | - | - | - | - | 66.16 |
| Previous year | 17.85 | 48.31 | - | - | - | - | - | - | - | - | 66.16 |
| Buildings** | | | | | | | | | | | |
| Current year | 144.93 | 3.67 | - | - | 0.85 | - | 8.67 | - | 0.55 | - | 89.28 |
| Previous year | 99.12 | 41.51 | - | - | 4.30 | - | 7.19 | - | 2.59 | - | 93.98 |
| Plant and Equipment | | | | | | | | | | | |
| Current year | 53.42 | 5.82 | - | - | 8.32 | 0.44 | 4.99 | - | 7.64 | 0.46 | 14.63 |
| Previous year | 39.56 | 13.70 | - | - | 2.54 | 2.70 | 5.97 | - | 2.52 | 2.38 | 14.50 |
| Furniture and Fixtures | | | | | | | | | | | |
| Current year | 69.86 | 12.72 | 6.48 | - | 15.10 | (1.91) | 17.61 | 4.22 | 12.35 | (3.27) | 35.47 |
| Previous year | 66.77 | 20.59 | 3.47 | - | 30.51 | 9.54 | 12.15 | (0.95) | 27.76 | 8.40 | 39.49 |
| Office Equipment | | | | | | | | | | | |
| Current year | 52.61 | 4.04 | - | - | 3.31 | 0.66 | 3.65 | - | 3.11 | 1.37 | 13.41 |
| Previous year | 44.85 | 12.85 | - | - | 10.71 | 5.62 | 3.60 | - | 6.54 | 5.05 | 13.93 |
| Computers | | | | | | | | | | | |
| Current year | 76.12 | 17.86 | - | - | 6.49 | 0.60 | 15.93 | - | 5.62 | 0.47 | 31.69 |
| Previous year | 63.24 | 23.77 | - | - | 13.74 | 2.85 | 11.23 | - | 11.40 | 2.37 | 30.50 |
| Vehicles | | | | | | | | | | | |
| Current year | 24.24 | 14.07 | - | - | 5.63 | 0.19 | 5.85 | - | 3.63 | 0.14 | 23.61 |
| Previous year | 13.04 | 14.09 | - | - | 3.76 | 0.87 | 3.97 | - | 2.31 | 0.73 | 17.34 |
| Tangible assets- Total | | | | | | | | | | | |
| Current year | 487.34 | 58.18 | 6.48 | - | 38.85 | 0.83 | 56.70 | 4.22 | 32.35 | (0.28) | 274.25 |
| Previous year | 344.43 | 174.82 | 3.47 | - | 61.26 | 25.88 | 44.11 | (0.95) | 50.53 | 21.52 | 275.90 |

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| Particulars | Gross carrying value | | | | | Accumulated amortization | | | | | Net carrying value As at March 31 | |
|---|----------------------|-----------|--------------------------------|------------------------------|-------------------------|--------------------------|--------------------------------|-----------|-----------------|-------------------------|--------------------------------------|----------------|
| | As at April 1 | Additions | Inflationary accounting impact | On acquisition of subsidiary | Translation adjustments | Deletions | Inflationary accounting impact | Deletions | Impairment loss | Translation adjustments | | As at March 31 |
| Software | | | | | | | | | | | | |
| Current year | 181.71 | 39.64 | 59.77 | - | 0.88 | (50.35) | 229.89 | 22.76 | 0.71 | - | (25.49) | 152.55 |
| Previous year | 160.72 | 5.43 | 31.58 | - | 27.97 | 11.95 | 181.71 | 8.12 | 27.96 | - | 9.77 | 135.02 |
| Non-competee fees | | | | | | | | | | | | |
| Current year | 2.93 | - | - | - | - | - | 2.93 | - | - | - | - | 2.93 |
| Previous year | 2.93 | - | - | - | - | - | 2.93 | - | - | - | - | 2.93 |
| Trade name | | | | | | | | | | | | |
| Current year | 278.16 | - | - | - | - | 4.19 | 282.35 | - | - | - | 1.01 | 213.83 |
| Previous year | 256.57 | - | - | - | - | 21.59 | 278.16 | - | - | - | 5.24 | 210.65 |
| Customer relationship | | | | | | | | | | | | |
| Current year | 87.75 | - | - | - | - | 1.09 | 88.84 | 18.09 | - | - | 0.66 | 63.34 |
| Previous year | 82.10 | - | - | - | - | 5.65 | 87.75 | 11.39 | - | - | 2.33 | 44.59 |
| Contract based intangible assets | | | | | | | | | | | | |
| Current year | 8.64 | - | - | - | - | - | 8.64 | - | - | - | - | 0.05 |
| Previous year | 8.64 | - | - | - | - | - | 8.64 | - | - | - | - | 0.05 |
| Trademark / Brand | | | | | | | | | | | | |
| Current year | 0.80 | - | - | - | - | - | 0.80 | 0.15 | - | - | - | 0.19 |
| Previous year | 0.80 | - | - | - | - | - | 0.80 | 0.31 | - | - | - | 0.34 |
| Intangible assets- Total | | | | | | | | | | | | |
| Current year | 559.99 | 39.64 | 59.77 | - | 0.88 | (45.07) | 613.45 | 22.76 | 0.71 | - | (23.82) | 296.54 |
| Previous year | 511.76 | 5.43 | 31.58 | - | 27.97 | 39.19 | 559.99 | 8.12 | 27.96 | - | 17.34 | 300.89 |

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c. Carrying amounts of intangible assets with finite and indefinite useful lives are as follows:

| Particulars | ₹ in Crores | |
|--|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| With finite useful life | 103.08 | 90.24 |
| With indefinite useful life (Refer note 7 a below) | 213.83 | 210.65 |
| Total | 316.91 | 300.89 |

6. Capital work-in-progress

| Particulars | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Buildings – Corporate office & other assets of Redington Limited (Refer note a below) | 0.55 | 8.06 |
| IT accessories installation (Refer note b below) | - | 0.06 |
| Total | 0.55 | 8.12 |

- a. The classification of the above capital work-in-progress (Corporate office & other assets) as at March 31, 2024, would be as projects under progress and ageing of the entire amount of ₹0.55 Crores (previous year: ₹8.06 Crores) is less than 1 year. The completion of the project is not overdue and has not exceeded its cost compared to its original plan.
- b. The classification of the above capital work-in-progress (IT accessories installation) as at the reporting date, would be as projects under progress and ageing of the entire amount of ₹Nil (previous year: ₹0.06 Crores) is less than 1 year. The completion of the project is not overdue and has not exceeded its cost compared to its original plan.

7. Goodwill

| Particulars | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Balance at the beginning of the year | 85.00 | 61.70 |
| Add: Impact on application of Ind AS 29 | 27.16 | 29.74 |
| Currency translation adjustment | (26.18) | (6.44) |
| Balance at the end of the year | 85.98 | 85.00 |

Goodwill is tested for impairment for the following cash-generating units to which such goodwill has been allocated on annual basis and is not amortised.

- a. The below table gives the breakup of goodwill for the respective cash-generating units.

| Particulars | ₹ in Crores | |
|--|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Redington Turkey Teknoloji A.Ş. ("RTT") (formerly known as Linkplus Bilgisayar Sistemleri Sanayi ve Ticaret A.S.) | 2.92 | 2.87 |
| ProConnect Supply Chain Solutions Limited | 15.74 | 15.74 |
| Arena Connect Teknoloji Sanayi ve Ticaret Anonim Sirketi (formerly Brightstar Telekomünikasyon ve Dağıtım Ltd. Şti.) ("Arena Connect") | 67.32 | 66.39 |
| Total | 85.98 | 85.00 |

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The recoverable amount of the cash-generating units (CGUs) (to which goodwill and trade name with indefinite useful life are allocated) related to RTT, ProConnect and Arena Connect is determined based on a value-in-use calculation which uses cash flow projections based on financial budgets prepared by management covering a five-year period, after which an estimated long term growth rate (Terminal growth rate) is applied at a weighted average cost of capital for each of these CGUs, as given below:

| Particulars | March 31, 2024 | | March 31, 2023 | |
|---------------|----------------------|----------------------------------|----------------------|----------------------------------|
| | Terminal growth rate | Weighted average cost of capital | Terminal growth rate | Weighted average cost of capital |
| RTT | * | * | * | * |
| Pro Connect | 5% | 14.30% | 3% | 17.71% |
| Arena Connect | 2% | 19.73% | 2% | 35.00% |

* As at March 31, 2024, the estimated recoverable amount of the CGU's exceeded its carrying amount. Reasonable sensitivities in key assumptions is unlikely to cause the carrying amount to exceed the recoverable amount of the cash generating units (RTT).

8. Intangible assets under development

| Particulars | ₹ in Crores | |
|-----------------------------|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Software (Refer note below) | 5.83 | 3.99 |
| Total | 5.83 | 3.99 |

The classification of the above intangible assets under development as at March 31, 2024, would be as projects under progress and ageing of the entire amount of ₹5.83 Crores (previous year: ₹3.99 Crores) is less than 1 year. The completion of the project is not overdue and has not exceeded its cost compared to its original plan.

9. Investment property

| Particulars | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Balance at the beginning of the year | 11.37 | - |
| Add: Transfer from Assets held for sale (Refer note 10) | - | 7.01 |
| Add: Currency Translation adjustment | 1.76 | 0.68 |
| (Less)/Add: Depreciation / Other Adjustments | (0.72) | 3.68 |
| Total | 12.41 | 11.37 |
| Fair value disclosure* | 13.18 | 11.37 |

* The investment property is located in Turkey and is categorised under Level 3 in the fair value hierarchy.

10. Assets held for sale.

| Particulars | ₹ in Crores | |
|--|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Balance at the beginning of the year | - | 7.01 |
| Less: Transfer to investment property (Refer note 9) | - | (7.01) |
| Total | - | - |

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11. Income taxes

The Group is subject to taxation in India, South Asia and some of the Middle East and African region. The income tax rates of the entities of the Group ranges between 10% and 43%.

a. Income tax expense recognised during the year

| Particulars | For the year ended March 31, 2024 | | For the year ended March 31, 2023 | |
|--------------|---|--|---|--|
| | Recognised in the Consolidated Statement of Profit and Loss | Recognised in the other comprehensive income | Recognised in the Consolidated Statement of Profit and Loss | Recognised in the other comprehensive income |
| | ₹ in Crores | | | |
| Current tax | 382.96 | - | 408.75 | - |
| Deferred tax | (46.92) | (0.21) | (14.67) | 0.58 |
| Total | 336.04 | (0.21) | 394.08 | 0.58 |

b. Income tax assets (net) / Current tax liabilities (net):

| Particulars | ₹ in Crores | |
|-------------------------------|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Income tax asset (net) | 136.22 | 72.16 |
| Current tax liabilities (net) | 200.04 | 216.56 |

c. Reconciliation of effective tax rate

| Particulars | ₹ in Crores | |
|---|-----------------------------------|-----------------------------------|
| | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| Profit before tax (a) | 1,574.65 | 1,833.47 |
| Enacted tax rate in India (b) | 25.17% | 25.17% |
| Income tax expense (a*b) | 396.34 | 461.48 |
| Effect of differences in tax rates of subsidiaries operating in other jurisdictions | (60.43) | (155.18) |
| Effect of exempted income | (12.77) | (0.45) |
| Effect of tax incentives | (1.42) | (6.11) |
| Effect of non-deductible expense | 33.24 | 77.13 |
| Impact of change in tax rates | - | 0.53 |
| Others | (18.92) | 16.68 |
| Income tax expense recognised in profit and loss | 336.04 | 394.08 |

Notes

to the consolidated financial statements for the year ended March 31, 2024

12. Deferred taxes

Break-up of recognised deferred tax assets (net) and movements in temporary differences

a. For the year ended March 31, 2024

| Particulars | ₹ in Crores | | | | | |
|--|--------------------------------------|---|--|---|---------------------------------|--------------------------------|
| | Balance at the beginning of the year | Recognised in the Consolidated Statement of Profit and Loss | Recognised in the other comprehensive income | Impact of Inflationary accounting & Exchange rate adjustments | Currency translation adjustment | Balance at the end of the year |
| Allowance for impairment of trade receivables and other financial assets | 22.27 | 1.54 | - | - | 0.21 | 24.02 |
| Provision for employee benefits | 14.34 | 3.98 | 0.39 | 0.32 | 0.05 | 19.08 |
| Property, plant and equipment and other intangible assets | (3.04) | 22.06 | - | 1.93 | 0.15 | 21.10 |
| Leases (net) | (0.91) | 0.04 | - | (0.61) | - | (1.48) |
| Inflationary Accounting & Exchange rate adjustments | (8.02) | - | - | (6.47) | (0.17) | (14.66) |
| Others | 20.74 | 19.30 | (0.18) | 0.23 | 0.36 | 40.45 |
| Total | 45.38 | 46.92 | 0.21 | (4.60) | 0.60 | 88.51 |

b. For the year ended March 31, 2023

| Particulars | ₹ in Crores | | | | | |
|--|--------------------------------------|---|--|---|---------------------------------|--------------------------------|
| | Balance at the beginning of the year | Recognised in the Consolidated Statement of Profit and Loss | Recognised in the other comprehensive income | Impact of Inflationary accounting & Exchange rate adjustments | Currency translation adjustment | Balance at the end of the year |
| Allowance for impairment of trade receivables and other financial assets | 16.80 | 4.25 | - | - | 1.22 | 22.27 |
| Provision for employee benefits | 11.83 | 2.25 | 0.12 | - | 0.14 | 14.34 |
| Property, plant and equipment and other intangible assets | 2.29 | (5.26) | - | - | (0.07) | (3.04) |
| Leases (net) | (1.65) | 0.74 | - | - | - | (0.91) |
| Inflationary Accounting & Exchange rate adjustments | - | - | - | (7.83) | (0.19) | (8.02) |
| Others | 9.21 | 12.69 | (0.71) | - | (0.45) | 20.74 |
| Total | 38.48 | 14.67 | (0.59) | (7.83) | 0.65 | 45.38 |

Break-up of deferred tax liabilities (net) and movements in temporary differences

a. For the year ended March 31, 2024

| Particulars | ₹ in Crores | | | | |
|-------------------------|--------------------------------------|--|---------------------------------|---|--------------------------------|
| | Balance at the beginning of the year | Recognised in the Statement of Profit and Loss | Currency translation adjustment | Impact of Inflationary accounting & Exchange rate adjustments | Balance at the end of the year |
| Others | 3.41 | - | 2.65 | - | 6.06 |
| Inflationary Accounting | 2.11 | - | (2.11) | 0.79 | 0.79 |
| Total | 5.52 | - | 0.54 | 0.79 | 6.85 |

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to the consolidated financial statements for the year ended March 31, 2024

b. For the year ended March 31, 2023

| Particulars | ₹ in Crores | | | | |
|-------------------------|--------------------------------------|--|---------------------------------|---|--------------------------------|
| | Balance at the beginning of the year | Recognised in the Statement of Profit and Loss | Currency translation adjustment | Impact of Inflationary accounting & Exchange rate adjustments | Balance at the end of the year |
| Others | 8.47 | - | (5.06) | - | 3.41 |
| Inflationary Accounting | - | - | 0.05 | 2.06 | 2.11 |
| Total | 8.47 | - | (5.01) | 2.06 | 5.52 |

Unrecognised deferred tax assets

The Company has long term capital loss under Income Tax Act, 1961, which resulted in unrecognised deferred tax asset of ₹1.95 Crores (previous year: ₹1.95 Crores). This deferred tax asset will be recognised as and when there is a long-term capital gain in the future. These unrecognised deferred tax assets will expire over a period of 2 years (previous year: 3 years).

Unrecognised deferred tax liabilities

As at March 31, 2024, deferred tax liability in respect of temporary differences related to investments in subsidiary has not been recognised as the Company controls the dividend policy of its subsidiaries i.e. the Group controls the timing of reversal of the related taxable temporary differences such that the reversal is in a tax free manner (resulting in no tax liability).

13. Other non-current assets

| Particulars | ₹ in Crores | |
|--|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Unsecured and considered good | | |
| Capital advances | 0.23 | 0.18 |
| Receivables from Government authorities* | 112.66 | 102.56 |
| Others | 1.88 | 1.29 |
| Total | 114.77 | 104.03 |

* Relating to GST & Amount paid under protest to Government authorities.

14. Inventories

| Particulars | ₹ in Crores | |
|-----------------------|-----------------|-----------------|
| | March 31, 2024 | March 31, 2023 |
| Trading stocks (net)* | 6,500.14 | 6,770.50 |
| Goods in transit | 120.70 | 272.08 |
| Service spares (net) | 31.98 | 42.68 |
| Total | 6,652.82 | 7,085.26 |

Inventories are measured at the lower of cost and the net realisable value.

*During the year ended March 31, 2024, the Group recorded inventory write down of ₹86.22 Crores (previous year: inventory write back of ₹165 Crores). Also Refer note 25 (a).

Notes

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15. Investments

| Particulars | ₹ in Crores | |
|--|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Current | | |
| Short term investments* | - | 34.35 |
| Non-Current | | |
| Investments in Associate – Redington (India) Investments Limited | - | - |
| a) Aggregate book value of investments | 0.10 | 0.10 |
| b) Aggregate amount of impairment in value of investments | (0.10) | (0.10) |
| Total | - | 34.35 |

*Short-term investments have a maturity period of more than 3 months.

16. Trade receivables

| Particulars | ₹ in Crores | |
|--|------------------|------------------|
| | March 31, 2024 | March 31, 2023 |
| Unsecured | | |
| Considered good | 13,977.58 | 12,072.41 |
| Trade receivables which have significant increase in credit risk | 47.12 | 82.89 |
| Trade receivables – credit impaired | 168.44 | 129.32 |
| | 14,193.14 | 12,284.62 |
| Less: Loss allowance | (255.00) | (242.42) |
| Total trade receivables | 13,938.14 | 12,042.20 |
| Current Trade receivables | 13,934.38 | 12,030.05 |
| Non-Current Trade receivables | 3.76 | 12.15 |

Also refer note 25 (a) & 41 (b).

Ageing of trade receivables

Ageing has been determined based on due date of payment (Outstanding for following periods from due date of payment). Where there is no due date for payment, date of transaction has been considered.

Ageing of trade receivables for the year ended March 31, 2024

| Particulars | ₹ in Crores | | | | | | Total |
|--|------------------|--------------------|--------------------|--------------|--------------|-------------------|------------------|
| | Not due | Less than 6 months | 6 months to 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | |
| Undisputed | | | | | | | |
| Considered good | 12,703.99 | 1,076.42 | 184.65 | 12.77 | 1.58 | (1.83) | 13,977.58 |
| Having significant increase in credit risk | - | 1.05 | 9.42 | 7.77 | 23.08 | 5.80 | 47.12 |
| Credit impaired | 77.22 | 13.15 | 40.47 | 35.58 | - | 2.02 | 168.44 |
| Disputed | | | | | | | |
| Considered good | - | - | - | - | - | - | - |
| Having significant increase in credit risk | - | - | - | - | - | - | - |
| Credit impaired | - | - | - | - | - | - | - |
| Sub-total | 12,781.21 | 1,090.62 | 234.54 | 56.12 | 24.66 | 5.99 | 14,193.14 |
| Less: Loss allowance | | | | | | | (255.00) |
| Total | | | | | | | 13,938.14 |

Notes

to the consolidated financial statements for the year ended March 31, 2024

Ageing of trade receivables for the year ended March 31, 2023

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|--|--|--------------------|--------------------|--------------|--------------|-------------------|------------------|
| | Not due | Less than 6 months | 6 months to 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | |
| Undisputed | | | | | | | |
| Considered good | 10,669.90 | 1,318.09 | 60.96 | 15.64 | 3.98 | 3.84 | 12,072.41 |
| Having significant increase in credit risk | - | 8.21 | 10.31 | 49.62 | 2.41 | 12.34 | 82.89 |
| Credit impaired | - | 3.42 | 27.54 | 21.03 | 8.88 | 68.45 | 129.32 |
| Disputed | | | | | | | |
| Considered good | - | - | - | - | - | - | - |
| Having significant increase in credit risk | - | - | - | - | - | - | - |
| Credit impaired | - | - | - | - | - | - | - |
| Sub-total | 10,669.90 | 1,329.72 | 98.81 | 86.29 | 15.27 | 84.63 | 12,284.62 |
| Less: Loss allowance | | | | | | | (242.42) |
| Total | | | | | | | 12,042.20 |

17. a. Cash and cash equivalents

| Particulars | March 31, 2024 | March 31, 2023 |
|--|-----------------|-----------------|
| Cash on hand | 4.80 | 1.52 |
| Balances in current accounts | 1,406.99 | 1,448.85 |
| Short-term deposits* | 200.28 | 408.48 |
| Cash and cash equivalents as per Consolidated Balance Sheet | 1,612.07 | 1,858.85 |
| Less: Bank overdrafts used for cash management purposes | (67.12) | (49.69) |
| Cash and cash equivalents as per the Consolidated Statement of Cash Flows | 1,544.95 | 1,809.16 |

* Short-term deposits have an original maturity period of 3 months or less.

b. Other bank balances

| Particulars | March 31, 2024 | March 31, 2023 |
|--|----------------|----------------|
| (i) In deposit accounts | 0.20 | 79.24 |
| (ii) In earmarked accounts | | |
| a. Margin money with banks* | 6.65 | 7.73 |
| b. Unclaimed dividend | 1.43 | 1.13 |
| c. Unspent corporate social responsibility | 0.32 | 3.69 |
| Total | 8.60 | 91.79 |

* Margin money with banks represents deposits pertaining to a wholly-owned subsidiary, Redington International Mauritius Limited (RIML), held by banks against labour guarantee issued by them.

Bank Balance in deposit accounts of ₹0.20 Crores are under lien.

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18. Loans

| Particulars | March 31, 2024 | March 31, 2023 |
|-------------------------------------|----------------|----------------|
| Secured, considered doubtful | | |
| Loans to body corporates | 12.00 | 12.00 |
| Less: Loss allowances* | (12.00) | (12.00) |
| Total | - | - |

*During the year ended March 31, 2020, the Company's subsidiary ProConnect had given ₹12 Crores as loan to Rajprotim Agencies Private Limited ('RAPAL'). ProConnect has carried out recoverability assessment on the balance receivable from RAPAL, erstwhile vendor for ProConnect. Based on such assessment, the management has recorded ₹12 Crores (previous year: ₹12 Crores) as loss allowance for loan given to RAPAL and ₹4.25 Crores (previous year: ₹4.25 Crores) as loss allowance for interest accrued. The above loans were given for working capital purposes.

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or its Indian subsidiaries and associates to or in any other person or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or its subsidiaries and associates ("Ultimate Beneficiaries") or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

19. Other financial assets

| Particulars | March 31, 2024 | March 31, 2023 |
|--|----------------|----------------|
| Current | | |
| Unsecured, considered good | | |
| Security deposits | 31.14 | 25.22 |
| Current maturities of finance lease receivable | 1.13 | 1.09 |
| Derivative financial asset (refer note 40) | 8.09 | 4.21 |
| Vendor receivables | 198.05 | 241.38 |
| Insurance claims receivables | 2.45 | 12.96 |
| Interest accrued but not due | 0.02 | 7.11 |
| Others | 53.95 | 62.23 |
| Unsecured, considered doubtful | | |
| Interest accrued and due | 4.27 | 4.26 |
| Less: Allowance for impairment of other financial assets (Refer note 18) | (4.25) | (4.25) |
| Total | 294.85 | 354.21 |
| Non-current | | |
| Unsecured, considered good | | |
| Security deposits | 20.54 | 20.61 |
| Finance lease receivable | 0.69 | 1.82 |
| Total | 21.23 | 22.43 |

Finance lease receivable as at March 31, 2024 is as follows:

| Particulars | Future minimum lease payments (MLP) | Interest element of MLP | Present value of MLP |
|----------------------------|-------------------------------------|-------------------------|----------------------|
| Within one year | 1.30 | 0.17 | 1.13 |
| Between one and five years | 0.74 | 0.05 | 0.69 |
| More than five years | - | - | - |
| Total | 2.04 | 0.22 | 1.82 |

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Finance lease receivable as at March 31, 2023 is as follows:

| Particulars | Future minimum lease payments (MLP) | Interest element of MLP | ₹ in Crores |
|----------------------------|-------------------------------------|-------------------------|----------------------|
| | | | Present value of MLP |
| Within one year | 1.46 | 0.37 | 1.09 |
| Between one and five years | 2.04 | 0.22 | 1.82 |
| More than five years | - | - | - |
| Total | 3.50 | 0.59 | 2.91 |

20. Other current assets

| Particulars | ₹ in Crores | |
|--|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Unsecured, considered good | | |
| Advances to employees | 2.15 | 3.19 |
| Prepayments | 133.59 | 75.58 |
| Receivable from Government authorities | 351.47 | 401.05 |
| Advances to suppliers | 141.32 | 188.47 |
| Others | 30.78 | 14.72 |
| Unsecured, considered doubtful | | |
| Others | 0.12 | 0.12 |
| Less: Allowance for impairment of other current assets | (0.12) | (0.12) |
| Total | 659.31 | 683.01 |

21. Equity share capital

The Company has only one class of shares referred to as equity shares having a par value of ₹2/- each

| Particulars | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Authorized capital | | |
| 85,00,00,000 (previous year: 85,00,00,000) equity shares of ₹2/- each | 170.00 | 170.00 |
| Issued, subscribed and fully paid up | | |
| 78,17,74,431 (previous year: 78,15,60,771) equity shares of ₹2/- each fully paid up | 156.35 | 156.31 |

Reconciliation of the number of shares outstanding and amount of share capital at the beginning and at the end of the year

| Particulars | For the year ended March 31, 2024 | | For the year ended March 31, 2023 | |
|---|-----------------------------------|---------------|-----------------------------------|---------------|
| | No. of shares | ₹ in Crores | No. of shares | ₹ in Crores |
| At the beginning of the year | 78,15,60,771 | 156.31 | 78,14,56,581 | 156.29 |
| Issue of fully paid bonus shares | - | - | - | - |
| Allotment of shares under Stock Appreciation Right Scheme, 2017 | 2,13,660 | 0.04 | 104,190 | 0.02 |
| Outstanding at the end of the year | 78,17,74,431 | 156.35 | 78,15,60,771 | 156.31 |

Terms / Rights attached to equity shares

Each holder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian rupees.

Notes

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Equity Share movement for 5 years preceding March 31, 2024

| Particulars | 2019-20 | 2020-21 | 2021-22 | 2022-23 | 2023-24 |
|--|---------------------|---------------------|---------------------|---------------------|---------------------|
| At the beginning of the year | 38,90,81,315 | 38,90,87,750 | 38,92,19,272 | 78,14,56,581 | 78,15,60,771 |
| Shares extinguished under Buy-back | - | - | - | - | - |
| Allotment of shares under Employee stock option plan | 6,435 | - | - | - | - |
| Issue of Fully paid bonus shares | - | - | 39,06,47,122 | - | - |
| Stock Appreciation Right | - | 1,31,522 | 15,90,187 | 1,04,190 | 2,13,660 |
| At the end of the year | 38,90,87,750 | 38,92,19,272 | 78,14,56,581 | 78,15,60,771 | 78,17,74,431 |

Details of shares held by shareholders holding more than 5 % of the paid-up equity capital

| Particulars | For the year ended March 31, 2024 | | For the year ended March 31, 2023 | |
|--|-----------------------------------|--------------------|-----------------------------------|--------------------|
| | No. of shares held | % of Share holding | No. of shares held | % of Share holding |
| Synnex Technology International Corporation* | 18,85,91,880 | 24.12 | 18,85,91,880 | 24.13 |
| HDFC Mutual Fund | 7,17,48,870 | 9.18 | 7,07,51,868 | 9.05 |

* Synnex Mauritius Limited has transferred its entire shareholding to Synnex Technology International Corporation within the same group as a part of their internal restructuring on February 24, 2023.

The Company does not have any promoter shareholding.

Shares reserved for issue under Stock Appreciation Right Scheme, 2017:

| Particulars | March 31, 2024 | March 31, 2023 |
|--|----------------|----------------|
| Stock Appreciation Right Scheme, 2017* | - | 4,15,770 |

* Represents outstanding number of SARs as at the reporting date. The number of shares that would be issued on conversion of the SARs is based on the terms of the Stock Appreciation Right Scheme, 2017. Refer note 46 for further details.

Capital management

The Group manages its capital to ensure that the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of debt and equity (equity includes non-controlling interest and excludes Goodwill). Over the years, parity has been maintained between net debt and equity. The ratio of net debt to equity at the end of the year is as follows:

| Particulars | ₹ in Crores | |
|---|-----------------|-----------------|
| | March 31, 2024 | March 31, 2023 |
| Debt- Current | 2,768.23 | 3,076.91 |
| Debt- Non-current | 38.73 | 50.46 |
| Less: Cash and cash equivalents and other bank balances | (1,612.07) | (1,858.85) |
| Net debt (a) | 1,194.89 | 1,268.52 |
| Total equity | 7,861.94 | 7,293.17 |
| Less: Goodwill | (85.98) | (85.00) |
| Adjusted equity (b) | 7,775.96 | 7,208.17 |
| Net debt / equity ratio (a/b) | 0.15 | 0.18 |

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to the consolidated financial statements for the year ended March 31, 2024

22. Other equity

| Particulars | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| a. Securities premium | | |
| Opening balance | 174.79 | 174.13 |
| Add: Premium on allotment of shares under Stock Appreciation Right Scheme, 2017 | 1.33 | 0.66 |
| Less: Utilised for issue of bonus shares | - | - |
| Balance at the end of the year | 176.12 | 174.79 |

Securities premium is used to record the premium received on issue of shares.

| Particulars | ₹ in Crores | |
|---------------------------------------|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| b. Capital reserve | | |
| Opening balance | 71.44 | 71.44 |
| Balance at the end of the year | 71.44 | 71.44 |

Capital reserve represents the excess of book value of net assets over the purchase consideration paid for entities.

| Particulars | ₹ in Crores | |
|---------------------------------------|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| c. Statutory reserves | | |
| Opening balance | 0.92 | 0.92 |
| Balance at the end of the year | 0.92 | 0.92 |

Statutory reserves are reserves required by the local laws of the countries where certain overseas subsidiaries are established. Statutory reserves are created by allocating a certain mandated percentage of the profits for the year. These reserves are not distributable except as provided by the relevant country's law in which such subsidiaries operate.

| Particulars | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| d. Foreign currency translation reserve | | |
| Opening balance | 768.03 | 512.64 |
| Adjustment on account of initial application of Ind AS 29 | - | 11.85 |
| Adjusted opening balance | 768.03 | 524.49 |
| Movement during the year | (37.56) | 243.54 |
| Balance at the end of the year | 730.47 | 768.03 |

Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the presentation currency are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

| Particulars | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| e. General reserve | | |
| Opening balance | 107.39 | 107.39 |
| Add: Transfer from Stock Compensation reserve | 2.25 | - |
| Balance at the end of the year | 109.64 | 107.39 |

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to the consolidated financial statements for the year ended March 31, 2024

The General reserve is used from time to time to transfer profits from retained earnings for appropriation purpose. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

| Particulars | ₹ in Crores | |
|--|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| f. Re-measurement of defined benefit obligation | | |
| Opening balance | (15.98) | (26.18) |
| Movement during the year | 3.08 | 10.20 |
| Balance at the end of the year | (12.90) | (15.98) |

Retirement Benefit Obligation reserve represents accumulated balances of actuarial gains/(losses), arising out of employee defined benefit obligation and will not be subsequently reclassified to Consolidated Statement of Profit and Loss. This reserve is not a distributable reserve.

| Particulars | ₹ in Crores | |
|--|-----------------|-----------------|
| | March 31, 2024 | March 31, 2023 |
| g. Surplus in the Consolidated Statement of Profit and Loss | | |
| Opening balance | 5,660.27 | 4,783.48 |
| Add: Profit attributable to the shareholders of the Company | 1,218.62 | 1,392.56 |
| Less: Final dividend paid | (562.81) | (515.77) |
| Balance at the end of the year | 6,316.08 | 5,660.27 |

The above reserve represents profits generated and retained by the Group post distribution of dividends to the equity shareholders in the respective years. This reserve can be utilized for distribution of dividend by the Company considering the requirements of the Companies Act, 2013 and other local laws.

| Particulars | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| h. Stock compensation reserve | | |
| Opening balance | 4.18 | 4.84 |
| Less: Transfer to securities premium on exercise of SAR | (3.58) | (0.66) |
| Balance at the end of the year | 0.60 | 4.18 |

The above reserve relates to Stock Appreciation Rights (SARs) granted by the Company to its employees and directors of the Company and its subsidiaries, under the Redington Stock Appreciation Right Scheme, 2017. Further information about SAR scheme is set out in note 46.

23. Share application money pending allotment

| Particulars | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Opening balance | - | - |
| Add: Application money received for exercised options | 0.04 | 0.02 |
| Less: Shares issued for exercised options | (0.04) | (0.02) |
| Balance at the end of the year | - | - |

Share application money pending allotment represents the amount received on exercise of stock options by the eligible employees under the Stock Appreciation Right Scheme, 2017 of the Company for which allotment is yet to be made.

| Particulars | ₹ in Crores | |
|--|-----------------|-----------------|
| | March 31, 2024 | March 31, 2023 |
| Total Other Equity 22 (a to h) & 23 | 7,392.37 | 6,771.04 |

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to the consolidated financial statements for the year ended March 31, 2024

24. Non-controlling interests

The below table summarises the details relating to each of the Group's subsidiaries that have non-controlling interests before intra-group eliminations:

| Name of subsidiary | Proportion of ownership interests held by non-controlling interests (%) | | Profit (Loss) allocated to non-controlling interests | | Accumulated non-controlling interests | |
|--|---|--------------|--|--------------|---------------------------------------|----------------|
| | 2023-24 | 2022-23 | 2023-24 | 2022-23 | March 31, 2024 | March 31, 2023 |
| | ₹ in Crores | | | | | |
| Arena Bilgisayar Sanayi ve Ticaret A.S | 50.60 | 50.60 | 19.88 | 46.83 | 313.23 | 365.82 |
| Total | 50.60 | 50.60 | 19.88 | 46.83 | 313.23 | 365.82 |

The below is the summarized consolidated financial information of subsidiary with non-controlling interest (Arena) before intra-group eliminations.

| Particulars | ₹ in Crores | |
|--|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Current assets | 3,164.35 | 2,985.69 |
| Non-current assets | 222.54 | 173.91 |
| Current liabilities | 2,952.33 | 2,581.28 |
| Non-current liabilities | 33.04 | 70.41 |
| Equity attributable to the shareholders of Arena | 401.52 | 507.89 |

| Particulars | ₹ in Crores | |
|---|-----------------------------------|-----------------------------------|
| | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| Revenue | 10,103.53 | 8,996.43 |
| Profit for the year | 40.27 | 92.56 |
| Total comprehensive (loss) / income | (108.83) | 41.74 |
| Net cash generated from operating activities | 391.15 | 136.90 |
| Net cash (used in)/ generated from investing activities | (52.25) | 19.96 |
| Net cash used in financing activities | (282.32) | (115.27) |

25. Borrowings

| Particulars | ₹ in Crores | |
|---|-----------------------------------|-----------------------------------|
| | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| Current | | |
| Secured | | |
| Loans from banks (refer note b) | 9.53 | 802.84 |
| Current maturities of long-term borrowings (refer note a (iii)) | 7.00 | - |
| Unsecured | | |
| Loans from banks (refer note b) | 1,573.94 | 801.97 |
| Commercial paper (refer note c) | 1,177.76 | 1472.10 |
| Total | 2,768.23 | 3,076.91 |
| Non-current | | |
| Secured | | |
| Loans from banks (refer note a (ii)) | 22.75 | 50.46 |
| Unsecured | | |
| Loans from banks (refer note b) | 15.98 | - |
| Total | 38.73 | 50.46 |

Notes

to the consolidated financial statements for the year ended March 31, 2024

Summary of borrowing arrangements

- The Company has availed loans from banks which are secured by pari-passu charge on inventories and trade receivables, both present and future. The loan is repayable on demand.
- Loans availed by the Company's Indian subsidiary (ProConnect) from banks under
 - Cash credit from banks and working capital demand loan from banks is secured by a pari-passu charge on all receivables / book debts of the group.
 - Term loan from IDFC bank is secured by exclusive charge on the Land & Building of Kolkata ADC
- Bank loans are repayable within two years and are at floating rates of interest. 100% shares of Arena Connect are pledged to bank loans amounting to ₹83.40 Crores (\$ 10 million) (previous year: ₹82.17 Crores (\$ 10 million)).
- Commercial paper is unsecured and the maximum amount outstanding at any time during the year was ₹1,841.65 Crores (previous year: ₹1865 Crores). The Company's commercial papers were listed on the bourses of BSE Limited. The funds raised from the commercial paper were utilized for working capital purposes.
- Quarterly returns or statements of current assets filed by the Company and its Indian subsidiary with banks or financial institutions are in agreement with the books of accounts.
- No funds have been received by the Company or any of its Indian subsidiaries and associates from any person or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or its Indian subsidiaries and associates shall 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 provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

Movement in bank borrowings for the year ended March 31, 2024

| Particulars | ₹ in Crores | | | |
|---|------------------|-------------------|------------------|-------------|
| | Loans from banks | Loans from others | Commercial paper | Total |
| Balance at the beginning of the year | | | | |
| - Included under borrowings (refer note 25) | 1,655.27 | - | 1,472.10 | 3,127.37 |
| - Included under other financial liabilities (refer note 29)* | 7.07 | - | 4.71 | 11.78 |
| Details of borrowings with a maturity of over 90 days | | | | |
| Loans availed during the year | 35.00 | - | 1,276.32 | 1,311.32 |
| Repayments made during the year | (40.22) | - | (1,570.62) | (1,610.84) |
| Details of borrowings with a maturity of 90 days or less | | | | |
| Loans availed during the year | 14,457.47 | - | 4,882.95 | 19,340.42 |
| Repayments made during the year | (14,512.27) | - | (4,882.99) | (19,395.26) |
| Impact of Ind AS 29 | - | - | - | - |
| Movement in bank overdrafts^ | 16.52 | - | - | 16.52 |
| Finance costs | 258.48 | - | 108.49 | 366.97 |
| Interest paid | (261.79) | - | (107.35) | (369.14) |
| Effects of changes in foreign exchange rates | 17.50 | - | - | 17.50 |
| Balance at the end of the year | | | | |
| - Included under borrowings (refer note 25) | 1,629.20 | - | 1,177.76 | 2,806.96 |
| - Included under other financial liabilities (refer note 29) | 3.83 | - | 5.85 | 9.68 |

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to the consolidated financial statements for the year ended March 31, 2024

Movement in bank borrowings for the year ended March 31, 2023

| Particulars | ₹ in Crores | | | |
|---|------------------|-------------------|------------------|-----------------|
| | Loans from banks | Loans from others | Commercial paper | Total |
| Balance at the beginning of the year | | | | |
| - Included under borrowings (refer note 25) | 632.63 | 0.16 | - | 632.79 |
| - Included under other financial liabilities (refer note 29)* | 0.84 | - | - | 0.84 |
| Details of borrowings with a maturity of over 90 days | | | | |
| Loans availed during the year | 100.00 | - | 784.83 | 884.83 |
| Repayments made during the year | (145.99) | (0.16) | - | (146.15) |
| Details of borrowings with a maturity of 90 days or less | | | | |
| Loans availed during the year | 14,294.91 | - | 6,262.06 | 20,556.97 |
| Repayments made during the year | (13,325.19) | - | (5,574.61) | (18,899.80) |
| Impact of Ind AS 29 | (2.22) | - | - | (2.22) |
| Movement in bank overdrafts [^] | 29.32 | - | - | 29.32 |
| Finance costs | 210.28 | - | 44.76 | 255.04 |
| Interest paid | (204.26) | - | (40.23) | (244.49) |
| Effects of changes in foreign exchange rates | 72.02 | - | - | 72.02 |
| Balance at the end of the year | | | | |
| - Included under borrowings (refer note 25) | 1,655.27 | - | 1,472.10 | 3,127.37 |
| - Included under other financial liabilities (refer note 29) | 7.07 | - | 4.71 | 11.78 |

* Represents interest accrued and not due at the end of the reporting period.

[^] Bank overdrafts used for cash management purposes are classified as part of cash and cash equivalents for the purpose of Statement of Cash Flows.

26. Lease Liabilities

| Particulars | ₹ in Crores | |
|--------------|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Current | 69.49 | 72.66 |
| Non-current | 81.76 | 120.77 |
| Total | 151.25 | 193.43 |

The company recognised lease liabilities measured at the present value of remaining lease payments.

| Particulars | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Opening Balance | 193.43 | 191.85 |
| Add: Finance Cost | 13.02 | 12.08 |
| Add: Additions during the year | 37.01 | 85.85 |
| Less: Cash outflow on account of Leases | (106.64) | (79.14) |
| Less: Termination of leases & Others | (11.80) | (14.76) |
| Currency translation adjustment | 26.23 | (2.45) |
| Balance at March 31, 2024 | 151.25 | 193.43 |

Notes

to the consolidated financial statements for the year ended March 31, 2024

27. Provisions

| Particulars | ₹ in Crores | |
|------------------------------------|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Current | | |
| Provision for compensated absences | 32.07 | 30.76 |
| Provision for gratuity | 3.45 | 2.67 |
| Provision-others | 14.71 | 11.21 |
| Total | 50.23 | 44.64 |
| Non-current | | |
| Provision for compensated absences | 19.02 | 11.43 |
| Provision for gratuity | 170.20 | 164.65 |
| Provision-others | - | 0.52 |
| Total | 189.22 | 176.60 |

Movement in Provision for Gratuity

| Particulars | ₹ in Crores | |
|--|-----------------------------------|-----------------------------------|
| | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| Defined benefit obligation at the beginning of the year | 167.32 | 148.08 |
| Current service cost | 23.98 | 26.77 |
| Interest cost | 8.64 | 7.77 |
| Actuarial (gain) recognised in other comprehensive income | (2.68) | (10.08) |
| Benefits paid | (25.96) | (16.95) |
| Others | 0.43 | 1.60 |
| Currency translation adjustment | 1.92 | 10.13 |
| Defined benefit obligation at the end of the year | 173.65 | 167.32 |
| Current | 3.45 | 2.67 |
| Non-current | 170.20 | 164.65 |

Expenses recognised in the Consolidated Statement of Profit and Loss and other comprehensive income:

The current service cost and the interest cost for the year are included in the 'employee benefits expense' and 'finance costs' respectively, in the Consolidated Statement of Profit and Loss.

| Particulars | ₹ in Crores | |
|---|-----------------------------------|-----------------------------------|
| | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| Cost of the defined plan for the year | | |
| Current service cost | 23.98 | 26.77 |
| Interest cost | 8.64 | 7.77 |
| Total cost recognised in the Consolidated Statement of Profit and Loss | 32.62 | 34.54 |
| Actuarial (gain) | (2.68) | (10.08) |
| Total cost recognised in other comprehensive income | (2.68) | (10.08) |

Notes

to the consolidated financial statements for the year ended March 31, 2024

Principal actuarial assumptions considered for the valuation of defined benefit liability relating to the Group are as follows:

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| Discount rate | 4.95% to 13.70% | 7.49% to 15% |
| Salary escalation rate | 4.95% to 10% | 5% to 10% |
| Attrition rate | 4% to 29% | 12% to 21% |
| Weighted average duration of defined benefit obligation | 5.73 - 8.78 years | 7.41 - 8.01 years |
| Demographic assumptions - mortality | IALM 2012-14 Ultimate (India) / AM80 (Overseas) | IALM 2012-14 Ultimate (India) / AM80 (Overseas) |

Sensitivity analysis

The Group applies 1% as the sensitivity rate while ascertaining the impact of change in one of the actuarial assumptions, keeping other assumptions constant, on the defined benefit obligation. Following is the effect on defined benefit obligation:

| Particulars | ₹ in Crores | |
|--------------------------------------|---|---|
| | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| Increase of 1% in assumptions | Increase/ (decrease) in defined benefit obligation | Increase/ (decrease) in defined benefit obligation |
| Discount rate | (11.81) | (10.79) |
| Salary escalation rate | 13.08 | 12.76 |
| Attrition rate | (0.47) | (0.28) |

| Particulars | ₹ in Crores | |
|--------------------------------------|---|---|
| | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| Decrease of 1% in assumptions | Increase/ (decrease) in defined benefit obligation | Increase/ (decrease) in defined benefit obligation |
| Discount rate | 13.41 | 12.31 |
| Salary escalation rate | (11.63) | (11.35) |
| Attrition rate | 0.50 | 0.31 |

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the consolidated balance sheet.

Notes

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28. Trade payables

| Particulars | ₹ in Crores | |
|--|------------------|------------------|
| | March 31, 2024 | March 31, 2023 |
| Current | | |
| Total outstanding dues of micro enterprises and small enterprises | 99.20 | 66.06 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 11,769.54 | 10,905.05 |
| Total (a) | 11,868.74 | 10,971.11 |
| Non-current | | |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | - | 2.88 |
| Total (b) | - | 2.88 |
| Total (a + b) | 11,868.74 | 10,973.99 |

The Company and its Indian subsidiaries have circulated letters to suppliers and based on confirmations received so far from the parties, necessary disclosures relating to Micro and Small Enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 are made in the consolidated financial statements in accordance with the Notification No: GSR 719 € dated November 16, 2007, issued by the Ministry of Corporate Affairs.

Ageing of trade payables (Current and non-current)

The ageing has been determined based on the due date of payment or extended due date, where applicable. Where there is no due date of payment date of transaction has been considered.

Ageing of trade payables for the year ended March 31, 2024

| Particulars | ₹ in Crores | | | | | Total |
|----------------------------------|-----------------|------------------|---------------|--------------|-------------------|------------------|
| | Not due | Less than 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | |
| a. MSME | 96.94 | 2.09 | - | - | - | 99.03 |
| b. Others | 9,875.79 | 1,562.94 | 105.31 | 10.35 | 10.16 | 11,564.55 |
| c. Disputed dues - MSME | - | 0.17 | - | - | - | 0.17 |
| d. Disputed dues - Others | - | - | - | - | 1.92 | 1.92 |
| Sub-total | 9,972.73 | 1,565.20 | 105.31 | 10.35 | 12.08 | 11,665.67 |
| Unbilled dues - Accrued expenses | | | | | | 203.07 |
| Total | | | | | | 11,868.74 |

Ageing of trade payables for the year ended March 31, 2023

| Particulars | ₹ in Crores | | | | | Total |
|----------------------------------|------------------|------------------|--------------|--------------|-------------------|------------------|
| | Not due | Less than 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | |
| a. MSME | 52.01 | 14.05 | - | - | - | 66.06 |
| b. Others | 10,428.44 | 133.34 | 69.79 | 25.83 | 25.73 | 10,683.13 |
| c. Disputed dues - MSME | - | - | - | - | - | - |
| d. Disputed dues - Others | - | - | 0.06 | 0.15 | 0.68 | 0.89 |
| Sub-total | 10,480.45 | 147.39 | 69.85 | 25.98 | 26.41 | 10,750.08 |
| Unbilled dues - Accrued expenses | | | | | | 223.91 |
| Total | | | | | | 10,973.99 |

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to the consolidated financial statements for the year ended March 31, 2024

29. Other financial liabilities

| Particulars | ₹ in Crores | |
|--|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Unclaimed dividend* | 1.43 | 1.13 |
| Supplier credit arrangements | 13.42 | 26.65 |
| Interest accrued but not due on borrowings | 9.68 | 11.78 |
| Derivative financial liability | 1.42 | 3.02 |
| Sales and Overriding Commission Payable | 69.34 | 217.33 |
| Other liabilities | 227.51 | 17.87 |
| Total | 322.80 | 277.78 |
| Current | 316.39 | 277.78 |
| Non-current | 6.41 | - |

*No amount is due and outstanding to be credited to Investor Education and Protection Fund.

30. Other current liabilities

| Particulars | ₹ in Crores | |
|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Unamortised revenue | 6.86 | 13.19 |
| Statutory liabilities | 319.67 | 333.53 |
| Advances / deposits received from customers | 381.75 | 409.08 |
| Creditors for other Liabilities | 56.92 | 55.91 |
| Dues to employees | 142.15 | 144.83 |
| Other liabilities | 28.30 | 17.61 |
| Total | 935.65 | 974.15 |
| Current | 934.94 | 974.15 |
| Non-current | 0.71 | - |

31. Revenue from operations

| Particulars | ₹ in Crores | |
|--------------------------|-----------------------------------|-----------------------------------|
| | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| Sale of goods | 86,451.71 | 77,247.56 |
| Sale of services | 2,858.12 | 2,089.22 |
| Other operating revenues | 35.88 | 40.00 |
| Total | 89,345.71 | 79,376.78 |

Revenue disaggregation by geography is as follows:

| Geography | ₹ in Crores | |
|-----------------------------|-----------------------------------|-----------------------------------|
| | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| SISA | 42,374.58 | 36,932.41 |
| ROW | 47,017.55 | 42,453.61 |
| Less: Inter segment revenue | (46.42) | (9.24) |
| Total | 89,345.71 | 79,376.78 |

Notes

to the consolidated financial statements for the year ended March 31, 2024

| Particulars | ₹ in Crores | |
|--|-----------------------------------|-----------------------------------|
| | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| Gross Sales | 91,426.41 | 81,926.36 |
| Less: Reduction towards other consideration components | 2,080.70 | 2,549.58 |
| Net Sales | 89,345.71 | 79,376.78 |

32. Other income (net)

| Particulars | ₹ in Crores | |
|--|-----------------------------------|-----------------------------------|
| | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| Interest income under effective interest rate method on loans and deposits | 108.91 | 55.15 |
| Interest from dealers | 12.14 | 6.57 |
| Income from short-term investments | 2.45 | 0.89 |
| Interest income on income tax refund | 4.74 | - |
| Gain on sale of property, plant and equipment (net) | 3.34 | 2.17 |
| Provisions written back | 1.51 | 0.90 |
| Other non-operating income | 130.75 | 76.25 |
| Total | 263.84 | 141.93 |

33. Employee benefits expense

| Particulars | ₹ in Crores | |
|--|-----------------------------------|-----------------------------------|
| | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| Salaries and bonus | 1,173.56 | 1,065.45 |
| Contribution to provident fund and other funds | 18.90 | 14.75 |
| Gratuity (refer note 27) | 23.98 | 26.77 |
| Staff welfare expenses | 73.00 | 61.44 |
| Total | 1,289.44 | 1,168.41 |

34. Finance costs

| Particulars | ₹ in Crores | |
|-------------------------------|-----------------------------------|-----------------------------------|
| | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| Interest on borrowings | 361.12 | 250.62 |
| Interest on lease liabilities | 13.02 | 12.08 |
| Other borrowing costs | 11.17 | 9.16 |
| Total | 385.31 | 271.86 |

35. Depreciation and amortisation expense

| Particulars | ₹ in Crores | |
|--|-----------------------------------|-----------------------------------|
| | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| Depreciation of property, plant and equipment (refer note 5 (a) & 9) | 57.42 | 44.11 |
| Depreciation of right-of-use assets (refer note 39) | 84.47 | 76.50 |
| Amortisation of Intangible assets (refer note 5 (b)) | 39.21 | 34.79 |
| Total | 181.10 | 155.40 |

Notes

to the consolidated financial statements for the year ended March 31, 2024

36. Other expenses

| Particulars | ₹ in Crores | |
|---|--------------------------------------|--------------------------------------|
| | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| Rent (refer note 39) | 59.09 | 57.10 |
| Freight | 217.63 | 203.72 |
| Repairs and maintenance | 46.86 | 61.45 |
| Travelling expense and conveyance charges | 62.32 | 66.98 |
| Communication expense | 24.24 | 20.81 |
| Professional charges | 85.45 | 73.73 |
| Insurance (Net) | 90.63 | 83.86 |
| Sales promotion expenses | 237.39 | 128.16 |
| Warehouse handling charges* | 36.18 | 38.69 |
| Bad debts | 34.88 | - |
| Provision for trade receivables & other financial asset^ | 30.19 | 73.21 |
| Auditors' remuneration (including remuneration to subsidiaries' auditors) | 11.59 | 11.86 |
| Exchange loss (net) | 30.52 | 50.80 |
| Outsourced resource cost | 136.02 | 141.88 |
| Bank charges | 131.52 | 83.61 |
| Corporate Social responsibility expenditure (refer note 45) | 18.90 | 14.63 |
| Loss on sale of fixed asset | - | 0.17 |
| Software and subscriptions | 152.78 | 96.76 |
| Factoring charges | 320.40 | 146.73 |
| Other expenses | 171.93 | 102.59 |
| Total | 1,898.52 | 1,456.74 |

| Particulars ^ | ₹ in Crores | |
|---|--------------------------------------|--------------------------------------|
| | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| Provision for trade Receivables | 32.81 | 69.80 |
| (Reversal of provision)/ Provision for other financial assets | (2.62) | 3.41 |
| Provision for trade receivables and other financial assets | 30.19 | 73.21 |

* Net of recovery from customers.

37. Earnings per equity share

| Particulars | ₹ in Crores | |
|--|--------------------------------------|--------------------------------------|
| | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| Profit for the year (₹ in Crores) | 1,218.62 | 1,392.56 |
| Weighted average number of equity shares (Basic) | 78,16,92,363 | 78,14,88,590 |
| Earnings per share- Basic ₹ | 15.59 | 17.82 |
| Weighted average number of equity shares (Diluted) | 78,16,92,363 | 78,17,16,132 |
| Earnings per share- Diluted ₹ | 15.59 | 17.81 |
| Face value per share in ₹ | 2/- | 2/- |
| Weighted average number of equity shares (Basic) | 78,16,92,363 | 78,14,88,590 |
| Add: Effect of stock appreciation rights | - | 2,27,542 |
| Weighted average number of equity shares (Diluted) | 78,16,92,363 | 78,17,16,132 |

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38. Contingencies and commitments

| Particulars | ₹ in Crores | |
|-------------------------------------|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| a. Bank guarantees | 9.18 | 20.39 |
| b. Claims not acknowledged as debts | 9.49 | 18.44 |
| c. Disputed tax demands | | |
| Direct tax (Refer point "d" below) | 294.99 | 271.19 |
| Indirect taxes | 158.84 | 121.05 |

Note: Show cause notices are not considered as contingent liabilities unless converted into demand.

- d. Pursuant to the tax demand raised during earlier years by the India Income Tax Department aggregating to ₹326.79 Crores (\$ 39.18 million) contending that there is a Permanent Establishment ("PE") in India by Redington Distribution Pte. Limited (the 'Subsidiary') relating to financial years 2010-11 to 2017-18 and 2019-20 (9 years), the subsidiary had made a pre-deposit of ₹35.71 Crores (\$ 4.71 million) under protest as part payment for the tax demand raised. The Subsidiary had filed an application before the appropriate authorities in Singapore and India for resolution of dispute under Mutual Agreement Procedure ('MAP') in accordance with the India Singapore Double Taxation Avoidance Agreement. During the current year resolution under MAP has been concluded between the respective authorities of India and Singapore. As per the resolution the authorities set aside the determination of existence of PE and have proceeded with an appropriate profit attribution on certain segment of sales.

The Subsidiary has since accepted the resolution under MAP and completed the related formalities for FYs 2010-11 to FY 2015-16 (6 years). In respect of FY 2016-17, FY 2017-18 & FY 2019-20 (3 years) documentation formalities are in progress.

In respect of software sales in the nature of royalty, not covered in MAP, the Subsidiary is contesting the demand before the appropriate legal forums in India.

Based on professional advice obtained by the Subsidiary and management's assessment on the basis of the above resolution, the Subsidiary has made a provision of ₹41.16 Crores (\$ 4.93 million) and there will be no further material liability.

- e. **Capital commitment:**

Estimated amounts of contracts remaining to be executed on capital account and not provided for (net of advances) is ₹7.93 Crores (previous year ₹6.50 Crores).

39. Leases

Leases as lessee

The Group leases assets in the nature of land and buildings, vehicles and other equipment. The leases typically run for a period of 1 to 8 years. Information about leases for which the Group is a lessee is presented below:

- a. **Right-of-use assets**

Right-of-use assets related to leased properties are presented as property, plant and equipment

Movement in right-of-use assets for the year ended March 31, 2024

| Particulars | ₹ in Crores | | | |
|----------------------------------|--------------------|--------------|-----------------|---------------|
| | Land and buildings | Vehicles | Other equipment | Total |
| Balance at April 1, 2023 | 197.46 | 6.27 | 0.54 | 204.27 |
| Depreciation charge for the year | (80.93) | (3.00) | (0.54) | (84.47) |
| Additions to right-of-use assets | 37.34 | 4.77 | - | 42.11 |
| Modification of leases | (0.18) | - | - | (0.18) |
| Deletions to right-of-use assets | (12.53) | - | - | (12.53) |
| Currency translation adjustments | 14.17 | 7.87 | - | 22.04 |
| Balance at March 31, 2024 | 155.33 | 15.91 | - | 171.24 |

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Movement in right-of-use assets for the year ended March 31, 2023

| Particulars | ₹ in Crores | | | |
|----------------------------------|--------------------|-------------|-----------------|---------------|
| | Land and buildings | Vehicles | Other equipment | Total |
| Balance at April 1, 2022 | 203.47 | 1.78 | 1.03 | 206.28 |
| Depreciation charge for the year | (72.99) | (3.02) | (0.49) | (76.50) |
| Additions to right-of-use assets | 74.92 | 10.71 | - | 85.63 |
| Modification of leases | (2.97) | - | - | (2.97) |
| Deletions to right-of-use assets | (16.83) | (3.40) | - | (20.23) |
| Currency translation adjustments | 11.86 | 0.20 | - | 12.06 |
| Balance at March 31, 2023 | 197.46 | 6.27 | 0.54 | 204.27 |

Refer Note 26 for movement in lease liabilities.

b. Amounts recognised in profit or loss

| Particulars | ₹ in Crores | |
|---|-------------|--|
| | Amount | |
| March 31, 2024 – Lease related expenses | | |
| Interest on lease liabilities | 13.02 | |
| Depreciation of right-of-use assets | 84.47 | |
| Expenses relating to short-term leases (Included as part of other expenses) | 59.09 | |
| Loss / (Gain) on modification of leases | - | |
| March 31, 2023 – Lease related expenses | | |
| Interest on lease liabilities | 12.08 | |
| Depreciation of right-of-use assets | 76.50 | |
| Expenses relating to short-term leases (Included as part of other expenses) | 57.10 | |
| Loss / (Gain) on modification of leases | (0.35) | |

c. Amounts recognised in statement of cash flows

| Particulars | ₹ in Crores | |
|--|-------------|--|
| | Amount | |
| March 31, 2024 – Total cash outflow for leases | 106.64 | |
| March 31, 2023 – Total cash outflow for leases | 79.14 | |

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40. Financial Instruments

The following table shows the carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.

Categories of financial instruments

| As at March 31, 2024 | Carrying amount | | | Fair value | | | |
|--|-----------------|---|------------------|------------|-------------|----------|-------------|
| | FVTPL | Other financial assets – amortised cost | Total | Level 1 | Level 2 | Level 3 | Total |
| Financial assets measured at fair value | | | | | | | |
| Other financial assets (refer note 19) | | | | | | | |
| - Forward Contracts* | 8.09 | - | 8.09 | - | 8.09 | - | 8.09 |
| Financial assets not measured at fair value | | | | | | | |
| Trade receivables (refer note 16) | - | 13,938.14 | 13,938.14 | - | - | - | - |
| Cash and cash equivalents (refer note 17 (a)) | - | 1,612.07 | 1,612.07 | - | - | - | - |
| Other bank balances (refer note 17 (b)) | - | 8.60 | 8.60 | - | - | - | - |
| Loans (refer note 18) | - | - | - | - | - | - | - |
| Other financial assets (refer note 19) | | | | | | | |
| - Security deposits | - | 51.68 | 51.68 | - | - | - | - |
| - Others | - | 256.31 | 256.31 | - | - | - | - |
| Total financial assets | 8.09 | 15,866.80 | 15,874.89 | - | 8.09 | - | 8.09 |

| As at March 31, 2023 | Carrying amount | | | Fair value | | | |
|--|-----------------|---|------------------|------------|-------------|----------|-------------|
| | FVTPL | Other financial assets – amortised cost | Total | Level 1 | Level 2 | Level 3 | Total |
| Financial assets measured at fair value | | | | | | | |
| Other financial assets (refer note 19) | | | | | | | |
| - Forward Contracts* | 4.21 | - | 4.21 | - | 4.21 | - | 4.21 |
| Financial assets not measured at fair value | | | | | | | |
| Investments (refer note 15) | - | 34.35 | 34.35 | - | - | - | - |
| Trade receivables (refer note 16) | - | 12,042.20 | 12,042.20 | - | - | - | - |
| Cash and cash equivalents (refer note 17 (a)) | - | 1,858.85 | 1,858.85 | - | - | - | - |
| Other bank balances (refer note 17 (b)) | - | 91.79 | 91.79 | - | - | - | - |
| Loans (refer note 18) | - | - | - | - | - | - | - |
| Other financial assets (refer note 19) | | | | | | | |
| - Security deposits | - | 45.83 | 45.83 | - | - | - | - |
| - Others | - | 326.60 | 326.60 | - | - | - | - |
| Total financial assets | 4.21 | 14,399.62 | 14,403.83 | - | 4.21 | - | 4.21 |

| As at March 31, 2024 | Carrying amount | | | Fair value | | | |
|---|-----------------|--|------------------|------------|-------------|----------|-------------|
| | FVTPL | Other financial liabilities – amortised cost | Total | Level 1 | Level 2 | Level 3 | Total |
| Financial liabilities measured at fair value | | | | | | | |
| Other financial liabilities (refer note 29) | | | | | | | |
| - Forward contracts* | 1.42 | - | 1.42 | - | 1.42 | - | 1.42 |
| Financial liabilities not measured at fair value | | | | | | | |
| Borrowings (refer note 25) | - | 2,806.96 | 2,806.96 | - | - | - | - |
| Lease liabilities (refer note 26) | - | 151.25 | 151.25 | - | - | - | - |
| Trade payables (refer note 28) | - | 11,868.74 | 11,868.74 | - | - | - | - |
| Other financial liabilities (refer note 29) | | | | | | | |
| - Others | - | 321.38 | 321.38 | - | - | - | - |
| Total financial liabilities | 1.42 | 15,148.33 | 15,149.75 | - | 1.42 | - | 1.42 |

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| As at March 31, 2023 | Carrying amount | | | Fair value | | | |
|---|-----------------|--|------------------|------------|-------------|----------|-------------|
| | FVTPL | Other financial liabilities – amortised cost | Total | Level 1 | Level 2 | Level 3 | Total |
| Financial liabilities measured at fair value | | | | | | | |
| Other financial liabilities (refer note 29) | | | | | | | |
| - Forward contracts* | 3.02 | - | 3.02 | - | 3.02 | - | 3.02 |
| Financial liabilities not measured at fair value | | | | | | | |
| Borrowings (refer note 25) | | | | | | | |
| | - | 3,127.37 | 3,127.37 | - | - | - | - |
| Lease liabilities (refer note 26) | | | | | | | |
| | - | 193.43 | 193.43 | - | - | - | - |
| Trade payables (refer note 28) | | | | | | | |
| | - | 10,973.99 | 10,973.99 | - | - | - | - |
| Other financial liabilities (refer note 29) | | | | | | | |
| - Others | | | | | | | |
| | - | 274.76 | 274.76 | - | - | - | - |
| Total financial liabilities | 3.02 | 14,569.55 | 14,572.57 | - | 3.02 | - | 3.02 |

* The Company enters into foreign exchange forward contracts with banks. These foreign exchange forward contracts are valued using various inputs including the foreign exchange spot and expected forward rates.

41. Financial risk management

The Group's activities expose it to a variety of financial risks such as foreign exchange risk, interest rate risk, credit risk and liquidity risk. The focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance. The primary market risk of the Group are credit and foreign exchange risk.

The senior management oversees the management of these risks. The senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework. The financial risk committee provides assurance to the senior management that the financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured, mitigated, and managed in accordance with the Group's policies and risk objectives.

The Group has exposure to the following risks arising from financial instruments:

a. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Foreign exchange risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency). In order to mitigate risks arising on account of foreign currency fluctuations, the following policies are set with respect to foreign exchange risk management in respective geographies.

Company and its Indian subsidiaries

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The exposure to the risk of changes in foreign exchange rates is primarily on account of payment in foreign exchange for purchase of goods.

The Company and its subsidiaries use foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and highly probable forecast transactions.

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Sensitivity analysis

The Group applies 1% as the sensitivity rate while ascertaining foreign currency exposure. Accordingly, 1% strengthening of Indian Rupee against all relevant uncovered foreign currency transactions would have negatively impacted profit before tax by ₹0.57 Crores (previous year: negatively impacted by ₹3.31 Crores). Similarly for 1% weakening of Indian rupee against these transactions, there would be an equal and opposite impact on the profit before tax and equity.

Overseas subsidiaries

With respect to overseas subsidiaries, local reporting currency (AED) in the Middle East is pegged to US dollar and hence the requirement for taking a separate hedge does not arise. In other geographies, forward cover is taken wherever applicable.

Foreign currency sensitivity analysis

The following table details the Group's sensitivity to a 10% increase and decrease in the US\$, which is the functional currency of the Group's overseas subsidiaries, against the relevant foreign currency transactions that are not covered/pegged, except for Turkish Lira in which 40% sensitivity rate is applied. A positive number below indicates an increase in profit before tax where the US\$ strengthens 10% against the relevant currency. Similarly, for a 10% weakening of the US\$ against the relevant currency, there would be an equal and opposite impact on the Profit before tax.

| Particulars | ₹ in Crores | |
|------------------------|-----------------------------------|-----------------------------------|
| | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| Turkish Lira | (92.66) | (219.13) |
| Kuwaiti Dinar | (9.87) | (8.09) |
| Kenyan Shilling | (2.42) | (0.32) |
| Moroccan Dirham | - | 0.03 |
| Nigerian Naira | (0.75) | (1.53) |
| Egyptian Pound | (3.15) | (10.37) |
| Tanzanian Sillings | (0.85) | (1.03) |
| Uganda Shilling | (0.37) | (0.79) |
| Ghanainan Cedi | (0.13) | (0.06) |
| South African Rand | (1.28) | (0.05) |
| Rwandan Franc | (0.33) | (0.96) |
| Euro | 2.55 | 3.99 |
| West African CFA Franc | (2.82) | (3.13) |
| Indian Rupees | (0.34) | (0.35) |
| Bahraini dinar | - | (2.83) |
| Sri Lankan rupee | (0.05) | (0.03) |
| Bangladesh taka | 0.33 | 0.59 |
| Singapore Dollars | 0.91 | 0.61 |

Interest rate risk management

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company and its Indian subsidiaries borrow funds to meet its short-term requirements which are at fixed interest rates and the Company's borrowings are minimal. Hence there is no exposure to any significant interest rate risk.

The Company's overseas subsidiaries and one of its Indian subsidiaries borrow funds at both fixed and floating interest rates. Hence sensitivity analysis has been determined based on the exposure to interest rates for borrowings at floating interest rates. If interest rates had been 50 basis points higher / lower and all other variables were held constant, the Group's profit before tax / equity for the year ended March 31, 2024, would decrease/increase by ₹5.88 Crores (previous year: ₹7.43 Crores).

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b. Credit risk management

Credit risk is the risk that the counterparty will not meet its obligations under customer contract, leading to a financial loss. The Group is exposed to credit risk from its sale to customers on credit. The carrying value of financial assets represents the maximum amount of credit risk.

The Group mitigates credit risk by strict receivable management, procedures and policies. The Group has a dedicated independent team to review credit and monitor collection of receivables. Credit insurance is resorted-to for most of the receivables and in such cases the credit risk is restricted to the receivable value which is not covered.

Movement in the allowance for impairment of trade receivables

| Particulars | ₹ in Crores | |
|--|-----------------------------------|-----------------------------------|
| | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| Balance at the beginning of the year | 242.41 | 208.42 |
| Allowance recognised during the year | 32.81 | 69.80 |
| Less: Written off / reclassified during the year | (15.97) | (49.17) |
| Currency translation adjustment | (4.25) | 13.36 |
| Balance at end of the year | 255.00 | 242.41 |

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable. The concentration of credit risk is limited due to the customer base being large and unrelated. Accordingly, the Group believes that no further loss allowance is required.

c. Liquidity risk management

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Group has built an appropriate liquidity risk management framework for its short, medium and long-term funding and liquidity requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and un-availed borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial liabilities.

The following table details the Group's remaining contractual maturity for its derivative & non-derivative financial liabilities:

| Particulars | As at March 31, 2024 | | | | As at March 31, 2023 | | | |
|-----------------------------|----------------------|------------------------|------------------|------------------|----------------------|------------------------|------------------|------------------|
| | Carrying amount | Contractual cash flows | | | Carrying amount | Contractual cash flows | | |
| | | Less than a year | More than a year | Total | | Less than a year | More than a year | Total |
| Borrowings | 2,806.96 | 2,768.23 | 38.73 | 2,806.96 | 3,127.37 | 3,076.91 | 50.46 | 3,127.37 |
| Lease liabilities | 151.25 | 86.92 | 90.37 | 177.29 | 193.43 | 76.52 | 127.21 | 203.73 |
| Trade payables | 11,868.74 | 11,868.74 | - | 11,868.74 | 10,973.99 | 10,971.11 | 2.88 | 10,973.99 |
| Other financial liabilities | 322.80 | 316.39 | 6.41 | 322.80 | 277.78 | 277.78 | - | 277.78 |
| Total | 15,149.75 | 15,040.28 | 135.51 | 15,175.79 | 14,572.57 | 14,402.32 | 180.55 | 14,582.87 |

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42. Operating segments

Disclosure of reportable segments have been made in a manner consistent with internal reporting to the Group Chief Executive Officer who is the Chief Operating Decision Maker ("CODM") for the Group, in line with provisions of Ind AS 108, Operating Segment. During the Year ended March 31, 2023, the Company had revised the reporting segments as "SISA" (Singapore, India & South Asia) and "ROW" (Rest of the World) in line with the revised internal reporting. Expenses that are directly identifiable to segments are considered for determining the segment results. Segment assets and liabilities include those directly identifiable to the respective segments and unallocated items include current and deferred tax assets and liabilities.

| Particulars | SISA | | ROW | | Eliminations | | Corporate Unallocated | | Total | |
|---|------------------|------------------|------------------|------------------|-----------------|-----------------|-----------------------|---------------|------------------|------------------|
| | 2023-24 | 2022-23 | 2023-24 | 2022-23 | 2023-24 | 2022-23 | 2023-24 | 2022-23 | 2023-24 | 2022-23 |
| Segment revenue | | | | | | | | | | |
| - External | 42,328.16 | 36,923.17 | 47,017.55 | 42,453.61 | - | - | - | - | 89,345.71 | 79,376.78 |
| - Inter-segment | 46.42 | 9.24 | - | (46.42) | (46.42) | (9.24) | - | - | - | - |
| Total | 42,374.58 | 36,932.41 | 47,017.55 | 42,453.61 | (46.42) | (9.24) | - | - | 89,345.71 | 79,376.78 |
| Segment profit/(loss) before tax | | | | | | | | | | |
| Income tax expense | 1,344.32 | 1,335.68 | 686.35 | 998.96 | (456.02) | (501.17) | - | - | 1,574.65 | 1,833.47 |
| Segment profit for the year | 239.39 | 243.33 | 96.65 | 150.75 | - | - | - | - | 336.04 | 394.08 |
| Non-controlling interest | 1,104.93 | 1,092.35 | 589.70 | 848.21 | (456.02) | (501.17) | - | - | 1,238.61 | 1,439.39 |
| Segment profit attributable to the shareholders of the company | 1,104.93 | 1,092.35 | 569.71 | 801.38 | (456.02) | (501.17) | - | - | 1,218.62 | 1,392.56 |
| Total segment assets | 10,665.14 | 9,818.38 | 13,503.82 | 13,347.29 | - | - | 224.73 | 117.54 | 24,393.69 | 23,283.21 |
| Total segment liabilities | 7,498.44 | 6,914.18 | 8,826.41 | 8,853.78 | - | - | 206.89 | 222.08 | 16,531.74 | 15,990.04 |
| Segment profit before tax includes: | | | | | | | | | | |
| Interest income | 16.87 | 11.11 | 92.04 | 52.76 | - | - | - | - | 108.91 | 63.87 |
| Finance costs | 190.51 | 84.35 | 194.80 | 187.51 | - | - | - | - | 385.31 | 271.86 |
| Depreciation and amortization expense | 80.48 | 62.33 | 100.62 | 93.07 | - | - | - | - | 181.10 | 155.40 |
| Segment assets include: | | | | | | | | | | |
| Non- Currents Assets (excluding deferred tax and financial assets) | 573.74 | 513.01 | 544.40 | 552.71 | - | - | - | - | 1,118.14 | 1,065.72 |

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Other information with respect to the operating segments disclosed above

Revenues from major businesses are as follows:

| Particulars | For the year ended March 31, 2024 | | | For the year ended March 31, 2023 | | |
|-------------------------|-----------------------------------|------------------|------------------|-----------------------------------|------------------|------------------|
| | SISA | ROW | Total | SISA | ROW | Total |
| | Distribution of products | 40,480.60 | 45,971.11 | 86,451.71 | 35,514.03 | 41,733.53 |
| Service | 1,811.68 | 1,046.44 | 2,858.12 | 1,369.14 | 720.08 | 2,089.22 |
| Other operating revenue | 35.88 | - | 35.88 | 40.00 | - | 40.00 |
| Total | 42,328.16 | 47,017.55 | 89,345.71 | 36,923.17 | 42,453.61 | 79,376.78 |

- a. The Group has elected not to disclose details of non-current assets located in various geographies and revenue from major products and services as the necessary information is not precisely available and the cost to develop it would be excessive.
- b. The revenue from transactions with no single external customer exceeded 10% of the total revenue of the Group for each of the two years ended March 31, 2024, and March 31, 2023.

43. Related party disclosures

a. Key Management Personnel (KMP)

Mr. V S Hariharan, Group Chief Executive Officer*

Mr. Rajiv Srivastava, Managing Director**

Mr. S. V. Krishnan, Finance Director***

Mr. Ramesh Natarajan, Chief Executive Officer, India Distribution business

Mr. V Ravishankar, Chief Financial Officer

(Refer note 44 for details of remuneration paid to KMP)

* Mr. V S Hariharan has been appointed as Group Chief Executive Officer for a period of three years, with effect from September 11, 2023.

** Mr. Rajiv Srivastava resigned on August 11, 2023.

***Mr. SV Krishnan was redesignated as Finance director (whole time) on August 11, 2023.

b. Names of the related parties with whom transactions have taken place

| | |
|--|---|
| Entity having significant influence on the Company | Synnex Technology International Corporation |
| Subsidiary of entity having significant influence on the Company | Synnex Australia Pty Limited |

c. Nature of transactions:

| Nature of transactions | For the year ended March 31, 2024 | | For the year ended March 31, 2023 | |
|--|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| | Entity having significant influence | Entity having significant influence | Entity having significant influence | Entity having significant influence |
| | Synnex Mauritius Limited | | | |
| Dividend paid | - | - | 124.47 | - |
| Synnex Technology International Corporation Limited | | | | |
| Dividend paid | 118.81 | - | - | - |
| Amount receivable at year end | 3.24 | - | - | - |

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| Nature of transactions | For the year ended March 31, 2024 | | For the year ended March 31, 2023 | |
|-------------------------------------|---|---|---|---|
| | Subsidiary of entity having significant influence | Subsidiary of entity having significant influence | Subsidiary of entity having significant influence | Subsidiary of entity having significant influence |
| Synnex Australia Pty Limited | | | | |
| Service charges – Income | 0.37 | - | 0.55 | - |
| Amount receivable at the year end | 0.09 | - | 0.10 | - |

| Nature of transactions | For the year ended March 31, 2024 | | For the year ended March 31, 2023 | |
|------------------------|-----------------------------------|--------------------------|-----------------------------------|--------------------------|
| | Key management personnel | Key management personnel | Key management personnel | Key management personnel |
| Dividend paid | 0.02 | - | 0.90 | - |

44. Remuneration to Key Managerial Personnel

Remuneration to the key managerial personnel from the Company as below:

| Nature of transactions | For the year ended March 31, 2024 | | For the year ended March 31, 2023 | |
|--------------------------------|-----------------------------------|----------|-----------------------------------|----------|
| | Salaries and bonus | 15.84 | - | 12.72 |
| Contribution to provident fund | 0.33 | - | 0.36 | - |
| Incentives | 3.21 | - | 1.44 | - |
| Total remuneration | 19.38 | - | 14.52 | - |

Provision for gratuity and compensated absences are based on an actuarial valuation performed on an overall Company basis and hence excluded above.

45. Corporate Social Responsibility (CSR)

As per Section 135 of the Companies Act, 2013, an Indian company meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. A CSR committee has been formed by the company and its Indian subsidiaries (wherever applicable) as per the Act. The CSR funds were primarily utilized throughout the year on activities which are specified in Schedule VII of the Companies Act, 2013 through the 'Foundation for CSR @ Redington' trust formed to carry out the CSR activities.

| Particulars | For the year ended March 31, 2024 | | For the year ended March 31, 2023 | |
|--|---|-------|---|-------|
| | i) Amount required to be spent during the year | 18.90 | - | 14.63 |
| ii) Amount of expenditure incurred* | 14.18 | - | 12.20 | - |
| iii) Shortfall at the end of the year^ | 4.93 | - | 2.43 | - |
| iv) Total of previous year shortfall | 0.32 | - | 1.47 | - |
| iv) Reason for shortfall | Pertains to ongoing projects | - | Pertains to ongoing projects | - |
| v) Nature of CSR activities | Promoting education, healthcare, differently abled enhancement projects | - | Promoting education, healthcare, differently abled enhancement projects | - |

Notes

to the consolidated financial statements for the year ended March 31, 2024

Movement in CSR provision

| Particulars | ₹ in Crores | |
|---|-----------------------------------|-----------------------------------|
| | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| Balance at the beginning of the year | 3.90 | 4.30 |
| Add: Provision created for previous years shortfall | - | - |
| Less: Amount spent pertaining to previous year shortfall* | (3.58) | (2.83) |
| Total of previous year shortfall | 0.32 | 1.47 |
| Add: Provision created for current year shortfall | 4.93 | 2.43 |
| Balance at the end of the year | 5.25 | 3.90 |

*The contribution made by the Company to 'Foundation for CSR @ Redington' trust formed for the purpose of carrying out these CSR activities is ₹14.18 Crores (previous year: ₹12.41 Crores), which includes ₹0.15 Crores spent towards impact assessment.

^The unspent amount was transferred to unspent CSR account within 30 days from the end of the financial year, in accordance with the Companies Act, 2013 read with the CSR Amendment Rules. Shortfall as at end of the year includes impact assessment of ₹0.29 Crores spent subsequently.

46. Stock Appreciation Rights

a. Details of Stock Appreciation Rights

The Group had formulated 'REDINGTON STOCK APPRECIATION RIGHT SCHEME 2017' ("SAR Scheme 2017") with an intent to reward the employees of the Group for their performance and to motivate them to contribute to the growth and profitability of the Group. The maximum number of shares to be issued against the Stock Appreciation Rights (SARs) shall not exceed 86,81,681 equity shares of ₹2/- each as adjusted for any changes in the capital structure of the Group. Pursuant to the approval of SAR Scheme 2017 by the members of the Group, the Nomination and Remuneration Committee of the Board of Redington Limited on December 30, 2017, approved the grant of 81,79,000 SARs to the employees of the Company and its subsidiaries.

Each SAR entitles the eligible employees and directors to receive equity shares of the Company equivalent to the increase in value of one equity share ('Appreciation'). Appreciation is calculated by reducing the issue price / base price from the reported closing price of the equity shares in the NSE / BSE where there is highest trading, on the day prior to the date of exercising of these SARs and multiplying the resultant with the number of SARs exercised.

These SARs vest over a period of 3 years from the date of the grant in the following manner:

10% of the SARs vest after a period of one year from the grant date, 20% of the SARs vest after a period of two years from the grant date and 70% of the SARs vest after a period of three years from the grant date. These SARs are exercisable within a period of three years from the respective date of vesting.

Certain SARs granted to the members of senior management team as identified by the Nomination and Remuneration committee have an associated performance condition. Of the total SARs granted to senior management team, 35% of the SARs that would vest at the end of 3 years from the date of the grant are subject to these performance conditions. As the Group has not met the performance condition, all the performance linked SAR lapsed during the earlier years.

The Group has used the Black-Scholes Option Pricing Model to determine the fair value of the SARs based on which the compensation cost for the previous year was computed.

The said SAR scheme is in compliance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Notes

to the consolidated financial statements for the year ended March 31, 2024

Details of SARs granted are as follows:

| Details of SAR | Particulars |
|--|--|
| Date of grant | December 30, 2017 |
| Fair value at grant date (weighted average) | ₹71.99 per SAR |
| Exercise/ Base price | ₹148.50 (15% discount to the closing market price of ₹174.60 at NSE on December 29, 2017) date prior to the date of grant |
| Exercise/ Base price after issue of bonus shares | ₹74.25 |
| Vesting commences on | December 30, 2018 |
| Vesting requirement | The SARs granted would be vested subject to the time and performance conditions as may be decided by the Compensation Committee from time to time. |
| Maximum term of SARs granted | 3 years from the date of vesting |
| Method of settlement | Equity shares of the Company |

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|--|-----------------------------------|-----------------------------------|
| | Units (in numbers) | Units (in numbers) |
| b. Details of movement in SARs granted during the year | | |
| SARs outstanding at the beginning of the year | 4,15,770 | 6,30,070 |
| SARs lapsed during the year after the date of issue of bonus shares | 45,500 | 30,000 |
| SARs exercised after the date of issue of bonus shares | 3,70,270 | 1,84,300 |
| SARs outstanding at the end of the year | - | 4,15,770 |
| SARs exercisable at the end of the year | - | 4,15,770 |
| Total number of shares to be allotted on exercise of SAR | 2,13,660 | 1,04,190 |
| Total number of shares yet to be allotted on exercise of SAR at the end of the year | - | - |
| c. Range of exercise prices of SARs outstanding at the end of the year | ₹2 | ₹2 |
| d. Weighted average remaining contractual life (in years) | - | 0.75 |
| e. The fair value has been calculated using the Black Scholes Option Pricing model. The Assumptions used in the model on a weighted average basis at the time of grant are as follows | | Assumption values |
| i. Risk free interest rate | | 7.02% |
| ii. Expected life (in years) | | 4.10 |
| iii. Expected volatility | | 35.72% |
| iv. Dividend yield | | 1.20% |
| v. Price of the underlying share in market at the time of the option grant (₹) | | 174.60 |

The variables / assumptions used at the time of grant for calculating the fair value using the above model and their rationale are as follows:

f. Stock price

The closing market price on the date of grant on National Stock Exchange (NSE) has been considered for the purpose of right valuation.

Notes

to the consolidated financial statements for the year ended March 31, 2024

g. Volatility

Volatility is a measure of the amount by which the stock price has fluctuated or is expected to fluctuate during a period. The measure of volatility used in the Black-Scholes right pricing model is the annualised standard deviation of the continuously compounded rates of return on the stock over a period of time.

In determining volatility, the Group considers the historical volatility of the stock over the most recent period that is generally commensurate with the expected life of the right being valued. Volatility has been calculated based on the daily closing market price of the Company's stock price on NSE over these years.

h. Risk free interest rate

The risk-free interest rate considered for the calculation is the interest rate applicable for maturity equal to the expected life of the SARs based on the zero-coupon yield curve for Government Securities.

i. Exercise / base price

Exercise / base price of ₹148.50 is considered in the original valuation.

j. Expected Life of SARs

Expected Life of SARs is the period over which the Group expects the SARs to be exercised. The minimum life of SARs is the minimum period before which the SARs cannot be exercised. The maximum life is the period after which the SARs cannot be exercised.

The expected life of SARs is calculated as the average of the minimum life (vesting period) and the maximum life (i.e., vesting period + exercise period).

k. Expected dividend yield

Expected dividend yield has been calculated based on the final dividend declared during the preceding financial year.

l. Expense recognised in Consolidated Statement of Profit and Loss

The Group has recognised costs with respect to those SARs which were issued to the employees and directors of the Company and its subsidiaries in the Consolidated Statement of Profit and Loss under employee benefits expense. (refer note 33).

47. Additional information as required by paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Division II of Schedule III to the Companies Act, 2013

For the year ended March 31, 2024

| Name of the entity | Net assets (Total assets less total liabilities) | | Share in profit | | Share in other comprehensive income (OCI) | | Share in total comprehensive income (TCI) | |
|---|--|-----------------|-----------------------------------|-----------------|---|----------------|---|-----------------|
| | As a % of consolidated net assets | ₹ in Crores | As a % of consolidated net profit | ₹ in Crores | As a % of consolidated OCI | ₹ in Crores | As a % of TCI | ₹ in Crores |
| Parent –Redington Limited | 36.33 | 2,855.88 | 63.89 | 778.58 | 1.86 | (0.64) | 65.70 | 777.94 |
| Subsidiaries | | | | | | | | |
| (a) Indian | | | | | | | | |
| ProConnect Supply Chain Solutions Limited | 1.94 | 152.74 | (19.87) | (242.09) | (0.41) | 0.14 | (20.43) | (241.95) |
| Redserv Global Solutions Limited | 0.12 | 9.63 | (5.68) | (69.19) | 0.20 | (0.07) | (5.85) | (69.26) |
| (b) Foreign | | | | | | | | |
| Redington International Mauritius Limited- before non-controlling interests | 50.65 | 3,981.28 | 37.06 | 451.56 | 324.69 | (111.95) | 28.67 | 339.61 |
| Redington Distribution Pte. Limited | 6.98 | 548.80 | 26.24 | 319.75 | (22.19) | 7.65 | 27.64 | 327.40 |
| Non-controlling interests in foreign subsidiaries | 3.98 | 313.62 | (1.64) | (19.99) | (204.15) | 70.39 | 4.27 | 50.40 |
| Associate (Indian) – Redington (India) Investments Limited | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Total | 100.00 | 7,861.95 | 100.00 | 1,218.62 | 100.00 | (34.48) | 100.00 | 1,184.14 |

For the year ended March 31, 2023

| Name of the entity | Net assets (Total assets less total liabilities) | | Share in profit | | Share in other comprehensive income (OCI) | | Share in total comprehensive income (TCI) | |
|---|--|-----------------|-----------------------------------|-----------------|---|---------------|---|-----------------|
| | As a % of consolidated net assets | ₹ in Crores | As a % of consolidated net profit | ₹ in Crores | As a % of consolidated OCI | ₹ in Crores | As a % of TCI | ₹ in Crores |
| Parent –Redington Limited | 33.18 | 2,419.69 | 51.07 | 711.13 | 0.58 | 1.48 | 43.29 | 712.61 |
| Subsidiaries | | | | | | | | |
| (a) Indian | | | | | | | | |
| ProConnect Supply Chain Solutions Limited | 1.67 | 121.63 | (7.19) | (100.13) | 0.06 | 0.14 | (6.07) | (99.99) |
| Redserv Global Solutions Limited | 0.05 | 3.42 | (2.37) | (33.06) | 0.00 | 0.00 | (2.01) | (33.06) |
| (b) Foreign | | | | | | | | |
| Redington International Mauritius Limited- before non-controlling interests | 52.14 | 3,801.98 | 33.39 | 465.04 | 81.24 | 206.13 | 40.76 | 671.17 |
| Redington Distribution Pte. Limited | 7.96 | 580.63 | 28.47 | 396.41 | 14.36 | 36.44 | 26.29 | 432.85 |
| Non-controlling interests in foreign subsidiaries | 5.00 | 365.82 | (3.37) | (46.83) | 3.76 | 9.55 | (2.26) | (37.28) |
| Associate (Indian) – Redington (India) Investments Limited | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Total | 100.00 | 7,293.17 | 100.00 | 1,392.56 | 100.00 | 253.74 | 100.00 | 1,646.30 |

Notes

to the consolidated financial statements for the year ended March 31, 2024

48. Financial Reporting in Hyperinflationary Economies

Ind AS 29, "Financial Reporting in Hyperinflationary 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.

| ₹ in Crores | | | |
|---------------------------------------|---|---------------------|--------------------------------------|
| Name of Struck-off Company | Nature of Transaction with Struck-off Company | Balance Outstanding | Relationship with struck-off company |
| Great Eastern Trading Co Ltd. | Receivables | 0.01 | Customer |
| Routeget Technologies Pvt. Ltd. | Receivables | ^ | Customer |
| Senfotech Solution Pvt. Ltd. | Receivables | ^ | Customer |
| Missan Technology Solutions Pvt. Ltd. | Receivables | ^ | 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 |
|-------------------------------|--------------------------|
| Unicon Fincap Private Limited | 2,166 |
| Kothari Intergroup Ltd. | 4 |

51. Additional regulatory information

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 uses 4 application systems for its business operations and accounting. Audit trail was enabled during the year in the applications used for maintaining books of account and sale of services. The application system used for customer master creation and maintenance is proposed to be migrated to a new system with audit trail feature in the ensuing year. Further, the company is in the process of enabling audit trail feature for the application system used by the foreign branch and the same is expected to be completed in the next financial year. The company has established and maintained adequate internal controls over its financial reporting.

With respect to ProConnect (the company's wholly-owned subsidiary), Audit trail feature was enabled in a phased manner in all accounting applications during the year. The company has established and maintained adequate internal controls over its financial reporting.

With respect to Redserv (the company's wholly-owned subsidiary), Audit trail was enabled during the year in the applications used for maintaining books of accounts. The company has established and maintained adequate internal controls over its financial reporting.

Notes

to the consolidated financial statements for the year ended March 31, 2024

53. Subsequent to the quarter / year ended March 31, 2024,

- A definitive agreement has been executed on May 06, 2024 between a step down subsidiary of the company Arena Bilgisayar Sanayi Ve Ticaret A.S, Turkey ("Arena"), a company listed in Istanbul, Turkey and Iyzi Payment and Electronic Money Services Inc, Turkey ("Iyzico"), for the sale of 100% of the equity / ownership interest held by Arena in its fintech payments business, Paynet Ödeme Hizmetler A.Ş ("Paynet"), which is a wholly-owned subsidiary of Arena.
- ProConnect a wholly-owned subsidiary of the Company had invested an amount of ₹57.99 Cr in the equity of its wholly-owned subsidiary ProConnect Holding Limited, Dubai ('PHL') ('Buyer') during May 2023. This investment was to enable PHL to purchase the shares of the Company's overseas step-down subsidiary namely ProConnect Supply Chain Logistics LLC, Dubai ('PCSCCL') ('Target Company') from Redington Gulf FZE, Dubai ('RGF') ('Seller'). Further to the above, the regulatory approvals with respect to the transfer of shares of Proconnect Supply Chain Logistics LLC has been completed on April 3, 2024. With this, RGF has transferred one hundred percent (100%) of its equity shares in PCSCCL to PHL.

54. These consolidated financial statements were approved for issue by the Board of Directors on May 15,2024.

for and on behalf of the Board of Directors

V S Hariharan

Group Chief Executive Officer
Place: Chennai

S V Krishnan

Finance Director (Whole-time)
DIN: 07518349
Place: Chennai

B Ramaratnam

Independent Director
DIN:07525213
Place: Chennai

Viswanath Pallasena

Chief Executive Officer - MEA
Place: Dubai

Ramesh Natarajan

Chief Executive Officer -
India Distribution Business
Place: Chennai

V Ravishankar

Chief Financial Officer
Place: Chennai

K Vijayshyam Acharya

Company Secretary
Place: Chennai

Place: Chennai

Date: May 15,2024

Notice

REDINGTON LIMITED

(Formerly known as Redington (India) Limited)

Regd. Office: Block3, Plathin, Redington Tower, Inner Ring Road, Saraswathy Nagar West,
4th Street, Puzhuthivakkam, Chennai – 6000 91

CIN: L52599TN1961PLC028758 | Website: www.redingtongroup.com

E mail ID: investors@redingtongroup.com | Phone No: 044 42243363

NOTICE is hereby given that the Thirty first Annual General Meeting ("AGM") of the Members of Redington Limited ("Company") will be held on Tuesday, July 30, 2024, at 11.00 A.M. 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, 2024; and,
- (ii) To receive, consider and adopt the audited consolidated financial statements of the Company for the year ended March 31, 2024;

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

2. Declaration of Dividend for the financial year ended March 31, 2024

To declare dividend of ₹ 6.20 (310%) per equity share of ₹ 2/- each for the financial year ended March 31, 2024.

3. Re-appointment of Director Retiring by Rotation

To appoint a Director in place of Ms. Chen Yi-Ju (DIN: 08031113), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

4. Appointment of Branch Auditor

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 2024-25, on such terms and conditions as may be fixed by the Board of Directors."

5. Payment of remuneration to Non-Executive Directors

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013("Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and other applicable provisions, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for payment of remuneration to Non-Executive Directors of the Company, by way of Commission upto a maximum limit of 1% of net profits of the Company computed in accordance with the provisions of Section 198 of the Act, in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, for a period of five years commencing from FY 2024-25 to FY 2028-29, to be divided in such manner as the Board of Directors may determine and deem fit."

"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 resolutions and in connection with any matters incidental thereto."

6. Increase in the authorised share capital and consequent amendment to the Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the authorised share capital

of the Company from ₹ 1,70,00,00,000/- (Rupees One Hundred and Seventy Crores) divided into 85,00,00,000 (Eighty-Five Crores) equity shares of ₹ 2/- (Rupees Two) each, to ₹ 2,50,00,00,000/- (Rupees Two Hundred and Fifty Crores) divided into 1,25,00,00,000 (One Hundred and Twenty Five Crores) equity shares of ₹ 2/- (Rupees Two) each, ranking pari-passu in all respects with the existing equity shares of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 13, Section 61 and other applicable provisions, if any, of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the existing clause V of the Memorandum of Association of the Company be and is hereby substituted with the following:

"The Authorized Share Capital of the Company is ₹2,50,00,00,000/- (Rupees Two Hundred and Fifty Crores) divided into 1,25,00,00,000 (One hundred and Twenty-Five Crores) equity shares of ₹2/- (Rupees Two) each with rights, privileges and conditions attached thereto as are provided by the regulations of the Company for the time being in force and operation, with the power to increase or reclassify or reduce the capital of the Company and to divide the shares in the capital for the time being, original or increased, into different classes, and to consolidate or sub-divide such shares, and convert shares into stock and reconvert the stock into shares, and to attach to such shares or stock such ordinary or deferred rights, privileges and other conditions as may be provided by the regulations of the Company for the time being in force and operation."

"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 resolutions and in connection with any matters incidental thereto."

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

Date: June 4, 2024
Place: Chennai

K Vijayshyam Acharya
Company Secretary

Redington Limited

(Formerly known as Redington (India) Limited)
CIN: L52599TN1961PLC028758
Redington Tower,
Block3, Plathin, Inner Ring Road, Saraswathy Nagar West,
4th Street, Puzhuthivakkam, Chennai – 600091
Email: investors@redingtongroup.com,
Website: www.redingtongroup.com

Notes:

1. The Ministry of Corporate Affairs (MCA) had vide General Circular 09/2023 dated September 25, 2023, read with circulars dated 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/2023/167 dated October 7, 2023, (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 (LODR) Regulations, 2015") 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.

As per provisions of Clause 3.A.II of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business are considered to be unavoidable by the Board and hence, form part of this Notice.

2. In compliance with the aforementioned Circulars, Notice of the AGM along with the Annual Report for FY 2023-24 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 and National Stock Exchange of India Limited at www.nseindia.com. In case any member is desirous of obtaining hard copy of the Annual Report for financial year ended March 31, 2024 may send a request to the Company's email address at 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 30, 2024. 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 under item no. 4 to 6 of the Notice of the

Notice

- AGM, is annexed hereto. Details pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 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 duly authorised signatory (ies) who is/are authorised to vote, to the scrutiniser (bhuvana.r@akshayamcorporate.com) with a copy marked to 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.
 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, 2024 through e-mail to 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. The Speaker Registration will be open from Monday, July 15, 2024 to Friday July 19, 2024. 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 at its meeting held on June 4, 2024 has recommended a dividend of ₹6.20/- per share for the year ended March 31, 2024, 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 5, 2024** as the "Record Date" for the purpose of determining the eligible Members to receive dividends for the financial year 2023-24.
 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.) is not registered/ updated with the Company or with their respective ("DP"), and who wish to receive the Notice of the AGM, the Annual Report for the financial year ended March 31, 2024 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 an e-mail at investors@cameoindia.com or investors@redingtongroup.com followed by mandatorily 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 terms of the provisions of the Income-tax Act, 1961, as amended by the Finance Act, 2020, 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 and documents submitted.
 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 10, 2024**. 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/> and other documents can be submitted through email to agm@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 record 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 by sending e-mail to investor@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, 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 26 in the Notice for assistance in this regard.

Online Dispute Resolution (ODR) Portal is introduced by SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/145 dated 11th 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.
 22. 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, 2016, 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.

Dividends for the financial year ended March 31, 2017, and shares on which dividend remains unpaid or unclaimed for a continuous period of seven years, will be transferred to IEPF during FY 2024-25. 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 for the benefit of members.

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23. 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, 5th Floor
No.1, Club House Road, Chennai - 600 002
Phone: 044 -28460390,
Online Investor Portal: wisdom.cameoindia.com
Website: www.cameoindia.com

24. **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 (LODR) Regulations, 2015 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 26, 2024 at 9.00 a.m. (IST) |
| End of remote e-voting: | Monday, July 29, 2024 at 5.00 p.m. (IST) |

- (c) The e-voting module will be disabled by NSDL for voting thereafter. Those Members, who will be present in 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., **Wednesday, July 24, 2024 ("Cut-off date")**.
- (e) 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 only shall be entitled to avail of 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 the 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 the 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 the 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 DP.

Members are advised to update their mobile number and email ID in their demat accounts in order to access the e-voting facility.

The login method for Individual Members holding securities in demat mode is given below:

| Type of Members | Login Method |
|---|---|
| Individual Member holding securities in demat mode with NSDL. | <p>NSDL IDeAS facility:</p> <ol style="list-style-type: none"> Existing IDeAS users can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under the 'IDeAS' 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 the e-Voting page. Click on the company name or e-voting service provider i.e. NSDL and you will be redirected to the e-voting website of NSDL to cast your vote during the remote e-voting period or join a virtual meeting & vote during the meeting. If you are not registered for IDeAS e-Services, the 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. Upon successful registration, please follow the steps given in point 1 above. <p>E-voting website of NSDL:</p> <ol style="list-style-type: none"> Visit the e-voting website of NSDL. Open the 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 the e-voting system is launched, click on the icon "Login" which is available under the 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site where you can see the e-Voting page. Click on the company name or e-voting service provider i.e. NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period or joining a virtual meeting & voting during the meeting. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for a seamless voting experience. <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div> |
| Individual Members holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can log in through their existing user ID and password. to reach the e-voting page will be made available without any further authentication. The users to log in to Easi /Easiest are requested to visit the CDSL website www.cdslindia.com and click on the login icon & New System Myeasi Tab and then use 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 e-Voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see the e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meetings & voting during the meeting. Additionally, there are links provided to access the system of all e-voting Service Providers, i.e., NSDL so that the user can visit the e-voting service providers' website directly. If the user is not registered for Easi/Easiest, the option to register is available at the CDSL website www.cdslindia.com click on the login & New System Myeasi Tab and then click on the registration option. Alternatively, the user can directly access the e-voting page by providing a Demat Account Number and PAN No. from a link available on the 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, the user will be able to see the e-voting options where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers. |

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

Important note: Members who are unable to retrieve their User ID/ Password are advised to use the “Forget User ID” and “Forget Password” options available at the abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to logging in through the 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 the NSDL helpdesk by sending a request to evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Members holding securities in demat mode with CDSL | Members facing any technical issue in login can contact the CDSL helpdesk by sending a request to helpdesk.evoting@cdslindia.com or contacting toll-free no. 1800 22 55 33 |

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.

1. Visit the e-voting website of NSDL. Open the 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 the e-voting system is launched, click on the icon “Login” which is available under the ‘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 services i.e., IDEAS, you can log in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

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 a 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 a 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 the folio number is 001*** and EVEN is 101456 then the user ID is 101456001*** |

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

- a) If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
- b) If you are using the NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ that was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?

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 the NSDL account, the last 8 digits of the client ID for the CDSL account or the folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

If your email ID is not registered, please follow the steps mentioned below in the process for those Members whose email IDs are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on the “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) the option is available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request to evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting the check box.

8. Now, you will have to click on the “Login” button.
9. After you click on the “Login” button, the Home page of e-Voting will open.

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

1. After successful login at Step 1, you will be able to see the “EVEN” of all the companies in which you are holding shares and whose voting cycle and General Meeting are in active status.
2. Select “EVEN- Redington Limited for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
8. To join the virtual meeting, you need to click on the “VC/OAVM” link placed under “Join Meeting”.

GENERAL GUIDELINES FOR MEMBERS

1. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copies (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to bhuvana.r@akshayamcorporate.com with a copy marked to evoting@nsdl.co.in. 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 the “Upload Board Resolution / Authority Letter” displayed under the “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 to reset the password.

Notice

- In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Mr. Amit Vishal, Vice President or Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in to get your grievances on e-voting addressed.

PROCESS FOR THOSE MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER IDS AND PASSWORDS AND REGISTRATION OF E-MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

- In case of shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) along with Form ISR-1 for updation of KYC details by email to investors@cameoindia.com.
- 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@cameoindia.com.
- If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained in Step 1 (A) i.e., the Login method for e-voting and joining virtual meetings for Individual Members holding securities in demat mode.
- Alternatively, shareholders/members may send a request to evoting@nsdl.co.in to procure a user ID and password for e-voting by providing above mentioned documents.
- In terms of the SEBI circular dated December 9, 2020, on the 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 DP. Members are required to update their mobile number and email ID correctly in their demat account in order to access the e-voting facility.

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

- The procedure for e-voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
- Only those Members, who will be present in 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 in the 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 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 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 the NSDL e-Voting system**. After successful login, you can see the link "VC/OAVM" placed under the "Join Meeting" menu against the company name. You are requested to click on the VC/OAVM link placed under the Join Meeting menu. The link for VC/OAVM will be available in the Shareholder/Member login where the EVEN of the 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.
- The facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on a first come first served basis.
- Members are encouraged to join the Meeting through Laptops for a better experience. Further Members will be required to allow Cameras and use the Internet at a good speed to avoid any disturbance during the meeting. Members will need the latest version of Chrome, Safari, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through laptops connecting via Mobile Hotspots may experience Audio/Video loss due to Fluctuations in their respective networks. It is therefore recommended to use a Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

OTHER NOTES FOR MEMBERS:

- The Board of Directors of the Company has appointed M/s. RBJV & Associates Practising Company Secretary (Firm Registration Number P2016TN053800), Chennai as the 'Scrutiniser' to scrutinise the remote e-voting and e-voting at the AGM process in a fair and transparent manner.

- The Scrutiniser shall after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- As per Regulation 44 of the SEBI (LODR) Regulations, 2015, the results of the e-voting are to be submitted to the Stock Exchanges within two working days of the conclusion of the AGM. The results declared along with Scrutiniser's report shall be placed on the Company's website www.redingtongroup.com and the website of NSDL www.evoting.nsdl.com. The results shall also be intimated to the Stock Exchange.
- Any person holding shares in physical form and non-individual Members, who acquires shares of the

Company and becomes a member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. **Wednesday, July 24, 2024**, may obtain the login ID and password by sending a request at 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.nsdl.com or call on toll-free no. 1800 1020 990 and 1800 22 44 30. In case of 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. **Wednesday, July 24, 2024**, may follow the steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

| Contact Details | | |
|--|--|--|
| Company's Registrar and Share Transfer Agent | Cameo Corporate Services Limited | Subramanian Building, 5 th Floor, No.1, Club House Road, Chennai - 600 002. Contact no: 044 28460390 Email Id: agm@cameoindia.com |
| Scrutiniser | M/s. RBJV & Associates, Practising Company Secretary | bhuvana.r@akshayamcorporate.com |
| E-voting Facility Provider | National Securities Depository Limited (NSDL) | evoting@nsdl.co.in Toll-free no.: 1800-222-990. |

Explanatory Statement pursuant to Section 102(1) 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 (LODR) Regulations, 2015") and Circulars issued there under:

As required under Section 102 of the Companies Act, 2013 ("the Act"), the following explanatory statement sets out all material facts relating to the businesses mentioned under Item Nos. 4 to 6 of the accompanying Notice.

Item No.4: Appointment of Branch Auditor

The Company at its 30th Annual General Meeting held on July 31, 2023, had appointed, M/s Deloitte & Touche LLP ("Deloitte") as Auditors for the Branch office in Singapore for the financial year 2023-24. As the term of office has expired on March 31, 2024, it is proposed to re-appoint Deloitte, as Auditor for the Branch Office at Singapore for the financial year 2024-25.

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 network of member firms that provide audit, consulting, financial advisory, risk advisory, tax, and related services to clients around the world. Deloitte

& Touche LLP Singapore practice was founded in 1967 and has grown to become one of the largest professional services firms in Singapore, with over 2,000 professionals serving clients in a wide range of industries.

Deloitte & Touche LLP Singapore was ranked as the top professional services firm in Singapore by The Straits Times. The firm was also ranked as one of the best places to work in Singapore by the Great Place to Work Institute.

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 in Singapore for the financial year 2024-25.

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.

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: Payment of Remuneration to Non-Executive Directors

Section 197 of the Companies Act, 2013 ("Act") permits payment of remuneration to Non-Executive Directors of a Company by way of commission. As per Regulation 17(6) of the SEBI (LODR) Regulations, 2015, compensation, if any, paid to Non-Executive Directors, including Independent Directors, requires the approval of Members in general meeting.

Earlier, the Company had obtained the approvals of the Members from time to time, for payment of remuneration to Non-Executive Directors of the Company, by way of commission, up to a maximum limit of 1% of net profits of the Company, computed in accordance with the provisions of Section 198 of the Act, in addition to sitting fees and reimbursement of expenses.

Considering the contribution and guidance of the Non-Executive Directors, it is proposed, based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, to continue the payment of remuneration to the non-executive Directors of the Company, by way of commission, up to a limit of 1% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Act for a period of five years commencing from FY 2024-25 to FY 2028-29, subject to the approval of the Members of the Company.

Details of commission and sitting fees paid to Non-Executive Directors, during the financial year 2023-24, are provided in the Corporate Governance Report of the Company which forms part of the Annual Report-2023-24.

Approval of the Members is sought by way of an ordinary resolution for the payment of remuneration by way of commission as aforesaid to the Non-Executive Directors.

None of the Directors (other than the Non-Executive Directors), Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the 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.

Item No. 6: Increase in the authorised share capital and consequent amendment to the Memorandum of Association of the Company

Since listing in 2007, the equity shares of your Company are actively traded on the NSE and BSE. Your Company has grown multi-fold and performed significantly well over time.

Presently, the authorised share capital of the Company is ₹170,00,00,000 (One Hundred and Seventy Crores) divided into 85,00,00,000 (Eighty-Five Crores) equity shares of ₹2/- (Rupees Two) each.

To broaden the capital base of the Company and to facilitate infusion of equity capital in future, if required, it is proposed to increase the authorised share capital of the Company to ₹250,00,00,000/- (Rupees Two Hundred and Fifty Crores) divided into 125,00,00,000 (One Hundred and Twenty-Five Crores) equity shares of ₹2/- (Rupees Two) each, ranking pari-passu, in all respects, with the existing equity shares of the Company.

This increase in authorised capital would require corresponding amendments to the existing Clause V of the Memorandum of Association of the Company such that the authorised share capital is increased to ₹250,00,00,000/- (Rupees Two Hundred and Fifty Crores) divided into 125,00,00,000/- (One Hundred and Twenty-Five Crores) equity shares of ₹2/- (Rupees Two) each.

The proposed increase in authorised share capital requires the approval of the Members of the Company, under section 13 and 61 of the Act. The revised Memorandum of Association of the Company is available for inspection electronically at the AGM.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in resolution no. 6 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. 6 of the Notice.

Annexure A

Details of Directors seeking appointment / re-appointment at the Annual General Meeting

| | | |
|---|---|-----------------|
| Name of the Director | Ms. Chen, Yi-Ju | |
| Director Identification Number | 08031113 | |
| Date of Birth and (age) | July 9, 1972, and 52 years | |
| Date of Appointment/Re-appointment | December 26, 2017 | |
| Brief Experience/ Resume | Ms. Chen, Yi-Ju has more than 21 years of working experience in the Financial Investment and IT industry with solid experience in Corporate Finance. She joined Synnex in 2008 and now, is in charge of overseas subsidiary management and investment management. In Synnex, she participated in several JV projects, including the cases in Indonesia and Vietnam. Before joining Synnex, she worked with CMC Magnetics Corporation, Argus Technologies and Lite-On Group. | |
| Qualifications | Graduate in Agri-Economics from National Taiwan University, with a major in International Finance | |
| Expertise in specific business functions | Corporate Finance | |
| Last drawn remuneration for FY 2023-24 | ₹1,75,000/- Except for sitting fees for attending the meetings of the Board and Committees no other remuneration is currently paid/payable to Ms. Chen Yi-Ju | |
| Remuneration sought to be paid | Sitting fees, as applicable | |
| Directorship in other Indian Public Limited Companies other than Redington Limited | NIL | |
| Membership/Chairmanship in committees of Indian Public Limited Companies other than Redington Limited | NIL | |
| Shareholding details in the Company, including shareholding as a beneficial owner | NIL | |
| Name of the Listed entity from which the person has resigned in the past three years(excluding foreign companies) | NIL | |
| No. of Board Meetings attended during the financial year ended March 31, 2024 | No. of Meetings held | Attended |
| | 7 | 6 |
| Period of Appointment | Subject to retirement by rotation | |
| Relationship between Directors, Manager and other Key Managerial Personnel Inter-se | Nil | |
| Terms and Conditions relating to appointment | As per the Ordinary Resolution set forth in item no. 3 of this notice | |

For details on the number of Board Meetings attended during the year and skills and capabilities required for the role please refer to the Report on Corporate Governance, which forms part of the Annual Report- 2023-24.

Notes

Corporate Information

REDINGTON LIMITED

Formerly known as Redington (India) Limited

CHAIRMAN

Prof. J. Ramachandran

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

RBJV & Associates

BANKERS – INDIA & OVERSEAS

| S. No. | Country | Bank Name |
|--------|------------|---|
| 1. | India | Axis Bank Limited |
| 2. | India | BNP Paribas |
| 3. | India | Citi Bank N.A. |
| 4. | India | DBS Bank India Limited |
| 5. | India | Deutsche Bank |
| 6. | India | Federal Bank Limited |
| 7. | India | HDFC Bank Limited |
| 8. | India | HSBC Limited |
| 9. | India | ICICI Bank Limited |
| 10. | India | IDBI Bank Limited |
| 11. | India | IDFC First Bank Limited |
| 12. | India | Kotak Mahindra Bank Limited |
| 13. | India | Mizuho Bank Limited |
| 14. | India | Standard Chartered Bank |
| 15. | India | Sumitomo Mitsui Banking Corporation |
| 16. | India | Yes Bank Limited |
| 17. | India | RBL Bank Ltd. |
| 18. | Singapore | Standard Chartered Bank |
| 19. | Singapore | The Hongkong and Shanghai Banking Corporation |
| 20. | Singapore | Oversea-Chinese Banking Corporation |
| 21. | Singapore | BNP Paribas |
| 22. | Singapore | UCO Bank |
| 23. | Singapore | ICICI Bank |
| 24. | Bangladesh | The Hongkong and Shanghai Banking Corporation |
| 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. | Uae | Axis Bank Ltd. |
| 33. | Uae | BNP Paribas |
| 34. | Uae | Deutsche Bank AG |
| 35. | Uae | Dubai Islamic Bank |
| 36. | Uae | Emirates NBD Bank Pjsc |
| 37. | Uae | First ABU Dhabi Bank Pjsc |
| 38. | Uae | Gulf International Bank B.s.c. |
| 39. | Uae | HSBC Bank Middle East Ltd. |
| 40. | Uae | ICICI Bank Limited |
| 41. | Uae | Mashreq Bank |
| 42. | Uae | National Bank of Fujairah |
| 43. | Uae | Standard Chartered Bank |
| 44. | Ksa | BNP Paribas |
| 45. | Ksa | Emirates NBD Bank |
| 46. | Ksa | Standard Chartered Bank |
| 47. | Ksa | Gulf International Bank B.S.C. |
| 48. | Qatar | BNP Paribas |
| 49. | Qatar | Mashreq Bank |
| 50. | Qatar | Standard Chartered Bank |

Redington Limited

Registered & Corporate Office

(Formerly Redington (India) Limited)

Block3, Plathin, Redington Tower, Inner Ring Road, Saraswathy Nagar
West, 4th Street, Puzhuthivakkam, Chennai -600091

Email: investors@redingtongroup.com

CIN: L52599TN1961PLC028758

Website: www.redingtongroup.com