

REDINGTON (INDIA) LIMITED

Regd. Office: SPL Guindy House, 95, Mount Road, Guindy, Chennai 600 032

CIN : L52599TN1961PLC028758

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NOTICE

NOTICE is hereby given that the TWENTY SECOND ANNUAL GENERAL MEETING of the Company will be held on Monday, 3rd August 2015 at 10.00 A.M. at the Mini Hall, Narada Gana Sabha, No. 314, T.T.K. Road, Alwarpet, Chennai – 600 018, to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Standalone audited Balance Sheet as at 31st March 2015, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the Report of Auditors and Directors thereon.
- To receive, consider and adopt the Consolidated audited Balance Sheet as at 31st March 2015, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the Report of Auditors thereon.
- To declare Dividend on the equity shares of the Company for the Financial Year ended 31st March 2015.
- To appoint a Director in place of Mr. N. Srinivasan (DIN 00004195), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Mr. R. Jayachandran (DIN 00769254), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Mr. R. Srinivasan (DIN 00575854), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint Auditors to hold office for one year from the conclusion of this Meeting until the conclusion of the next Annual General Meeting on such remuneration to be fixed by the Board of Directors. M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration No: 008072S), the retiring Auditors, are eligible for re-appointment.

SPECIAL BUSINESS:

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Ms. Suchitra Rajagopalan (DIN 07004299), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29th September 2014, in terms of Section 161(1) of the Act and Article 26(b) of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three consecutive years up to 29th September 2017.

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

*RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, read with Schedule V to the Companies Act, 2013, approval of the Company be and is hereby accorded to the re-appointment of Mr. M. Raghunandan (DIN 00082171) as Whole Time Director of the Company for a period of one year with effect from 1st March 2015 on the terms and conditions as set out in explanatory statement attached to this notice.

- 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 of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, approval of the Company be and is hereby accorded to appoint Ernst & Young LLP as Auditor(s) for the Branch Office of the Company at Singapore, on such terms and conditions as may be fixed by the Board of Directors in consultation with Audit Committee.

- To consider and if thought fit, to pass, the following as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, and pursuant to Clause 49 (I) (C) of the Listing Agreement, approval of the company be and is hereby accorded for payment of remuneration to the Directors of the Company, other than the Whole-time Directors, 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 Companies Act, 2013 for a period of five years commencing from financial year ended 31st March 2015, to be divided in such manner as the Board of Directors may determine and deem fit.

By Order of the Board
For Redington (India) Limited

Place : Chennai
Date : May 27, 2015

M. Muthukumarasamy
Company Secretary

Notes:

- The relative explanatory statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the business under items 8 to 11 is attached hereto.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. A BLANK PROXY FORM IS ENCLOSED FOR USE BY MEMBERS, IF REQUIRED. THIS MUST BE SUBMITTED WITH THE COMPANY'S REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
- The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 28th July 2015 to Monday, 3rd August 2015 (both days inclusive) for the purpose of payment of Dividend.
- The Dividend as recommended by Board of Directors if approved at the meeting, will be paid as under:
 - to all beneficial owners in electronic form as per data made available by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
 - to all members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 27th July 2015.
- All correspondence with regard to share transfers/dividends and matters related therewith may be addressed directly to the Company's Registrar and Share Transfer Agents at M/s. Cameo Corporate Services Limited, 'Subramanian Building', No. 1, Club House Road, Chennai - 600 002.
- The members are requested to lodge/notify the transfer deeds, communication for change of address, Bank details, ECS details, wherever applicable, mandates (if any) with the Company's Registrars and Share Transfer Agents, M/s. Cameo Corporate Services Ltd., for shares held in physical mode.
- The members / beneficial owners holding shares in electronic form are requested to lodge the above details to their depository participants and not to the Company or to the Registrar and Share Transfer Agents of the Company, as the Company is obliged to use only the data provided by the Depositories while making payment of dividend.

8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. The Companies Act, 2013 authorises the Company to send all statutory communications via email to the members who have registered their email ID. The Company, therefore, requests
 - a. The members who are holding shares in Physical mode to submit their valid E-mail ID to M/s. Cameo Corporate Services Limited, the Registrar and Share Transfer Agents, by quoting their folio number and also any change therein from time to time and
 - b. The members / beneficial owners holding shares in dematerialized form are requested to inform/update their valid E-mail ID to their respective depository participants from time to time.
10. Members/Proxy holders are requested to produce the admission slip duly completed and signed at the entrance of the auditorium.
11. The detailed information of Unclaimed Dividend is uploaded in the Company's website www.redingtonindia.com for the benefit of members.
12. Members who have not yet en-cashed the dividend warrants for the financial years from 2007-08 to 2013-14 are requested to present the same for revalidation to our Registrar and Share Transfer Agents. The unclaimed and unpaid dividend for the financial year 2007-2008, is due to be transferred to the Investor Education & Protection Fund on 27th August 2015. Members, who are yet to claim the final dividend for the said financial year, are requested to submit their claims to the Registrar & Share Transfer Agent, viz., M/s. Cameo Corporate Services Ltd.
13. SEBI, vide its circular dated 21st March 2013 has mandated all the Companies to print the bank account details of the investors on the payment instruments. Hence, while making revalidation requests the Members are requested to give their bank account details to print the same in the dividend payment instruments.
14. Brief profiles of the Directors seeking appointment/re-appointment at the Annual General Meeting are provided in Annexure A to this notice.
15. Electronic copies of the Annual Report and Notice are being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice is being sent in the permitted mode.

Voting through Electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company offers remote e-voting facility (e-voting from a place other than venue of the AGM) to all the members of the Company to cast their votes electronically on all the resolutions set forth in the notice. The Company has availed the facilities with National Securities Depositories Limited (NSDL) for facilitating e-voting. The Notice to the Meeting, inter alia explains the process and manner of e-voting.

The facility for voting shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Ms CS R Bhuvana, Practising Company Secretary, as the 'Scrutiniser' for conducting the E-Voting process in a fair and transparent manner.

The Board of Directors has appointed Mr. S. V. Krishnan, Chief Financial Officer and Mr. M. Muthukumarasamy, Secretary of the Company as the persons severally responsible for the entire e-voting process.

The Scrutiniser shall immediately after the conclusion of the General Meeting, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and shall make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman within a period not exceeding three (3) working days from the conclusion of the General Meeting.

The results would be declared at or after the date of AGM of the Company by the Chairman or the person authorised by him. The Results declared along with the Scrutiniser's Report shall be placed on the Company's website www.redingtonindia.com and on the website of NSDL and shall be forwarded to the Stock Exchanges.

The Instructions for members for e-voting are as under

A. In case of members receiving e-mail from NSDL:

- i. (a) For members whose e-mail addresses have been registered: Open the attached PDF file "Redingtonevoting.pdf" by giving your "Client ID" (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password. This contains your "User ID" and "Password" for e-voting.
 - (b) For members who have not registered their email address: please refer to the "User-ID" and "Password" printed on the notice.
 - ii. Please note that the Password is an initial password.
 - iii. Open internet browser and enter the URL:<http://www.evoting.nsdl.com>.
 - iv. Click on "Shareholders Login".
 - v. Enter User Id and Password as initial password as mentioned in step (i) (a) or (b) above and click Login.
- For security purposes, the company strongly urges you to change your initial password once you login into the website.**
- vi. Password Change Menu appears. Change the password with the new password of your choice with minimum 8 digits/characters or combination thereof.
 - vii. Please note your new password. We strongly recommend that you do not share your new password and take utmost care to keep your password confidential.
 - viii. In case you are already registered with NSDL, you can use your existing User ID and Password for casting your e-vote.
 - ix. Home page of "e-voting" opens. Click on "e-voting-Active Voting Cycles".
 - x. Select "EVEN" of Redington (India) Limited.
 - xi. Now you are ready for "e-voting" as "Cast Vote" page opens.
 - xii. Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted.
 - xiii. Upon confirmation, the message, "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xiv. Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the duly authorised signatory (ies) who is/are authorized to vote, to the Scrutiniser through email on compsec.bhuvana@gmail.com with a copy marked to evoting@nsdl.co.in.
 - xv. The e-voting period commences on 30th July 2015 (9:00 am) and ends on 2nd August 2015 (5:00 pm). The e-voting module will be disabled by NSDL for voting thereafter.
 - xvi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - xvii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - xviii. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 27th July, 2015.
 - xix. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 27th July, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investor@cameoindia.com.
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 "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 - xx. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - xxi. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants or requesting physical copy] , the initial password is provided as below at the bottom of the Attendance Slip

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Explanatory Statement to the Notice

Item No. 8

The Board of Directors at their meeting held on 29th September 2014, appointed Ms. Suchitra Rajagopalan (DIN: 07004299) as an Additional Director under Section 161(1) of the Companies Act, 2013 ("The Act") and Article 26(b) of the Articles of Association of the Company and as an Independent Non-executive Director of the Company for three consecutive years under Section 149 of the Act upto 29th September 2017. Her appointment is subject to the approval of shareholders.

The Company has received a notice under Section 160(1) of the Act from a member along with a requisite deposit amount proposing Ms. Suchitra Rajagopalan (DIN: 07004299) for the office of Director.

Your Board of Directors believes that Ms. Suchitra Rajagopalan (DIN: 07004299) possesses requisite qualification, expertise and experience for being appointed as an Independent Director. Further, in the opinion of the Board, Ms. Suchitra Rajagopalan (DIN: 07004299) fulfils the conditions specified in the Companies Act, 2013 and rules made there under for her appointment as Independent Director of the Company and she is independent to the management. Hence, the Directors recommend the resolution set out in the notice above, for the approval of members.

None of the Directors except Ms. Suchitra Rajagopalan (DIN: 07004299), Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution set out in item No. 8 to this Notice.

A Brief profile of Ms. Suchitra Rajagopalan (DIN: 07004299) is provided at Annexure A to this Notice.

Item No. 9

Mr. M. Raghunandan (DIN: 00082171) was re-appointed as a Whole Time Director at the Annual General Meeting held on 2nd August 2013 for a period of two years with effect from 1st March 2013. His term of appointment as a Whole Time Director of the Company came to an end on 28th February 2015. The Board of Directors of the Company at their meeting held on 2nd February 2015 re-appointed Mr. M. Raghunandan (DIN: 00082171) as a Whole Time Director of the Company for a further period of one year with effect from 1st March 2015 subject to the approval of members.

Terms and Conditions of re-appointment of Mr. M. Raghunandan (DIN: 00082171) as a Whole Time Director are tabled below.

Basic Salary	: ₹ 1,00,000 /- per month
Allowances	: ₹ 86,333 /- per month
Contribution to Provident Fund	: 12% of basic salary
Leave Travel Allowance	: As per the policy of the Company

Performance Linked Bonus

As may be approved by the Nomination and Remuneration Committee and Board of Directors subject to a maximum of ₹ 32 Lakhs per annum.

Perquisites

Telephone — The Company shall provide a mobile and telephone at residence for the official use of Mr. M. Raghunandan (DIN: 00082171).

Minimum Remuneration

The remuneration as set out above may be paid as the minimum remuneration to Mr. M. Raghunandan (DIN: 00082171), in the event of absence or inadequacy of profits in any financial year, provided that the total remuneration payable by way of salary, perquisites and any other allowance shall not exceed the ceiling provided in Section II of Part II of Schedule V of the Companies Act, 2013.*

Your Directors recommend the resolution set out in the notice above, for the approval of members.

None of the Directors except Mr. M. Raghunandan (DIN: 00082171), Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution set out in item No. 9 to this Notice.

A Brief profile of Mr. M. Raghunandan (DIN: 00082171) is provided at Annexure A of this Notice.

Item No. 10

To meet an increased demand for software products among certain Indian customers to be billed from Singapore in Dollar terms, the Company incorporated a Branch office in Singapore. Provisions of Companies Act, 2013 provides that the branch office of the Company should be audited either by the statutory auditor of the Company or by any other qualified person.

While, the Statutory Auditors of the Company, Deloitte Haskins & Sells, Chartered Accountants can extend their audit service to the Company's Branch office at Singapore, it will not meet the local regulations at Singapore and would require another auditor to be appointed separately.

To comply with the requirements of Companies Act, 2013, it is proposed to appoint M/s. Ernst & Young, LLP Singapore as Auditors for the Branch office at Singapore.

Your Directors recommend the resolution set out in the notice above, for the approval of members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution set out in item No. 10 to this Notice.

Item No. 11

The members of the Company at their meeting held on 31st July 2012 approved payment of Commission to Non-executive Directors upto a limit of 1% of the net profits subject to applicable provisions of the Companies Act, 1956 for a period of five years from the Financial Year ended 31st March 2012 to 31st March 2017.

The amended provisions of Listing Agreement requires that all fees / compensation, if any paid to non-executive directors, shall require prior approval of shareholders in general meeting. Although the approval is valid till Financial Year ended 31st March 2017, to be in line with the requirement of amended Listing Agreement and provisions of Companies Act, 2013 and rules made thereunder, it is proposed to seek the approval of the shareholders for the payment of commission to the Non-executive Directors upto the limits specified under the Companies Act, 2013, for a further period of five years from the Financial Year ended 31st March 2015. This amount shall be apportioned among the Non Executive Directors as the Board may deem fit.

Your Directors recommend the resolution set out in the notice above, for the approval of members.

None of the Directors other than the Non Executive Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution set out in item No. 11 to this Notice.

Annexure A

Details of Directors as on March 31, 2015 seeking appointment/re-appointment at the Annual General Meeting

Name of the Director	Ms. Suchitra Rajagopalan (DIN: 07004299)	Mr. M. Raghunandan (DIN: 00082171)	Mr. R. Jayachandran (DIN: 00769254)	Mr. N. Srinivasan (DIN: 00004195)	Mr. R. Srinivasan (DIN: 00575854)
Date of Birth	February 9, 1973	November 1, 1947	April 27, 1944	July 27, 1931	June 28, 1946
Date of Appointment/ Re-Appointment	September 29, 2014	March 1, 2013 (Original date of appointment March 1, 1989)	July 28, 1984 (Original date of appointment)	July 26, 2008	October 16, 2014 (Date of change in designation to Non-Executive Director)
Experience	Ms. Suchitra Rajagopalan (DIN: 07004299) has more than 15 years of experience in the areas of Financial and Risk Management, Corporate Governance and Audit. Ms. Suchitra (DIN: 07004299) was responsible for Internal Audit in Volvo group companies in UK, Belgium and India. Currently, she is a Director-Corporate Governance at AB, Volvo. Ms. Suchitra (DIN: 07004299) is a member of the Legal Board and Country Management Team in Turkey, Morocco, Austria, Germany and Russia and has led legal restructuring projects for Volvo globally incl. in Europe, Middle East and Africa.	Mr. M. Raghunandan (DIN: 00082171) joined the Company in January, 1989, as a country support manager and was appointed as a Whole time Director in the year 1999. Mr. Raghunandan (DIN: 00082171) has a professional experience of over 37 years and has been associated with Organisations like ITC Limited and HCL Infosystems Limited and has rich experience in manufacturing, technology transfer and projects. Prior to joining the Company, Mr. Raghunandan (DIN: 00082171) was the President of Indian Food Federation Limited Middle East and Africa.	Mr. R. Jayachandran (DIN: 00769254) is a Non-Executive Chairman of OLAM International Limited, a listed global entity. Mr. Jayachandran (DIN: 00769254) is the Singapore's High Commissioner to the Republic of Mauritius and Chairman of the Hindu Endowments Boards, Singapore.	Mr. N. Srinivasan (DIN: 00004195) was the senior partner of well known auditing firms Fraser & Neave and Deloitte Haskins & Sells until 1997. Mr. N. Srinivasan (DIN: 00004195) has been a Central Council Member of the Institute of Chartered Accountants of India. He was head of various prestigious bodies in India and abroad, like Director on the Board of The Institute of Internal Auditors Inc., Florida, USA and Senate Member of The Annamalai University. He is also a Committee member in Metres Chamber of Commerce and Industry, Indo Australian Chamber of Commerce and Industry and Ice Employer's Federation of Southern India.	Mr. R. Srinivasan (DIN: 00575854) founded Redington (India) Limited and he is presently the Vice Chairman, responsible for corporate governance and investor relations of the Company amongst other things. Mr. R. Srinivasan (DIN: 00575854) has over 40 years of management experience across the globe.
Qualifications	Commerce Graduate from The Sydneyham College of Commerce and Economics, Mumbai with an MBA from Warwick Business School, UK	Engineering Graduate from the Indian Institute of Technology, Madras and MBA from the Indian Institute of Management, Amaltekad	Chartered Accountant and a member of the Institute of Certified Public Accountant of Singapore. He has undergone an Advanced Management Program at the Harvard Business School.	Commerce graduate and a Chartered Accountant	Graduate in engineering from the Madras University, Masters' degree in business management from the Indian Institute of Management, Amaltekad.
Expertise in Specific Functional Area	Finance and Corporate Governance	Professional Management	Finance and Business Strategy	Corporate Finance and Audit	Strategic and Business Management

Directorship in Indian Public Limited Companies other than Redington (India) Limited	Nil	1. Nook Micro Distribution Limited 2. Cabrineworth (India) Limited	1. Nigjer Health Care Solutions (India) Limited 2. Easyaccess Financial Services Limited	1. The India Cements Limited 2. Tractors & Farm Equipment Limited 3. United Breweries (Holdings) Limited 4. GAT Limited 5. Essar Shipping Limited 6. Midwell Holdings Limited 7. Tale Motors and Tractors Limited 8. The United Nigri Tea Estates Company Limited 9. Essar Oil Field Services India Limited	1. Easyaccess Financial Services Limited 2. HCL Technologies Limited
Membership of Committees in Indian Public Limited Companies other than Redington (India) Limited	Nil	Nil	Nil	A. Audit Committee: I. Chairman: 1. GAT Limited 2. Tractors and Farm Equipment Limited II. Member: 3. The India Cements Limited 1. United Breweries (Holdings) Limited 2. Tale Motors and Tractors Limited 3. Essar Shipping Limited 4. Midwell Holdings Limited 5. The United Nigri Tea Estates Company Limited B. Nomination and Remuneration Committee: I. Chairman: 1. Easyaccess Financial Services Limited 2. HCL Technologies Limited	A. Audit Committee: I. Member: 1. Easyaccess Financial Services Limited B. Nomination and Remuneration Committee: I. Chairman: 1. Easyaccess Financial Services Limited 2. HCL Technologies Limited
Shareholding details in the Company	Nil	75 Shares	Nil	73,750 Shares	2,25,000 Shares
Period of Appointment	Three years up to 29 th September 2017.	One year with effect from 1 st March 2016.	Subject to retiring by rotation	Subject to retiring by rotation	Subject to retiring by rotation
Relationship between the Directors Inter-se	Nil	Nil	Nil	Nil	Nil