

REDINGTON (INDIA) LTD.

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

NOTICE

NOTICE is hereby given that the TWENTIETH ANNUAL GENERAL MEETING of the Company will be held on Friday, the 2nd day of August 2013 at 10.30 A.M at the Mini Hall, Narada Gana Sabha, No. 314 (Old No. 254), T.T.K. Road, Alwarpet, Chennai - 600 018, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2013, the Statement of Profit and Loss for the financial year ended on that date, and the Reports of the Directors and Auditors thereon.
2. To declare Dividend for the year ended 31st March 2013.
3. To appoint a Director in place of **Mr. N. Srinivasan**, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of **Mr. Tu, Shu-Chyuan**, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors to hold office 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, the retiring Auditors are eligible for re-appointment.

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass, with or without modification(s) the following as an Ordinary Resolution:
"RESOLVED that Mr. V.S. Hartharan, who was appointed as an Additional Director, in terms of Section 260 of the Companies Act, 1956, hold office till the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 257 of the said Act proposing his appointment, be and is hereby appointed as Director of the Company liable to retirement by rotation."
7. To consider and if thought fit, to pass, with or without modification(s) the following as an Ordinary Resolution:
"RESOLVED that Mr. Keith WF Bradley, who was appointed as an Additional Director, in terms of Section 260 of the Companies Act, 1956 to hold office till the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 257 of the said Act proposing his appointment, be and is hereby appointed as Director of the Company liable to retirement by rotation."
8. To consider and if thought fit, to pass, with or without modification(s) the following as an Ordinary Resolution:
"RESOLVED that pursuant to sections 198,269,309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof, for the time being in force) approval of the Company be and is hereby accorded for the re-appointment of Mr. M. Raghunandan, as a Whole-Time Director of the Company for a period of two years with effect from 1st March 2013 on the salary, perquisites and benefits as set out in the explanatory statement attached to this notice."
"RESOLVED further that remuneration paid to Mr. M. Raghunandan for the period from 1st March 2013 till the date of this approval be and is hereby ratified."
9. To consider and if thought fit, to pass, with or without modification(s) the following as a Special Resolution:
"RESOLVED that pursuant to the provisions of SEBI (Employee Stock Option Scheme and Stock Purchase Scheme) Guidelines, 1999 (SEBI Guidelines) and subject to other applicable regulations, the consent of the members be and is hereby accorded to amend the terms of the Redington (India) Limited Employee Share Purchase Scheme 2006 by substituting the existing clause 6.1 with the following clause:

6.1 The Company shall issue / allot a maximum of 15,52,500 shares under this scheme. Apart from the above shares, no shares will be purchased from the secondary market to offer to the employees under the scheme except those shares which have been already purchased by the trust prior to this amendment.

"RESOLVED further that, all other terms and conditions of the resolutions passed earlier and the Employee Share Purchase Scheme 2006 for the transfer of shares to the employees of the Company and its subsidiaries shall remain unaltered."

By Order of the Board
For Redington (India) Limited

Singapore
May 22, 2013

M. Muthukumarasamy
Company Secretary

Notes :

1. The relative explanatory statement, pursuant to Section 173(2) of the Companies Act, 1956 in respect of the business under items 6 to 9 is attached hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE 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.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 26th July 2013 to Friday, 2nd August 2013 (both days inclusive) for the purpose of payment of Dividend.
4. The Dividend as recommended by Board of Directors if approved at the meeting, will be paid as under:
 - o 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),
 - o 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 25th July 2013.
5. 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.
6. 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.
7. 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. Pursuant to the "Green Initiative" move taken by the Ministry of Corporate Affairs, the Company is required 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

Explanatory Statement

PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 6 & 7

Mr. V.S. Hariharan and Mr. Keith W F Bradley were appointed as Additional Directors with effect from 31st July 2012 and 1st April 2013 respectively in accordance with the provisions of Section 260 of the Companies Act, 1956 and Article 26 (c) of the Articles of Association of the Company. Pursuant to Section 260 of the Companies Act, 1956, Mr. V.S. Hariharan and Mr. Keith W F Bradley, hold office up to the date of this Annual General Meeting.

The Company has received notices in writing from members of the Company together with the requisite deposit amount, as per the provisions of Section 257 of the Companies Act, 1956 proposing the above candidates for the office of Director subject to retirement by rotation.

Brief particulars of Mr. V.S. Hariharan and Mr. Keith W F Bradley are given in the Report on Corporate Governance forming part of the Annual Report.

Your Directors recommend the said resolutions for your approval.

The aforesaid Directors may be deemed to be concerned or interested in the resolution relating to their respective appointments. None of the other Directors are in any way concerned or interested in the said resolution.

Item No. 8

At the Annual General Meeting held on 22nd July 2011, Mr. M. Raghunandan was re-appointed as a Whole-time Director of the Company for a period of two years with effect from 1st March 2011. The term of Mr. M. Raghunandan's appointment as a Whole-time Director of the Company came to an end on 28th February, 2013. The Board of Directors at their meeting held on 31st January 2013 re-appointed Mr. M. Raghunandan as the Whole-time Director of the Company for a further period of two years with effect from 1st March 2013 till 28th February 2015 subject to the approval of members.

Mr. M. Raghunandan is a graduate in engineering from the Indian Institute of Technology, Madras and also has a Masters' degree in Business Management from the Indian Institute of Management, Ahmedabad. He joined the Company in January, 1998 as a Country Support Manager and was made as a Whole-Time Director in the year 1999.

Mr. Raghunandan has a professional experience of over 35 years and has been associated with organisation like ITC Limited and HCL Infosystems Limited and has rich experience in manufacturing, technology transfer and projects. Prior to joining the Company, Mr. Raghunandan was the President of Indian Food Fermentations Limited.

The remuneration payable as per the provisions of Schedule XIII to the Companies Act, 1956 is as under:

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 Board of Directors subject to a maximum of ₹ 32,00,000/- per annum.

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 enclosed admission slip duly completed and signed at the entrance of the auditorium.

11. Ministry of Corporate Affairs (MCA) vide its Gazette notification No. G.S.R. 352(E) dated 10th May 2012, notified "Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012". As per this Rule, companies have to upload details of unclaimed dividend on their website. Accordingly 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 2006-07 to 2011-12 are requested to present the same for revalidation to our Registrar and Share Transfer Agents. The unclaimed dividend for the financial year 2006-2007 is due to be transferred to the Investor Education & Protection Fund by 31st August 2014. 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. Members are requested to give their bank account details to print the same in the dividend payment instruments.

14. Brief particulars of the Directors retiring by rotation, Whole-Time Director and of other directors seeking appointment are given in the Corporate Governance Report which is a part of the Annual Report.

15. MCA vide their General Circular No: 2 /2011 dated 8th February 2011 has granted general exemption from annexing the accounts of the subsidiary companies with the accounts of the Company in view of the consolidated accounts being made available to the members.

The detailed annual accounts of the Company and its subsidiaries are available to the shareholders of the Company on any working day at the Registered Office of the Company. The annual accounts of the subsidiary companies are also available at the Registered Office of the respective subsidiary companies.

Perquisites

Telephone – the company shall provide a mobile phone for the official use of Mr. M. Raghunandan.

Minimum Remuneration

The remuneration as set out above may be paid as the minimum remuneration to Mr. M. Raghunandan, 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 XII of the Companies Act, 1956.

The re-appointment and remuneration to Mr. M. Raghunandan, Whole-Time Director as above is subject to the approval of the Members, including the remuneration paid for the period from 1st March 2013 to the date of obtaining approval of the members.

The Directors therefore recommend the resolution set out as item No. 8 for approval.

Except Mr. M. Raghunandan, none of the Directors of the Company is interested in this resolution.

This should also be treated as an abstract of the terms of appointment of the aforesaid Whole-time Director and the Memorandum of Interest of the Director in the said appointment, as contemplated under section 302 of the Companies Act, 1956.

Item No. 9

Securities and Exchange Board of India ("SEBI") vide its circular dated 17th January 2013 prohibited the listed companies from framing any employee benefit schemes involving acquisition of own securities from the secondary market. SEBI also directed the Companies which had already framed and implemented the employee benefit schemes to align the scheme with the new requirements of the SEBI (ESOS and ESFS) Guidelines on or before 30th June 2013.

The Company's Employee Share Purchase Scheme 2006 ("The Scheme") had a clause to offer additional shares purchased or proposed to be purchased through a Trust from the market, to the employees of the Company and its subsidiaries. To be in line with the SEBI's circular, it is proposed to amend the Scheme to provide that the trust shall not deal with the securities of the Company in the Secondary market.

Pursuant to Regulation 7 of the SEBI (ESOS and ESFS) Guidelines, special resolution in a general meeting is required to vary the terms of scheme.

The Directors therefore recommend the resolution set out as item No. 9 for approval.

None of the Directors of the Company is interested in this resolution.

By Order of the Board
For Redington (India) Limited

M. Muthukumarasamy
Company Secretary

Singapore
May 22, 2013

REDINGTON (INDIA) LTD

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

ATTENDANCE SLIP

Twentieth Annual General Meeting - 2nd August 2013

DP ID
Client ID
No. of Shares Held

Folio No.

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the Twentieth Annual General Meeting of the Company at the Mini Hall, Narada Gana Sabha, No. 314 (Old No. 254), T.T.K. Road, Alwarpet, Chennai - 600 018 on Friday, the 2nd day of August 2013 at 10.30 A.M.

Name of the member/proxy

Signature of the member/proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

REDINGTON (INDIA) LTD

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PROXY FORM

DP ID
Client ID
No. of Shares Held

Folio No.

I/We _____ of _____ in the district of _____ being member /members of the Company hereby appoint _____ of _____ in the district of _____ or failing him/her _____ of _____ in the district of _____ as my/our proxy to vote for me/us on my/our behalf at the TWENTIETH ANNUAL GENERAL MEETING of the Company to be held on Friday, the 2nd day of August 2013 at 10:30 A.M. at the Mini Hall, Narada Gana Sabha, No. 314 (Old No. 254), T.T.K. Road, Alwarpet, Chennai - 600 018 and at any adjournment(s) thereof.

Signed this _____ day of _____ 2013

₹ 11/-
Revenue
Stamp

Signature of the Proxy

Signature of the Member

Note: This form, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.