

REDINGTON (INDIA) LIMITED

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

CIN : L52599TN1961PLC028758

Website : www.redingtonindia.com

Email id : investors@redington.co.in

Phone No.: 044 42243353

Fax No.: 044 22253799

By Order of the Board
For Redington (India) Limited

NOTICE

NOTICE is hereby given that the TWENTY FIRST ANNUAL GENERAL MEETING of the Company will be held on Thursday, 31st July 2014 at 10.30 A.M at the Narada Gana Sabha, Mini Hall, No. 314, T.T.K. Road, Alwarpet, Chennai - 600 018, to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2014, the Statement of Profit and Loss for the financial year ended on that date and the Report of Auditors and Directors thereon.
- To declare Dividend for the Financial Year ended 31st March 2014.
- To appoint a Director in place of Mr. Lin Tai - Yang, who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Mr. Nainesh Jaisingh, 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, the retiring Auditors, are eligible for re-appointment.

SPECIAL BUSINESS:

- To consider and if thought fit, to pass, the following as a Special Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s)) read with Schedule IV to the Companies Act, 2013 and applicable provisions of the Listing Agreement (including amendments thereto) Prof. J. Ramachandran, Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his 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 five consecutive years up to 31st July 2019, and not liable to retire by rotation."
- To consider and if thought fit, to pass, the following as a Special Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s)) read with Schedule IV to the Companies Act, 2013 and applicable provisions of the Listing Agreement (including amendments thereto) Mr. V. S. Hariharan, Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his 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 five consecutive years up to 31st July 2019, and not liable to retire by rotation."
- To consider and if thought fit, to pass, the following as a Special Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s)) read with Schedule IV to the Companies Act, 2013 and applicable provisions of the Listing Agreement (including amendments thereto) Mr. Keith WF Bradley, Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his 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 five consecutive years up to 31st July 2019, and not liable to retire by rotation."
- To consider and if thought fit, to pass, the following as a Special Resolution:
"RESOLVED THAT pursuant to Section 14 of Companies Act, 2013 (including the statutory modification(s)) consent of the

members be and is hereby accorded to adopt the new set of articles of association of the Company, as available for inspection in the registered office of the Company, a copy of which is placed before the meeting and duly initialed by the Chairman for the purpose of identification, in substitution of the existing articles of association of the Company."

"RESOLVED FURTHER THAT, the Board of Directors, be and is hereby authorised to do or cause to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as may deem necessary in relation thereto, and to file all the necessary documents with Registrar of Companies, for the purpose of giving effect to this resolution."

Place : Chennai
Date : 30th May 2014

M. Muthukumarasamy
Company Secretary

Notes:

- The relative explanatory statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the business under item 6 to 9 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 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. 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 Thursday, 24th July 2014 to Thursday, 31st July 2014 (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 23rd July 2014.
- 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.
- 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.
- Companies Act, 2013 authorise 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

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 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 2012-13 are requested to present the same for revalidation to our Registrar and Share Transfer Agents. The unclaimed and unpaid dividend for the financial year 2006-2007, is due to be transferred to the Investor Education & Protection Fund on 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. 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 particulars of the Directors retiring by rotation and the independent Directors 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.
16. 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.
17. Electronic copy of the Annual Report and Notice is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) 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.
17. Companies Act, 2013 requires all the Listed Companies to provide to its members facility to exercise their right to vote at general meetings by 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 is pleased to offer the option of e-voting facility to all the members of the Company to cast their votes electronically on all the resolutions set forth in the notice. The Company has entered into an agreement with National Securities Depositories Limited (NSDL) for facilitating e-voting. The Notice to the Meeting, inter alia contains the process and manner of e-voting.

Voting through Electronic means:

The Company has appointed Mr. A. S. Varadarajan, practising Chartered Accountant, 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 responsible for the entire e-voting process.

The shareholders of the Company as on 20th June 2014 (cut off date) are eligible to cast their vote electronically. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 20th June 2014. The e-voting period commences on 21st July, 2014 (9:00 am) and ends on 23rd July 2014 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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

The Results shall be declared on or after the AGM of the Company. 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 within two (2) days of passing of the resolutions at the AGM of the Company.

Subject to receipt of sufficient votes, the resolution shall be deemed to be passed on the date of Annual General Meeting.

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" 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 www.evoting.nsd.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 Login into the website.

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 for casting your e-vote in favour of/ or against the resolution.
- 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 asvaradarajana@gmail.com with a copy marked to evoting@nsdl.co.in.
- xv. The e-voting period commences on 21st July 2014 (9:00 am) and ends on 23rd July 2014 (5:00 pm). The e-voting module will be disabled by NSDL for voting thereafter.

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 Participant(s) or requesting physical copy], the initial password is provided as below at the bottom of the Attendance Slip

| EVENT (E-Voting Event Number) | USER ID | PASSWORD |
|-------------------------------|---------|----------|
| | | |

Explanatory Statement

Item Nos. 6 to 8

Prof. J. Ramachandran, Mr. V. S. Hariharan and Mr. Keith WF Bradley are Independent Directors on the Board of the Company. Under erstwhile provisions of the Companies Act, 1956 their period of office is determined by retirement by rotation.

Companies Act, 2013 (Act 2013) provides that the appointment of Independent Directors can be for two consecutive terms of five years each and their office is not liable to retire by rotation. Though Act, 2013 has mentioned that the tenure of an independent director on the date of commencement of Act, 2013 (i.e 31st March 2014) shall not be counted as term, the recent amendment to Listing Agreement (effective from 1st October 2014) specifies that independent directors who already served for a period of five years or more as on October 1, 2014 shall be eligible for appointment, on completion of their present term, for one more term of up to five years only.

To meet the recent modifications brought in by the Companies Act, 2013 and Listing Agreement, it is proposed to appoint/re-appoint Prof. J. Ramachandran, Mr. V. S. Hariharan and Mr. Keith WF Bradley for a period of 5 consecutive years till 31st July 2019. The notices proposing their appointment (including re-appointment) have been received from the members of the Company.

In the opinion of the Board, Prof. J. Ramachandran, Mr. V. S. Hariharan and Mr. Keith WF Bradley fulfill the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as Independent Directors of the Company and the said directors are independent of the management. Hence the Directors recommend the resolution contained in item nos. 6 to 8 for your approval.

Copy of the draft letter for appointment of Prof. J. Ramachandran, Mr. V. S. Hariharan and Mr. Keith WF Bradley as Independent Directors setting out the terms and conditions would be available for inspection at the Registered Office of the Company.

Brief particulars of Prof. J. Ramachandran, Mr. V. S. Hariharan and Mr. Keith WF Bradley are given in the Report on Corporate Governance forming part of the Annual Report.

Directors, Key Managerial Personnel and their relatives, who are members of the Company, may be deemed to be concerned or interested in this Resolution to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

Item No 9

Ministry of Corporate Affairs has notified the Companies Act, 2013 (Act, 2013) during August 2013 and brought in certain sections of the Act to be effective from 1st April 2014. Act, 2013 has changed the form and content of the Articles of Association (AOA) of every Company, from the format given in Table A of schedule I of Companies Act, 1956 to Table F of Schedule I of Act, 2013.

Pursuant to the notification of Act, 2013 the Company is required to amend the existing clauses of its Articles of Association to be in line with the Act, 2013 and Table F of Schedule I thereof. Hence the Company has proposed to make relevant changes in the existing AOA.

The amended AOA of the Company shall be available for inspection of the members at the Registered Office of the Company on all working days except Saturdays between 10.30 A.M. and 1.00 P.M. till the date of Annual General Meeting.

Board of Directors are of the view that making such alterations in the Company's AOA would enable the Company to ensure due compliance with the Act, 2013 and recommend the special resolution set out in the notice above, for the approval of members. Directors, Key Managerial Personnel and their relatives, who are members of the Company, may be deemed to be concerned or interested in this Resolution to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

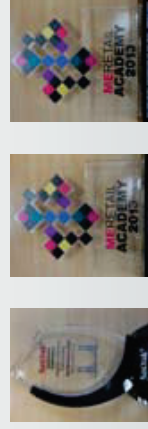
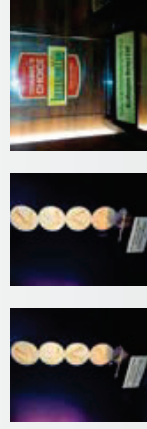
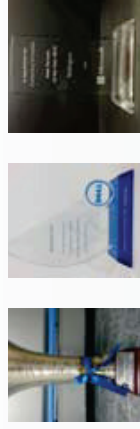
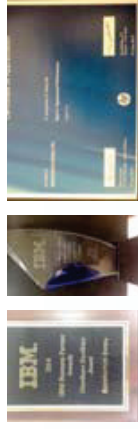
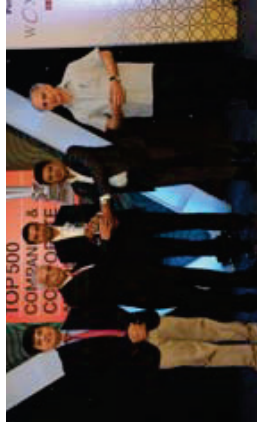
Awards

India

1. McAfee – Best Distributor of the Year – 2013
2. IBM – IBM Business Partner Award - Distributor Excellence Award – 2014
3. IBM – Innovate 2014 Value Added Distributor of the Year Award – 2014
4. Toshiba – Top contributor in Net Promoter Score (Customer Satisfaction)
5. HP – Best in Operational Performance
6. Dun & Bradstreet – Top 500 2014 Award - Computing and Telecom products Sector
7. Schneider Electric – Best Distributor - Overall Champion - 2013
8. HP – Highest Page Growth Channel - 2013
9. HP – HP- ISS- Contribution towards Proliant Business

Middle East and Africa

1. Dubai Customs – Pillars of Strength
2. SanDisk – Our Standing Performance in Business Growth 2012 for UAE
3. VAR Magazine MEA – Retail Segment Distributor of the Year
4. VAR Magazine MEA – After Sales Service of the year
5. DISTREE Middle East – Middle East Retail Academy (MERA); 2013 Award
6. Microsoft – Best New Distributor for the Gulf for FY 12-13
7. Microsoft – Best Distributor across WECA for FY 12-13
8. Lenovo MEA – Outstanding Distributor KSA
9. Lenovo MEA – Outstanding Consumer Distributor Gulf
10. HP – HP PPS Distribution Partner MEMA Award
11. Awaja – Distributor of the Year
12. Canon – B2C Performance Award OPP (Best Canon Printer distributor for Middle East)
13. HP – HP FY13 Top Growth Distribution Award
14. HP – Top Distributor – Printing Hardware - 2013
15. HP – Top Distributor – Supplies 2013
16. HP – Over All Best Distributor HP PPS 2013
17. SanDisk – Outstanding Performance Award
18. VAR Magazine – Value Added Distributor of the Year
19. Channel Middle East Awards – IT Distributor of the Year
20. Dell – Distributor of the Year 2013
21. VAR Choice of Channel Award Ceremony – Champion Distributor of the Year



Registered Office:

Redington (India) Limited

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www.redingtonindia.com





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ATTENDANCE SLIP

Twenty First Annual General Meeting - 31st July 2014.

Name & Address:
(including Joint Holders, if any)

Registered Folio No:

DP Id Client ID:
(Applicable to investors holding Shares in demat form)

No. of Shares Held:

I certify that I am a member/ proxy for the member of the company

I hereby record my presence at the Twenty First 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 Thursday, the 31st July 2014 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.

EVOTING PARTICULARS

| EVEN (E-Voting Event Number) | USER ID | PASSWORD |
|------------------------------|---------|----------|
|------------------------------|---------|----------|

The e-voting facility will be available during the following period

| Commencement of E-voting | End of E-voting |
|---------------------------------------|--------------------------------------|
| 21 st July, 2014 (9:00 am) | 23 rd July 2014 (5:00 pm) |

Note: Please refer to the instructions forming integral part of the notice for the Annual General Meeting.

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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

| |
|------------------------------------|
| Name of the member(s): _____ |
| Registered address: _____ _____ |
| E-mail Id: _____ |
| Folio No/ Client Id: _____ |
| DP ID: _____ |

I/We, being the member(s) of _____ shares of the above named company, hereby appoint

Name: _____

Address: _____

E-mail Id: _____

Signature: _____

or failing him/her

Name: _____

Address: _____

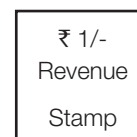
E-mail Id: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty first Annual General Meeting of the Company, to be held on Thursday, the 31st July 2014 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 thereof in respect of such resolutions as are indicated below:

| |
|---------------------------------------------------------------------------------------------|
| Adoption of Financial Statements for the year ended 31 st March 2014. |
| Declaration of Dividend on the Equity Shares |
| Re-appointment of Mr. Lin Tai-Yang, who retires by rotation. |
| Re-appointment of Mr. Nainesh Jaisingh, who retires by rotation. |
| Appointment of M /s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors. |
| Appointment of Prof. J. Ramachandran as an Independent Director |
| Appointment of Mr. V. S. Hariharan as an Independent Director |
| Appointment of Mr. Keith WF Bradley as an Independent Director |
| Alteration in Articles of Association |

Signed this _____ day of _____ 2014.



Signature of Member

Signature of Proxy holder(s)

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