

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

NOTICE

NOTICE is hereby given that the TWENTY THIRD ANNUAL GENERAL MEETING of the Company will be held on Wednesday, 27th July 2016 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:

1. To receive, consider and adopt the Standalone audited Balance Sheet as at 31st March 2016, 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.
2. To receive, consider and adopt the Consolidated audited Balance Sheet as at 31st March 2016, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the Report of Auditors thereon.
3. To declare Dividend on the equity shares of the Company for the Financial Year ended 31st March 2016.
4. To appoint a Director in place of Mr. Tu Shu-Chyuan (DIN 02336015), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Lin Tai-Yang (DIN 05110881), who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration No: 008072S) as 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.

SPECIAL BUSINESS:

7. 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, the Company hereby approves the appointment of Mr. M. Raghunandan (DIN 00082171) as Whole Time Director of the Company for a period from 1st March 2016 to 24th May 2016 and the remuneration paid to him as set out in explanatory statement attached to this notice."

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. E H Kasturi Rangan (DIN 01814089), Director of the Company and 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 a Director on the Board of the Company"

"**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company, be and is hereby accorded to the appointment of Mr. E H Kasturi Rangan (DIN 01814089), as a Whole-time Director of the Company for a period of three years effective from 24th May 2016, on the terms and conditions of appointment and remuneration as set out in explanatory statement attached to this notice"

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. 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 2008-09 to 2014-15 are requested to present the same for revalidation to our Registrar and Share Transfer Agents. The unclaimed and unpaid dividend for the financial year 2008-2009, is due to be transferred to the Investor Education & Protection Fund on 31st August 2016. 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 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.

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 Nos. 7 & 8

Mr. M. Raghunandan (DIN: 00082171) was re-appointed as a Whole Time Director at the Annual General Meeting held on 3rd August 2015 for a period of one year with effect from 1st March 2015. His term of appointment as a Whole Time Director of the Company came to an end on 29th February 2016. The Board taking into the recommendation of the Nomination and Remuneration Committee and inputs of Mr. M Raghunandan, at their meeting held on 3rd February 2016 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 2016 subject to the approval of members on the following terms and conditions:

| | |
|--------------------------------|------------------------------------|
| 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 |

While considering his re-appointment, Mr. Raghunandan consented to continue as Whole Time Director until the Board appoints a candidate in his position as he intended to retire from the services of the Company.

Nomination and Remuneration Committee at its meeting held on 23rd May 2016, considering the contribution by Mr. E H Kasturi Rangan, Joint Chief Operating Officer, towards overall progress of the Company and his specific contribution in the fields of Non IT vertical and Supply Chain Management, recommended elevation of Mr. E H Kasturi Rangan as the Whole Time Director of the Company in the place of Mr. M Raghunandan. Considering the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 24th May 2016, approved appointment of Mr. E H Kasturi Rangan as Whole Time Director for a period of 3 years up to 23rd May 2019 on the terms and conditions as set out below. Post induction of Mr. E H Kasturi Rangan as the Whole Time Director, Mr. M Raghunandan tendered his resignation from the services of the Company with effect from 24th May 2016 and the Board took note of the same.

Terms and Conditions of appointment of Mr.E.H.Kasturi Rangan (DIN: 01814089) as a Whole Time Director are tabled below:

| | |
|--|------------------------------------|
| Basic Salary | : ₹ 1,83,517 /- per month |
| Allowances | : ₹ 1,59,827 /- 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 subject to a maximum of ₹ 24 lakhs Per Annum | |
| Annual Revision | |
| The salary and performance linked bonus shall be with an annual increment as may be decided by the Nomination and Remuneration committee. The annual increments will be effective April 1, each year and will be merit based and taking into account the Company's performance | |
| Employee benefits | |
| During the term of office, Mr. E H Kasturi Rangan will be entitled to all Employee benefit as per the policies of the Company | |

Annexure A

Details of Directors seeking appointment/ re-appointment at the Annual General Meeting

| | | | | |
|--|--|--|---|---|
| Name of the Director | Mr. E.H. Kasturi Rangan (DIN: 01814089) | Mr. B. Ramaratnam (DIN: 07525213) | Mr. Tu. Shu-Chyuan (DIN: 02336015) | Mr. Lin Tai-Yang (DIN: 05110881) |
| Date of Birth | June 11, 1964 May 24, 2016 | February 13, 1955 May 24, 2016 | January 18, 1958 24/10/2008 (Original date of appointment) | August 26, 1968 05/08/2011 (Original date of appointment) |
| Experience | Mr. E.H. Kasturi Rangan, (DIN: 01814089) starting his career as a chartered accountant in practice for more than a decade, joined the Company in 1989 as its Credit Consultant and was instrumental in developing the Company's system for granting credit facilities to channel partners. In 2004, he took the responsibility of operations including supply chain management. Prior to his appointment as a Whole Time Director, he was the Joint Chief Operating Officer - NON IT Division of the Company | Mr. B. Ramaratnam (DIN 07525213) graduated from the University of Mumbai and after qualifying as a Chartered Accountant, joined Pricewaterhouse Ferguson & Co and Deloitte Haskins & Sells where he was a partner. Ramaratnam has handled clients from diverse sectors such as manufacturing, trading, software, time-share, real estate, financial services, pharma, engineering, construction, services etc. | Mr. Tu. Shu-Chyuan, has overall 25 years of working experience in global IT industry. He joined Synnex in 1994 and held a series of management positions. He is currently the CVP of business development of Synnex. Prior to joining Synnex, he worked for various computer networking companies and had focused expertise in planning and management. | Mr. Lin Tai-Yang has an overall work experience of 16 years. He has joined M/s. Synnex Technology International Corporation as Accounting Manager in 2000 and currently serves as its Director of Finance Planning and Management. Mr. Lin is also a Director on the Board of several public and private limited companies including Bestcom InfoTech Corporation, Synnex Taiwan Public Company Ltd., Synnex Asia Ltd and PT. Synnex Metrodata Indonesia. |
| Qualifications | Bachelor of Science Fellow Associate Member of the Institute of Chartered Accountants of India, Graduate Member of the Institute of Cost and Works Accountants of India, Bachelor of Law, Member of the Institute of Chartered Financial Analysts of India. | Chartered Accountant | Engineering graduate from the National Chiao Tung University, Taiwan, and has a Master's degree in Computer Engineering from San Jose State University, USA | Accounting graduate from the National Chengchi University, Taipei, Taiwan |
| Expertise in Specific Functional Area | Professional Management | Audit and Corporate Governance | Business Strategy | Accounting and Business Strategy |





Annexure A Details of Directors seeking appointment/ re-appointment at the Annual General Meeting (continued)

| | | | | |
|--|---|-----------------------------------|-----------------------------------|-----------------------------------|
| Directorship in other Indian Public Limited Companies other than Redington (India) Limited | 1. ProConnect Supply Chain Solutions Limited 2. Cadensworth (India) Limited 3. Currents Technology Retail (India) Limited | NIL | NIL | NIL |
| Membership of Committees in Indian Public Limited Companies other than Redington (India) Limited | Nomination and Remuneration Committee - ProConnect Supply Chain Solutions Limited Audit Committee - Currents Technology Retail (India) Limited Corporate Social Responsibility Committee - Cadensworth (India) Limited | NIL | NIL | NIL |
| Shareholding details in the Company | 16050 | NIL | NIL | NIL |
| Period of appointment | 3 years | Subject to retirement by rotation | Subject to retirement by rotation | Subject to retirement by rotation |
| Relationship between the Directors Inter-se | NIL | NIL | NIL | NIL |



India

1. HP - Best Distributor in Computing for 2015-16
2. HP - Award for Operational Excellence 2015
3. HP - Significant performance in Indigo for 2015
4. Lenovo - Highest growth among National Distributors for Personal Computers in H1 15-16
5. Western Digital - Best Performing Content Solution Distributor
6. Fortinet - APAC Distributor of the year 2015
7. Microsoft - India VAD for the year 2015
8. Autodesk - VAD Operational Excellence H1
9. Oracle - VAD of the year 2015
10. VMWare Distributor of the Year Award - 2015
11. Oracle India FY 2015 - Excellence Award - Value Added Distributor of the Year
12. Autodesk - Operational Excellence Award - FY 2016
13. Intel Security - Distributor of the Year Award - FY 2015 - India
14. Microsoft Distributor of the Award - 2015
15. Schneider - SEI IT Mirror Group Partner - 2015
16. Schneider - Best Partner IT - 2015
17. ProConnect - Hi-Tech - Best 3PL Company of the Year
18. ProConnect - 9th ELSC Conclave - Customer Intimacy & Service Excellence Company of the Year
19. ProConnect - Lava International - Best Performing Fulfillment Centre Award
20. Cadensworth - Juniper Networks - APAC Distributor of the Year award
21. Cadensworth - Polycom - APAC Polycom Circle of Excellence Award
22. Cadensworth - SME Channels - Best Value Partner Award

Overseas

1. Jackys - Volume Distributor of the Year
2. HP Enterprise Distributor
3. Microsoft WPC - Distributor of the Year award
4. Reseller Middle East - Volume Distributor of the year
5. ME Retail Academy - Volume Distributor of the Year
6. WD - Exclusive Storage Partnership
7. CNME & CPI - Industry's No 1 Distributor
8. AEC partner of the year
9. Cisco Distributor of the year
10. Intel Branded Distributor Award
11. VMWare - Emerging Markets Distributor Partner of the Year Award
12. Samsung - Best Distributor of the year for Francophone countries and West Africa
13. HPE - Best EG Distributor for UAE and Gulf
14. VMWare's Partner Innovation Award - Distributor Partner of the Year 2015 - APJ
15. Asia Pacific IBM Choice Award 2015- Most Outstanding Distributor
16. Fortinet - Distribution Partner Of The Year Award - 2015 - APAC
17. Intel Security - Distributor of the Year Award - FY 2015- APAC



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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: _____