



REDINGTON (INDIA) LTD.

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

POSTAL BALLOT NOTICE

Pursuant to Section 192A of the Companies Act, 1956

Dear Member(s),

Notice is hereby given that pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001, that the enclosed resolution for the purpose of **Increasing the FII and NRIs/ PIOs investment limit under Portfolio Investment Scheme** is proposed to be passed as Special Resolution by way of Postal Ballot.

The Company is seeking your consent for the proposal as contained in the draft Special Resolution set out below. Accordingly, the draft resolution and explanatory statement setting out all the relevant material facts and the reasons for which such resolution is proposed, is being sent to you for your consideration along with a Postal Ballot Form and self addressed postage pre-paid envelope.

The Company has appointed Mr. A.S. Varadharajan, Practising Chartered Accountant, as the Scrutiniser for conducting the postal ballot process.

Please read carefully the instructions printed in the Postal Ballot Form and return the form (no other form or photo copy thereof is permitted) duly completed, in the enclosed self addressed postage pre-paid envelope so as to reach the Scrutiniser at the address mentioned in the envelope on or before Friday, the 10th day of September, 2010. The Scrutiniser will submit his report after completion of the scrutiny and the result of the postal ballot will be declared on Monday, 13th September 2010, at the Registered office of the Company, at SPL Guindy House, 95, Mount Road, Guindy, Chennai - 600 032. The result will also be published on the website of the Company (www.redingtonindia.com).

The Board of Directors has appointed Mr. R. Srinivasan, Managing Director, Mr. S.V. Krishnan, Chief Financial Officer and Mr. M. Muthukumarasamy, Secretary of the Company as the persons responsible for the entire Postal Ballot Process.

All the documents referred to in the accompanying notice and the explanatory statement are open for inspection at the Registered Office of the Company during the office hours on all working days except Saturdays between 11.00 A.M and 1.00 P.M upto 10th September, 2010.

DRAFT RESOLUTION:

Increasing the FII and NRIs/ PIOs investment limit under Portfolio Investment Scheme.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to applicable provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Companies Act, 1956 and all other applicable Rules, Regulations, Guidelines and laws (including any statutory modification or re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded for investments by Foreign Institutional Investors (hereinafter referred to as "the FIIs") including their sub-accounts and Non Resident Indians/ Persons of Indian Origins (hereinafter referred to as

NRIs/PIOs), in the shares of the Company, by purchase or acquisition from the market under the Portfolio Investment Scheme, upto 100 percent and 24 per cent of the paid up equity share capital of the company respectively".

"RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to do all such acts, deeds & things as may be necessary, proper and expedient for the purpose of giving effect to this resolution and for the matters connected therein or incidental thereto."

By Order of the Board

Place : Chennai

Date : 29 July, 2010

M. Muthukumarasamy

Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) AND 192 A OF THE COMPANIES ACT, 1956.

In terms of the provisions of Portfolio Investment Scheme under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, the ceiling for overall investment for Foreign Institutional Investors (FIIs) is 24 per cent of the paid up capital of the company and 10 percent for Non Resident Indians (NRIs) and Person of India Origin (PIOs). The ceiling of 24 per cent for FIIs investment can be raised up to sectoral cap/statutory ceiling and the ceiling of 10 percent for NRIs/ PIOs can be raised to 24 percent of the equity paid up capital of the Company, subject to the approval of the board and the general body of the company by passing a special resolution to that effect.

It has come to the notice of the Company that the above threshold limit has recently been marginally exceeded. The Board of Directors of the Company at its meeting held on July 23, 2010, inter alia, proposed, subject to the approval of Members by way of a special resolution, to enhance the said FIIs and NRIs/PIOs investment ceiling limit upto 100 percent and 24 percent respectively of the equity paid up capital of the Company which are the limits permitted by the Reserve Bank of India.

The resolution set out in the accompanying Notice will enable the FIIs to acquire shares of the Company through authorised dealers within the revised ceiling under the Portfolio Investment Scheme.

Hence, the Board of Directors recommends the special resolution set out in the Notice for your approval.

Your approval is sought by voting by Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956, read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2001.

It may be noted that Directors who are members of the Company, may be deemed to be concerned or interested in this Resolution only to the extent of their respective Shareholding in the Company to the same extent as that of every other member of the Company.

By Order of the Board

Place : Chennai

Date : 29 July, 2010

M. Muthukumarasamy

Company Secretary