



REDINGTON (INDIA) LIMITED

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 pursuant to Section 192A of the Companies Act, 1956, read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended from time to time that the Resolutions appended below are proposed to be passed by way of Postal Ballot.

The Company is seeking your consent for the proposal as contained in the draft resolutions. The draft resolutions and relevant explanatory statement setting out all the material facts and the reasons for which such resolutions are passed, are being sent to you for your consideration alongwith 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.

A member desirous of exercising his vote by Postal Ballot may complete the enclosed Postal Ballot Form and send it in the enclosed self addressed postage pre-paid envelope so as to reach the Scrutiniser at the address mentioned therein on or before Friday, 28th September 2012. The Scrutiniser will submit his report to the Company after completion of the scrutiny and the result of the postal ballot will be declared on Saturday, 29th September 2012, at the Registered office of the Company, at SPL Guindy House, 95, Mount Road, Guindy, Chennai - 600 032. The result will also be published in at least one English and one Vernacular language newspaper circulating in Chennai and also be hosted on the website of the Company (www.redingtonindia.com).

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 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 28th September 2012.

DRAFT RESOLUTION:

Item No.1: Transfer of Company's Supply Chain business to a wholly owned subsidiary

To consider and, if thought fit, to pass with or without modifications, if any, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 293(1)(a) and Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 as amended from time to time and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto

or re-enactment thereof for the time being in force), the memorandum and articles of association of the Company and subject to other applicable statutory provisions, rules, regulations, guidelines and subject to the approvals, consents, permissions and sanctions as may be necessary from the concerned Statutory Authorities and subject to such terms and conditions as may be imposed by them, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall also include its committee constituted by the Board in this regard) to transfer by way of sale or lease the Supply Chain (SCM) business (including Warehousing and Third Party Logistics business) of the Company or substantial part thereof along with its employees as well as assets and liabilities pertaining thereto including all relevant licenses, permits, consents and approvals whatsoever, as a "going concern" to a wholly owned subsidiary of the Company, effective from such date, subject to mutual agreement on such terms and conditions as the Board may deem appropriate in the best interest of the Company".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, matters, deeds and things, as may be necessary, without further referring to the Members of the Company, including finalising the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalising and executing necessary documents including schemes, agreements, deeds of assignment / conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company including the power to delegate, to give effect to this Resolution."

Item No. 2: Amendment to the Object Clause of Memorandum of Association

To consider and, if thought fit, to pass the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956, the Objects Clause of the Memorandum of Association of the Company be altered by adding the following new sub-clause 2(d) after the existing sub-clause 2(c):

2(d) To carry on the business of leasing the movable and immovable properties including all types of industrial and office plant, facilities, equipments, machinery and vehicles of the Company and to sell, improve, manage, develop, exchange, lease, mortgage, dispose off, turn to account, or otherwise deal with, all or any part of the Company's property whether movable or immovable or any other kind whatsoever and rights of the Company thereof for the time being."

By Order of the Board
For Redington (India) Limited

Place : Chennai
Date : 20th August 2012

M. Muthukumarasamy
Company Secretary

Notes

1. An Explanatory Statement pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956 in respect of the business under Items No. 1 and 2 is annexed hereto.
2. Please read carefully the instructions printed in the Postal Ballot Form.
3. The notice is given to all the members, whose names appear in the Register of Members as on 17th August 2012
4. The date of declaration of the results of the postal ballot will be taken as the date of passing of the resolution proposed in this notice.

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

Item No: 1

Your Company's operations comprise of Channel Distribution, After Sales Support Services and Supply Chain Logistics (SCM) Services. Your Company's SCM function has end-to-end logistics capabilities starting from import, warehousing, stock movement across India, packing / repacking, order processing and delivery to any part within the Country.

Your Company's management is of the opinion that considering the specific and diverse needs of different businesses, there is an increasing need to distinctly focus the efforts and resources towards growth and development of each line of business. As part of your Company's business strategy, the Board assessed various restructuring options to optimize and streamline operations for effective management of the Company. Since your Company's SCM operations are well poised to access opportunities in the fast growing Third Party Logistics (3PL) space, it is proposed to capitalize these opportunities by making the SCM operations independent from the Company, as neutral logistics service provider. After consideration of various options, it is proposed to transfer SCM business to a Wholly Owned Subsidiary (WOS) with effect from a suitable date.

As per "Objects of Issue" Clause mentioned in the Prospectus filed during the Company's Initial Public Offer 2007, one of the purpose for which the Public Issue proceeds inter alia were planned to set up Automated Distribution Centres(ADCs) at Chennai, Mumbai, Delhi and Kolkatta. Since it is proposed to transfer the SCM business to a WOS, to utilise the capital invested in the ADCs, it is also proposed to lease out the ADCs to the WOS.

The transfer of the business requires approval of the members of the Company pursuant to the provisions of Section 293(1)(a) of the Companies Act, 1956.

Your Directors recommend the above Resolution, as an Ordinary Resolution for your approval.

Directors 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: 2

To capitalise on the growth opportunities available in the Supply Chain Solution arena, it is proposed to carry out the SCM activities by a wholly owned subsidiary by transferring the assets related to that business. It is also proposed to lease out certain immovable properties and facilities related to SCM activities to the subsidiary company. For this purpose, it is proposed to insert a clause in the Main Object Clause authorising your Company to lease the movable and immovable properties including all types of industrial and office plant, facilities, equipments, machinery and vehicles of the Company, which is now available in the ancillary and incidental objects of the Memorandum of Association.

Your Directors recommend the above Resolution, as a Special Resolution for your approval.

Directors 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.

By Order of the Board
For Redington (India) Limited

Place : Chennai
Date : 20th August 2012

M. Muthukumarasamy
Company Secretary