

## 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 OF TWENTY FIFTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the TWENTY FIFTH ANNUAL GENERAL MEETING of the Company will be held on Monday, July 30, 2018 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 March 31, 2018, the Statement of Profit and Loss, Statement of Changes in Equity 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 March 31, 2018, the Statement of Profit and Loss, Statement of Changes in Equity 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 2017-18.
4. To appoint Mr. Udai Dhawan (DIN 03048040) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Mr. Tu, Shu-Chyuan (DIN 02336015) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

##### 6. Appointment of Ms. Chen, Yi-Ju (DIN 08031113) as a Non-Executive Director

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time, Ms. Chen, Yi-Ju (DIN 08031113), who was appointed as an Additional Director of the Company by the

Board of Directors with effect from December 26, 2017 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Nominee Director of the Company and as per the terms of appointment she is liable to retirement by rotation.”

##### 7. Appointment of Mr. B. Ramaratnam (DIN 07525213) as an Independent Director

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Mr. B. Ramaratnam (DIN 07525213), who qualifies as an Independent Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a term of five years effective from May 21, 2018 to May 20, 2023.”

##### 8. Appointment of Branch Auditor

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

“RESOLVED THAT pursuant to the provisions of Section 143(8) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, approval of the Company be and is hereby accorded to appoint Ernst & Young LLP, Singapore as Auditor for the Branch Office of the Company at Singapore for the financial year 2018-19, on such terms and conditions as may be fixed by the Board of Directors in consultation with the Audit Committee”.

##### 9. To Increase the borrowing limits of the Company

To consider and, if thought fit, to pass the following as a Special Resolution:

“RESOLVED THAT in terms of Section 180(1)(c) and other applicable provisions, if any, of the Companies

Act, 2013, consent of the Members be and is hereby given to the Board of Directors of the Company ("the Board") or any committee thereof ("the Committee") to borrow on behalf of the Company, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from 'temporary loans' obtained in the ordinary course of business) exceeding the aggregate of paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed by the Board or the Committee shall not at any time exceed the limit of ₹ 2,000 Crores (Rupees Two Thousand Crores only) or limits so prescribed under Section 180(1)(c) (as may be amended from time to time), whichever is higher."

"RESOLVED FURTHER THAT the Board or the Committee thereof be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

#### 10. To create charge on the assets of the Company

To consider and, if thought fit, to pass the following as a Special Resolution:

"RESOLVED THAT in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Members be and is hereby given to the Board of Directors of the Company ("the Board") or any committee thereof ("the Committee") to sell, lease or otherwise dispose of, mortgage, create charge, lien, hypothecate all or any of the immovable and/or movable properties of the Company, and/or intellectual properties wheresoever situated, both present and future, or the whole or substantially the whole of the undertaking or undertakings of the Company on such terms, in such form and in such manner as the Board or the Committee may think fit, in favour of Banks, Financial Institutions, other lenders / investing agencies for securing, inter alia, any loans (both rupee loans as well as foreign currency loans), working capital facilities, credit facilities and/or advances already obtained or debts already incurred or that may hereafter be obtained or incurred from any of the lenders, and/or any financial obligations/ commitment hereinafter collectively referred to as the "Loans" and all interest, compound/additional interest, commitment charges, penalties, costs, charges expenses and all other monies payable by the Company to the concerned Lenders, and/or Agents and provided that the amount of Loans shall not exceed ₹ 2,000 Crore (Rupees Two Thousand Crore only)."

"RESOLVED FURTHER THAT the Board or the Committee thereof be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

By Order of the Board  
For Redington (India) Limited

**M. Muthukumarasamy**  
Company Secretary

Place: Chennai  
Date: May 21, 2018

#### Notes:

1. The explanatory statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the business under items 6 to 10 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/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. A BLANK PROXY FORM IS ENCLOSED FOR USE BY MEMBERS, IF REQUIRED. THIS MUST BE SUBMITTED AT THE COMPANY'S REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF NOT EXCEEDING FIFTY (50) MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to submit a 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 (bhuvana.r@akshayamcorporate.com) with a copy marked to evoting@nsdl.co.in.
4. Members / Proxies / Authorized Representatives are requested to bring the attendance slips duly filled in for attending the Meeting.
5. 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.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, July 24,

2018 to Monday, July 30, 2018 (both days inclusive) for the purpose of payment of Dividend.

7. The dividend on shares as recommended by the Board, if approved at the Annual General Meeting, will be paid within thirty days from the date of declaration as under:
  - To all beneficial owners in electronic form as per data made available by National Security 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 July 23, 2018.
8. SEBI has mandated all 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.
9. The company has already transferred all shares (in respect of which dividend has not been paid or claimed for seven consecutive years or more) along with unpaid or unclaimed dividend declared for the financial year ended March 31, 2010 and earlier periods to the Investor Education and Protection Fund (IEPF). Members who have so far not claimed or collected their dividends for the said period may claim their dividend and shares from IEPF, by submitting an application in the prescribed form.

Dividend and its respective shares for the financial year ended March 31, 2011 which remains unpaid or unclaimed for a period of seven years, become due for transfer to IEPF during FY 2019. Members who have not claimed their dividend for the above mentioned year are requested to make their claim to the Company's Registrar & Share Transfer Agent, Cameo Corporate Services Ltd.

Detailed information of Unclaimed Dividend is available on Company's website [www.redingtonindia.com](http://www.redingtonindia.com) for the benefit of members.

10. 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 Agent, Cameo Corporate Services Ltd., for shares held in physical mode.
11. 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 Cameo Corporate Services Limited at Unit: Redington (India) Limited, Subramanian Building, 5th Floor, No.1, Club House Road, Chennai - 600 002. Contact no: 044 28460390. Email Id: [investor@cameoindia.com](mailto:investor@cameoindia.com).

12. The members / beneficial owners holding shares in electronic form are requested to update user profile 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.
13. The Companies Act, 2013 authorizes 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 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.
14. 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 copy of the Annual Report and Notice are being sent in the permitted mode.
15. Brief profiles of the Directors seeking re-appointment at the Annual General Meeting are provided in Annexure A to this notice.
16. E-Voting:

In compliance with the 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 process and manner of e-voting is given below:

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, Practicing 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 48 hours from the conclusion of the General Meeting.

The results would be declared on or after the date of AGM of the Company by the Chairman or the person authorised by him. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.redingtonindia.com](http://www.redingtonindia.com) and on the website of NSDL and shall be forwarded to the Stock Exchanges.

The e-voting period commences on July 27, 2018 (9:00 am) and ends on July 29, 2018 (5:00 pm). The e-voting module will be disabled by NSDL for voting thereafter.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. July 23, 2018.

Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 23, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [investor@cameoindia.com](mailto:investor@cameoindia.com). A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall

only be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. A person who is not a member as on the cut off date should treat this Notice for information purpose only.

Contact Details		
Company's Registrar and Share Transfer Agents	Cameo Corporate Services Limited	Subramanian Building, 5th Floor, No.1, Club House Road, Chennai - 600 002. Contact no: 044 28460390. Email Id: <a href="mailto:investor@cameoindia.com">investor@cameoindia.com</a>
Scrutiniser	Ms CS R Bhuvana, Practicing Company Secretary	<a href="mailto:bhuvana.r@akshayamcorporate.com">bhuvana.r@akshayamcorporate.com</a>
E-voting Facility Provider	National Securities Depositories Limited (NSDL)	<a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> . toll free no.: 1800-222-990.

**The Instructions for members for e-voting are as under:**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is given below:

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "[Forgot User Details/Password](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- b) Click on "[Physical User Reset Password](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to

[bhuvana.r@akshayamcorporate.com](mailto:bhuvana.r@akshayamcorporate.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Explanatory Statement to the Notice**

#### **Item No. 6**

The Company is required to appoint a woman director in the place of Ms. Suchitra Rajagopalan who resigned from the Board due to personal reasons. Pursuant to recommendation of the Nomination and Remuneration Committee, the Board of Directors vide circular resolution dated December 26, 2017, appointed Ms. Chen, Yi-Ju (DIN 08031113) as an Additional (Woman) Director under Section 161(1) of the Companies Act, 2013 ("The Act") and the Articles of Association of the Company.

The Company has received a notice under Section 160 of the Act from a member, proposing Ms. Chen, Yi-Ju for the office of Director.

Accordingly, the Board recommends the resolution in relation to the appointment of Ms. Chen, Yi-Ju who is a nominee of Synnex (Mauritius) Limited, as a Director of the Company for the approval by the shareholders.

Except for Ms. Chen, Yi-Ju none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution set out in item No.6 to this Notice.

A Brief profile of Ms. Chen, Yi-Ju is provided at Annexure A to this Notice.

#### **Item No. 7**

Mr. B. Ramaratnam was appointed as a Director on the Board of the Company w.e.f May 24, 2016. Mr. Ramaratnam was a partner of Deloitte Haskins & Sells, the erstwhile Statutory Auditors of the Company up to the Financial Year 2014-2015. As per Companies Act, 2013 and SEBI Listing regulations, 2015, to be an Independent Director, a Director inter alia must

comply with the requirement that he/she was not a partner of the Auditors firm for a period of 3 financial years before the financial year in which the appointment is considered. Hence, Mr. Ramaratnam was appointed as a Non-Executive Director. The cooling period of three years as mentioned above is completed with 31st March 2018 and he now fulfills the criteria for an Independent Director and is eligible for appointment.

Considering Mr. Ramaratnam's vast experience in the field of Audit and Corporate Governance and his contribution to the Company during his tenure as Non-Executive Director, the Nomination and Remuneration Committee had recommended the appointment of Mr. B. Ramaratnam as an Independent Director. Pursuant to recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on May 21, 2018 has also accorded their consent to the appointment, subject to the approval of members, for a period of 5 years with effect from May 21, 2018 to May 20, 2023.

In the opinion of the Board of Directors, Mr. B. Ramaratnam, the Independent Director proposed to be appointed, fulfills the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. The Company has also received a declaration from Mr. B. Ramaratnam that he fulfills the criteria of independence under Section 149(6) of the Act.

The Company has received a notice under Section 160 of the Act from a member, proposing Mr. B. Ramaratnam for the office of Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. B. Ramaratnam, as an Independent Director of the Company, for the approval of the members.

The resolution seeks the approval of members for the appointment of Mr. B. Ramaratnam as an Independent Director of the Company for a term of five years with effect from May 21, 2018 to May 20, 2023 in accordance with Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

Except for Mr. B. Ramaratnam none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution set out in item No. 7 to this Notice.

A Brief profile of Mr. B. Ramaratnam is provided at Annexure A to this Notice.

#### **Item No. 8**

The Company had appointed Ernst & Young LLP, Singapore (EY) as Auditors for the Branch office at Singapore for the financial year 2017-18, in the Annual General Meeting held on

July 28, 2017. As the term of office of EY expired, it is proposed to appoint EY, as Auditors for the Branch office at Singapore for the financial year 2018-19.

The Board recommends the resolution set out in the notice above, for the approval of members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution set out in item No. 8 to this Notice.

**Item No. 9 & 10:**

Your Company's distribution business is highly working capital intensive. Growing business warrants enhanced working capital availability. To cater to the fund requirements, your Company considers borrowings including but not limited to term loan(s), working capital facilities, commercial papers and/or other fund/non-fund-based facilities from banks and financial institutions. Your Company possesses highest rating from the Credit Rating agencies for short term debt programme/commercial paper and obtains funds at competitive rate through placing commercial papers.

With the approval of the Board, the Company can borrow (apart from temporary loans) only up to aggregate of the paid-

up capital, free reserves and Securities Premium. Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, any borrowing above this limit would require approval of the shareholders. Currently the Board is authorized to borrow upto ₹ 1500 Crore. With the view to meet enhanced working capital requirements of the Company at competitive price, it is proposed to increase the borrowing limits to ₹ 2,000 Crores, which is more than the sum of paid-up capital, free reserves and Securities Premium, subject to the approval of the shareholders.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members.

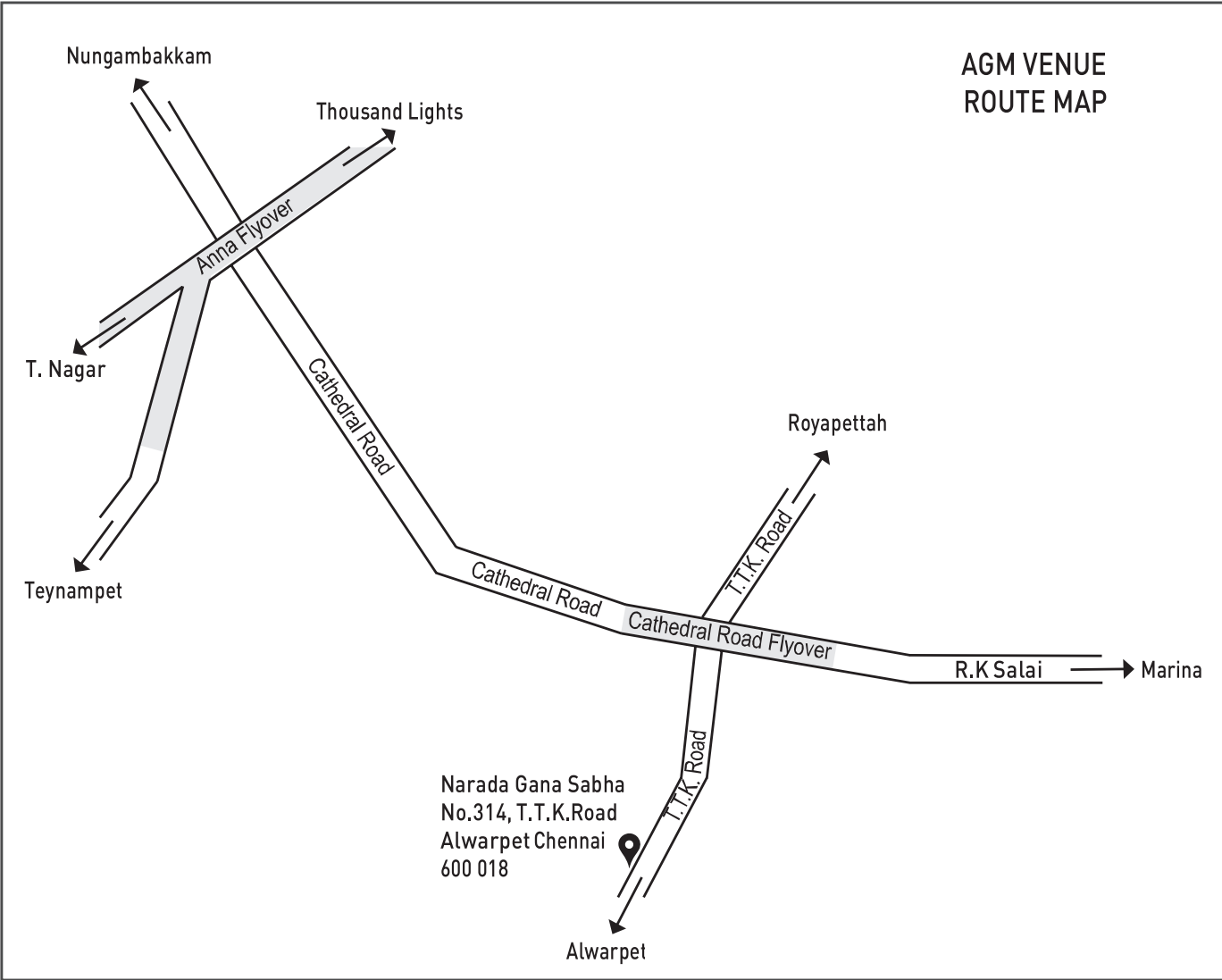
The Board recommends the resolution as set out in the notice above for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the resolution set forth in item nos. 9 & 10 to the notice.

**Annexure A**  
**Details of Directors seeking appointment / re-appointment at the Annual General Meeting as on March 31, 2018**

Name of the Director	Mr. Tu, Shu-Chyuan (DIN: 023336015)	Mr. B. Ramaratnam (DIN: 07525213)	Mr. Udai Dhawan (DIN 03048040)	Ms. Chen, Yi-Ju (DIN 08031113)
Date of Birth	January 18, 1958	February 13, 1955	January 17, 1973	July 09, 1972
Age	60	63	45	45
Date of Appointment/ Reappointment	October 24, 2008	May 24, 2016	January 10, 2017	December 26, 2017
Experience	Mr. Tu, Shu-Chyuan, has overall 33 years of working experience in global IT industry. He joined Synnex in 1994 and held a series of management positions. He is currently the VP of business development of Synnex. Prior to joining Synnex, he worked for various computer networking companies in the State and had focused expertise in planning and management.	Mr. B. Ramaratnam graduated from the University of Mumbai and after qualifying as a Chartered Accountant joined Price Waterhouse at Chennai and later joined A.F. Ferguson & Co and Deloitte Haskins & Sells where he was an Audit Partner till March 2015. During the course of his long career Ramaratnam has serviced national and multinational clients from diverse sectors such as manufacturing, trading, software, time-share, real estate, financial services, pharma, engineering, construction, services etc.	Mr. Udai Dhawan is a Managing Director and the Head for Standard Chartered Private Equity (SCPE) in India. He joined SCPE in 2008 and has been involved in a substantial number of SCPE's investments in India, and serves on the board of many of the fund's portfolio companies. Prior to SCPE, Udai worked for 14 years in financial services focused on corporate investing, M&A and corporate finance, both in India and the United States. Udai's roles have included positions with Kotak Mahindra Capital in investment banking, with Sabre Inc. in corporate development, with JP Morgan in investment banking, and with Arthur Andersen in corporate finance advisory.	Ms. Chen, Yi-Ju has 20 years of working experience in Financial Investment and IT industry. She joined Synnex in 2008 and now is in charge of overseas subsidiaries management and investment management. She participated in several JV projects, including the cases in Indonesia and Vietnam.
Qualifications	Engineering graduate from the National Chiao Tung University, Taiwan, and has a Master's degree in Computer Engineering from San Jose State University, USA	Chartered Accountant from Institute of Chartered Accountants of India (ICAI)	MBA from the Wharton School, University of Pennsylvania and is a Chartered Accountant from the Institute of Chartered Accountants of India.	Graduated in Agri-Economics from National Taiwan University, with major in International Finance.
Expertise in Specific Functional Area	Business Strategy	Audit and Corporate Governance	Business Strategy	Corporate Finance
Last drawn remuneration for FY 17	NIL	₹ 2,025,000	NIL	NIL
Remuneration sought to be paid	NIL	As may be decided by the Board of Directors from time to time	NIL	NIL
Directorship in other Indian Public Limited Companies other than Redington (India) Limited	NIL	NIL	1. Prime Focus Limited 2. Powerica Limited 3. Ocean Sparkle Limited	NIL
Membership / Chairmanship of Committees in Indian Public Limited Companies other than Redington (India) Limited	NIL	NIL	Audit Committee and Nomination & Remuneration Committee: 1. Powerica Limited 2. Ocean Sparkle Limited	NIL
Shareholding details in the Company	NIL	NIL	NIL	NIL
Number of Meetings of the Board held during their tenure / attended during the year	5/5	5/4	5/5	1/1
Period of appointment	Subject to retirement by rotation	May 21, 2018 to May 20, 2023	Subject to retirement by rotation	Subject to retirement by rotation
Relationship between the Directors, Manager and other Key Managerial Personnel Inter-se	NIL	NIL	NIL	NIL





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**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

**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-mailId: \_\_\_\_\_

Folio No/Client Id: \_\_\_\_\_

DPID: \_\_\_\_\_

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 Fifth Annual general meeting of the Company, to be held on the Monday, the July 30, 2018 at 10.00. a.m. at the Mini Hall, Narada Gana Sabha, No. 314, T.T.K Road, Alwarpet, Chennai-600 018 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolution Particulars
1.	Adoption of Standalone Financial Statements for the year ended March 31, 2018
2.	Adoption of Consolidated Financial Statements for the year ended March 31, 2018
3.	Declaration of Dividend on the Equity Shares
4.	Re-appointment of Mr. Udai Dhawan (DIN: 03048040), who retires by rotation
5.	Re-appointment of Mr. Tu, Shu-Chyuan (DIN: 02336015), who retires by rotation
6.	Appointment of Ms. Chen, Yi-Ju, (DIN: 08031113) as Non -Executive Nominee Director
7.	Appointment of Mr. B. Ramaratnam (DIN: 07525213) as an Independent Director
8.	Appointment of Ernst & Young LLP, Singapore as Branch Auditors
9.	Increasing the borrowing limits of the Company
10.	Creation of charge on the assets of the Company

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Signature of Member

Signature of Proxy holder(s)

Affix ₹ 1/-  
Revenue  
Stamp

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.

