

**List of documents to be submitted for obtaining approval under Regulation 37
of the SEBI (LODR) Regulations, 2015
(Amalgamation)**



Sr. No.	List of Documents/ details to be submitted	Yes/No/Not Applicable/ To be submitted
1	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc	Yes-Annexure A
2	Valuation Report as per Para 1(A)(4) of Annexure-I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Yes-Annexure B
3	Report from the Audit Committee recommending the Draft Scheme, taking into consideration, inter alia, the Valuation Report.	Yes-Annexure C
4	Fairness opinion by merchant banker on valuation of assets / shares done by the valuer for the listed entity and unlisted company	Yes-Annexure D
5	Shareholding pattern in accordance with Regulation 31 (1) of the SEBI (LODR) Regulations, 2015 - for pre and post scheme of arrangement of the Companies.	Yes-Annexure E1&E2
6	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company as per Annexure I	Yes-Annexure F1&F2
7	Auditor's Certificate as per Para 1(A)(5) of Annexure-I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Yes-Annexure G
8	Corporate Governance Report as per Regulation 27 (2) (a) of the SEBI (LODR) Regulations, 2015	Yes-Annexure H
9	Compliance report with the requirements specified in SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015 as per Annexure II	Yes-Annexure I
10	Document required to submit wherein approval of shareholders to Scheme through postal ballot and e-voting (Para 1(A)(9)(a) of Annexure-I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015) is not applicable: a) An undertaking certified by the auditor clearly stating the reasons for non applicability of Para 9 (a). b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	Yes-Annexure J1&J2
11	Pre & Post Scheme Networth of the Companies involved in the Scheme. Companies are required to submit Certificate from Statutory Auditors / Practicing Chartered Accountants / Practicing Company Secretary. (Networth = Equity Share Capital + Free Reserves** - Miscellaneous Expenditure written off, along with the detailed working)	Yes-Annexure K
12	Board resolution approving the scheme of arrangement.	Yes-Annexure L1&L2
13	Confirmation from the Company Secretary in accordance with Regulation 11 of the SEBI (LODR) Regulations, 2015 i.e. scheme of arrangement /amalgamation /merger /reconstruction /reduction of capital etc. to be presented to any Court or Tribunal does not in any way violate, override or limit the provisions of securities laws or requirements of the stock exchange(s).	Yes-Annexure M
14	Rational behind the scheme of arrangement.	Yes-Annexure N
15	Brief details about the business of the Companies.	Yes-Annexure N
16	Website link of the Company where the draft Scheme and other required documents shall be uploaded (Also submit soft copy of the documents)	https://redingtonindia.com/Schemeofarrangement.aspx
17	Complaints Report as per Para 1(A)(6) of Annexure-II of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	To be submitted
18	Processing Fees of Rs. 2 Lac plus applicable service tax. (Non-Refundable)	Annexure O

Date 30/06/2016
 Place Chennai
 Authorised Signatory and Stamp of the company
 Name M. Muthukumarasamy
 Designation Company Secretary



SCHEME OF ARRANGEMENT (MERGER)**BETWEEN****CADENSWORTH (INDIA) LIMITED****("Transferor Company")****WITH****REDINGTON (INDIA) LIMITED****("Transferee Company")****AND****THEIR RESPECTIVE SHAREHOLDERS****(Under the provisions of Section 391 to 394 of the Companies Act, 1956)****I. PREAMBLE****A. Purpose of the Scheme**

This Scheme of Arrangement (Merger) is presented under Sections 391 to 394 of the Companies Act, 1956 as amended and the corresponding provisions of the Companies Act, 2013. Upon the relevant sections of the Companies Act 2013 pertaining to schemes of arrangement, compromise or reconstruction of companies being notified by the Ministry of Corporate Affairs ("MCA"), the Scheme of Arrangement (Merger) shall be deemed to have been formulated and presented under sections 230 to 240 and other applicable provisions of the Companies Act, 2013. The references made to various provisions of the Companies Act, 1956 for the purposes of the Scheme shall be deemed to a reference to the provisions of the Companies Act, 2013 as and when they are notified by the MCA for merger of **CADENSWORTH (INDIA) LIMITED** ("the Transferor Company") with **REDINGTON (INDIA) LIMITED** ("the Transferee Company"), and the dissolution of the Transferor Company without winding up.

CADENSWORTH (INDIA) LIMITED ("hereinafter referred to as "CADENSWORTH" or the "Transferor Company"), was incorporated as a private limited company under the Companies Act, 1956, on 11th day of December 2002 in the name of **CADENSWORTH (INDIA) PRIVATE LIMITED** and in the state of Tamil Nadu. The name of the Transferor Company was changed from **CADENSWORTH (INDIA) PRIVATE LIMITED** to **CADENSWORTH (INDIA) LIMITED** and fresh certificate of Incorporation consequent to change of name on conversion to public limited Company was issued on 7th day of December 2007.



The registered office of the Transferor Company is situated at SPL Guindy House, 95 Mount Road, Guindy, Chennai 600032.

The Transferor Company is an unlisted public company and the entire issued, subscribed and paid up equity share capital is held by the Transferee Company. By virtue of the shareholding pattern, the Transferor Company is a wholly-owned subsidiary of the Transferee Company.

The main objects of Transferor Company are as follows:

1. To act as consultants and advisors on information technology system and surveyor of information services based on the use of computers for industrial, educational, commercial and non-business applications.
2. To carry on the business of designers, developers, manufacturers purchasers, sellers, suppliers, owners, lessors, lessees, importers exporters, dealers, consultants, professional service providers, pre and post warranty maintenance services providers, testing and evaluation services, marketing services providers in computer related hardware and software products, software programmes, electronic and other data management, data warehousing, data processing, computer and related hardware, total IT solutions used in or related to the operation of computer and microprocessor based systems for industrial, educational, commercial or non-business applications.
3. To establish, maintain, run internet, intranet, extranet, local and wide area networking Internet service providers services to equip for electronic commerce for own use or on behalf of manufacturers, owners users of computer systems and digital, electronic equipments in India or elsewhere in the world.
4. To establish computer call centres, education centres, data processing centres, data management centres, Business Processes Outsourcing centres, hardware and software maintenance centres, to provide consultancy, training, education, maintenance and other kinds of services or facilities, to conduct seminars, courses, conferences, publish books, magazines, newsletters, bulletins, study or course materials, circulars relating to computer software, hardware applications or operations, and any of the objects of the company.
5. To undertake the business as agents, stockists, distributors, franchise holders, sponsors or otherwise for trading or dealing in computer systems, peripherals, accessories, parts, spares, support packs and computer / printer consumables, media, continuous and non-continuous stationery, ribbons, electronic storage media, and other allied products and standard, tailor-made, configurable software packages.

Redington (India) Limited ("hereinafter referred to as "REDIL" or the Transferee Company") was incorporated as G. Kewalram Private Limited on 2nd day of May 1961 with the Registrar of Companies, Maharashtra. The name of Transferee Company was changed from G. Kewalram Private Limited to Kewalram Private Limited and subsequently to Redington (India) Private Limited on 28th day of April 1987. The registered office of the Transferee Company was changed from the state of Maharashtra to the state of Tamilnadu by the Company Law Board's order dated 13th Day of July 1994. The name of the transferee Company was changed as Redington (India) Limited with effect from 1st Day of October 1996 with the approval of Registrar of Companies, Tamil Nadu on which date Transferee Company became a public limited company. Subsequently, on 10th Day of January 2002, the word "Private" was inserted in the name of Transferee

Company pursuant to Section 43A (2A). The word "private" was deleted from the name of the Transferee Company pursuant to Section 44 (a) of the Companies Act, 1956, and the Transferee Company became a public company with effect from 15th Day of March 2002. The registered office of the Transferor Company is now situated at SPL Guindy House, 95 Mount Road, Guindy, Chennai 600032. The equity shares of the Transferee Company are listed on the National Stock Exchange ("NSE") and Bombay Stock Exchange ("BSE").

The main objects of Transferee Company are as follows:

1. To acquire and take over as a going concern the business now carried on at Bombay and Madras under the firm name "G.KEWALRAM" and all the assets and liabilities of the proprietors of that business in connection therewith and to enter into such agreements and do such deeds as may be necessary for the purpose and to carry on the same business as has hitherto been carried on by the said firm.
2. To buy, sell, import, export, manufacture, treat, prepare, distribute, service and deal in any manner in merchandise, commodities and articles of all kinds and generally to carry on business as merchants, importers, exporters and agents.
3. To carry on business as agents, importers, exporters, manufacturers, service providers of and dealers in electronic data processing and various other systems and to purchase, sell, hire, lease and deal in information technology hardware, software, telecom products, pharmaceutical products, consumer durables and various other electrical and electronic systems.
4. To carry on in India and abroad consultancy, advisory and training services of computer programs and systems including development, implementation and maintenance and to render any other services in that connection.
5. 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."
6. To construct, take on lease or hire warehouses, godowns, storehouses and other facilities for staking, storing various merchandise of third parties besides the products dealt with by the company and maintain them fit for sophisticated use including free movement of goods.
7. To undertake and carry out the work of loading, unloading, handling, forwarding and clearing agents for and behalf of the owners of goods, luggage, parcels, articles, commodities, merchandise, livestock and other movables of every description and nature whatsoever in India or in any part of the world.



B. RATIONALE FOR THE PROPOSED SCHEME

1. Redington (India) Limited ("Transferee Company") is into the business of wholesale distribution of Information Technology products and Telecom products across India. It acts as a National Distributor or Regional Distributor for many of the leading brands.

With an objective to focus on Distribution of Value Added Products like Networking, Servers, Security, Surveillance and Infrastructure, the transferee company tied up with various brands in this space through its Wholly Owned Subsidiary Cadensworth (India) Limited (Transferor Company).

Due to changes in the market dynamics and vendors strategy, housing similar nature of business (distribution) under the Transferee Company, where major brands are already housed would result in Effective Control, optimum utilization of resources, increased efficiency and Cost effectiveness.

2. Considering the above, the Board of Directors of the Transferor and Transferee Company are of the opinion that merger of Transferor with Transferee Company would facilitate and provide the necessary impetus to optimize the resources and to effectively address the competition faced in the distribution industry. Upon merger, the ensuing benefits are expected to accrue to all the stake holders:
 - a. The Transferee Company shall achieve better efficiency, increased competitive strength, and logistical advantageous.
 - b. Increased network of the transferee company shall facilitate and provide adequate opportunities to mobilize the financial resources with lower cost for the growth of the Business.
 - c. Administrative and operational rationalization, efficiency in distribution coverage, delivering better value to the Vendor and Channel and optimum utilization of resources will strengthen the group to compete in the distribution market in a better way, thereby it will help in enhancing the shareholders value

II. PARTS OF THE SCHEME

The Scheme is divided into the following parts:

- (a) Part I, which deals with the Definitions of the terms used in the Scheme as sets out and the Share Capital of Transferor Company and Transferee Company
- (b) Part II, which deals with the merger of the Transferor Company into the Transferee Company; and
- (c) Part III, which deals with general terms and conditions applicable to this Scheme and other matters consequent and integrally connected thereto



PART I

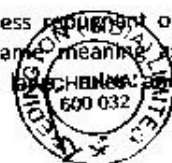
DEFINITIONS AND SHARE CAPITAL

A. DEFINITIONS

1. "Act" or "the Act" means the Companies Act, 1956 read with the applicable rules thereunder, and any statutory amendments or re-enactment thereof and the applicable provisions of Companies Act, 2013 read with applicable rules as may be prescribed or notified by the Government of India for the time being in force and/or any statutory modification or re-enactment thereof;
2. "Appointed Date" means the date from which this Scheme shall become operative viz., 1st Day of April 2016 or any other date as modified by the Court, then the same shall be the Appointed Date;
3. "Board of Director" means the Board of Directors of the Transferee Company and Transferor Company or both as the context may require and include any committee(s) constituted/ to be constituted by the Board of Directors of the Transferor and Transferee Companies or any other person authorized/ to be authorized by the Board of Directors of the Transferor and Transferee Companies or any committee thereof to exercise its power including the power in terms of this scheme;
4. "Court" or "High court" means High Court of Judicature at Madras under the Companies Act, 1956 or such other Tribunal (i.e) the National Company Law Tribunal ("NCLT") & the National Company Law Appellate Tribunal ("NCLAT") as constituted and authorized as per the provisions of the Companies Act, 2013 for approving any scheme of arrangement, compromise or reconstruction of companies under section 230 to 240 of the Companies Act, 2013;
5. "Effective Date" means the last of the dates on which the certified copies of the Order of the High Court of Judicature of Madras sanctioning the Scheme of Arrangement (Merger) is filed with the Registrar of Companies, Tamil Nadu, Chennai by the Transferor Company and the Transferee Company. Reference in this Scheme to date of "coming into effect of this Scheme" or "Upon the Scheme becoming effective" and other similar expressions shall mean the Effective Date;
6. "Interim Period" shall mean the period from the Appointed Date and upto and including the Effective Date.
7. "Liabilities" shall mean all debts (secured and unsecured), deposit accepted, time and demand liabilities, rupee and foreign currency borrowings, bills payable, interest accrued and payable, capital reserves and surpluses whether statutory or not and all other liabilities including contingent liabilities, duties and obligations of the Transferor Company, as on or after the Appointed Date whether provided for or not in the Books of Accounts of such Transferor Company, and all other liabilities which may accrue or arise after the Appointed Date but which relate to the period on or upto the Appointed Date.
8. "RoC" shall mean the Registrar of Companies, Chennai Tamil Nadu.
9. "Scheme or "the Scheme" or "this Scheme" means this Scheme of Arrangement (Merger) in its present form as submitted to the Hon'ble High Court of Judicature at Madras or this Scheme with such modification(s), if any made;



10. "Transferor Company" means Cadensworth (India) Limited, a public limited company having its registered office SPL Guindy House, 95 Mount Road, Chennai 600032.
11. "Transferee Company" means Redington (India) Limited, a public limited company having its registered office SPL Guindy House, 95 Mount Road, Chennai 600032.
12. "Undertaking" shall mean and include –
- (a) All the assets and properties of the Transferor Company as on the Appointed Date (hereinafter referred to as 'the said assets');
- (b) All the debts, liabilities, duties and obligations of the Transferor company including contingent liabilities as on the Appointed Date (hereinafter referred to as 'the said liabilities');
- (c) Without prejudice to the generality of the sub-clause (a) above, the Undertaking of the Transferor Company shall include the Transferor Company's reserves, balances in the Statement of Profit & Loss, movable and immovable properties including but not limited to land and building (whether owned, leased, licensed) computers and hardware, software, plant and machinery, equipments, furniture, fixtures, vehicles, stock and inventories, leasehold assets, real corporeal and incorporeal, in possession or reversion, present and contingent assets (whether tangible or intangible) of whatsoever nature, assets including cash in hand, amounts lying in the banks to the credit of the Transferor Company, investments, claims, powers, authorities, allotments, approvals, consents, letters of intent, registrations, contracts, engagements, arrangements, rights, credits, titles, interests, benefits, club memberships, advantages, leasehold rights, brands, sub-letting tenancy rights, with or without the consent of the landlord as may be required by law, goodwill, other intangibles, industrial and other licences, permits, authorisations, quota rights, trademarks, trade names, patterns, copyrights and other industrial and intellectual properties and rights of any nature whatsoever including know-how, domain names, or any applications for patents, patent rights, trademarks, trade names, copyrights whether tangible or otherwise and licences, assignments and grants in respect thereof, import quotas and other quota rights, right to use and avail of telephones, telex, facsimile, and other communication facilities, connection, installation and equipment rights, utilities and electricity and electronic and all other services of every kind, nature and description whatsoever, reserves, provisions, funds, and benefits of all agreements, arrangements, deposits, advances, recoverables and receivables, whether from government, semi government, local authorities, or any other person including customers, contractors or other counter parties, etc, cash and bank balances, all earnest monies, tax holidays, tax relief under the Act, such as credit for advance and/or deposits, rights, titles, claims and all other interests, rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits, exemptions, and approvals of whatsoever nature (including but not limited to benefits of all taxes, taxes deducted at source, brought forward accumulated tax losses (if any), unabsorbed depreciation etc; benefits under the Sales Tax Act, Sales Tax set-off, benefits of any unutilised modvat/cenvat credits, relief and refund etc) and wheresoever situated belonging to or in the ownership, power or possession or control of or vested in or granted in favour of or enjoyed by the Transferor Company as on the Appointed Date or thereafter;
13. All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as ascribed to them under the Act and other applicable



regulations, as the case may be, including any statutory modification or re-enactment thereof from time to time.

14. "Interpretation" reference to transfer, transferred, vest, vested in and their derivative form in this scheme shall mean changes in ownership creation of interest (whether actual or beneficial, legal or equitable) on terms and in a manner to the agreed between the transferor and the transferee company.

B. SHARE CAPITAL

- I. The Authorised, Issued and Subscribed share capital of the Transferee Company as on 31st March 2016 is as follows:

Particulars	Rupees
Authorised Share Capital	
Equity (425,000,000 Equity share of Rs. 2 each)	850,000,000
Preference	NIL
TOTAL	850,000,000
Issued, subscribed and paid-up Share Capital	
Equity (399,813,230 Equity share of Rs. 2 each)	799,626,460
Preference	NIL
TOTAL	799,626,460

- II. The Authorised, Issued and Subscribed share capital of the Transferor Company as on 31st March 2016 is as follows:

Particulars	Rupees
Authorised Share Capital	
Equity (15,00,000 Equity shares of Rs.10 each)	1,50,00,000
Preference	Nil
TOTAL	1,50,00,000
Issued, subscribed and paid-up Share Capital	
Equity (13,01,294 Equity shares of Rs.10 each)	1,30,12,940
Preference	NIL
TOTAL	1,30,12,940

The entire equity share capital of the Transferor Company is held by the Transferee Company. Therefore, by virtue of the shareholding pattern, the Transferee Company is the Holding Company and the Transferor Company is the wholly-owned subsidiary.

Subsequent to March 31st 2016, there has been no change in the Authorised, Issued, Subscribed and Paid-up Capital of the Transferor Company.

III. Date of taking effect and operative date

The scheme, set out herein in its present form or with any modification(s) shall be effective from the Appointed Date unless the context requires otherwise.



PART 2

A. MERGER AND VESTING OF MERGED UNDERTAKING OF THE TRANSFEROR COMPANY IN THE TRANSFEEE COMPANY

1. TRANSFER AND VESTING OF MERGED UNDERTAKING

- a. With effect from the opening of the business as on the Appointed Date, the entire business and whole of the undertakings of the Transferor Company shall under the provisions of sections 391 to 394 of the Act and pursuant to the orders of the High Court of Judicature at Madras or any other appropriate authority sanctioning this scheme and without further act, instruments or deed, stand transferred and/or deemed to be transferred to and vested in the Transferee Company so as to become the properties and assets of the Transferee Company.
- b. The liabilities shall also, without further act, instruments or deed be transferred to and vested in and assumed by and/or deemed to be transferred to and vested in and assumed by the Transferee Company pursuant to the provisions of Section 391 to 394 of the Act, so as to become the liabilities of the Transferee Company and further that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such liabilities have arisen, in order to give effect to the provisions of this Clause.

2. PENDING SUITS, ETC.

- a. If any suits, appeals, assessment or other proceedings of whatever nature by or against the Transferor Company is pending, the same shall not abate or be discontinued or be in any way prejudicially affected by reason of the Merger of transferor company with transferee Company by anything contained in this scheme, but said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company as if this Scheme had not been made.
- b. In case of any litigation, suits, recovery proceedings which are to be initiated or may be initiated against the Transferor Company after the Appointed Date, the Transferee Company shall be made party thereto and any payment and expenses made thereto shall be the liability of the Transferee Company.

3. CONTRACTS, DEEDS AND OTHER INSTRUMENTS

- a. Subject to the other provisions contained in this Scheme, all contracts, deeds, bonds, agreements and other instruments of whatever nature to which, the Transferor Company is a party and subsisting or having effect immediately before the Scheme coming into effect shall be in full force and effect against or in favour of the Transferee Company as fully and effectually as if, instead of the Transferor Company, the Transferee Company has been a party thereto.

4. SAVING OF CONCLUDED TRANSACTIONS

- a. The transfer of properties and liabilities and the continuance of proceedings by or against the Transferee Company under clause 1 and 2 of Part 2 respectively shall not affect any transaction or proceedings already concluded by the Transferor Company on or after the Appointed Date till the Effective Date, to the end and intent that the Transferee

Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company in respect thereto as done and executed on behalf of itself.

5. STAFF, WORKMEN & EMPLOYEES

- a. On the scheme becoming operative, all staff, workmen and employees of the Transferor Company in service on the Effective Date shall be deemed to have become staff, workmen and employees of the Transferee Company without any break in their services and on the basis of continuity of services, and the terms and conditions of their employment with the Transferee Company shall not be less favourable than those applicable to them with reference to the Transferor Company on the Effective Date.
- b. It is expressly provided that, on the Scheme becoming effective, the Provident Fund, Gratuity Fund, or any other Special Fund or Trust created or existing for the benefit of the Staff, workmen and employees of the Transferor Company shall become the trusts/ funds of the Transferee Company for all purposes whatsoever in relation to the administration or operation of such fund or Funds or in relation to the obligation to make contributions to the said Fund or Funds in accordance with the provisions thereof as per the terms provided in the respective Trust Deeds, if any, to the end and instant that all rights, duties, powers and obligations of the Transferor Company in relation to such Fund or Funds shall become those of the Transferee Company. It is clarified that the services of the Staff, workmen and employees of the Transferor Company will be treated as having been continuous for the purpose of the said Fund or Funds.

6. CONSIDERATION

The entire equity share capital of the Transferor Company is held by the Transferee Company. Therefore, by virtue of the shareholding pattern, the Transferee Company is the Holding Company and the Transferor Company is the wholly-owned subsidiary. Accordingly, pursuant to the scheme no shares of the Transferee Company shall be allotted to the shareholders of the Transferor Company.

7. CANCELLATION OF SHARE CAPITAL OF THE TRANSFEROR COMPANY

- a. The entire issued, subscribed and paid up capital of the Transferor Company is or will be held by the Transferee Company and its nominees. Upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of its holding in the Transferor Company and the share capital including authorised share capital, issued, subscribed and paid up share capital of the Transferor Company shall stand cancelled.
- b. Upon the coming into effect of this Scheme, the share certificate, representing the shares held by the Transferee Company and its nominees in the Transferor Company shall be deemed to be cancelled without any further act or deed for cancellation thereof by the Transferee Company.

8. TAX TREATMENT

The merger of Transferor Company with the Transferee Company in terms of this scheme shall take place with effect from the Appointed Date and shall be in accordance with the provisions of Section 2(18) of the Income Tax Act, 1961 and Section 47 of Income Tax Act, 1961.



9. ACCOUNTING TREATMENT

1. The transferee company shall account for the amalgamation which is in the nature of merger in accordance with the "Pooling of Interest Method of Accounting" laid down by Indian Accounting Standard 103 (Business Combination).
2. With effect from the Appointed Date, all the assets and liabilities, including accumulated profits of the Transferor Company shall be recorded in the books of the Transferee Company at their existing carrying values and in the same form.
3. Inter-company balances, if any, will stand cancelled.
4. The difference between the share capital of the transferor company and the investment in the transferor company as recorded in the books of the transferee company shall be adjusted in the General Reserve Account.
5. The accumulated profits of the transferor company up to March 31, 2016 would be added with the surplus in the statement of profit & loss of the transferee company, such that the identity of the reserve is preserved.
6. In the case of any differences in accounting policy between the Transferor Company and the Transferee Company, the accounting policies followed by the Transferee Company will prevail and the difference till the Appointed Date will be quantified and adjusted in the General Reserve Account to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

10. TRANSACTIONS BETWEEN APPOINTED DATE AND EFFECTIVE DATE

- I. **During the period between the Appointed Date and the Effective Date**
 - a. The Transferor Company shall carry on and deemed to have carried on its business and activities of undertaking and shall stand possessed of their entire business and undertakings, in trust for the Transferee Company and shall account for the same to the Transferee Company.
 - b. All the income or profits accruing or arising to the Transferor Company and all cost, charges, expenses incurred by the Transferor Company shall for all purpose be treated the income, profits, costs, charges, expenses as the case may be of the Transferee Company.
 - c. The Transferor Company shall carry on its business and activities with reasonable diligence and business prudence and shall not alter or diversify its respective businesses, not venture into any new businesses, not borrow, alienate, charge, mortgage, encumber or otherwise deal with the assets or any part thereof except in the ordinary course of business without the prior consent of the Transferee Company or pursuant to any pre-existing obligation undertaken prior to the date of acceptance of the Scheme by the respective Board of Directors of the Transferor Company and the Transferee Company.
 - d. The Transferor Company shall not utilize the profits or income for the purpose of declaring or paying any dividend in respect of the period falling



on or after the appointed date, without the prior written consent of the Transferee Company.

- e. Where any of the liabilities of the transferor company which are on the Appointed Date transferred to the Transferee company have been discharged by such transferor company after the appointed date and prior to the effective date, such discharge shall be deemed to have been for and on account of the transferee company;
- f. All loans raised and utilized and all debts, duties, undertaking, liabilities and obligations incurred or undertaken by the transferor company after the appointed date and prior to the effective date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee company and to that extent they are outstanding on the effective date, shall, pursuant to the provisions of section 394 of the Act, without any further act, instruments or deed be and stand transferred to or vested in or be deemed to be transferred to and vested in the transferee company and shall become the liabilities and obligations of the transferee company and the transferee company shall discharge and satisfy the same.
- g. All assets, rights, titles, interest and authorities accrued to and/ or acquired by the transferor Company in relation to or in connection with the Undertakings of such Transferor Company after the Appointed Date and prior to the effective date shall be deemed to have been accrued to and/ or acquired for and on behalf of such transferee company and shall, pursuant to the provisions of section 394 of the act, without any further act, instrument or deed or conveyance, be and stand transferred to or vested in or be deemed to be transferred to or vested in the Transferee Company to that extent and shall become the assets, rights, title, interests and authorities of the transferee company. The transferor company shall hold the aforesaid assets with utmost prudence until the effective date.

11. WINDING UP OF THE TRANSFEROR COMPANY WITHOUT DISSOLUTION

On the Scheme becoming effective, the Transferor Company shall stand dissolved without being wound up.

PART 3

A. OTHER TERMS AND CONDITIONS

I. APPLICATION TO HIGH COURT

- a. The Transferor Company shall make applications and/or petitions under Sections 391 to 394 of the Act and other applicable provisions of the Act to the High Court of Judicature at Madras for sanction of this Scheme and all matters ancillary or incidental thereto.

II. MODIFICATION OR AMENDMENTS TO THE SCHEME

- a. The Transferor Company and the Transferee Company by their respective Board of Directors may assent to any modifications/ amendments to the Scheme or to any conditions or limitations that the Court and/or any other authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them (i.e. the Board of Directors) subject to, where applicable, the approval of the Hon'ble High Court or any other authorities under applicable law. The Transferor Company and the Transferee Company by their respective Board of Directors or through authorised representatives be and are hereby



authorized to take all such steps as may be necessary, desirable or proper to resolve any doubt, difficulties or question whether by reason of any directive or orders of any other authorities or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith.

III. CONDITIONALLY OF THE SCHEME

This Scheme is and shall be conditional upon and subject to;

- a. The sanction or approval under any law of the Central Government, State Government, or any other agency, department or authorities concerned being obtained and granted in respect of any of the matters in respect of which such sanction or approval is required;
- b. This Scheme being approved by the requisite majorities in number and value of such classes of persons including the members and/or creditors of the Transferor Company as may be directed or ordered by way of a meeting or dispensation by the Hon'ble High Court of Judicature of Madras or any other competent authority, as may be applicable.
- c. The Scheme being approved by the High Court of Judicature at Madras or any other authority under Sections 391 to 394 of the Act.
- d. Certified copies of the orders of the High Court of Judicature at Madras sanctioning the scheme being filed with the Registrar of Companies, Tamil Nadu, at Chennai by the Transferor Company and the Transferee Company
- e. The approval of the scheme of amalgamation by the shareholders of the Transferee Company through post ballot and e-voting is exempt and not required pursuant to the exemption provided for under clause 9 (c) of the Securities and Exchange Board of India Circular CIR/CFD/CMD/16/2015 dated November 30, 2015.

IV. EFFECT OF NON-RECEIPT OF APPROVALS

- a. In the event of any of the said sanctions and approvals referred to in the preceding clause not being obtained or the scheme not being approved by any other competent authority and/or the order not being passed within such period as may be agreed upon between the Board of Directors of Transferor Company and the Transferee Company, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

V. COST, CHARGES & EXPENSES

- a. All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) arising out of, or incurred in carrying out and implementing this scheme and matters incidental thereto, shall be borne by the Transferee Company.





To

The Board of Directors
Redington (India) Limited
SPL Guindy House,
95 Mount Road, Guindy,
Chennai 600032

CERTIFICATE

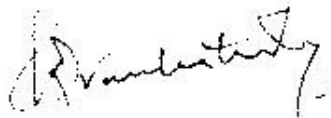
1. We have examined the proposed "Scheme of Arrangement (Merger)" between Cadensworth (India) Limited ['Cadensworth' or the 'Transferor Company'], a wholly owned subsidiary company and Redington (India) Limited ['REDIL' or the 'Transferee Company'], the holding company and their respective shareholders under section 391 to 394 and other applicable provisions of the Companies Act, 1956 [section 230 to 240 and the applicable provisions of the Companies Act, 2013]" (the "Proposed Scheme") for merger of Cadensworth with REDIL, for the purpose of certifying the non-applicability of paragraph 4(a) of Annexure I of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.
2. The Management of the Company is responsible for the maintenance of proper books of accounts and such other relevant records as prescribed by applicable laws, which includes collecting, collating and validating data and designing, implementing and monitoring of internal controls relevant for the preparation of the Proposed Scheme and for ensuring compliance with the applicable regulations.
3. Our responsibility for the purpose of this certificate, is limited to certifying whether a valuation report is required to be obtained by the Company in terms of the above stated provisions of SEBI circulars on the basis of the Proposed Scheme, audited books of account and other relevant records and documents maintained by the company, and did not include the evaluation of the adherence by the Company with all the applicable guidelines. We conducted our verification in accordance with the Guidance Note on Certificate for Special Purpose and Standards on Auditing issued by the Institute of Chartered Accountants of India.
4. On the basis of our verification of the Proposed Scheme, audited books of account and other relevant records and documents as referred to in paragraph 3 above and according to the information and explanation provided to us by the Management of the Company, we certify that the condition of obtaining a valuation report mentioned in paragraph 4(a) of Annexure I of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 is not applicable to the Proposed Scheme as:



- a. There will not be issuance of shares or payment of other consideration by REDIL to Cadensworth,
- b. The shares of Cadensworth held by REDIL shall stand cancelled, and
- c. Consequently, there will not be any change in the shareholding pattern of REDIL

5. This certificate is issued at the request of Management of the Company for submission to the BSE Limited, National Stock Exchange of India Limited and the Securities and Exchange Board of India and should not be used for any other purpose without our prior written consent

For DV& Associates
Chartered Accountants
Firm Registration No.0126875



VENKATESH K
Partner
Membership No.207046

Place: Bangalore
Date: 20th May, 2016

Annexure C

To,
The Board of Directors
Redington (India) Limited,
SPL Guindy House,
95 Mount Road,
Chennai 600 032.

23rd May, 2016

Sub: Report of Audit Committee recommending the draft Scheme of Arrangement (merger) of Cadensworth (India) Limited into Redington (India) Limited

We wish to inform you that at the meeting of Audit Committee held today, the proposal of merger of Cadensworth (India) Limited ("Cadensworth") (Wholly Owned Subsidiary) with the Company was placed for its consideration and recommendation.

The following documents were placed before the Committee for its perusal:

1. The draft Scheme of Arrangement (Merger),
2. Report on Valuation from an Independent Chartered Accountant
3. Fairness opinion from Independent Merchant Banker,
4. Audited financial statements of the Company and Cadensworth for the financial years 2013-14, 2014-15 and 2015-16.

The Committee deliberated on the scheme and after due discussions, made the following recommendations:

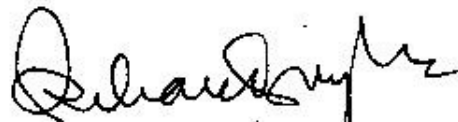
S.No	Particulars	Opinion/ Recommendations
1	Terms of the draft Scheme	The merger of Cadensworth with the Company would synergise the resources available with both the Companies and enhance the competitive strength and operational efficiencies. Also, the interests of any shareholder or creditor of both the Companies would not be prejudiced as a result of the Scheme.
2	Valuation Report	SEBI vide circular CIR/CFD/CMD/16/2015 dated Nov 30, 2015 clarified that Valuation Report from an Independent Chartered Accountant is



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		<p>not required in cases where there is no change in Shareholding Pattern of the Listed Company.</p> <p>As the merger is in terms of Accounting Standard 103 (Pooling of interest method) and is effective from the closure of the Financial Year i.e from April 1, 2016 in respect of both the Companies, and also as per said the SEBI circular, the valuation report from an independent chartered accountant is not required.</p> <p>However, the Committee considered and took note of the report from the Independent Chartered Accountant on the non applicability of valuation report pursuant to the above circular.</p>
3	Fairness opinion by Merchant Banker	<p>Though the valuation is not applicable as per the said circular, the Committee considered and noted the "Fairness opinion from Merchant Banker to the effect that the proposed Merger of Cadensworth with the Company as per the scheme of Arrangement (Merger) is fair and reasonable.</p>

After perusal of the rational of the Scheme and noting that the scheme would be in the best interests of both the companies and their respective shareholders, the committee recommended draft Scheme of Arrangement (Merger) to the Board of Directors for its approval.



J. RAMACHANDRAN
Chairman of Audit Committee
Redington (India) Limited

Date : 23rd May, 2016
Place : Chennai



May 23, 2016

To,
The Board of Directors,
Redington (India) Limited
SPL Guindy House,
95 Mount Road,
Chennai - 600 032

Subject: Fairness Opinion on the proposed Scheme of Arrangement (Merger) of Cadensworth (India) Limited being wholly owned subsidiary with its holding company Redington (India) Limited

Dear Sirs,

We, Vivro Financial Services Private Limited ('Vivro', 'we', 'us', 'our'), refer to our engagement letter dated June 27, 2016 whereby Redington (India) Limited (hereinafter referred to as 'RIL' the Company, 'You', 'Your') has appointed us as an Independent Merchant Banker for furnishing a "Fairness Opinion" in terms of CIR/CFD/CMD/16/2015 under regulations 11, 37 and 94 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 towards the proposed Scheme of Arrangement (Merger) ("proposed Scheme") of Cadensworth (India) Limited (the "Transferor Company", "CIL") with Redington (India) Limited (the "Transferee Company", "RIL") pursuant to section 391-394 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 2013.

1. SOURCE OF INFORMATION

We have relied on the following information made available to us by the management of both the Companies for purpose of this opinion:

1. Memorandum and Articles of Association of RIL and CIL;
2. Financial Statements of RIL and CIL for the Financial Year ended on March 31, 2016, March 31, 2015 and March 31, 2014;
3. Certificate from DV & Associates, Chartered Accountants;
4. Draft Scheme of Arrangement (Merger) between CIL and RIL;
5. Shareholding Pattern of both the Companies as on March 31, 2016;
6. Such other information and explanations as required and which have been provided by the management of the Companies, which were considered relevant for purpose of carrying out this assignment.

2. DISCLAIMER

This Fairness Opinion Report is prepared by Vivro Financial Services Private Limited under an engagement from RIL on the basis of information, documents, papers, and explanations given by the management, officers and staff of RIL and CIL to Vivro.



Regd. Office :

Vivro House, 11 Shashi Colony, Opp. Suvaidha Shopping Center, Paldi, Ahmedabad, Gujarat, India - 380 007

Tel. : +91 (79) 26650670, 3299 3233/44, Fax : +91 (79) 2665 0570

CIN - U67120GJ1996PTC029182, Merchant Banker Sebi. Reg. No. INM000010122, AMBI Reg. No. AMBI/086

In preparing the Fairness Opinion Report, Vivro has relied upon and assumed, without independent verification, the truthfulness, accuracy and completeness of the information and financial data provided by the Companies. Vivro has therefore relied upon all specific information as received and declines any responsibility should the results presented be affected by the lack of completeness or truthfulness of such information.

Vivro has also considered the proposed Scheme as furnished. It is assumed that the proposed Scheme will be consummated in accordance with the expected terms.

Vivro shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly on account of the use of or reliance on the information set out herein in this report.

Vivro has not provided any accounting, tax or legal advice to any Company involved in the transaction. Fairness Opinion Report should not be construed as investment advice or any form of recommendation either for making or divesting investment in any of the companies involved in the transaction.

This Opinion is furnished on a strictly confidential basis. Neither this Opinion nor the information contained herein may be reproduced or passed to any person or used for any purpose other than stated above or as may be required under applicable laws and regulation.

The fee for our services is not contingent upon the results of the proposed scheme. This opinion is subject to Laws of India.

This Report is necessarily based on various factors and conditions as of the date hereof, and the written and oral information made available to us until May 23, 2016. It is understood that subsequent developments may affect the conclusions of the Report and of the Opinion and that, in addition, Vivro has no obligation to update, revise, or reaffirm the Opinion.

3. LIMITATIONS

Our report is subject to the scope limitations detailed hereinafter. The report should be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

In course of the present exercise, we were provided with both written and verbal information, including financial data. Our report is based on the information furnished to us being complete and accurate in all material respects. We have relied upon the historical financial statements and the information and representations furnished to us without carrying out any audit or other tests to verify the accuracy with limited independent appraisal. Also, we have been given to understand by the managements of the companies that they have not omitted any relevant facts and material factors.

Accordingly, we do not express any opinion in any form of assurance regarding its accuracy and completeness. We assume no responsibility whatsoever for any errors in



information furnished by the companies and their impact on the present exercise. We have not conducted any independent valuation or appraisal of any of the assets or liabilities of the companies.

Our work does not constitute an audit or certification or due diligence of the past financials of RIL and CIL used in the study and we have relied upon the information provided to us by the management of both the Companies as regards such working results.

We express no opinion whatsoever and make no recommendation at all to the companies underlying decision to effect the proposed Scheme or as to how the holders of equity shares or secured or unsecured creditors of the Companies should vote at their respective meetings held in connection with the proposed Scheme. We accept no responsibility as to the prices at which the equity shares of RIL will trade following the announcement of the proposed Scheme or as to the financial performance of RIL following the consummation of the proposed Scheme.

Our opinion is not, nor should it be construed as our opinion or certifying the compliance of the proposed merger with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon, in their respective jurisdiction.

No investigation of the companies claim to the title of assets or property owned by the companies has been made for the purpose of the fairness opinion. With regard to the companies claim we have relied solely on representation, whether verbal or otherwise made, by the management to us for the purpose of this report.

Our analysis and results are also specific to the date of this report. An exercise of this nature involves consideration of various factors. This report is issued on the understanding that the companies have drawn our attention to all the matters, which they are aware of considering the financial position of the Companies, their businesses, and any other matter, which may have an impact on our opinion for the proposed scheme, including any significant changes that have taken place or are likely to take place in the financial position of the Companies or their businesses subsequent to the proposed Appointed Date of the proposed Scheme. We have no responsibility to update this report for events and circumstances occurring after the date of this report. We assume no responsibility for updating or revising our opinion based on circumstances or events occurring after the date hereof.

4. BACKGROUND OF COMPANIES

REDINGTON (INDIA) LIMITED -Transferee Company

Redington (India) Limited is a public limited company incorporated on 02nd May, 1961 under the Companies Act, 1956 having its registered office situated at SPL Guindy House, Mount Road, Chennai - 600 032.



RIL is engaged in the business of wholesale distribution of Information Technology products and Telecom products across India. It acts as a National or Regional Distributor for many of the leading brands.

The Equity Shares of the Company are listed on National Stock Exchange of India Limited and BSE Limited.

Board of Directors of RIL as on 31st March 2016:

Sl No.	Name of the Director	Designation
1	Prof. J. Ramachandran	Non-Executive Chairman, Independent Director
2	Mr. R. Srinivasan	Non-Executive Vice Chairman
3	Mr. R. Jayachandran	Non-Executive Director
5	Mr. Lin, Tai-Yang	Non-Executive Director
6	Mr. Nainesh Jaisingh	Non-Executive Director
7	Mr. N. Srinivasan	Non-Executive Director
8	Mr. V.S. Hariharan	Independent Director
9	Mr. Keith WF Bradley	Independent Director
10	Ms. Suchitra Rajagopalan	Independent Director
11	Mr. Raj Shankar	Managing Director
12	Mr. M. Raghunandan	Whole-Time Director

Shareholding Pattern of RIL as on 31st March 2016:

S.No	Particulars	No. of shares	% Shareholding
1	Promoter and Promoter Group	5,32,82,932	13.33%
2	Public Shareholders	346,530,298	86.67%
	Total	39,98,13,230	100.00%



CADENSWORTH (INDIA) LIMITED -Transferor Company

Cadensworth (India) Limited is a public limited company incorporated on 11th December, 2002 under the Companies Act, 1956 having its registered office situated at SPL Guindy House, 95 Mount Road, Chennai - 600 032.

CIL is engaged in providing value added IT solutions in India across the technology domain - Networking, Servers, Security, Surveillance and Infrastructure.

Board of Directors of CIL as on 31st March 2016:

Sl No.	Name of the Director	Designation
1	Mr.M.Raghunandan	Director
2	Mr.Partha Sarthi Neogi	Director
3	Mr.Anand Chakravarthy	Director
4	Mr.V.Mahesh	Director
5	Ms.Purnima Kolhapur Rao	Director

Shareholding Pattern of CIL as on 31st March 2016:

S.No	Name of Shareholder	No of Shares	%
1	Redington (India) Limited	13,01,288	100
2	Nominee Shareholders of REDIL	6	0
	Total	13,01,294	100%

5. SCOPE AND PURPOSE OF THIS REPORT

We understand that the Board of Directors of RIL and CIL have considered and proposed a Scheme of CIL with RIL, pursuant to the provisions of section 391 to 394 and other relevant provisions of the Companies Act, 1956 and the applicable provisions of the Companies Act, 2013.

In this connection, the Management has engaged Vivro to submit a Fairness Opinion on the Valuation Report of the practicing Chartered Accountant and on the proposed Scheme.

This report is subject to the scope, assumptions, limitations and disclaimers detailed above. As such the report is to be ready in totality, not in parts and in conjunction with the relevant documents



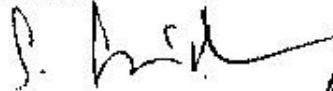
referred to herein. This report has been issued only for the purpose of facilitating the Merger and should not be used for any other purpose.

6. OUR OPINION & CONCLUSION

The fairness opinion has been prepared based on information and explanations provided by the management of the entities and our understanding of the Draft scheme of arrangement. As the merger is between CIL, wholly owned subsidiary with its holding company, RIL, it does not involve any transfer of assets or liabilities outside the group or any change in the shareholding of the Transferee Company. Hence, considering the SEBI Circular and the report issued by DV & Associates, Chartered Accountants, a valuation report is not required to be undertaken.

In view of the above and on consideration of all relevant factors and circumstances, we are of the opinion that the proposed merger of the Transferor Company with Transferee Company as per the Scheme of Arrangement is fair.

For, Vivro Financial Services Private Limited



S.Sreedharan
(Associate Vice President)



Date: May 23, 2016

Place: Chennai

STATEMENT SHOWING SHAREHOLDING PATTERN- PRE AND POST AMALGAMATION

NO CHANGE IN THE SHAREHOLDING PATTERN POST AMALGAMATION SINCE THE TRANSFEROR COMPANY IS A WHOLLY OWNED SUBSIDIARY OF THE TRANSFEREE COMPANY

Holding of specified securities (Statement Showing Shareholding Pattern)

1. Name of Listed Entity : REDINGTON INDIA LTD - 2 RS SHR
2. Scrip Code / Name of Scrip / Class of Security REDINGTON / REG / EQUITY
3. Share Holding Pattern Filed under: Reg. 31(1)(a) / Reg. 31(1)(b) / Reg.31(1)(c)
 - a. If under 31(1)(b) then indicate the report for Quarter ending 31-Mar-2016
 - b. If under 31(1)(c) then indicate date of allotment/extinguishment 31-Mar-2016

4. Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-

Particulars	Yes*	No*
1 Whether the Listed Entity has issued any partly paid up shares?		NO
2 Whether the Listed Entity has issued any Convertible Securities or Warrants?		NO
3 Whether the Listed Entity has any shares against which depository receipts are issued?		NO
4 Whether the Listed Entity has any shares in locked-in?	YES	
5 Whether any shares held by promoters are pledge or otherwise encumbered?		NO

5. The tabular format for disclosure of holding of specified securities is as follows:-



Table 1 - Summary Statement holding of specified securities

Category of Shareholder (i)	No. of Shares (iii)	No. of fully paid up shares held (iv)	No. of shares held by Depository Receipt (v)	Total nos. shares held (vi) = (iv)+(v)+ (vii)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (viii) As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities (ix)		Total as a % of (A+B+C)	No. of Shares Underlying Outstanding convertible securities (including Warrants) (x)	Shareholding as a % of full convertible securities (as a percentage of diluted share capital) (xi) = (vii)/(H-X) As a % of (A+B+C2)	Number of Locked in shares (xii)		Number of Shares pledged or otherwise encumbered (xiii)		Number of equity shares held in dematerialized form (xiv)
						Class eg. X	Total				No. (a)	% of total Shares held (b)	No. (a)	% of total Shares held (b)	
PROMOTE R & PROMOTE R GROUP	1	83282832	0	83282832	13.33	83282832	0	83282832	13.33	0	0	0	0	0	83282832
B. PUBLIC NON PROMOTE R-NON PUBLIC	20889	34650298	0	34650298	86.67	34650298	0	34650298	86.67	0	0	0	0	0	252170582
C. SHARES UNDERLYING DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
C1. SHARES HELD BY EMPLOYEE TRUSTS	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
C2. Total	20889	34650298	0	34650298	100	34650298	0	34650298	100	0	0	0	0	0	306450614

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the Shareholders (i)	PAN (ii)	Nos of Share holder (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	No. of shares under option (vi)	Total nos. shares held (vii) = (iv) + (v) + (vi)	Shareholding % of (A+B+C) As a % of SCRR, 1967 (viii)	Number of Voting Rights held in each class of securities (ix)			Total as a % of Total Voting Rights	No. of Shares as Undivided (incl. when share is held in joint names) (x)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (xi) = (vii) + (x) as a % of A+B+C2	Number of Locked in shares (xii)		Number of Shares pledged or otherwise encumbered (xiii)		Number of equity shares held in dematerialized form (xiv)
								Class X	Class Y	Total				As a % of total shares held (b)	As a % of total shares held (b)			
1. INDIAN																		
a. Individual/ Hindu undivided Family																		
		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
b. Government/ State Government/ Financial Institutions/ Banks																		
		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
c. ANY OTHER																		
		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sub-Total (A)(1)																		
		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2. FOREIGN																		
(Non-Resident Individual/ Foreign Individuals)																		
		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

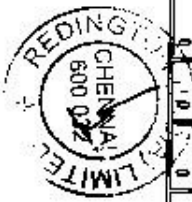
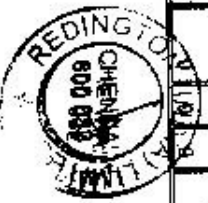


Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of the Shareholders (i)	PAN (ii)	Nos of Shares held (iii)	No of fully paid up equity shares held (iv)	Partly paid up equity shares held (v)	No of shares held under Depository Receipts (vi)	Total nos. shares held (VII = IV + V + VI)	Share holding % (VIII = (VII) / (A+B+C2) * 100)	Number of Voting Rights held in each class of securities (X)			Total % of Voting Rights (XI)	Total Shareholding % (XII = (X) / (A+B+C2) * 100)	Number of Locked in shares (XIII)	Number of Shares pledged or otherwise encumbered (XIV)	Number of equity shares held in dematerialized form (XV)
								Class	Total	Total % of Voting Rights					
1. INSTITUTIONS															
a. Mutual Funds/ Names:															
HDFC TRUSTEE COMPANY LIMITED	AA														
A/C HDFC BALANCED FUND	AT H1		17143700			17143700	4.29								17143700
RELIANCE CAPITAL TRUSTEE COMPANY LIMITED	AA														
A/C RELIANCE GROWTH FUND	AT RO		23892822			23892822	5.98								23892822
SBI MAGNUM GLOBAL FUND	AA BT S8 40 7Q		7604774			7604774	1.9								7604774



	IDFC PREMIER EQUITY FUND	AA ET S9 55 6K		11395000		11395000	2.85	11395000	0	11395000	2.85	0	0	0	0	0	0	0	11395000
b	Venture Capital Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
c	Akarnata Investment Funds		1	642000	0	642000	0.16	642000	0	642000	0.16	0	0	0	0	0	0	0	642000
d	Foreign Venture Capital Investors		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
e	Foreign Portfolio Investors		64	58738818	0	58738818	14.69	58738818	0	58738818	14.69	0	0	0	0	0	0	0	58738818
	Names :																		
	STANDARD CHARTERED PRIVATE EQUITY (MAURITIUS)LIMITED	AA AC F6 77 4H		39736500		39736500	9.94	39736500	0	39736500	9.94	0	0	0	0	0	0	0	39736500
f	Financial Institutions/ Banks		4	326876	0	326876	0.08	326876	0	326876	0.08	0	0	0	0	0	0	0	326876
g	Insurance Companies		1	20370285	0	20370285	5.09	20370285	0	20370285	5.09	0	0	0	0	0	0	0	20370285
	Names :																		
	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LTD	AA AC 173 51 P		20370265		20370265	5.09	20370265	0	20370265	5.09	0	0	0	0	0	0	0	20370265
h	Provident Funds/ Pension Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
i	ANY OTHER FOREIGN INSTITUTIONAL INVESTORS		66	79319752	0	79319752	19.84	79319752	0	79319752	19.84	0	0	0	0	0	0	0	79319752
	Names :																		



	FIDELITY PURITAN TRUST-FIDELITY LOW-PRICED STOCK-FUND	AA AT F1 55 1H		4700000		4700000	1.18	4700000	0	4700000	1.18	0	0	0	0	0	0	4700000
	FIDELITY NORTHSTAR FUND	AA AT F1 57 0C		6243296		6243296	1.56	6243296	0	6243296	1.56	0	0	0	0	0	0	6243296
	PYRAMIS GLOBAL ADVISORS TRUST COMPANY A/C PYRAMIS GROUP TRUST FOR EMPLOYEE BENEFIT PLANS - PYRAMIS EMERGING MARKETS COMMINGLED POOL	AA AT F1 59 3P		12000804		12000804	3	12000804	0	12000804	3	0	0	0	0	0	0	12000804
	FRANKLIN TEMPLETON INVESTMENT FUNDS	AA BC T5 31 01		10615517		10615517	2.66	10615517	0	10615517	2.66	0	0	0	0	0	0	10615517
	MORGAN STANLEY ASIA (SINGAPORE) PTE.	AA EC M3 57 9F		13960315		13960315	3.49	13960315	0	13960315	3.49	0	0	0	0	0	0	13960315
	MORGAN STANLEY SICAV (MAURITIUS) LIMITED	AA EC M8 00 2D		5714588		5714588	1.43	5714588	0	5714588	1.43	0	0	0	0	0	0	5714588
	MORGAN STANLEY INVESTMENT MANAGEMENT, INC A/C MORGAN STANLEY INDIA INVESTMENT FUND, INC.	AA EC M8 28 7G		6139235		6139235	1.54	6139235	0	6139235	1.54	0	0	0	0	0	0	6139235
1	Market Maker			0		0	0	0	0	0	0	0	0	0	0	0	0	0



	Sub-Total (Bk1)	180	234469060	0	0	234469060	58.64	234469060	0	234469060	58.64	0	0	0	0	0	0	234469060
2.	Central Government/ State Government/ President of India																	
	Sub-Total (Bk2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3.	NON-INSTITUTIONS																	
a.	INDIVIDUALS																	
	I. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	19264	6443859	0	0	6443859	1.61	6443859	0	6443859	1.61	0	0	1000	0	0	0	6429453
	II. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	1	484400	0	0	484400	0.12	484400	0	484400	0.12	0	0	0	0	0	0	484400
b	NBFCs registered with RBI	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
c.	Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
d	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
e.	ANY OTHER																	
	BODIES CORPORATE	385	937087	0	0	937087	0.23	937087	0	937087	0.23	0	0	0	0	0	0	937087
	CLEARING MEMBERS	44	45511	0	0	45511	0.01	45511	0	45511	0.01	0	0	0	0	0	0	45511
	DIRECTORS AND THEIR RELATIVES	6	798071	0	0	798071	0.2	798071	0	798071	0.2	0	0	0	0	0	0	798021
	FOREIGN CORPORATE BODIES	4	102245940	0	0	102245940	25.57	102245940	0	102245940	25.57	0	0	0	0	0	0	7960000

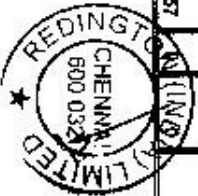


Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the Shareholders (I)	PAN (II)	Nos. of Shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = IV + V + VI	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C) (VIII)	Number of Voting Rights held in each class of securities (X)			Total as a % of Total Voting rights	No. of Outstanding Shares (including Warrants) (X)	Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)	Number of equity shares held in dematerialized form (Not applicable) (XIV)
								Class	Class	Total				No. (a)	As a % of total Shares held (b)		
1. Custodian/DR Holder		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2. Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Non-Promoter- Non Public Shareholding (C) = (C1)+(C12)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0



PRE-SHAREHOLDING PATTERN OF CADENSWORTH (INDIA) LIMITED

S.No	Name of Shareholder	No. of Shares	% to Paid-Up Capital
1	Redington (India) Limited	13,01,288	99.9995
2	Individuals-6 Nos. (as nominees of Redington (India) Limited)	6	0.0005
	Total	13,01,294	100.00

POST SHAREHOLDING PATTERN OF CADENSWORTH (INDIA) LIMITED

This is to inform you that 13,01,294 Equity Shares of Rs. 10 each held by Redington (India) Limited in Cadensworth (India) Limited ("Cadensworth") will be cancelled on merger.

Since Cadensworth (India) Limited is a Wholly Owned Subsidiary of Redington (India) Limited, post merger, Cadensworth shall stand liquidated without being wound up.

Accordingly, there will not be any post shareholding pattern of Cadensworth since Cadensworth shall cease to exist.

Date: 29th June 2016

Place: Chennai

For Cadensworth (India) Limited



Director



Corporate Office

Redington (India) Limited

"Redington House" Centre Point
Plot Nos. 8 & 11 (SP)
Thiru.Vi.Ka Industrial Estate,
Guindy, Chennai- 600032.
Board No : + 91 - 44 - 42243353
Fax No : + 91 - 44 - 22253799
CIN : L52599TN1961PLC028758

The financial details of the transferee Company for the previous 3 years as per the audited statement of Accounts:

Name of the Company: Redington (India) Limited

(Rs. in Crores)

	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2015-16	2014-15	2013-14
Equity Paid up Capital	79.96	79.94	79.90
Reserves and surplus	1358.76	1,280.63	1,186.86
Carry forward losses	NIL	NIL	NIL
Net Worth	1,438.72	1,360.57	1,266.76
Miscellaneous Expenditure	NIL	NIL	NIL
Secured Loans	271.94	86.34	333.15
Unsecured Loans	205.56	197.43	23.88
Fixed Assets	105.18	100.26	98.14
Income from Operations	12638.73	12,021.38	11,262.49
Total Income	12,675.88	12,070.38	11,310.52
Total Expenditure	12,390.23	11,792.68	11,060.84
Profit before Tax	285.64	272.75	315.44
Profit after Tax	188.90	181.96	239.79
Cash profit	198.92	192.98	250.39
EPS	4.73	4.55	6.01
Book value	35.99	34.04	31.71

Date: 29th June 2016

Place: Chennai

For Redington (India) Limited

M Muthukumarasamy
Company Secretary



All Correspondence to Corporate office only

The financial details of the Transferor Company for the previous 3 years as per the audited statement of Accounts:

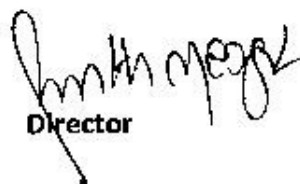
Name of the Company: Cadensworth (India) Limited

(Rs. In Crores)

	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2015-16	2014-15	2013-14
Equity Paid up Capital	1.30	1.30	1.30
Reserves and surplus	58.42	46.69	32.66
Carry forward losses	-	-	-
Net Worth	59.72	47.99	33.96
Miscellaneous Expenditure	-	-	-
Secured Loans	17.92	57.37	49.66
Unsecured Loans	26.00	33.97	17.96
Fixed Assets	1.79	2.14	1.79
Income from Operations	700.74	559.97	429.86
Total Income	702.32	561.55	439.06
Total Expenditure (incl CSR)	678.51	540.20	424.53
Profit before Tax	23.81	21.35	14.53
Profit after Tax	15.49	14.03	9.69
Cash profit	49.11	(25.96)	11.89
EPS (Rs.)	119.01	107.85	74.43
Book value (Rs.)	458.96	368.83	260.99

Date: 29th June 2016
Place: Chennai

For Cadensworth (India) Limited


Director

Deloitte Haskins & Sells

Chartered Accountants
ASV N Ramana Tower
52 Venkatnarayana Road
T Nagar Chennai - 600 017
Tel : +91 (44) 6688 5000
Fax : +91 (44) 6688 5050

Auditor's Certificate under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To

The Board of Directors
Redington (India) Limited
"Redington House" Centre Point
Plot Nos 8 & 11(SP)
Thiru.Vi.Ka Industrial Estate,
Guindy,
Chennai -600032

We, Deloitte Haskins & Sells, Chartered Accountants (Firm's Registration Number – 0080725) the statutory auditors of Redington (India) Limited (hereinafter referred to as "the Company"), having its Corporate office at Centre Point, Plot No. 8 & 11 (SP), Thiru.Vi.Ka Industrial Estate, Guindy, Chennai - 600 032, have examined the proposed accounting treatment specified in paragraph 9 of Part 2 of the proposed Scheme of Arrangement (Merger) between Cadensworth (India) Limited ("Cadensworth") and Redington (India) Limited ("the Company" / "transferee company") in terms of the Section 391 to 394 and other applicable provisions of Companies Act, 1956 / 2013 ("the proposed scheme") with reference to its compliance with applicable Accounting Standards specified under Section 133 of the Companies Act, 2013, and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the proposed scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards specified under Section 133 of the Companies Act, 2013, and Other Generally Accepted Accounting Principles in India as aforesaid, is that of the Board of Directors of the Companies Involved. Our responsibility is only to examine and report whether the proposed accounting treatment in the books of the Company contained in Paragraph 9 of Part 2 of the proposed Scheme complies with the applicable Accounting Standards specified under Section 133 of the Companies Act, 2013 and Other Generally Accepted Accounting Principles in India. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.



Deloitte Haskins & Sells

Based on our examination and according to the information and explanations given to us, we confirm that the proposed accounting treatment in the books of the Company contained in Paragraph 9 of Part 2 of the aforesaid proposed Scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified under section 133 of the Companies Act, 2013 and Other Generally Accepted Accounting Principles in India.

A certified copy of the proposed Scheme, duly authenticated on behalf of the Company, and a certified copy of the resolution passed by the Board of Directors of the Company approving the Scheme are attached as Annexure I and Annexure II, respectively, to this Certificate, and are stamped by us only for the purpose of identification.

This Certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for onward submission to the BSE Limited and The National Stock Exchange of India Limited. This certificate should not be used for any other purpose without our prior written consent.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 008072S)

M.K. Ananthanarayanan

M.K. Ananthanarayanan
Partner
Membership No: 19521

Place: Chennai

Date: 28 June 2016

REF: MKA/REDIL/CDW MERGER/02/2016-17



SCHEME OF ARRANGEMENT (MERGER)

BETWEEN

CADENSWORTH (INDIA) LIMITED

("Transferor Company")

WITH

REDINGTON (INDIA) LIMITED

("Transferee Company")

AND

THEIR RESPECTIVE SHAREHOLDERS

(Under the provisions of Section 391 to 394 of the Companies Act, 1956)

1. PREAMBLE

A. Purpose of the Scheme

This Scheme of Arrangement (Merger) is presented under Sections 391 to 394 of the Companies Act, 1956 as amended and the corresponding provisions of the Companies Act, 2013. Upon the relevant sections of the Companies Act 2013 pertaining to schemes of arrangement, compromise or reconstruction of companies being notified by the Ministry of Corporate Affairs ("MCA"), the Scheme of Arrangement (Merger) shall be deemed to have been formulated and presented under sections 230 to 240 and other applicable provisions of the Companies Act, 2013. The references made to various provisions of the Companies Act, 1956 for the purposes of the Scheme shall be deemed to a reference to the provisions of the Companies Act, 2013 as and when they are notified by the MCA for merger of **CADENSWORTH (INDIA) LIMITED** ("the Transferor Company") with **REDINGTON (INDIA) LIMITED** ("the Transferee Company"), and the dissolution of the Transferor Company without winding up.

CADENSWORTH (INDIA) LIMITED ("hereinafter referred to as "**CADENSWORTH**" or the "**Transferor Company**"), was incorporated as a private limited company under the Companies Act, 1956, on 11th day of December 2002 in the name of **CADENSWORTH (INDIA) PRIVATE LIMITED** and in the state of Tamil Nadu. The name of the Transferor Company was changed from **CADENSWORTH (INDIA) PRIVATE LIMITED** to **CADENSWORTH (INDIA) LIMITED** and fresh certificate of incorporation consequent to change of name on conversion to public limited Company was issued on 7th day of December 2007.



The registered office of the Transferor Company is situated at SPL Guindy House, 95 Mount Road, Guindy, Chennai 600032.

The Transferor Company is an unlisted public company and the entire issued, subscribed and paid up equity share capital is held by the Transferee Company. By virtue of the shareholding pattern, the Transferor Company is a wholly-owned subsidiary of the Transferee Company.

The main objects of Transferor Company are as follows:

1. To act as consultants and advisors on information technology system and surveyor of information services based on the use of computers for industrial, educational, commercial and non-business applications.
2. To carry on the business of designers, developers, manufacturers purchasers, sellers, suppliers, owners, lessors, lessees, importers exporters, dealers, consultants, professional service providers, pre and post warranty maintenance services providers, testing and evaluation services, marketing services providers in computer related hardware and software products, software programmes, electronic and other data management, data warehousing, data processing, computer and related hardware, total IT solutions used in or related to the operation of computer and microprocessor based systems for industrial, educational, commercial or non-business applications.
3. To establish, maintain, run internet, intranet, extranet, local and wide area networking internet service providers services to equip for electronic commerce for own use or on behalf of manufacturers, owners users of computer systems and digital, electronic equipments in India or elsewhere in the world.
4. To establish computer call centres, education centres, data processing centres, data management centres, Business Processes Outsourcing centres, hardware and software maintenance centres, to provide consultancy, training, education, maintenance and other kinds of services or facilities, to conduct seminars, courses, conferences, publish books, magazines, newsletters, bulletins, study or course materials, circulars relating to computer software, hardware applications or operations, and any of the objects of the company.
5. To undertake the business as agents, stockists, distributors, franchise holders, sponsors or otherwise for trading or dealing in computer systems, peripherals, accessories, parts, spares, support packs and computer / printer consumables, media, continuous and non-continuous stationery, ribbons, electronic storage media, and other allied products and standard, tailor-made, configurable software packages.

Redington (India) Limited ("hereinafter referred to as "REDIL" or the Transferee Company") was incorporated as G. Kewalram Private Limited on 2nd day of May 1961 with the Registrar of Companies, Maharashtra. The name of Transferee Company was changed from G. Kewalram Private Limited to Kewalram Private Limited and subsequently to Redington (India) Private Limited on 28th day of April 1987. The registered office of the Transferee Company was changed from the state of Maharashtra to the state of Tamilnadu by the Company Law Board's order dated 13th Day of July 1994. The name of the transferee Company was changed as Redington (India) Limited with effect from 1st Day of October 1996 with the approval of Registrar of Companies, Tamil Nadu on which date Transferee Company became a public limited company. Subsequently, on 10th Day of January 2002, the word "Private" was inserted in the name of Transferee Company pursuant to Section 43A (2A). The word "private" was deleted from the name of the Transferee Company pursuant to Section 44 (a) of the Companies



Act, 1956, and the Transferee Company became a public company with effect from 15th Day of March 2002. The registered office of the Transferor Company is now situated at 5PL Guindy House, 95 Mount Road, Guindy, Chennai 600032. The equity shares of the Transferee Company are listed on the National Stock Exchange ("NSE") and Bombay Stock Exchange ("BSE").

The main objects of Transferee Company are as follows:

1. To acquire and take over as a going concern the business now carried on at Bombay and Madras under the firm name "G.KEWALRAM" and all the assets and liabilities of the proprietors of that business in connection therewith and to enter into such agreements and do such deeds as may be necessary for the purpose and to carry on the same business as has hitherto been carried on by the said firm.
2. To buy, sell, import, export, manufacture, treat, prepare, distribute, service and deal in any manner in merchandise, commodities and articles of all kinds and generally to carry on business as merchants, importers, exporters and agents.
3. To carry on business as agents, importers, exporters, manufacturers, service providers of and dealers in electronic data processing and various other systems and to purchase, sell, hire, lease and deal in information technology hardware, software, telecom products, pharmaceutical products, consumer durables and various other electrical and electronic systems.
4. To carry on in India and abroad consultancy, advisory and training services of computer programs and systems including development, implementation and maintenance and to render any other services in that connection.
5. 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."
6. To construct, take on lease or hire warehouses, godowns, storehouses and other facilities for staking, storing various merchandise of third parties besides the products dealt with by the company and maintain them fit for sophisticated use including free movement of goods.
7. To undertake and carry out the work of loading, unloading, handling, forwarding and clearing agents for and behalf of the owners of goods, luggage, parcels, articles, commodities, merchandise, livestock and other movables of every description and nature whatsoever in India or in any part of the world.



B. RATIONALE FOR THE PROPOSED SCHEME

1. Redington (India) Limited ("Transferee Company") is into the business of wholesale distribution of Information Technology products and Telecom products across India. It acts as a National Distributor or Regional Distributor for many of the leading brands.

With an objective to focus on Distribution of Value Added Products like Networking, Servers, Security, Surveillance and Infrastructure, the transferee company tied up with various brands in this space through its Wholly Owned Subsidiary Cadensworth (India) Limited (Transferor Company).

Due to changes in the market dynamics and vendors strategy, housing similar nature of business (distribution) under the Transferee Company, where major brands are already housed would result in Effective Control, optimum utilization of resources, increased efficiency and Cost effectiveness.

2. Considering the above, the Board of Directors of the Transferor and Transferee Company are of the opinion that merger of Transferor with Transferee Company would facilitate and provide the necessary impetus to optimize the resources and to effectively address the competition faced in the distribution industry. Upon merger, the ensuing benefits are expected to accrue to all the stake holders:
 - a. The Transferee Company shall achieve better efficiency, increased competitive strength, and logistical advantageous.
 - b. Increased network of the transferee company shall facilitate and provide adequate opportunities to mobilize the financial resources with lower cost for the growth of the Business.
 - c. Administrative and operational rationalization, efficiency in distribution coverage, delivering better value to the Vendor and Channel and optimum utilization of resources will strengthen the group to compete in the distribution market in a better way, thereby it will help in enhancing the shareholders value

II. PARTS OF THE SCHEME

The Scheme is divided into the following parts:

- (a) Part I, which deals with the Definitions of the terms used in the Scheme as sets out and the Share Capital of Transferor Company and Transferee Company
- (b) Part II, which deals with the merger of the Transferor Company into the Transferee Company; and
- (c) Part III, which deals with general terms and conditions applicable to this Scheme and other matters consequent and integrally connected thereto

PART I

DEFINITIONS AND SHARE CAPITAL

A. DEFINITIONS

1. "Act" or "the Act" means the Companies Act, 1956 read with the applicable rules thereunder, and any statutory amendments or re-enactment thereof and the applicable provisions of the Companies Act, 2013



read with applicable rules as may be prescribed or notified by the Government of India for the time being in force and/or any statutory modification or re-enactment thereof;

2. "Appointed Date" means the date from which this Scheme shall become operative viz., 1st Day of April 2016 or any other date as modified by the Court, then the same shall be the Appointed Date;
3. "Board of Director" means the Board of Directors of the Transferee Company and Transferor Company or both as the context may require and include any committee(s) constituted/ to be constituted by the Board of Directors of the Transferor and Transferee Companies or any other person authorized/ to be authorized by the Board of Directors of the Transferor and Transferee Companies or any committee thereof to exercise its power including the power in terms of this scheme;
4. "Court" or "High court" means High Court of Judicature at Madras under the Companies Act, 1956 or such other Tribunal (i.e) the National Company Law Tribunal ("NCLT") & the National Company Law Appellate Tribunal ("NCLAT") as constituted and authorized as per the provisions of the Companies Act, 2013 for approving any scheme of arrangement, compromise or reconstruction of companies under section 230 to 240 of the Companies Act, 2013;
5. "Effective Date" means the last of the dates on which the certified copies of the Order of the High Court of Judicature of Madras sanctioning the Scheme of Arrangement (Merger) is filed with the Registrar of Companies, Tamil Nadu, Chennai by the Transferor Company and the Transferee Company. Reference in this Scheme to date of "coming into effect of this Scheme" or "Upon the Scheme becoming effective" and other similar expressions shall mean the Effective Date;
6. "Interim Period" shall mean the period from the Appointed Date and upto and including the Effective Date.
7. "Liabilities" shall mean all debts (secured and unsecured), deposit accepted, time and demand liabilities, rupee and foreign currency borrowings, bills payable, interest accrued and payable, capital reserves and surpluses whether statutory or not and all other liabilities including contingent liabilities, duties and obligations of the Transferor Company, as on or after the Appointed Date whether provided for or not in the Books of Accounts of such Transferor Company, and all other liabilities which may accrue or arise after the Appointed Date but which relate to the period on or upto the Appointed Date.
8. "RoC" shall mean the Registrar of Companies, Chennai Tamil Nadu.
9. "Scheme or "the Scheme" or "this Scheme" means this Scheme of Arrangement (Merger) in its present form as submitted to the Hon'ble High Court of Judicature at Madras or this Scheme with such modification(s), if any made;
10. "Transferor Company" means Cadensworth (India) Limited, a public limited company having its registered office SPL Guindy House, 95 Mount Road, Chennai 600032.
11. "Transferee Company" means Redington (India) Limited, a public limited company having its registered office SPL Guindy House, 95 Mount Road, Chennai 600032.
12. "Undertaking" shall mean and include –



(a) All the assets and properties of the Transferor Company as on the Appointed Date (hereinafter referred to as 'the said assets');

(b) All the debts, liabilities, duties and obligations of the Transferor company including contingent liabilities as on the Appointed Date (hereinafter referred to as 'the said liabilities');

(c) Without prejudice to the generality of the sub-clause (a) above, the Undertaking of the Transferor Company shall include the Transferor Company's reserves, balances in the Statement of Profit & Loss, movable and immovable properties including but not limited to land and building (whether owned, leased, licensed) computers and hardware, software, plant and machinery, equipments, furniture, fixtures, vehicles, stock and inventories, leasehold assets, real corporeal and incorporeal, in possession or reversion, present and contingent assets (whether tangible or intangible) of whatsoever nature, assets including cash in hand, amounts lying in the banks to the credit of the Transferor Company, investments, claims, powers, authorities, allotments, approvals, consents, letters of intent, registrations, contracts, engagements, arrangements, rights, credits, titles, interests, benefits, club memberships, advantages, leasehold rights, brands, sub-letting tenancy rights, with or without the consent of the landlord as may be required by law, goodwill, other intangibles, industrial and other licences, permits, authorisations, quota rights, trademarks, trade names, patterns, copyrights and other industrial and intellectual properties and rights of any nature whatsoever including know-how, domain names, or any applications for patents, patent rights, trademarks, trade names, copyrights whether tangible or otherwise and licences, assignments and grants in respect thereof, import quotas and other quota rights, right to use and avail of telephones, telex, facsimile, and other communication facilities, connection, installation and equipment rights, utilities and electricity and electronic and all other services of every kind, nature and description whatsoever, reserves, provisions, funds, and benefits of all agreements, arrangements, deposits, advances, recoverables and receivables, whether from government, semi government, local authorities, or any other person including customers, contractors or other counter parties, etc, cash and bank balances, all earnest monies, tax holidays, tax relief under the Act, such as credit for advance and/or deposits, rights, titles, claims and all other interests, rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits, exemptions, and approvals of whatsoever nature (including but not limited to benefits of all taxes, taxes deducted at source, brought forward accumulated tax losses (if any), unabsorbed depreciation etc; benefits under the Sales Tax Act, Sales Tax set-off, benefits of any unutilised modvat/canvat credits, relief and refund etc) and wheresoever situated belonging to or in the ownership, power or possession or control of or vested in or granted in favour of or enjoyed by the Transferor Company as on the Appointed Date or thereafter;

13. All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as ascribed to them under the Act and other applicable laws, rules and regulations, as the case may be, including any statutory modification or re-enactment thereof from time to time.

14. "Interpretation" reference to transfer, transferred, vest, vested in and their derivative form in this scheme shall mean changes in ownership creation of interest (whether actual or beneficial, legal or equitable) on terms and in a manner to the agreed between the transferor and the transferee company.

B. SHARE CAPITAL

1. The Authorised, Issued and Subscribed share capital of the Transferor Company as on 31st March 2016 is as follows:



Particulars	Rupees
Authorised Share Capital	
Equity (425,000,000 Equity share of Rs. 2 each)	850,000,000
Preference	NIL
TOTAL	850,000,000
Issued, subscribed and paid-up Share Capital	
Equity (399,813,230 Equity share of Rs. 2 each)	799,626,460
Preference	NIL
TOTAL	799,626,460

- ii. The Authorised, Issued and Subscribed share capital of the Transferor Company as on 31st March 2016 is as follows:

Particulars	Rupees
Authorised Share Capital	
Equity (15,00,000 Equity shares of Rs.10 each)	1,50,00,000
Preference	NIL
TOTAL	1,50,00,000
Issued, subscribed and paid-up Share Capital	
Equity (13,01,294 Equity shares of Rs.10 each)	1,30,12,940
Preference	NIL
TOTAL	1,30,12,940

The entire equity share capital of the Transferor Company is held by the Transferee Company. Therefore, by virtue of the shareholding pattern, the Transferee Company is the Holding Company and the Transferor Company is the wholly-owned subsidiary.

Subsequent to March 31st 2016, there has been no change in the Authorised, Issued, Subscribed and Paid-up Capital of the Transferor Company.

- iii. **Date of taking effect and operative date**

The scheme, set out herein in its present form or with any modification(s) shall be effective from the Appointed Date unless the context requires otherwise.

PART 2

A. MERGER AND VESTING OF MERGED UNDERTAKING OF THE TRANSFEROR COMPANY IN THE TRANSFEE COMPANY

1. **TRANSFER AND VESTING OF MERGED UNDERTAKING**

- a. With effect from the opening of the business as on the Appointed Date, the entire business and whole of the undertakings of the Transferor Company shall under the provisions of sections 391 to 394 of the Act and pursuant to the orders of the High Court of Judicature at Madras or any other appropriate authority sanctioning this scheme and without further act, instruments or deed, stand transferred and/or deemed to be transferred to



and vested in the Transferee Company so as to become the properties and assets of the Transferee Company.

- b. The liabilities shall also, without further act, instruments or deed be transferred to and vested in and assumed by and/or deemed to be transferred to and vested in and assumed by the Transferee Company pursuant to the provisions of Section 391 to 394 of the Act, so as to become the liabilities of the Transferee Company and further that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such liabilities have arisen, in order to give effect to the provisions of this Clause.

2. PENDING SUITS, ETC.

- a. If any suits, appeals, assessment or other proceedings of whatever nature by or against the Transferor Company is pending, the same shall not abate or be discontinued or be in any way prejudicially affected by reason of the Merger of transferor company with transferee Company by anything contained in this scheme, but said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company as if this Scheme had not been made.
- b. In case of any litigation, suits, recovery proceedings which are to be initiated or may be initiated against the Transferor Company after the Appointed Date, the Transferee Company shall be made party thereto and any payment and expenses made thereto shall be the liability of the Transferee Company.

3. CONTRACTS, DEEDS AND OTHER INSTRUMENTS

- a. Subject to the other provisions contained in this Scheme, all contracts, deeds, bonds, agreements and other instruments of whatever nature to which, the Transferor Company is a party and subsisting or having effect immediately before the Scheme coming into effect shall be in full force and effect against or in favour of the Transferee Company as fully and effectually as if, instead of the Transferor Company, the Transferee Company has been a party thereto.

4. SAVING OF CONCLUDED TRANSACTIONS

- a. The transfer of properties and liabilities and the continuance of proceedings by or against the Transferee Company under clause 1 and 2 of Part 2 respectively shall not affect any transaction or proceedings already concluded by the Transferor Company on or after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company in respect thereto as done and executed on behalf of itself.

5. STAFF, WORKMEN & EMPLOYEES

- a. On the scheme becoming operative, all staff, workmen and employees of the Transferor Company in service on the Effective Date shall be deemed to have become staff, workmen and employees of the Transferee Company without any break in their services and on the basis of continuity of services, and the terms and conditions of their employment with the Transferee Company shall not be less favourable than those applicable to them with reference to the Transferor Company on the Effective Date.
- b. It is expressly provided that, on the Scheme becoming effective, the Provident Fund, Gratuity Fund, or any other Special Fund or Trust created



or existing for the benefit of the Staff, workmen and employees of the Transferor Company shall become the trusts/ funds of the Transferee Company for all purposes whatsoever in relation to the administration or operation of such Fund or Funds or in relation to the obligation to make contributions to the said Fund or Funds in accordance with the provisions thereof as per the terms provided in the respective Trust Deeds, if any, to the end and instant that all rights, duties, powers and obligations of the Transferor Company in relation to such Fund or Funds shall become those of the Transferee Company. It is clarified that the services of the Staff, workmen and employees of the Transferor Company will be treated as having been continuous for the purpose of the said Fund or Funds.

6. CONSIDERATION

The entire equity share capital of the Transferor Company is held by the Transferee Company. Therefore, by virtue of the shareholding pattern, the Transferee Company is the Holding Company and the Transferor Company is the wholly-owned subsidiary. Accordingly, pursuant to the scheme no shares of the Transferee Company shall be allotted to the shareholders of the Transferor Company.

7. CANCELLATION OF SHARE CAPITAL OF THE TRANSFEROR COMPANY

- a. The entire issued, subscribed and paid up capital of the Transferor Company is or will be held by the Transferee Company and its nominees. Upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of its holding in the Transferor Company and the share capital including authorised share capital, issued, subscribed and paid up share capital of the Transferor Company shall stand cancelled.
- b. Upon the coming into effect of this Scheme, the share certificate, representing the shares held by the Transferee Company and its nominees in the Transferor Company shall be deemed to be cancelled without any further act or deed for cancellation thereof by the Transferee Company.

8. TAX TREATMENT

The merger of Transferor Company with the Transferee Company in terms of this scheme shall take place with effect from the Appointed Date and shall be in accordance with the provisions of Section 2(1B) of the Income Tax Act, 1961 and Section 47 of Income Tax Act, 1961.

9. ACCOUNTING TREATMENT

1. The transferee company shall account for the amalgamation which is in the nature of merger in accordance with the "Pooling of Interest Method of Accounting" laid down by Indian Accounting Standard 103 (Business Combination).
2. With effect from the Appointed Date, all the assets and liabilities, including accumulated profits of the Transferor Company shall be recorded in the books of the Transferee Company at their existing carrying values and in the same form.
3. Inter-company balances, if any, will stand cancelled.
4. The difference between the share capital of the transferor company and the investment in the transferor company as recorded in the books of the transferee company shall be adjusted in the General Reserve Account.



5. The accumulated profits of the transferor company up to March 31, 2016 would be added with the surplus in the statement of profit & loss of the transferee company, such that the identity of the reserve is preserved.
6. In the case of any differences in accounting policy between the Transferor Company and the Transferee Company, the accounting policies followed by the Transferee Company will prevail and the difference till the Appointed Date will be quantified and adjusted in the General Reserve Account to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

10. TRANSACTIONS BETWEEN APPOINTED DATE AND EFFECTIVE DATE

1. During the period between the Appointed Date and the Effective Date

- a. The Transferor Company shall carry on and deemed to have carried on its business and activities of undertaking and shall stand possessed of their entire business and undertakings, in trust for the Transferee Company and shall account for the same to the Transferee Company.
- b. All the income or profits accruing or arising to the Transferor Company and all cost, charges, expenses incurred by the Transferor Company shall for all purpose be treated the income, profits, costs, charges, expenses as the case may be of the Transferee Company.
- c. The Transferor Company shall carry on its business and activities with reasonable diligence and business prudence and shall not alter or diversify its respective businesses, not venture into any new businesses, not borrow, alienate, charge, mortgage, encumber or otherwise deal with the assets or any part thereof except in the ordinary course of business without the prior consent of the Transferee Company or pursuant to any pre-existing obligation undertaken prior to the date of acceptance of the Scheme by the respective Board of Directors of the Transferor Company and the Transferee Company.
- d. The Transferor Company shall not utilize the profits or income for the purpose of declaring or paying any dividend in respect of the period falling on or after the appointed date, without the prior written consent of the Transferee Company.
- e. Where any of the liabilities of the transferor company which are on the Appointed Date transferred to the Transferee company have been discharged by such transferor company after the appointed date and prior to the effective date, such discharge shall be deemed to have been for and on account of the transferee company;
- f. All loans raised and utilized and all debts, duties, undertaking, liabilities and obligations incurred or undertaken by the transferor company after the appointed date and prior to the effective date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee company and to that extent they are outstanding on the effective date, shall, pursuant to the provisions of section 394 of the Act, without any further act, instruments or deed be and stand transferred to or vested in or be deemed to be transferred to and vested in the transferee company and shall become the liabilities and obligations of the transferee company and the transferee company shall discharge and satisfy the same.
- g. All assets, rights, titles, interest and authorities accrued to and/or acquired by the transferor Company in relation to or in connection with



the Undertakings of such Transferor Company after the Appointed Date and prior to the effective date shall be deemed to have been accrued to and/ or acquired for and on behalf of such transferee company and shall, pursuant to the provisions of section 394 of the act, without any further act, instrument or deed or conveyance, be and stand transferred to or vested in or be deemed to be transferred to or vested in the Transferee Company to that extent and shall become the assets, rights, title, interests and authorities of the transferee company. The transferor company shall hold the aforesaid assets with utmost prudence until the effective date.

11. WINDING UP OF THE TRANSFEROR COMPANY WITHOUT DISSOLUTION

On the Scheme becoming effective, the Transferor Company shall stand dissolved without being wound up.

PART 3

A. OTHER TERMS AND CONDITIONS

I. APPLICATION TO HIGH COURT

- a. The Transferor Company shall make applications and/or petitions under Sections 391 to 394 of the Act and other applicable provisions of the Act to the High Court of Judicature at Madras for sanction of this Scheme and all matters ancillary or incidental thereto.

II. MODIFICATION OR AMENDMENTS TO THE SCHEME

- a. The Transferor Company and the Transferee Company by their respective Board of Directors may assent to any modifications/ amendments to the Scheme or to any conditions or limitations that the Court and/or any other authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them (i.e. the Board of Directors) subject to, where applicable, the approval of the Hon'ble High Court or any other authorities under applicable law. The Transferor Company and the Transferee Company by their respective Board of Directors or through authorised representatives be and are hereby authorized to take all such steps as may be necessary, desirable or proper to resolve any doubt, difficulties or question whether by reason of any directive or orders of any other authorities or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith.

III. CONDITIONALLY OF THE SCHEME

This Scheme is and shall be conditional upon and subject to;

- a. The sanction or approval under any law of the Central Government, State Government, or any other agency, department or authorities concerned being obtained and granted in respect of any of the matters in respect of which such sanction or approval is required;
- b. This Scheme being approved by the requisite majorities in number and value of such classes of persons including the members and/or creditors of the Transferor Company as may be directed or ordered by way of a meeting or dispensation by the Hon'ble High Court of Judicature of Madras or any other competent authority, as may be applicable.
- c. The Scheme being approved by the High Court of Judicature at Madras or any other authority under Sections 391 to 394 of the Act.



- d. Certified copies of the orders of the High Court of Judicature at Madras sanctioning the scheme being filed with the Registrar of Companies, Tamil Nadu, at Chennai by the Transferor Company and the Transferee Company
- e. The approval of the scheme of amalgamation by the shareholders of the Transferee Company through post ballot and e-voting is exempt and not required pursuant to the exemption provided for under clause 9 (c) of the Securities and Exchange Board of India Circular CIR/CFD/CMD/16/2015 dated November 30, 2015.

IV. EFFECT OF NON-RECEIPT OF APPROVALS

- a. In the event of any of the said sanctions and approvals referred to in the preceding clause not being obtained or the scheme not being approved by any other competent authority and/or the order not being passed within such period as may be agreed upon between the Board of Directors of Transferor Company and the Transferee Company, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

V. COST, CHARGES & EXPENSES

- a. All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) arising out of, or incurred in carrying out and implementing this scheme and matters incidental thereto, shall be borne by the Transferee Company.



Corporate Office

Redington (India) Limited

"Redington House" Centre Point
Plot Nos. 8 & 11 (SP)
Thiru.Vi.Ke Industrial Estate,
Guindy, Chennai- 600032
Board No + 91 - 44 - 42243353
Fax No : + 91 - 44 - 22253799
CIN : 752001MPL0611002975B

Certified true copy of the resolution passed by the Board of Directors of Redington (India) Limited at their meeting held on 24th May 2016.

"RESOLVED THAT pursuant to the provisions of Section 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and the corresponding provisions of the Companies Act, 2013 upon their notification (including any statutory modification(s) or re-enactments thereof), and the provisions of Memorandum and Articles of Association of **REDINGTON (INDIA) LIMITED ("the Company")** and subject to the approval of Securities & Exchange Board of India (SEBI) and the requisite sanction of the High Court of Judicature at Madras or the National Company Law Tribunal (NCLT), as the case may be, and such other statutory/ regulatory authority(ies), as may be applicable, in principal approval of the Board be and is hereby accorded to the Scheme of Merger ("**The Scheme**") of Cadensworth (India) Limited, wholly owned subsidiary, with the Company and their respective shareholders and creditors, as may be required, as per draft scheme circulated herewith with the appointed date being April 1, 2016 or such other date as may be approved by the jurisdictional High Court of Madras."

"RESOLVED FURTHER THAT the report from the Audit Committee dated May 23, 2016 recommending the draft Scheme, be and is hereby accepted and approved"

"RESOLVED FURTHER THAT National Stock Exchange of India Limited be and is hereby appointed as the Designated Stock Exchange for the Scheme and Co-ordinating with the Securities & Exchange Board of India (SEBI)."

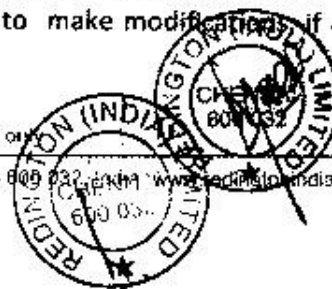
"RESOLVED FURTHER THAT the undertaking signed by Mr. S V Krishnan, Chief Financial Officer and Mr. Muthukumarasamy, Secretary of the Company and certified by M/s Deloitte Haskins and Sells, Statutory Auditors regarding non-applicability of Para 9 (c) of Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 issued by SEBI, be and is hereby approved"

"RESOLVED FURTHER THAT any of Mr E.H.Kasturi Rangan, Whole Time Director, Mr. S V Krishnan Chief Financial Officer and Mr M Muthukumarasamy Secretary of the Company is be and hereby authorised severally to do all such acts, deeds, matters and things as also to execute such documents, writings as may be necessary and to settle any questions or difficulties which may arise and give any directions necessary for obtaining approval of and giving effect to the Scheme, as and when required."

"RESOLVED FUTURE THAT the consent of the Board be and is hereby accorded to constitute a committee of directors comprising of Prof.J.Ramachandran, Chairman, Mr.Raj Shankar, Managing Director and Mr.R.Srinivasan, Vice Chairman to make modifications, if any, and finalize the scheme.



All Correspondence to Corporate office only

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



"RESOLVED FURTHER THAT any of Mr E.H.Kasturi Rangan, Whole Time Director, Mr. S V Krishnan Chief Financial Officer and Mr M Muthukumarasamy Secretary of the Company is be and hereby authorised severally to take all necessary steps including but not limited to the following, namely,

1. To sign and file the scheme and /or any other information/ details with the regulatory authorities concerned or any other agency to obtain approval or sanction to any of the provisions of the scheme or for giving effect thereto;
2. To sign and file applications, to the High Court of Judicature at Madras or the NCLT, as the case may be seeking directions as to convening / dispensing with the meeting of the shareholders / creditors of the Company and where necessary to take steps to convene and hold such meetings as per the directions of the courts
3. To sign and file, if necessary petitions, pleadings, applications statements, memos and to engage Counsel, Advocates, Chartered Accountants, SEBI registered Merchant Bankers and other professionals and to do all such acts, deeds, matters and things as may be necessary or required under or pursuant to the applicable provisions of the Companies Act, 1956 and the Companies Court Rules, 1959 for or in connection with obtaining the sanction of the Hon'ble High Court of Judicature at Madras or the NCLT to the scheme, requirements under the listing agreements with the stock exchanges, Securities Exchange Board of India (SEBI) regulations and circulars issued by SEBI from time to time ;
4. To convene and conduct the meetings of the Shareholders and/or the creditors, signing and sending the notices and carry all such other activities in relation to the meeting if High Court does not dispense with the meetings
5. To sign and issue public advertisement and notices to the members or any other class of persons, as per directions of the High Court of Judicature at Madras or the NCLT, as the case may be;
6. To make or assent to any alterations or modification to the scheme or to any condition or limitation which the High Court of Judicature at Madras or the NCLT, as the case as may be, may deem fit to approve or impose and may give any such directions, as they may consider necessary and to settle any doubt, question or difficulty arising under the Scheme or in regard to its implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;
7. Obtaining approval from such other authorities and parties including the shareholders, creditors, lenders as may be considered necessary, to the said scheme;





8. To settle any question or difficulty that may arise with regard to the implementation of the above scheme, and to give effect to the above resolution;
9. To communicate and correspond with stock exchanges, banks, institutions, investors, government authorities, local authorities and others where required about the scheme and do all such acts, deeds, matters and things as may be at their discretion deem necessary or desirable for such purpose and with power of the company to settle any queries, difficulties or doubts that may arise in this regard as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to the above resolutions;
10. To obtain order of the Hon'ble High Court of Judicature at Madras or the NCLT, as the case may be, approving the scheme and file the same with the Registrar of Companies, Tamil Nadu, Chennai, so as to make the sanctioned scheme effective;
11. To do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;
12. To file a copy of the resolution duly certified and forward to concerned authorities including Hon'ble High Court of Judicature at Madras or the NCLT, as the case may be, for record;
13. To withdraw the Scheme at any stage in case the changes or modifications required in this Scheme or the conditions imposed the Court, and/or any other authority, are not acceptable, and if the Scheme cannot be Implemented otherwise and to do all such acts, deeds and things considered necessary in connection therewith or incidental thereto"

"RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed to the documents, in presence of any one of the above Authorized Persons, as per the Articles of Association of the Company"

"RESOLVED FURTHER THAT Mr. M. Muthukumarasamy, Secretary of the Company be and is hereby authorized severally to sign the certified true copy of the resolution and furnish the same to whomsoever concerned."

Certified True Copy

For Redington (India) Limited

M Muthukumarasamy
Company Secretary

Date: 24th May 2016

Place: Chennai



Compliance Report on Corporate Governance

1. Name of Listed Entity - Redington (India) Limited
 2. Quarter ending - 31-Mar-2016

Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DI N	P A N	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Prof J. Ramachandran	00004593	AB DPR 584 2F	C,NED,ID	31-Jul-2014		Nine years 4 month	5	2	4
Mr.	R. Srinivasan	00575854	ABT PS6 467 P	NED	03-Aug-2015		NA	1	1	0
Mr.	R. Jayachandran	00769254	AD CPF 547 1F	NED	03-Aug-2015		NA	0	0	0
Mr.	Tu, Shu Chuan	02336015	ZZZ Z29 999 Z	NED	02-Aug-2013		NA	0	0	0
Mr.	Lin, Tai-Yang	05110881	ZZZ Z29 999 Z	NED	31-Jul-2014		NA	0	0	0
Mr.	Nainesh Jaisingh	00061014	AB OPJ 681 5F	NED	31-Jul-2014		NA	0	2	0
Mr.	N. Srinini	000000	AAB PN3	NED	03-Aug-2015		NA	5	4	4



	vasan	4195	313Q							
Mr.	V.S.Hariharan	05352003	AARPH0055K	NED,ID	31-Jul-2014		2 Years 7 months	1	0	0
Mr.	Keith WF Bradley	06564581	CE2PBB325N	NED,ID	31-Jul-2014		2 Years 7 months	1	0	0
Ms.	Suchitra Rajagopalan	07004299	BYMP R2607H	NED,ID	29-Sep-2014		1 year 6 months	1	1	0
Mr.	Raj Shankar	00238790	AKOP R0390L	ED	26-Jul-2012		NA	0	0	0
Mr.	M. Raghunandan	00082171	AA1BR7443N	ED	01-Mar-2016		NA	0	1	0

II. Composition of Committees

Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Prof. J. Ramachandran	C,NED,ID	Chairperson
2	N. Srinivasan	NED	Member
3	Suchitra Rajagopalan	NED,ID	Member

Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Prof. J. Ramachandran	C,NED,ID	Chairperson
2	R. Srinivasan	NED	Member
3	M. Raghunandan	ED	Member

Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	V.S.Hariharan	NED,ID	Member
2	Keith WF Bradley	NED,ID	Chairperson
3	Suchitra Rajagopalan	NED,ID	Member
4	M. Raghunandan	ED	Member
5	Raj Shankar	ED	Member



Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Prof J. Ramachandran	C,NED,ID	Member
2	R. Jayachandran	NED	Member
3	V.S.Harlharan	NED,ID	Chairperson

iii. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
29-Oct-2015	03-Feb-2016	96

iv. Meeting of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
03-Feb-2016	YES	29-Oct-2015	96

v. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

vi. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

The Corporate Governance report submitted in the previous quarter was placed before the Board of Directors at their meeting held on 3rd February 2016. This report would be placed before Board of Directors at its ensuing meeting.

Name : M. Muthukumarasamy
 Designation : Company Secretary



I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable



<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. – Yes

Name
Designation

M.M. Subramanian
Company Secretary



Corporate Office

Redington (India) Limited

"Redington House" Centre Point
Plot. Nos. 8 & 11 (SP)

Thiru.Vi.Ka Industrial Estate,
Guindy, Chennai- 600032.

Board No : + 91 - 44 - 42243353

Fax No : + 91 - 44 - 22253799

CIN : L52599TN1961PLC028758

Compliance report with the requirements specified in Part-A of Annexure I of SEBI circular CIR/CFD/CMD/16/2015 dated November 30, 2015

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Arrangement (Merger) of Cadensworth (India) Limited with Redington (India) Limited

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per SEBI circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Yes National Stock Exchange of India Limited.
Compliance as per Para I (A) (3) of Annexure I to the Circular		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement (Merger)	Yes-Annexure A
2.b	Valuation Report as per Para 1(A)(4) of Annexure-I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Yes-Annexure B
2.c	Report from the Audit Committee recommending the Draft Scheme	Yes-Annexure C
2.d	Fairness opinion by merchant banker	Yes-Annexure D
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Yes-Annexure E1&E2
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Yes-Annexure F1&F2
2.g	Auditor's Certificate as per Para 1(A)(5) of Annexure-I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30,	Yes-Annexure G

All Correspondence to Corporate office only

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





	2015	
2.h	Compliance with Regulation 17 to 27 of Listing Regulations	Yes-Annexure H
2.i	Complaints Report as per Annexure III of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Will be complied within 7 days of expiry of 21 days from the date of filing draft scheme
Compliance as per Para I (A) (1) of Annexure I to the Circular		
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956 or Section 230 to 234 of the Companies Act 2013	Not applicable*
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Not applicable*
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Yes
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Yes. As on the date of application, there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not Applicable*

*It may be noted that Cadensworth (India) Limited (Transferor Company) is the wholly owned subsidiary of Redington (India) Limited (Transferee Company) and hence there is no further issue of shares.

Date: 29th June 2016

Place: Chennai

For Redington (India) Limited

M Muthukumarasamy
Company Secretary



Certificate on Non- applicability of Para I (A) (9) (a) of Annexure 1 of SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30 November 2015

To

The Board of Directors
Redington (India) Limited
"Redington House" Centre Point
Plot Nos 8 & 11(SP)
Thiru.Vi.Ka Industrial Estate,
Guindy,
Chennai -600032

1. We, Deloitte Haskins & Sells, Chartered Accountants (Firm's Registration No.0080725), the Statutory Auditors of Redington (India) Limited having its Corporate office at Centre Point, Plot No. 8 & 11 (SP), Thiru.Vi.Ka Industrial Estate, Guindy, Chennai -600 032 have examined the audited books of account, the Draft Scheme of Arrangement (Merger) between Cadensworth (India) Limited ("Cadensworth") and Redington (India) Limited ("the Company") and their respective shareholders under the provisions of Section 391 to 394 and other applicable provisions of Companies Act, 1956 / 2013 ("draft scheme") and other relevant records and documents maintained by the company in the usual course of the business for the purpose of certifying the accompanying "Undertaking In relation to non-applicability of requirements prescribed in paragraph 9 (a) of Annexure 1 of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 read with The Securities Exchange Board of India ("SEBI") Circular no. CIR/CFD/DIL/5/2013 dated February 4, 2013 and Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013" in respect of Merger, ("the Undertaking") which has been prepared by the Company and duly stamped and initialed for identification purposes only for the purpose of submission to the BSE Limited ("BSE"), The National Stock Exchange of India Limited ("NSE") and SEBI along with the draft scheme.
2. The Management of the Company is responsible for the preparation of Undertaking and the maintenance of proper books of account and such other relevant records as prescribed by applicable laws, which includes collecting, collating and validating data and designing, implementing and monitoring of internal controls relevant for the preparation of the Undertaking that is free from material misstatement, whether due to fraud or error. Compliance with the applicable SEBI circulars is also the responsibility of the Company Management.



Deloitte Haskins & Sells

3. Our responsibility, for the purpose of this certificate, is limited to certifying the particulars contained in the Undertaking on the basis of the draft scheme, audited books of account and other relevant records and documents maintained by the Company and did not include evaluation of the adherence by the Company with all applicable guidelines. We conducted our verification in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes and Standards on Auditing issued by the Institute of Chartered Accountants of India, which includes the concepts of test checks and materiality.
4. On the basis of our examination of draft scheme, audited books of account and other relevant records and documents as referred to in paragraph 3 above and according to the information and explanations provided to us by the Management of the Company, we certify that the Undertaking provided by the Company that the Para 1 (A) (9) (a) of Annexure 1 of the SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 is not applicable to the scheme for the reasons stated in the undertaking, is in accordance with the audited books of account, the scheme and other relevant records and documents maintained and provided to us by the Company.
5. This Certificate is issued at the request of the Management of the Company for submission to BSE, NSE and SEBI in terms of Para 1 (A) (9) (a) of the Annexure 1 of SEBI Circular in connection with the scheme and should not be used for any other purpose without our prior written consent.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 0080725)

M.K. Ananthanarayanan

M.K. Ananthanarayanan
Partner
Membership No: 19521

Place: Chennai

Date: 23 May 2016

REF: MKA/REDIL/CDW MERGER/01/2016-17



Corporate Office

Redington (India) Limited

"Redington House" Centre Point
Plot Nos. 8 & 11 (SP)
Thiru.Vi.Ka Industrial Estate,
Guindy, Chennai- 600032.
Board No : + 91 - 44 - 42243353
Fax No : + 91 - 44 - 22253799
CIN : L52599TN1961PLC028758

Undertaking in relation to non-applicability of requirements prescribed in Para 9(a) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 ("SEBI Circular") in respect of Merger.

It is proposed to merge Cadensworth (India) Limited ("Cadensworth") (wholly owned subsidiary) with Redington (India) Limited ("the Company") under a scheme of Arrangement (merger) ("the Scheme").

Vide Para 9(a) of Annexure I of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015, SEBI has mandated all listed Companies to ensure that the scheme submitted with the Honorable High Court for sanction provides for obtaining shareholder's approval through Special Resolution passed through postal ballot and e-voting.

SEBI has clarified vide its aforesaid circular that the voting by public shareholders through postal ballot and e-voting is not necessary in certain cases in terms of Para 9(a) of the Circular.

The Company undertakes that the requirements prescribed in Para 9(a) of Annexure I of Circular No. CIR/CFD/CMD/16/2015 pertaining to voting by public shareholders through postal ballot and e-voting are not applicable to the proposed Scheme of Arrangement (Merger) of Cadensworth with the Company for the following reasons:

Para No. of SEBI Circular	Provision	Reason for non-applicability
Para 9(a)(i)	"Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed company"	Since Cadensworth is a wholly owned subsidiary of the Company, neither any consideration will be paid nor will any shares be issued by the Company to any person in consideration of or consequent upon the merger. The shares held by the Company shall stand cancelled upon the scheme becoming effective.

All Correspondence to Corporate office only

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





Para 9(a)(ii)	"Where the Scheme of Arrangement involves the listed company and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group"	Since Cadensworth is a wholly owned subsidiary of the Company, it does not involve any arrangement between the Company and Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.
Para 9(a)(iii)	Where the parent listed company, has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed company, and if that subsidiary is being merged with the parent listed company under the Scheme.	The scheme involves the merger of wholly owned subsidiary, Cadensworth into the Company. The company, has not acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of such subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the company, and such a subsidiary is not being merged with the company under the Proposed Scheme.

In the light of the above, the Company is not required to seek approval of the public shareholders through postal ballot and e-voting in relation to the scheme of Arrangement (merger) of Cadensworth with the Company.

This undertaking of non-applicability of Paragraph 9(a) of Annexure 1 to the said circular is given accordingly.

For Redington (India) Limited

S.V. Krishnan
Chief Financial Officer

Date: 23rd May 2016

Place: Chennai



M. Muthukumarasamy
Company Secretary



Corporate Office

Redington (India) Limited

"Redington House" Centre Point
Plot. Nos. 8 & 11 (SP)
Thiru.Vi.Ka Industrial Estate,
Guindy, Chennai- 600032.
Board No : + 91 - 44 - 42243353
Fax No : + 91 - 44 - 22253799
CIN : L52599TN1961PLC028758

Extracts of the resolution of the meeting of Board of Directors of Redington (India) Limited held on 24th May 2016.

"RESOLVED FURTHER THAT the undertaking signed by Mr. S V Krishnan, Chief Financial Officer and Mr. Muthukumarasamy, Secretary of the Company and certified by M/s Deloitte Haskins and Sells, Statutory Auditors regarding non-applicability of Para 9 (a) of Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 issued by SEBI, be and is hereby approved"

Certified True Copy

For Redington (India) Limited


M Muthukumarasamy
Company Secretary



Date: 29th June 2016
Place: Chennai

All Correspondence to Corporate office only

**Certificate on Statement of Computation of Provisional Pre-merger and Post Merger
Network of Redington (India) Limited**

To

The Board of Directors
Redington (India) Limited
"Redington House" Centre Point
Plot Nos 8 & 11(SP)
Thiru.Vi.Ka Industrial Estate,
Guindy,
Chennai - 600032

1. We, Deloitte Haskins & Sells, Chartered Accountants (Firm's Registration No.008072S), the Statutory Auditors of Redington (India) Limited having its Corporate office at Centre Point, Plot No. 8 & 11 (SP), Thiru.Vi.Ka Industrial Estate, Guindy, Chennai -600 032 have examined the proposed Scheme of Arrangement (Merger) between Cadensworth (India) Limited ("Cadensworth") and Redington (India) Limited ("the Company") and their respective shareholders under the provisions of Section 391 to 394 and other applicable provisions of Companies Act, 1956 / 2013 ("the proposed scheme") for merger of Cadensworth with the Company with an appointed date as on April 1, 2016 for the purposes of certifying the annexed "Statement of Computation of Provisional Pre-merger and Post Merger Network of Redington (India) Limited ("the Statement")", as prepared by the Company which has been duly stamped and initialed by us for the purposes of identification only.
2. The Management of the Company is responsible for the maintenance of proper books of account and such other relevant records as prescribed by applicable laws, which includes collecting, collating and validating data and designing, implementing and monitoring of internal controls relevant for the preparation of the Statement that is free from material misstatement and in accordance with the proposed scheme in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. Our responsibility, for the purpose of this certificate, is limited to certifying the particulars contained in the Statement on the basis of the audited financial statements of the Company, the audited financial statements of Cadensworth as audited by other auditors, the proposed scheme and other relevant records and documents maintained by the Company and did not include the evaluation of the adherence by the Company with all the applicable guidelines. We conducted our verification in accordance with the Guidance Note on Audit reports and Certificates for Special purposes and Standards on Auditing issued by the Institute of Chartered Accountants of India.



Deloitte Haskins & Sells

4. On the basis of our examination of the proposed scheme as referred to in paragraph 1 above and according to the information and explanations provided to us by the Management of the Company, we state that we have examined the annexed Statement as prepared by the Company with:

- the audited financial statements of the Redington (India) Limited for the year ended March 31, 2016;
- the audited financial statements of Cadensworth (India) Limited for the year ended March 31, 2016 as audited by other auditors;
- Certified true copy of the proposed scheme as approved by Board of Directors of the Company at its meeting held on May 24, 2016; and
- the information and explanations given to us;

and found the Statement in accordance therewith.

5. This Certificate is issued solely as per the requirements of the stock exchanges for filing along with the proposed scheme having the appointed date of April 1, 2016 which has been approved by the Board of Directors of Redington (India) Limited on May 24, 2016 and should not be considered for any other purpose without our prior written consent.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 0080725)

M.K. Ananthanarayanan

M.K. Ananthanarayanan
Partner
Membership No: 19521

Place: Chennai

Date: 28 June 2016

REF: MKA/REDIL/CDW MERGER/03/2016-17



Statement of Computation of Provisional Pre-Merger and Post-Merger Networth of Redington (India) Limited as at 1 April 2016

(Rupees in Lakhs)

Particulars	Company - Prior to giving effect to the Proposed Scheme	Company - After giving effect to the Proposed Scheme having the "Appointed date" April 1, 2016
Share Capital		
A. Equity Shares - Issued & Fully Paid up	7,996.26	7,996.26
Reserves & Surplus		
Securities Premium Account	35,452.53	35,452.53
General Reserve	9,030.13	9,030.13
Foreign Currency Translation Reserve	8.48	8.48
Hedge Accounting Reserve	(20.80)	(20.80)
Surplus in the Statement of Profit and loss	91,406.24	96,766.52
B. Total Reserves & Surplus	1,35,876.58	1,41,236.86
C. Less: Revaluation Reserve	-	-
D. Less: Hedge Accounting Reserve	(20.80)	(20.80)
E. Reserves & Surplus (Excluding Revaluation and Hedge Accounting Reserves) (B-C-D)	1,35,897.38	1,41,257.66
F. Networth (Excluding Revaluation Reserve) (A+E)	1,43,893.64	1,49,253.92

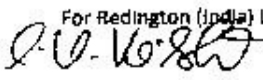
Notes

1. The aforesaid computation has been made solely as per the requirements of the Stock Exchange for filing along with the proposed Scheme of Arrangement (Merger) between Cadensworth (India) Limited ("Cadensworth") and Redington (India) Limited ("Company") having the appointed date of April 1, 2016 which has been approved by Board of Directors of Company on May 24, 2016 and is not to be considered for any other purpose. The proposed scheme is pending for other statutory approvals.

2. The figures stated above have been arrived at on the basis of figures extracted from the audited financial statements of Company and Cadensworth as at March 31, 2016.

3 "Net worth" as defined under Companies Act, 2013 means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created

Place: Chennai
Date: May 24, 2016

For Redington (India) Limited

 S V Krishnan M. Muthukumarasamy
 Chief Financial Officer Company Secretary





Corporate Office

Redington (India) Limited

"Redington House" Centre Point
Plot. Nos. 8 & 11 (SP)
Thiru.Vi.Ka Industrial Estate,
Guindy, Chennai- 600032.
Board No : + 91 - 44 - 42243353
Fax No : + 91 - 44 - 22253799
CIN : L52599TN1961PLC028758

Certified true copy of the resolution passed by the Board of Directors of Redington (India) Limited at their meeting held on 24th May 2016.

"RESOLVED THAT pursuant to the provisions of Section 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and the corresponding provisions of the Companies Act, 2013 upon their notification (including any statutory modification(s) or re-enactments thereof), and the provisions of Memorandum and Articles of Association of **REDINGTON (INDIA) LIMITED ("the Company")** and subject to the approval of Securities & Exchange Board of India (SEBI) and the requisite sanction of the High Court of Judicature at Madras or the National Company Law Tribunal (NCLT), as the case may be, and such other statutory/ regulatory authority(ies), as may be applicable, in principal approval of the Board be and is hereby accorded to the Scheme of Merger ("**The Scheme**") of Cadensworth (India) Limited, wholly owned subsidiary, with the Company and their respective shareholders and creditors, as may be required, as per draft scheme circulated herewith with the appointed date being April 1, 2016 or such other date as may be approved by the jurisdictional High Court of Madras."

"RESOLVED FURTHER THAT the report from the Audit Committee dated May 23, 2016 recommending the draft Scheme, be and is hereby accepted and approved"

"RESOLVED FURTHER THAT National Stock Exchange of India Limited be and is hereby appointed as the Designated Stock Exchange for the Scheme and Co-ordinating with the Securities & Exchange Board of India (SEBI)."

"RESOLVED FURTHER THAT the undertaking signed by Mr. S V Krishnan, Chief Financial Officer and Mr. Muthukumarasamy, Secretary of the Company and certified by M/s Deloitte Haskins and Sells, Statutory Auditors regarding non-applicability of Para 9 (a) of Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 issued by SEBI, be and is hereby approved"

"RESOLVED FURTHER THAT any of Mr E.H.Kasturi Rangan, Whole Time Director, Mr. S V Krishnan Chief Financial Officer and Mr M Muthukumarasamy Secretary of the Company is be and hereby authorised severally to do all such acts, deeds, matters and things as also to execute such documents, writings as may be necessary and to settle any questions or difficulties which may arise and give any directions necessary for obtaining approval of and giving effect to the Scheme, as and when required."



All Correspondence to Corporate office only




"RESOLVED FUTURE THAT the consent of the Board be and is hereby accorded to constitute a committee of directors comprising of Prof.J.Ramachandran, Chairman, Mr.Raj Shankar, Managing Director and Mr.R.Srinivasan, Vice Chairman to make modifications, if any, and finalize the scheme.

"RESOLVED FURTHER THAT any of Mr E.H.Kasturi Rangan, Whole Time Director, Mr. S V Krishnan Chief Financial Officer and Mr M Muthukumarasamy Secretary of the Company is be and hereby authorised severally to take all necessary steps including but not limited to the following, namely,

1. To sign and file the scheme and /or any other information/ details with the regulatory authorities concerned or any other agency to obtain approval or sanction to any of the provisions of the scheme or for giving effect thereto;
2. To sign and file applications, to the High Court of Judicature at Madras or the NCLT, as the case may be seeking directions as to convening / dispensing with the meeting of the shareholders / creditors of the Company and where necessary to take steps to convene and hold such meetings as per the directions of the courts
3. To sign and file, if necessary petitions, pleadings, applications statements, memos and to engage Counsel, Advocates, Chartered Accountants, SEBI registered Merchant Bankers and other professionals and to do all such acts, deeds, matters and things as may be necessary or required under or pursuant to the applicable provisions of the Companies Act, 1956 and the Companies Court Rules, 1959 for or in connection with obtaining the sanction of the Hon'ble High Court of Judicature at Madras or the NCLT to the scheme, requirements under the listing agreements with the stock exchanges, Securities Exchange Board of India (SEBI) regulations and circulars issued by SEBI from time to time ;
4. To convene and conduct the meetings of the Shareholders and/or the creditors, signing and sending the notices and carry all such other activities in relation to the meeting if High Court does not dispense with the meetings
5. To sign and issue public advertisement and notices to the members or any other class of persons, as per directions of the High Court of Judicature at Madras or the NCLT, as the case may be;
6. To make or assent to any alterations or modification to the scheme or to any condition or limitation which the High Court of Judicature at Madras or the NCLT, as the case as may be, may deem fit to approve or impose and may give any such directions, as they may consider necessary and to settle any doubt, question or difficulty arising under the Scheme or in regard to its implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;



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7. Obtaining approval from such other authorities and parties including the shareholders, creditors, lenders as may be considered necessary, to the said scheme;
 8. To settle any question or difficulty that may arise with regard to the implementation of the above scheme, and to give effect to the above resolution;
 9. To communicate and correspond with stock exchanges, banks, institutions, investors, government authorities, local authorities and others where required about the scheme and do all such acts, deeds, matters and things as may be at their discretion deem necessary or desirable for such purpose and with power of the company to settle any queries, difficulties or doubts that may arise in this regard as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to the above resolutions;
 10. To obtain order of the Hon'ble High Court of Judicature at Madras or the NCLT, as the case may be, approving the scheme and file the same with the Registrar of Companies, Tamil Nadu, Chennai, so as to make the sanctioned scheme effective;
 11. To do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;
 12. To file a copy of the resolution duly certified and forward to concerned authorities including Hon'ble High Court of Judicature at Madras or the NCLT, as the case may be, for record;
 13. To withdraw the Scheme at any stage in case the changes or modifications required in this Scheme or the conditions imposed the Court, and/or any other authority, are not acceptable, and if the Scheme cannot be implemented otherwise and to do all such acts, deeds and things considered necessary in connection therewith or incidental thereto"

"RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed to the documents, in presence of any one of the above Authorized Persons, as per the Articles of Association of the Company"

"RESOLVED FURTHER THAT Mr. M. Muthukumarasamy, Secretary of the Company be and is hereby authorized severally to sign the certified true copy of the resolution and furnish the same to whomsoever concerned."

**Certified True Copy
For Redington (India) Limited**

**M Muthukumarasamy
Company Secretary**

Date: 29th June 2016

Place: Chennai



Certified true copy of the resolution passed by the Board of Directors of Cadensworth (India) Limited at their meeting held on 24th May, 2016.

"RESOLVED THAT pursuant to the provisions of Section 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and the corresponding provisions of the Companies Act, 2013 upon their notification (including any statutory modification(s) or re-enactments thereof), and the provisions of Memorandum and Articles of Association of **CADENSWORTH (INDIA) LIMITED ("the Company")** and subject to the requisite sanction of the High Court of Judicature at Madras or the National Company Law Tribunal (NCLT), as the case may be, and such other statutory/ regulatory authority(ies), as may be applicable, the consent of the Board be and is hereby accorded to the Scheme of Merger ("**The Scheme**") of the Company with Redington India Limited, holding Company and their respective shareholders and creditors, as per draft scheme placed before the Board with the appointed date being April 1, 2016 or such other date as may be approved by the jurisdictional High Court of Madras or National Company Law Tribunal (NCLT)."

"RESOLVED FURTHER THAT any of Mr. P.S Neogi, Mr. E. H. Kasturi Rangan, Mr. Anand Chakravarthy, Directors of the Company are be and hereby authorised severally to do all such acts, deeds, matters and things as also to execute such documents, writings as may be necessary and to settle any questions or difficulties which may arise and give any directions necessary for obtaining approval of and giving effect to the Scheme, as and when required."

"RESOLVED FURTHER THAT any of, Mr. P.S Neogi, Mr. E.H. Kasturi Rangan, Mr. Anand Chakravarthy, Directors of the Company are be and hereby authorised severally to take all necessary steps including but not limited to the following, namely,

1. To sign and file the scheme and /or any other information/ details with the regulatory authorities concerned or any other agency to obtain approval or sanction to any of the provisions of the scheme or for giving effect thereto;
2. To sign and file applications, to the High Court of Judicature at Madras or the NCLT, as the case may be seeking directions as to convening / dispensing with the meeting of the shareholders / creditors of the Company and where necessary to take steps to convene and hold such meetings as per the directions of the courts
3. To sign and file, if necessary petitions, pleadings, applications statements, memos and to engage Counsel, Advocates, Chartered Accountants and other professionals and to do all such acts, deeds, matters and things as may be necessary or required under or pursuant to the applicable provisions of the Companies Act, 1956 and the corresponding provisions of the Companies Act, 2013 upon their notification (including any statutory modification(s) or re-enactments thereof), the Companies Court Rules, 1959 for or in connection with obtaining the sanction of the Hon'ble High Court of Judicature at Madras or the NCLT to the scheme;



Corporate Office: Cadensworth India limited Mahalakshmi Building, 156 & 157, Village Road, Nungambakkam, Chennai-600 034.	Regd. Office: Cadensworth India limited SPL Guindy House, No.95, Mount Road, Guindy, Chennai-600 032.
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CIN # US2392TN2002PLC050014

Cadensworth

4. To convene and conduct the meetings of the Shareholders and/or the creditors, signing and sending the notices and carry all such other activities in relation to the meeting if High Court or the NCLT does not dispense with the meetings;
5. To sign and issue public advertisement and notices to the members or any other class of persons, as per directions of the High Court of Judicature at Madras or the NCLT, as the case may be;
6. To make or assent to any alterations or modification to the scheme or to any condition or limitation which the High Court of Judicature at Madras or the NCLT, as the case as may be, may deem fit to approve or impose and may give any such directions, as they may consider necessary and to settle any doubt, question or difficulty arising under the Scheme or in regard to its implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect.
7. Obtaining approval from such other authorities and parties including the shareholders, creditors, lenders as may be considered necessary, to the said scheme;
8. To settle any question or difficulty that may arise with regard to the implementation of the above scheme, and to give effect to the above resolution;
9. To communicate and correspond with banks, institutions, investors, government authorities, local authorities and others where required about the scheme and do all such acts, deeds, matters and things as may be at their discretion deem necessary or desirable for such purpose and with power of the company to settle any queries, difficulties or doubts that may arise in this regard as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to the above resolutions;
10. To obtain order of the Hon'ble High Court of Judicature at Madras or the NCLT, as the case may be, approving the scheme and file the same with the Registrar of Companies, Tamil Nadu, Chennai, so as to make the sanctioned scheme effective;
11. To do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;
12. To file a copy of the resolution duly certified and forward to concerned authorities including Hon'ble High Court of Judicature at Madras or the NCLT, as the case may be, for their records;
13. To withdraw the Scheme at any stage in case the changes or modifications required in this Scheme or the conditions imposed by the Court, and/or any other authority, are not acceptable, and if the Scheme cannot be implemented otherwise and to do all such acts, deeds and things considered necessary in connection therewith or incidental thereto"




"RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed to the documents, in presence of any one of the above Directors, as per the Articles of Association of the Company"

"RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized severally to sign the certified true copy of the resolution and furnish the same to whomsoever concerned."

Certified to be true

For Cadensworth (India) Limited



R.S Neogi

Director

DIN: 01816223

Date: 29th June 2016

Place: Chennai

Corporate Office

Redington (India) Limited

"Redington House" Centre Point
Plot. Nos. 8 & 11 (SP)
Thiru.Vi.Ka Industrial Estate,
Guindy, Chennai- 600032.
Board No : + 91 - 44 - 42243353
Fax No : + 91 - 44 - 22253799
CIN : L52599TN1961PLC028758

To,
The General Manager,
Department of Corporate Services,
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051

Dear Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of arrangement (Merger) between Cadensworth (India) Limited ("Cadensworth") (wholly owned subsidiary) and Redington (India) Limited ("the Company")

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of arrangement(Merger)presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956 / Companies Act, 2013, the rules, regulations and guidelines made under these Acts, and the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 or the requirements of BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393 or accompanying a proposed resolution to be passed u/s 100 of the Companies Act, it shall disclose:
 - i) the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern and
 - ii) the "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
 - iii) The Complaint report as per Annexure III.
 - iv) The observation letter issued by the stock exchange
- c) The draft scheme of arrangement(Merger) together with all documents mentioned in Para I(A)(7)(a) of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, has been disseminated on company's website as per Website link given hereunder:
<https://redingtonindia.com/Schemeofarrangement.aspx>




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- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- ~~e) The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it~~
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/ arrangement.

For Redington (India) Limited


M. M. Chukumarasamy
Company Secretary



Date: 29th June 2016

Corporate Office

Redington (India) Limited

"Redington House" Centre Point
 Plot. Nos. 8 & 11 (SP)
 Thiru.Vi.Ka Industrial Estate,
 Guindy, Chennai- 600032.
 Board No : + 91 - 44 - 42243353
 Fax No : + 91 - 44 - 22253799
 CIN : L52599TN1961PLC028758

Brief particulars of the Transferee and Transferor Companies

Particulars	Transferee Company	Transferor Company
Name of the company	Redington (India) Limited	Cadensworth (India) Limited
Rationale for the scheme	<p>1. Redington (India) Limited ("Transferee Company") is into the business of wholesale distribution of Information Technology products and Telecom products across India. It acts as a National Distributor or Regional Distributor for many of the leading brands.</p> <p>With an objective to focus on Distribution of Value Added Products like Networking, Servers, Security, Surveillance and Infrastructure, the transferee company tied up with various brands in this space through its Wholly Owned Subsidiary Cadensworth (India) Limited (Transferor Company).</p> <p>Due to changes in the market dynamics and vendors strategy, housing similar nature of business (distribution) under the Transferee Company, where major brands are already housed would result in Effective Control, optimum utilization of resources, increased efficiency and Cost effectiveness.</p> <p>2. Considering the above, the Board of Directors of the Transferor and Transferee Company are of the opinion that merger of Transferor with Transferee Company would facilitate and provide the necessary impetus to optimize the resources and to effectively address the competition faced in the distribution industry. Upon merger, the ensuing benefits are expected to accrue to all the stake holders:</p> <ol style="list-style-type: none"> The Transferee Company shall achieve better efficiency, increased competitive strength, and logistical advantageous. Increased network of the transferee company shall facilitate and provide adequate opportunities to mobilize the financial resources with lower cost for the growth of the Business. Administrative and operational rationalization, efficiency in distribution coverage, delivering better value to the Vendor and Channel and optimum utilization of resources will strengthen the 	

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





	group to compete in the distribution market in a better way, thereby it will help in enhancing the shareholders value	
Nature of Business	Wholesale distribution of Information Technology, Telecom, Lifestyle and Consumer Electronics Products.	Wholesale distribution of Information Technology products.

Date: 29th June 2016

Place: Chennai

For Redington (India) Limited

M Muthukumarasamy

Company Secretary



Corporate Office

Redington (India) Limited

"Redington House" Centre Point

Plot. Nos. 8 & 11 (SP)

Thiru.Vi.Ka Industrial Estate,

Guindy, Chennai- 600032.

Board No : + 91 - 44 - 42243353

Fax No : + 91 - 44 - 22253799

CIN : L52599TN1961PLC028758

Address for Correspondence

Mr. M. Muthukumarasamy	Mr. R. Raja Krishnan	Ms. Nirmala. S
Company Secretary	Assistant Company Secretary	Deputy Manager

Redington (India) Limited

Centre Point, Plot No. 8 & 11 (SP)

Thiru-vi-ka Industrial Estate, Guindy

Chennai - 600 032

Tel No: + 91 44 42243353

Mobile No: 9380572282, 9380207585, 9345435627

Fax No: + 91 44 22253799

Website: www.redingtonindia.com.Email: mmkumar@redington.co.inraja.krishnan@redington.co.innirmala.sukumar@redington.co.in

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Annexure 0

DBS
DBS Bank Ltd.
International Depository Limited

606 Anna Salai, Chennai 600 002
IFSC:DBS00IN0011

Valid for 3 months from the date of issue
दिनांक 2 9 0 6 2 8 1 6
Date

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रुपये Rupees **Two Lakhs Ten Thousand Only**

अदा करें। ₹ 2,10,000.00

826210051828

REDINGTON INDIA LIMITED

FOR PAYEE ONLY

[Handwritten Signature]
Please sign above

Payable at Par at all DBS Bank Branches

*372088# 600641002# 000179# 29