

REDINGTON (INDIA) LTD.

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

NOTICE

NOTICE is hereby given that the NINETEENTH ANNUAL GENERAL MEETING of the Company will be held on Tuesday, the 31st day of July 2012 at 10.00 A.M at the Mini Hall, Narada Gana Sabha, No. 314 (Old No. 254), T.T.K. Road, Alwarpet, Chennai 600 018, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at March 31, 2012, the statement of Profit and Loss for the financial year ended on that date, and the Reports of the Directors and Auditors thereon.
2. To declare Dividend for the year ended 31st March 2012.
3. To appoint a Director in place of **Mr. R. Jayachandran**, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of **Prof. J. Ramachandran**, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting on such remuneration to be fixed by the Board of Directors. **M/s. Deloitte Haskins & Sells**, Chartered Accountants, the retiring Auditors, being eligible, offer themselves for re-appointment.

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass, with or without modification(s) the following as an Ordinary Resolution:
"RESOLVED that Mr. Nainesh Jaisingh, who was appointed as an Additional Director, in terms of Section 260 of the Companies Act, 1956 to hold office till the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 257 of the said Act proposing his appointment, be and is hereby appointed as Director of the Company liable to retirement by rotation."
7. To consider and if thought fit, to pass, with or without modification(s) the following as an Ordinary Resolution:
"RESOLVED that Mr. Lin Tai – Yang, who was appointed as an Additional Director, in terms of Section 260 of the Companies Act, 1956 to hold office till the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 257 of the said Act proposing his appointment, be and is hereby appointed as Director of the Company liable to retirement by rotation."
8. To consider and if thought fit, to pass, with or without modification(s) the following as an Ordinary Resolution:
"RESOLVED that in accordance with the provisions of Section 269 and other applicable provisions if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to approval of the Central Government, approval of the Company be and is hereby accorded for the re-appointment of Mr. Raj Shankar as Deputy Managing Director of the Company for a period of five years with effect from 26th July, 2012 without payment of any remuneration excepting reimbursement of the expenses incurred by him in connection with the business of the company and on the terms contained in the Agreement entered between Mr. Raj Shankar and the Company."
9. To consider and if thought fit, to pass, with or without modification(s) the following as a Special Resolution
"RESOLVED that pursuant to the provisions of Section 198, 309 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) approval of the company be and is hereby accorded for payment of remuneration to the Directors of the Company

other than the Whole-time Directors, by way of Commission up to an aggregate limit of 1% of the net profits of the Company computed in accordance with the provisions of Section 349/350 Companies Act, 1956 for each financial year and subject to such limits as may be determined from time to time by the Board of Directors, for a period of five years commencing from financial year ended 31st March 2012”.

By Order of the Board
For Redington (India) Limited

Chennai
May 25, 2012

M. Muthukumarasamy
Company Secretary

Notes :

1. The relative explanatory statement, pursuant to Section 173(2) of the Companies Act, 1956 in respect of the business under items 6 to 9 is attached hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. A BLANK PROXY FORM IS ENCLOSED FOR USE BY MEMBERS, IF REQUIRED. THIS MUST BE SUBMITTED WITH THE COMPANY'S REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 25th July 2012 to Tuesday, 31st July 2012 (both days inclusive) for the purpose of payment of Dividend.
4. The Dividend as recommended by Board of Directors if approved at the meeting, will be paid as under :-
 - o to all beneficial owners in electronic form as per data made available by NSDL and CDSL.
 - o to all shareholders in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 24th July 2012.
5. All correspondence with regard to share transfers/dividends and matters related therewith may be addressed directly to the Company's Registrar and Share Transfer Agents at M/s. Cameo Corporate Services Limited, 'Subramanian Building', No. 1, Club House Road, Chennai - 600 002.
6. Members are requested to lodge/notify the transfer deeds, communication for change of address, Bank details, ECS details, wherever applicable, mandates (if any) with the Company's Registrars and Share Transfer Agents, M/s. Cameo Corporate Services Ltd., for shares held in physical mode.
7. Members holding shares in electronic form are requested to lodge the above details to their depository participants and not to the Company or to the Registrar and Share Transfer Agents of the Company as the Company is obliged to use only the data provided by the Depositories while making payment of dividend.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Pursuant to the "Green Initiative" move taken by the Ministry of Corporate affairs, the Company is required to send all statutory communications via email to the shareholders who have registered their email IDs. Towards this Green Initiative, the Company, requests
 - a. Members who are holding shares in Physical mode to submit their valid email ID to M/s. Cameo Corporate Services Limited, the Registrar and Share Transfer Agents, by quoting their folio number and also any change therein from time to time and
 - b. Members holding shares in dematerialized form are also requested to inform/update their valid email IDs to their respective depository participants from time to time.

10. Members/Proxy holders are requested to produce the enclosed admission slip duly completed and signed at the entrance of the auditorium.
11. Members who have not yet en-cashed the dividend warrants for the financial years from 2006-07 to 2010-11 are requested to present the same for revalidation to our Registrar and Share Transfer Agents.
12. Brief particulars of the Directors retiring by rotation, Deputy Managing Director and of other directors seeking appointment/re-appointment are given in the Corporate Governance Report forming part of the Annual Report.
13. The Ministry of Corporate Affairs, Government of India, vide their General Circular No: 2/2011 dated 8th February 2011 has granted general exemption from annexing the accounts of the subsidiary companies with the accounts of the Company in view of the consolidated accounts being made available to the members.
14. The detailed annual accounts of the Company and its subsidiaries are available to the Members of the Company on any working day at the Registered Office of the Company. The annual accounts of the subsidiary companies are also available at the Registered Office of the Company and the respective subsidiary companies.

Explanatory Statement

PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 6 & 7

Mr. Nainesh Jaisingh and Mr. Lin Tai-Yang were appointed as Additional Directors with effect from 5th August 2011 and 28th October 2011 respectively in accordance with the provisions of Section 260 of the Companies Act, 1956 and Article 26 (c) of the Articles of Association of the Company. Pursuant to Section 260 of the Companies Act, 1956, M/s Nainesh Jaisingh and Lin Tin-Yang, hold office up to the date of the ensuing Annual General Meeting.

The Company has received notices in writing from members of the Company together with the requisite deposit amount, as per the provisions of Section 257 of the Companies Act, 1956 proposing the above candidates for the office of Director subject to retirement by rotation.

Brief particulars of M/s Nainesh Jaisingh and Lin Tin-Yang are given in the Report on Corporate Governance forming part of the Annual Report.

Your Directors recommend the said resolutions for your approval.

The aforesaid Directors may be deemed to be concerned or interested in the resolution relating to their respective appointments. None of the other Directors are in any way concerned or interested in the said resolution.

Item No. 8

Mr. Raj Shankar was appointed as Deputy Managing Director with effect from 26th July 2007 for a period of five years and his appointment was approved by the Members at the Extra-Ordinary General Meeting held on 27th February 2008. The tenure of his appointment is until 25th July 2012.

Considering Mr. Raj Shankar's vast experience in the field of Information Technology and his contribution to the Company, the Board of Directors at their meeting held on 25th May 2012 approved the re-appointment of Mr. Raj Shankar as Deputy Managing Director of the Company for a further period of five years with effect from 26th July 2012 without payment of any remuneration excepting reimbursement of the expenses incurred by him in connection with the business of the Company and on the terms and conditions contained in the agreement as entered between Mr. Raj Shankar and the Company subject to the approval of members and the Central Government.

Brief particulars of Mr. Raj Shankar is given in the Report on Corporate Governance forming part of the Annual Report.

As Mr. Raj Shankar has not been staying in India for a continuous period of twelve months immediately preceding the days of his appointment as Deputy Managing Director, an application for approval of the Central Government for his re-appointment as Deputy Managing Director under Section 269 read with requirements of Schedule XIII of the Companies Act, 1956 would be made, post approval of the members.

The Directors recommend the Resolution as Item No: 8 of the Notice for the approval of members.

None of the Directors except Mr. Raj Shankar is interested in this resolution.

Item No. 9

At their meeting held on 26th July 2007 the Members had approved payment of commission to Non-executive Directors up to an overall aggregate of 1% of the net profits of the Company for each financial year and subject to such limits as may be determined from time to time by the Board of Directors for a period of five years with effect from the financial year ended 31st March 2007.

Considering the contribution and guidance by the Non executive directors for the progress of the Company, it is proposed to continue payment to the Non-executive Directors a commission out of net profits of the Company subject to applicable provisions of the Companies Act, 1956 for a further period of five years from the Financial Year ended 31st March 2012.

The Directors recommend the Resolution as Item No: 9 of the Notice for the approval of members.

None of the Directors other than the Non-Executive Directors of the Company are interested in this resolution.

By Order of the Board
For Redington (India) Limited

Chennai
May 25, 2012

M. Muthukumarasamy
Company Secretary