



## REDINGTON (INDIA) LTD.

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

### POSTAL BALLOT NOTICE

Pursuant to Section 192A of the Companies Act, 1956

Dear Member(s),

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

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

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

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

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

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

#### **DRAFT RESOLUTION:**

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

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

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

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

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

By Order of the Board

**M. Muthukumarasamy**  
Company Secretary

Place : Chennai

Date : 29 July, 2010

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

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

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

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

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

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

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

By Order of the Board

**M. Muthukumarasamy**  
Company Secretary

Place : Chennai

Date : 29 July, 2010

## INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form (no other form or photo copy thereof is permitted) and send it to the Scrutiniser, Mr. A.S. Varadharajan, Practising Chartered Accountant at the address mentioned in the attached self-addressed postage pre-paid envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expense of the Registered Shareholder, will also be accepted.
2. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company / Depository Participant) by the first named shareholder and in his absence, by the next named shareholder.
3. Duly completed Postal Ballot Forms should reach the Company not later than the close of working hours on Friday, the 10<sup>th</sup> day of September, 2010. All Postal Ballot Forms received after this date will be strictly treated as if reply from such shareholder has not been received.
4. In case of shares held by Companies, trust, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Letter of Authority.
5. A shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutiniser not later than the date specified at item 3 above.
6. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders on the date of despatch of the Notice.
7. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope as such envelopes will be sent to the Scrutiniser and any extraneous paper found in such envelope would be destroyed.
8. A tick (✓) mark should be placed in the relevant box signifying assent/ dissent for the resolution, as the case may be, before mailing the postal Ballot Form. Incomplete, unsigned, improperly or incorrectly tick (✓) marked Postal Ballot Form will be rejected.
9. There will be only one Postal Ballot for every folio irrespective of the number of joint member(s).
10. The Scrutiniser's decision on the validity of Postal Ballot Form shall be final and binding.

SPECIMEN COPY



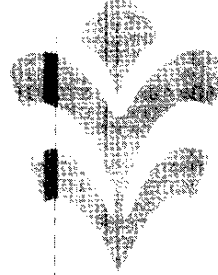
# REDINGTON (INDIA) LIMITED

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

## POSTAL BALLOT FORM

Ballot Sr. No. :

1. Name(s) of Shareholder(s)  
(in block letters)  
(including joint holders, if any)
2. Registered address of the sole/first  
named shareholder
3. Registered Folio No.
4. DPID No./Client ID No.  
(Applicable to investors holding  
shares in demat form)
5. No. of shares held



I/ We hereby exercise my/ our vote in respect of the special resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/ our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Subject of the Resolution	Number of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
Increasing the FII and NRI /PIOs investment limit under Portfolio Investment Scheme.			

Place :

Date :

(Signature of the Member)

Note : Please read carefully the instruction printed overleaf before exercising the vote