

REDINGTON (INDIA) LIMITED

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

CIN: L52599TN1961PLC028758

Website: www.redingtongroup.com

Email id: investors@redington.co.in

Phone No.: 044 42243353 Fax No.: 044 22253799.

NOTICE CALLING FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that the TWENTY SIXTH ANNUAL GENERAL MEETING of the Company will be held on Tuesday, July 30, 2019, at 10.00 A.M at the Mini Hall, Narada Gana Sabha, No. 314, T.T.K. Road, Alwarpet, Chennai – 600 018, to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, Statement of Changes in Equity and Cash Flow Statement for the financial year ended on that date and the Report of Auditors and Directors thereon
2. To receive, consider and adopt the Consolidated audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, Statement of Changes in Equity and Cash Flow Statement for the financial year ended on that date and the Report of Auditors thereon
3. To declare Dividend on the equity Shares of the Company for the financial year 2018-19
4. To appoint Ms. Chen, Yi-Ju (DIN: 08031113) as a Director, who retires by rotation and being eligible, offers herself for re-appointment
5. To appoint Mr.Udai Dhawan (DIN: 03048040) as a Director, who retires by rotation and being eligible, offers himself for re-appointment

SPECIAL BUSINESS

6. Appointment of Ms. Anita P Belani (DIN: 01532511) as Independent Director

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Ms. Anita P Belani (DIN: 01532511), Additional Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as the Independent Director of the Company for a term of three years, with effect from April 1, 2019, not liable to retire by rotation".

7. Re-appointment of Prof. J. Ramachandran (DIN: 00004593) as Independent Director

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to the provisions of Section 149,152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time, Prof. J. Ramachandran (DIN: 00004593), be and is hereby reappointed as an Independent Director of the Company with effect from August 1, 2019 and shall hold office upto March 31, 2024, not liable to retire by rotation".

8. Re-appointment of Mr. V.S.Hariharan (DIN: 05352003) as Independent Director

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. V.S.Hariharan (DIN: 05352003), be and is hereby reappointed as an Independent Director of the Company with effect from August 1, 2019 and shall hold office up to March 31, 2024, not liable to retire by rotation"

9. Re-appointment of Mr. Keith WF Bradley (DIN: 06564581) as Independent Director

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and subject to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Keith WF Bradley (DIN: 06564581), be and is hereby reappointed as an Independent Director of the Company with effect from August 1, 2019 and shall hold office up to March 31, 2024, not liable to retire by rotation"

10. Appointment of Mr. S. V. Krishnan (DIN: 07518349) as a Whole-Time Director of the Company

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and subject to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. S. V. Krishnan (DIN: 07518349), Chief Financial Officer and Additional Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director on the Board of the Company"

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the members of the Company, be and is hereby accorded for the appointment of Mr. S. V. Krishnan (DIN: 07518349), as a Whole-time Director of the Company for a period of three years effective from May 22, 2019, on the terms and conditions of appointment and remuneration as set out in explanatory statement attached to this notice"

"RESOLVED FURTHER THAT the Board and the Nomination and Remuneration Committee of Directors be and are hereby severally authorized to alter and vary such terms of appointment and remuneration subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force)."

11. Reclassification of Promoter Status of Harrow Investment Holding Limited as Public

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

"RESOLVED THAT pursuant to the recommendation of the Board and subject to the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to the necessary approvals from the Securities and Exchange Board of India (SEBI), Stock Exchanges and other appropriate statutory authorities as may be required, consent of the Members be and is hereby accorded for the reclassification of the status of Harrow Investment Holding Limited, Mauritius from 'Promoter' to 'Public'"

"RESOLVED FURTHER THAT Mr.S.V.Krishnan, Chief Financial Officer and Whole Time Director and Mr. M. Muthukumarasamy, Secretary of the Company be and are hereby severally authorized to file the necessary applications before the regulatory authorities and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution and thereby execute all such documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time for the aforesaid matter."

12. Appointment of Branch Auditor

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

"RESOLVED THAT pursuant to the provisions of Section 143(8) and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, approval of the members of the Company be and is hereby accorded to reappoint Ernst & Young LLP, Singapore as Auditor for the Branch Office of the Company at Singapore for the Financial Year 2019-20, on such terms and conditions as may be fixed by the Board of Directors".

By Order of the Board
For Redington (India) Limited

M Muthukumarasamy
Company Secretary

Place : Chennai
Date : May 22, 2019

Notes :

1. The explanatory statement, pursuant to Section 102 of the Companies Act 2013 in respect of the business under items 6 to 12 is attached hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. A BLANK PROXY FORM IS ENCLOSED FOR USE BY MEMBERS, IF REQUIRED. THIS MUST BE SUBMITTED AT THE COMPANY'S REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF NOT EXCEEDING FIFTY (50) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to submit a scanned copy (PDF/JPG format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the duly authorised signatory (ies) who is/are authorized to vote, to the Scrutiniser (bhuvana.r@akshayamcorporate.com) with a copy marked to evoting@nsdl.co.in.
4. Members / Proxies / Authorized Representatives are requested to bring the attendance slips duly filled in for attending the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, July 24, 2019 to Tuesday, July 30, 2019 (both days inclusive) for the purpose of payment of Dividend.
7. The dividend on shares as recommended by the Board, if approved at the Annual General Meeting, will be paid within thirty days from the date of declaration as under:
 - a. To all beneficial owners in electronic form as per data made available by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
 - b. To all members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on July 23, 2019.
8. SEBI has mandated all Companies to print the bank account details of the investors on the payment instruments. Hence, while making revalidation requests the Members are requested to give their bank account details to print the same in the dividend payment instruments
9. The company has already transferred all shares (in respect of which dividend has not been paid or claimed for seven consecutive years or more) along with unpaid or unclaimed dividend declared for the financial year ended March 31, 2011 and earlier periods to the Investor Education and Protection Fund (IEPF). Members who have so far not claimed or collected their dividends for the said period may claim their dividend and shares from IEPF, by submitting an application in the prescribed form.

Dividend and its respective shares for the financial year ended March 31, 2012 which remains unpaid or unclaimed for a period of seven years, become due for transfer to IEPF during FY 2020. Members who have not claimed their dividend for the above mentioned year are requested to make their claim to the Company's Registrar & Share Transfer Agent, Cameo Corporate Services Limited.

Detailed information of Unclaimed Dividend is available on Company's website www.redingtongroup.com/india for the benefit of members.
10. The members are requested to lodge/notify the transfer deeds, communication for change of address, Bank details, ECS details, wherever applicable, mandates (if any) with the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited, for shares held in physical mode.
11. All correspondence with regard to share transfers/ dividends and matters related therewith may be addressed directly to the Company's Registrar and Share Transfer Agents at Cameo Corporate Services Limited at Unit: Redington (India) Limited, Subramanian Building, 5th Floor, No.1, Club House Road, Chennai - 600 002. Contact no: 044 28460390. Email Id: investor@cameoindia.com.
12. The members / beneficial owners holding shares in electronic form are requested to update user profile details to their depository participants and not to the Company or to the Registrar and Share Transfer Agents of the Company, as the Company is obliged to use only the data provided by the Depositories.
13. The Companies Act, 2013 authorizes the Company to send all statutory communications via email to the members who have registered their email ID. The Company, therefore, requests:
 - a. The members who are holding shares in Physical mode to submit their valid E-mail ID to Cameo Corporate Services Limited, the Registrar and Share Transfer Agents, by quoting their folio number and also any change therein from time to time, and
 - b. The members / beneficial owners holding shares in dematerialized form are requested to inform/ update their valid E-mail ID to their respective depository participants from time to time

14. Electronic copies of the Annual Report and Notice are being sent to all the members whose email IDs are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report and Notice are being sent in the permitted mode
15. Brief profiles of the Directors seeking appointment/re-appointment at the Annual General Meeting are provided in Annexure A to this notice
16. E-Voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company offers remote e-voting facility (e-voting from a place other than venue of the AGM) to all the members of the Company to cast their votes electronically on all the resolutions set forth in the notice. The Company has availed the facilities with National Securities Depository Limited (NSDL) for facilitating e-voting. The process and manner of e-voting is given below:

The facility for voting shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM

The Company has appointed Ms. CS R Bhuvana, Practising Company Secretary, as the 'Scrutiniser' for conducting the E-Voting process in a fair and transparent manner.

The Board of Directors has appointed Mr. S. V. Krishnan, Chief Financial Officer and Whole Time Director and Mr. M. Muthukumarasamy, Secretary of the Company as the persons severally responsible for the entire e-voting process

The Scrutiniser shall immediately after the conclusion of the General Meeting, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and shall make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman within a period not exceeding 48 hours from the conclusion of the AGM.

The results would be declared on or after the date of AGM of the Company by the Chairman or the person authorized by him. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.redingtongroup.com/india and on the website of NSDL and shall be forwarded to the Stock Exchanges.

The e-voting period commences on July 27, 2019 (9:00 am) and ends on July 29, 2019 (5:00 pm). The e-voting module will be disabled by NSDL for voting thereafter.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. July 23, 2019.

Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 23, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investor@cameoindia.com. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. A person who is not a member as on the cut off date should treat this Notice for information purpose only

Contact Details

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

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

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

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

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

Details on Step 1 is given below:

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

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

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

4. Your User ID details are given below:

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

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. Click on "Physical User Reset Password" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box
8. Now, you will have to click on "Login" button
9. After you click on the "Login" button, Home page of e-Voting will open

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bhavana.r@akshayamcorporate.com, with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

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

Explanatory Statement to the Notice

Item No. 6 to 9

Director Independence has become a key element of modern corporate governance globally. Regulators, scholars, companies and shareholders have all placed a strong emphasis on director independence to ensure that investors' interests are well-served. Independent directors with strong credentials have been found to enable institutionalisation of strong financial, legal and risk management systems.

Your company understands and appreciates the value of having independent directors with expertise in diverse fields on the board and the significant contributions they make to the growth and performance of the company. The company is today governed by a strong and independent Board which is richly diversified in terms of expertise, age, gender, culture etc. The company continues to strengthen the Board's leadership with relevant skill sets by undertaking an annual evaluation of the performance of the Directors and has a robust succession planning process in place for both the Board and the management team.

In May 2018, The Securities Exchange Board of India amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and mandated the appointment of at least one independent woman director on the Board with effect from April 1, 2019. Following the recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on March 14, 2019 appointed Ms. Anita P Belani, who has rich experience and expertise in managing human capital, as an Independent Director for a period of three years with effect from April 1, 2019.

In the opinion of the Board of Directors, Ms. Anita P Belani, fulfils the conditions specified in the Act and the Rules made thereunder for being appointed as an Independent Director. The Company has also received a declaration from Ms. Anita P Belani that she fulfils the criteria of independence under Companies Act, 2013 and the Listing regulations.

Accordingly, the Board recommends the Resolution No. 6 in relation to the appointment of Ms. Anita P Belani, as Independent Director, for the approval of the members.

A brief profile of Ms. Anita P Belani is provided at Annexure A to this Notice.

Except for Ms. Anita P Belani, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution no. 6.

Further, your company is of the view that having independent directors who have a deep understanding of the company's businesses to be critical, especially at a time when the company's competitive and technological landscape is undergoing radical change. Their counsel will be extremely valuable as the company negotiates the impact of new age technologies and the consequent changes in its business models.

In compliance with the requirements of the Companies Act, 2013, Professor J Ramachandran, Mr V S Hariharan and Mr Keith WF Bradley were appointed as Independent Directors on the Board with the consent of the members for a period of five consecutive years.

The term of their appointment as an independent director would come to an end July 31, 2019. Based on the performance evaluation and on the recommendation of the Nomination and Remuneration Committee, the Board is of the opinion that the Company (and its leadership team) has received invaluable inputs from them during their present term as Independent Directors. It believes that their continued association will add immense value to the Company. Accordingly, it is proposed to re-appoint Professor J Ramachandran, Mr V S Hariharan and Mr Keith WF Bradley for a second term till March 31, 2024.

The aforesaid directors fulfil the conditions specified in the Act and rules made thereunder for their reappointment as Independent Directors for one more term. The Company has received declarations from the Directors that they fulfil the criteria of independence under the Companies Act, 2013 and the Listing Regulations. Hence your Board recommends the resolution nos. 7 to 9 for the approval of members.

The brief profiles of Professor J Ramachandran, Mr V S Hariharan and Mr Keith W F Bradley are provided in Annexure A to this notice.

Except for Professor J Ramachandran, Mr V.S. Hariharan and Mr Keith W F Bradley, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution nos. 7 to 9.

Professor J Ramachandran: Chairman of the Board

Professor J Ramachandran is a Professor of Strategy at the Indian Institute of Management, Bangalore. A qualified Chartered and Cost Accountant and a Fellow of the Indian Institute of Management, Ahmedabad, he serves as an independent director on the board of leading Indian companies. He carries rich experience in corporate management and his work has been published in leading journals such as the Harvard Business Review, Strategic Management Journal, Global Strategy Journal and the Journal of International Business Studies.

The company, prior to the listing of its shares, inducted Professor Ramachandran to the Board as an independent director in 2006. In keeping with its strong commitment to the highest standards of corporate governance – exemplified by separating the Chair and CEO positions – appointed him as Chairman of the Board. He has since provided excellent leadership to the Board enabling it to function as the highest decision making body in the company. He devotes significant time and effort to the affairs of the Company. Apart from bringing independent judgment to bear on the Board's deliberations, especially on issues pertaining to strategy and performance, he has successfully harnessed the expertise of the various members of the Board by effectively leveraging the various committees of the board and with his skilful moderation of the discussions of the Board. As the Chairman, he conducts the Annual General Meetings of the Company in an able and professional manner.

In 2017, the promoters of the company divested their entire shareholding and Redington became a fully Board-led, professionally managed company. Since then the role of the Chairman of the Board has become even more significant. The company strongly believes Professor Ramachandran's leadership of the Board as an Independent Chairman will prove to be hugely beneficial – his counsel will enable it to effectively negotiate the myriad challenges it confronts in its strategic and operating environment.

Professor Ramachandran is eligible for one more term. The Board recommends his appointment in view of his immense contributions, accentuated more so on account of the promoter-less, professionally managed and Board-led nature of the Company. Also, Professor Ramachandran is just 61 years of age and that is an added advantage

Mr V S Hariharan: Independent Director, Chairman of Nomination and Remuneration Committee, CSR Committee and Strategy Committee.

Mr V S Hariharan graduated from the IIT-Madras and holds an MBA from IIM-Bangalore.

He has over 25 years of Sales, Marketing, and General Management experience across regional, national and global level roles in the Information Technology Industry. He started his career with Wipro in India and later relocated to Singapore with Hewlett-Packard (HP) where he spent over 18 years. In HP, Mr Hariharan held a number of positions as Vice President, leading different businesses ranging from the Global laser business, Asia Pacific Imaging and Printing Sales and field operations, Asia Pacific Graphic Solutions Business.

Co-opted on the Board in July 2012, Mr Hariharan is the Chairman of the Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Strategy Committee of the Board. He is also a member of the Audit Committee and the Risk Management Committee

Over the last few years, the Nomination and Remuneration Committee has made several key contributions such as Board surveys, to improve effectiveness of Board functioning, inducting new Directors to enhance competencies needed in the Board, succession planning and development for top management. Mr. Hariharan, as the Chairman of Nomination and Remuneration Committee, has provided leadership in the Committee on a variety of these topics. The Strategy Committee was formed to provide a framework and recommendation to the Board and guidance to the management team on key strategy areas, areas to invest in and areas to optimize. Mr. Hariharan with his vast experience in various transformations at companies like HP and Wipro provides valuable inputs and steering in the Strategy Committee.

Mr Hariharan, with his interest in social welfare, also heads the CSR Committee. With his guidance, the CSR activities of the Company are making a humble yet meaningful difference to the needy and challenged sections of the rural population.

Mr Keith WF Bradley: Independent Director, Chairman of Risk Management Committee.

Mr Keith WF Bradley is a Chartered Accountant from the United Kingdom, with a Masters of Accounting from the Queen's University of Belfast. He served as the Senior Executive Vice-President and President of Ingram Micro North America and played a vital role in developing strategies for the region. Mr. Bradley was responsible for the overall performance of Ingram Micro's US and Canadian operations.

Co opted on the Board in April 2013, Mr Bradley is the Chairman of Risk Management Committee and member of the Audit Committee, Nomination and Remuneration Committee and the Corporate Social Responsibility Committee.

His vast experience in the distribution industry has endowed him with an all-encompassing, detailed understanding of the business and regulatory landscape, which has provided your Company with a vital edge in business expansion and decision-making.

For your Company, being one of the largest distributors of IT and IT-related products, technological expertise is an added advantage for being abreast with global technological trends and developments, and also in understanding market behaviour.

Thanks to his wide international experience, Mr Bradley has brought in a strong appreciation of global trends, perspectives and technological insights – this has helped the Company significantly in staying at the edge of technology and also for making informed business decisions. His contribution towards risk assessment and its management in overseas markets has been truly remarkable.

Item No. 10

Mr. E. H. Kasturi Rangan (DIN: 01814089) was appointed as a Whole-Time Director at the Annual General Meeting held on July 27, 2016 for a period of three years with effect from May 24, 2016. As per his terms of appointment, his office as Whole-Time Director of the Company would have expired on May 23, 2019. The Nomination and Remuneration Committee and the Board of Directors of your Company felt that ProConnect Supply Chain Solutions Limited (ProConnect), a wholly owned subsidiary of the Company has immense potential to expand in the near future and decided that a senior management person to be appointed to focus and drive the growth of that entity. It suggested appointing Mr. E. H. Kasturi Rangan, who was responsible for the operations of ProConnect as its Managing Director. The Board took note of the consent of Mr. E.H. Kasturi Rangan to accept the new position at ProConnect. To concentrate more on his new responsibility, Mr. E.H. Kasturi Rangan tendered his resignation from the Board and the Board took note of the same.

The Nomination and Remuneration Committee acknowledging the contribution by Mr. S V Krishnan, Chief Financial Officer, recommended his elevation as the Whole Time Director of the Company in the place of Mr. E. H. Kasturi Rangan. Considering the recommendation of Nomination and Remuneration Committee, the Board of Directors approved appointment of Mr. S V Krishnan as Whole Time Director for a period of 3 years with effect from May 22, 2019 on the terms and conditions as set out below.

Salary

Basic Salary	: Rs. 2,70,833/- per month
Allowances	: Rs. 2,09,584/- per month
Contribution to Provident Fund	: 12% of basic salary
Contribution to NPS	: 10% of basic salary
Leave Travel Allowance	: As per the policy of the Company

Performance Linked bonus

As may be approved by the Nomination and Remuneration Committee subject to a maximum of Rs. 27.86 lakhs Per Annum

Annual Revision

The salary and performance linked bonus shall be revised with an annual increment as may be decided by the Nomination and Remuneration committee. The annual increments will be merit based and taking into account the Company's performance.

Employee benefits

During the term of office, Mr. S. V. Krishnan will be entitled to all Employee benefit as per the policies of the Company. Subject to the approval of the Nomination and Remuneration Committee, Mr. S V Krishnan will be included as part of the incentive schemes of the Company including the share-based incentive schemes.

Expenses

The Company will reimburse the expenses incurred by Mr. S. V. Krishnan in furtherance of or in connection with the performance of his duties, in accordance with the Company's policy.

Minimum Remuneration

The remuneration as set out above may be paid as the minimum remuneration to Mr. S. V. Krishnan, in the event of absence or inadequacy of profits in any financial year, provided that the total remuneration payable by way of salary, perquisites and any other allowance shall not exceed the ceiling provided in Section II of Part II of Schedule V of the Companies Act, 2013

Your Directors recommend the resolution 10 set out in the notice above, for the approval of the Members.

A brief profile of Mr. S. V. Krishnan is provided at Annexure A to this Notice.

Except Mr. S.V. Krishnan, None of the Directors and Key Managerial Personnel, of the Company or their relatives are concerned or interested in the resolution no. 10.

Item No. 11

Harrow Investment Holding Limited (HIHL), the erstwhile promoters of the Company disinvested their entire stake in the Company on July 6, 2017. Post disinvestment they requested reclassification of their status as Promoter. At its meeting held on July 27, 2017, the Board took on record the request received from HIHL. Further, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company obtained an approval from the shareholders during November 2017.

The Company made an application to the stock exchanges for reclassification of HIHL's status as Promoter. One of the conditions under erstwhile SEBI (LODR) Regulations, for reclassifying the promoter status and recognizing the Company as professionally managed was that there shall be 'No person holding more than 1% of the paid-up equity capital of the company'. Synnex and Standard Chartered PE held more than 1%.

The Company made an application to SEBI to obtain relaxation from the condition that, there shall be 'No person holding more than 1% of the paid-up equity capital of the company'. SEBI did not accept to our request, due to policy concerns in the matter.

On November 16, 2018, SEBI modified the 'Conditions for re-classification of any person as 'promoter/public' by amending SEBI (LODR) Regulations. In particular, the condition that 'no person shall hold more than 1% of the paid-up equity capital of the company' for being considered as a professionally managed company was removed. SEBI brought in the concept of 'Listed entity with no promoter' in the place of 'Professionally Managed'.

Pursuant to SEBI (LODR) (Sixth Amendment) Regulations, 2018, the Company is now required to obtain fresh approval from the Board and shareholders of the Company for reclassifying HIHL as 'public'.

Considering the above, the Board at its meeting held on March 14, 2019 considered and approved the request of HIHL for reclassifying their status as 'public'.

The Board recommends the resolution No. 11 for the approval of members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution no. 11 set out in this Notice.

Item No. 12

The Company had appointed Ernst & Young LLP, Singapore (EY) as Auditors for the Branch office at Singapore for the Financial Year 2018-19, in the Annual General Meeting held on July 30, 2018. As the term of office of EY has expired, it is proposed to reappoint EY, as Auditors for the Branch office at Singapore for the Financial Year 2019-20.

The Board recommends the resolution No. 12 for the approval of members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution no. 12 set out in this Notice.

ANNEXURE A
Details of Directors seeking appointment / re-appointment at the Annual General Meeting as on March 31, 2019

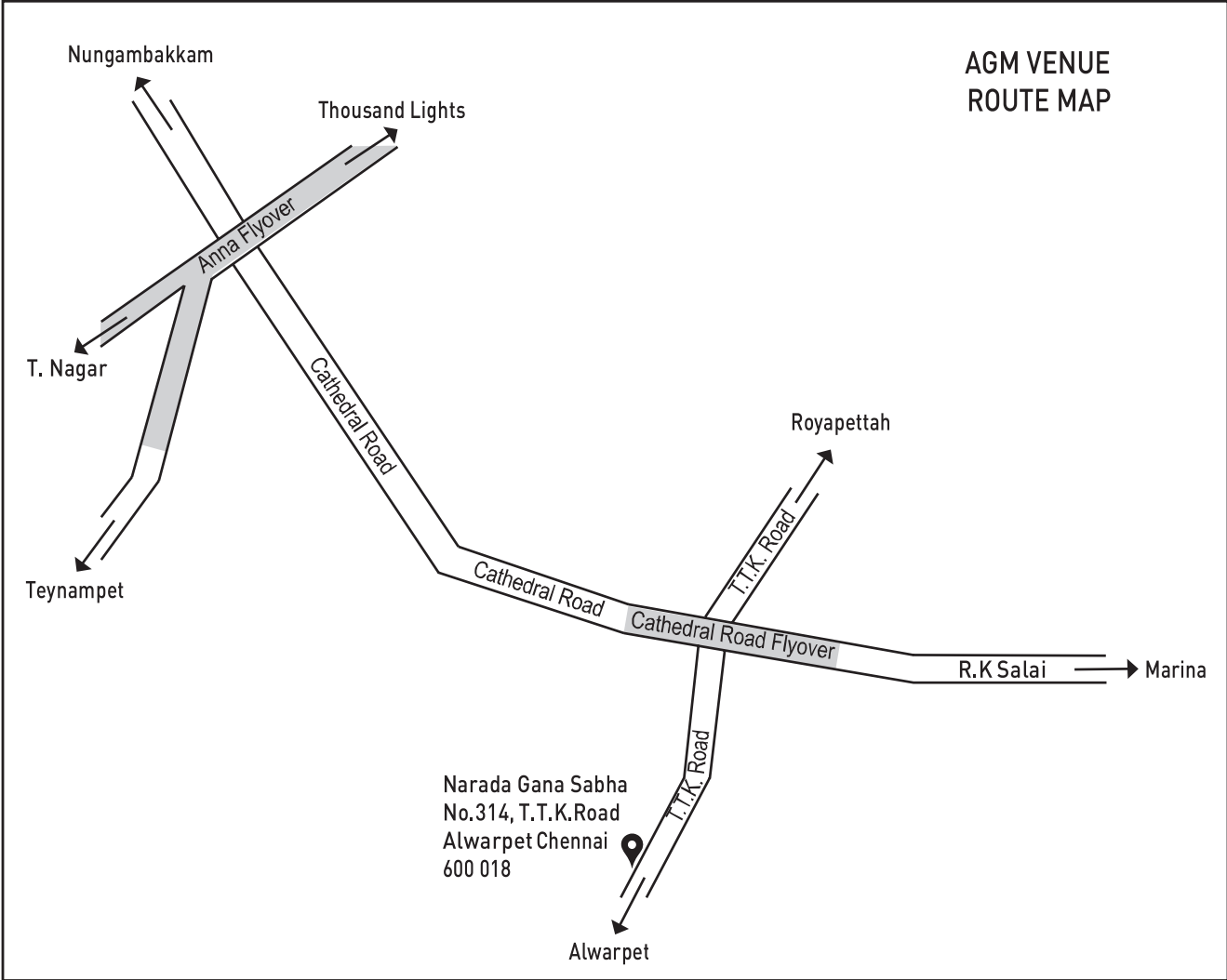
Name of the Director	Mr. S.V. Krishnan	Ms. Chen, Yi-Ju	Mr. Udai Dhawan	Ms. Anita P Belani
Date of Birth	(DIN 07518349) April 21, 1973	(DIN 08031113) July 09, 1972	(DIN 03048040) January 17, 1973	(DIN 01532511) January 19, 1964
Age	45	46	46	55
Date of Appointment / Reappointment	May 22, 2019	December 26, 2017	January 10, 2017	April 1, 2019
Experience	Mr. S.V. Krishnan is a Chartered Accountant, Cost Accountant and a Company Secretary. He has over two decades of industry experience and joined Redington in May 1998. Presently, he is the Chief Financial Officer of Redington (India) Limited. He is the Chairman of the Board of Ensure Support Services (India) Limited and is also a Director on the Board of ProConnect Supply Chain Solutions Limited. Prior to joining Redington, he was employed with Ashok Leyland Limited.	Ms. Chen, Yi-Ju has 20 years of working experience in Financial Investment and IT industry with solid experience in Corporate Finance. She joined Synnex in 2008 and now is in charge of overseas subsidiaries management and investment management. In Synnex, she participated in several JV projects, including the cases in Indonesia and Vietnam. Prior to joining Synnex, she worked with CMC Magnetics Corporation, Argus Technologies and Lite-On Group.	Mr. Udai Dhawan is a Managing Director and the Head for Standard Chartered Private Equity (SCPE) in India. He joined SCPE in 2008 and has been involved in a substantial number of SCPE's investments in India, and serves on the board of many of the fund's portfolio companies. Prior to SCPE, Udai worked for 13 years in financial services focused on corporate investing, M&A and corporate finance, both in India and the United States. Udai's roles have included positions with Kotak Mahindra Capital in investment banking, with Sabre Inc. in corporate development, with JP Morgan in investment banking, and with Arthur Andersen in corporate finance advisory.	Ms. Anita P Belani is a seasoned professional with over 30 years of experience as a senior business & human capital leader. She is currently the Operating Partner with Gaja Capital. In her previous roles she has been the Managing Director India for Russell Reynolds Associates and has lead consulting businesses as Country Head India for Right Management and Watson Wyatt. Ms. Anita has previously worked with Sun Microsystems in San Francisco in a strategic global HR position, KPMG in the USA, Jardine Fleming and American Express TRS. She is an ICF Accredited Executive Coach and has 15 years of coaching experience under her belt having coached several C-suite level executives across various sectors. Ms. Anita takes keen interest in mentoring startups and is a key member of the Lead Angels network & 1crowd which focus on investing in early stage companies.
Qualifications	Chartered Accountant, Cost Accountant and Company Secretary	Graduate in Agri-Economics from National Taiwan University, with major in International Finance.	MBA from the Wharton School, University of Pennsylvania and is a Chartered Accountant from the Institute of Chartered Accountants of India.	MBA from XLRI, Jamshedpur and B.A (Hons.) in Economics from Miranda House, University of Delhi
Expertise in Specific Functional Area	Corporate Finance	Corporate Finance	Business Strategy	Human Resources Management
Directorship in other Indian Public Limited Companies other than Redington (India) Limited	1. Ensure Support Services (India) Limited 2. ProConnect Supply Chain Solutions Limited	NIL	1. Prime Focus Limited 2. Powerica Limited 3. Ocean Sparkle Limited 4. Craftsman Automation Limited	1. Eternis Fine Chemicals Limited

Memberships / Committees of Indian Public Limited Companies other than Redington (India) Limited	Audit Committee: 1. Eternis Fine Chemicals Limited Nomination & Remuneration Committee: 1. Eternis Fine Chemicals Limited [Chairman]	Audit Committee : 1. Powerica Limited 2. Ocean Sparkle Limited 3. Craftsman Automation Limited Nomination & Remuneration Committee: 1. Powerica Limited 2. Ocean Sparkle Limited CSR Committee: 1. Craftsman Automation Limited	NIL	Audit Committee: 1. Ensure Support Services (India) Limited 2. ProConnect Supply Chain Solutions Limited [Chairman] Nomination & Remuneration Committee: 1. Ensure Support Services (India) Limited CSR Committee: 1. ProConnect Supply Chain Solutions Limited 2. Ensure Support Services (India) Limited
Shareholding details in the Company	NIL	NIL	NIL	50408 shares
Period of appointment	April 1, 2019 to March 31, 2022	Subject to retirement by rotation	Subject to retirement by rotation	May 22, 2019 to May 21, 2022
Relationship between the Directors, Manager and other Key Managerial Personnel Inter-se	NIL	NIL	NIL	NIL

Name of the Director	Prof. J. Ramachandran (DIN 00004593)	Mr. V.S. Hariharan (DIN 05352003)	Mr. Keith WF Bradley (DIN 06564581)
Date of Birth	June 1, 1957	April 4, 1962	November 17, 1963
Age	61	56	55
Date of Appointment / Reappointment	July 31, 2014	July 31, 2014	July 31, 2014
Experience	Prof. J. Ramachandran is a Professor of Strategy at the Indian Institute of Management, Bangalore. His research focuses on the strategic and organizational challenges of firms - spanning areas of genesis, growth and governance. His work has been published among others in the Harvard Business Review, Strategic Management Journal, Journal of International Business Studies and Global Strategy Journal. His research has won multiple best paper proceedings and the IMD FDC Award from the Academy of Management, USA. He has been recognized with the Best Case Awards from various associations, including the Tata Steel IIM-B Award. Over the years, he has won multiple Best Teacher Awards at IIM Bangalore.	Mr. V.S. Hariharan has over 22 years of experience in sales, marketing, operations and general management experience across Global, Regional and Country level roles in the Information Technology Industry. Starting his career with Wipro in India, he relocated to Singapore and associated with Hewlett-Packard (HP) for more than 18 years. In HP, Mr. Hariharan held a number of positions and was promoted as Vice President leading different business ranging from Worldwide laser business, Asia Pacific Sales and Field Operations and Asia Pacific Graphic Solutions. He is the co-founder and CEO of Third Wave Power Pte Limited – a Global Business based on Solar Portable Solutions based out of Singapore.	Mr. Keith WF Bradley served as the Senior Executive Vice President and President of Ingram Micro North America and played a vital role in developing strategies for the region. Mr. Bradley was responsible for overall performance of Ingram Micro's US and Canadian operations. Under his leadership, Ingram Micro North America had introduced several new divisions and services. Mr. Bradley started his career with M/s PriceWaterhouseCoopers, UK and moved to M/s Walt Disney Consumer Products before joining Ingram Micro.
Qualifications	Fellow of the Indian Institute of Management, Ahmedabad and a Qualified Chartered and Cost Accountant	Graduate from IIT-Madras and an MBA from Indian Institute of Management, Bangalore	Chartered Accountant from the United Kingdom and Masters in Accounting from the Queen's University of Belfast

Expertise in Specific Functional Area	Strategic Management; International Business	Business Strategy	Business Strategy
Directorship in other Indian Public Limited Companies other than Redington (India) Limited	<ol style="list-style-type: none"> 1. Reliance Communications Limited 2. Sasken Technologies Limited 3. Reliance Infratel Limited 	1. Rex-Tone Industries Limited	NIL
Membership / Chairmanship of Committees in Indian Public Limited Companies other than Redington (India) Limited	<p>Audit Committee:</p> <ol style="list-style-type: none"> 1. Reliance Communications Limited 2. Sasken Technologies Limited 3. Reliance Infratel Limited <p>Nomination and Remuneration Committee:</p> <ol style="list-style-type: none"> 1. Reliance Communications Limited 2. Sasken Technologies Limited [Chairman] 3. Reliance Infratel Limited <p>CSR Committee:</p> <ol style="list-style-type: none"> 1. Reliance Communications Limited 2. Reliance Infratel Limited <p>Stakeholders' Relationship Committee:</p> <ol style="list-style-type: none"> 1. Reliance Communications Limited 2. Sasken Technologies Limited [Chairman] 	NIL	NIL
Shareholding details in the Company	5000 shares	NIL	NIL
Period of appointment	August 1, 2019 to March 31, 2024	August 1, 2019 to March 31, 2024	August 1, 2019 to March 31, 2024
Relationship between the Directors, Manager and other Key Managerial Personnel Inter-se	NIL	NIL	NIL

For details such as number of Board Meetings attended during the year, remuneration drawn and sought to be paid, please refer to the Report on Corporate Governance which is a part of this Annual Report.



**AGM VENUE
ROUTE MAP**

REDINGTON (INDIA) LIMITED

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

CIN : L52599TN1961PLC028758

Website : www.redingtongroup.com

Email id : investors@redington.co.in Phone No.: 044 42243353

Fax No.: 044 22253799

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s): _____

Registered address: _____

E-mail Id: _____

Folio No/ Client Id: _____

DP ID: _____

I/We, being the member(s) of _____ shares of the above named company, hereby appoint

Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him / her

Name: _____

Address: _____

E-mail Id: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Sixth Annual General Meeting of the Company, to be held on Tuesday, July 30, 2019 at 10.00 A.M at the Mini Hall, Narada Gana Sabha, No. 314, T.T.K Road, Alwarpet, Chennai – 600 018 and at any adjournment thereof in respect of such resolutions as are indicated below

S. No.	Resolution Particulars	Vote	
		For	Against
1.	Adoption of Standalone Financial Statements for the year ended March 31, 2019		
2.	Adoption of Consolidated Financial Statements for the year ended March 31, 2019		
3.	Declaration of Dividend on the Equity Shares		
4.	Re-appointment of Ms.Chen, Yi-Ju (DIN: 08031113), who retires by rotation		
5.	Re-appointment of Mr. Udai Dhawan (DIN: 03048040), who retires by rotation		
6.	Appointment of Ms. Anita P Belani (DIN: 01532511) as Independent Director		
7.	Re-appointment of Prof. J. Ramachandran (DIN: 00004593) as Independent Director		
8.	Re-appointment of Mr. V.S. Hariharan (DIN: 05352003) as Independent Director		
9.	Re-appointment of Mr. Keith WF Bradley (DIN: 06564581) as Independent Director		
10.	Appointment of Mr. S V Krishnan (DIN: 07518349) as a Whole-time Director		
11.	Reclassification of Promoter Status of Harrow Investment Holding Limited as Public		
12.	Appointment of Branch Auditor		

Signed this _____ day of _____ 2019.

Signature of Member

Signature of Proxy holder(s)

Affix ₹ 1/-
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. The member may vote either for or against each resolution.



Redington

SEAMLESS PARTNERSHIPS

REDINGTON (INDIA) LIMITED

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

CIN : L52599TN1961PLC028758

Website : www.redingtongroup.com, Email id : investors@redington.co.in

Phone No.: 044 42243353, Fax No.: 044 22253799

ATTENDANCE SLIP

Twenty Sixth Annual General Meeting - 30th July 2019

Name & Address:

(including Joint Holders, if any)

Registered Folio No:

DP Id Client ID:

(Applicable to investors holding Shares in demat form)

No. of Shares Held:

I certify that I am a member/ proxy for the member of the company

I hereby record my presence at the Twenty Sixth Annual General Meeting of the Company at the Mini Hall, Narada Gana Sabha, No. 314, T.T.K Road, Alwarpet, Chennai- 600 018 on Tuesday, the 30th July 2019 at 10.00 A.M.

Name of the member/proxy

Signature of the Member/Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

EVOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

The e-voting facility will be available during the following period

Commencement of E-voting	End of E-voting
27th July 2019 (9:00 am)	29th July 2019 (5:00 pm)

Note: Please refer to the instructions forming integral part of the notice for the Annual General Meeting.

