

Redington (India) Limited

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

CIN: L52599TN1961PLC028758

Website: www.redingtongroup.com

E-mail 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 SEVENTH ANNUAL GENERAL MEETING of the members of the Company will be held on Wednesday, August 12, 2020, at 10.00 A.M through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business :

ORDINARY BUSINESS

Item No. 1 - Adoption of Standalone Financial Statements

To receive, consider and adopt the Standalone audited Balance Sheet as at March 31, 2020, 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

Item No. 2 - Adoption of Consolidated Financial Statements

To receive, consider and adopt the Consolidated audited Balance Sheet as at March 31, 2020, 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

Item No. 3 - Re-appointment of Director retiring by rotation

To appoint Mr. Tu, Shu-Chyuan (DIN: 02336015) as a Director, who retires by rotation and being eligible, offers himself for re-appointment

Item No. 4 - Re-appointment of Director retiring by rotation

To appoint Ms. Chen, Yi-Ju (DIN: 08031113) as a Director, who retires by rotation and being eligible, offers herself for re-appointment

SPECIAL BUSINESS

Item No. 5 - 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, consent 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 2020-21, on such terms and conditions as may be fixed by the Board of Directors in consultation with the Audit Committee”.

Item No. 6 - Payment of Remuneration to Non-Executive Directors

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

“RESOLVED THAT pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder and Regulation 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 as amended from time to time, consent of the members of the Company be and is hereby accorded for payment of remuneration to Non-Executive Directors of the Company, by way of Commission upto a maximum limit of 1% of net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013, in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, for a period of five years commencing from financial year ended March 31, 2020, to be divided in such manner as the Board of Directors may determine and deem fit”.

**By Order of the Board
For Redington (India) Limited**

Place : Chennai
Date : June 11, 2020

**M Muthukumarasamy
Company Secretary**

Notes:

1. The explanatory statement, pursuant to Section 102 of the Companies Act 2013 in respect of the business under item nos. 5 and 6 is attached hereto.
2. Pursuant to General Circular numbers 20/2020 dated May 05, 2020 read with 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 issued by Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), considering the outbreak of CoVID-19 pandemic, companies are allowed to hold Annual General Meeting (AGM) through VC/OAVM, without requiring mandatory physical presence of members at a common venue. Hence, in compliance with the Circulars, the members can attend and participate in the ensuing AGM through VC/OAVM.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf at the AGM, and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Since the AGM will be held through VC/OAVM, the route map is not annexed to this Notice.
4. Participation of members through VC/OAVM will be reckoned for the purpose of ascertainment of quorum under Section 103 of the Companies Act, 2013. All resolutions shall continue to be passed through the facility of e-voting made available for the members.
5. Members of the Company under the category of Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are encouraged to attend and vote at the AGM through VC/OAVM. Members intending to authorize their representatives to participate and vote at the meeting are requested to submit a scanned copy (PDF format) of the relevant Board Resolution / Authorization Letter, etc. together with attested specimen signature(s) 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.
6. The details pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM is enclosed as Annexure A to this notice.
7. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Share Transfer Agent, M/s Cameo Corporate Services Limited at their contact given elsewhere in the Notice for assistance in this regard.

8. In order to receive the statutory communications on time, the Company requests
 - a. The members who are holding shares in Physical mode to update their valid E-mail ID with the Registrar and Share Transfer Agent of the Company, Cameo Corporate Services Limited at <https://investors.cameoindia.com/> and
 - b. The members / beneficial owners holding shares in dematerialized form are requested to update their valid E-mail IDs with the respective depository participants from time to time.
9. The members holding shares in physical mode are requested to lodge/notify the 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 by sending e-mail to investor@cameoindia.com.
10. 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 Agent of the Company, as the Company is obliged to use only the data provided by the Depositories.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. The registers and other documents as required under statutory regulations, will be made available for inspection to the members, in electronic mode without any fee, during the Annual General meeting.
13. 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, 2012 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 for the financial year ended March 31, 2013 and shares on which dividend remains unpaid or unclaimed for a continuous period of seven years, become due for transfer to IEPF during FY 2020-21. Members who have not claimed their dividend from the abovementioned 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.

14. In compliance with the Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Depositories/Company's Registrar and Share transfer agent. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.redingtongroup.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>
15. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, August 6, 2020 to Wednesday, August 12, 2020 (both days inclusive). A person who is not a member as on the cut-off date (i.e August 5, 2020) should treat this Notice for information purpose only.
16. All correspondences with regard to dividends and matters related therewith may be addressed directly to the Company's Registrar and Share Transfer Agent 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
17. **Voting through Electronic means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 of National Securities Depository Limited (NSDL) for facilitating e-voting.

The remote e-voting period commences on August 9, 2020 (9:00 am) and ends on August 11, 2020 (5:00 pm). The e-voting module will be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

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. August 5, 2020.

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 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.

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 August 5, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or agm@cameoindia.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

Contact Details		
Company's Registrar and Share Transfer Agent	Cameo Corporate Services Limited	Subramanian Building, 5th Floor, No.1, Club House Road, Chennai - 600 002. Contact no: 044 28460390. Email Id: agm@cameoindia.com
Scrutinizer	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 e-services 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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow the steps mentioned below in 'Process for those shareholders whose e-mail IDs are not registered'.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- 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.
- Click on "Physical User Reset Password" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- 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.
- 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?

- 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.
- 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(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bhuvana.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.
3. 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

Process for registration of e-mail IDs for receiving Annual Report and login details for e-voting and for participation in AGM through VC/OAVM to those shareholders whose e-mail IDs are not registered

1. In case shares are held in physical mode, please get your email address registered with Company's Registrar M/s. Cameo Corporate Services Limited, by clicking the link: <https://investors.cameoindia.com/> and follow the registration process as guided therein. You are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e mail id.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, Client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar card) by e-mail to evoting@nsdl.co.in.

The instructions for members for e-voting on the day of the AGM are as under -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

The shareholders may refer the Frequently Asked Questions (FAQs) and e-voting user manual 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 for any grievances connected with the facility for e-Voting on the day of the AGM.

Instructions for members for attending the AGM through VC/OAVM and for voting during AGM are as under -

1. Members will be provided with a facility to attend the AGM through VC/OAVM through NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for joining meeting through VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Desktops or Laptops or Tablets for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants connecting from Desktops or Tablets or Laptop via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members can join the AGM in VC/OAVM mode, between 15 minutes before and after the scheduled time of commencement of the meeting by following the procedure mentioned in this notice.
6. The facility for participation in the AGM through VC/OAVM will be available for 1000 members on first-come-first-served basis. This will not include large shareholders (i.e shareholders holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, Auditors, etc., who are allowed to attend the AGM without restriction on account of first-come-first-served basis.
7. Shareholders who would like to express their views/ask questions may express the same through any of the following options -
 - A. **Through Registered E-Mail ID:** Shareholders may send their views/questions in advance, mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investors@redington.co.in from August 6, 2020 (09.00 AM) to August 10, 2020 (05.00 PM). Members are requested to send their e-mail with the subject titled *"AGM 2020 - Expression of views/questions"*. The same will be replied by the Company suitably.
 - B. **Being a speaker during AGM:** Members may register themselves as speaker by sending their request from their registered e-mail address mentioning their name, demat account number/folio number, email ID, mobile number at investors@redington.co.in on or before the closing business hours of August 9, 2020. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers, upto 10 members, on first-come-first-served basis.

Explanatory Statement to the Notice

Item No. 5

The Company had appointed Ernst & Young LLP, Singapore (EY) as Auditors for the Branch office at Singapore for the Financial Year 2019-20, in the Annual General Meeting held on July 30, 2019. As the term of office of EY has expired on 31st March 2020, it is proposed to re-appoint EY, as Auditors for the Branch office at Singapore for the Financial Year 2020-21.

The Board recommends the resolution set out in item no. 5 of the Notice 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. 5 set out in this Notice.

This item is considered unavoidable, and hence included in this notice.

Item No. 6

The members of the Company at their meeting held on August 3, 2015 approved the payment of commission to Non-Executive Directors upto a limit of 1% of net profits of the Company subject to the applicable provisions of the Companies Act, 2013 and the then Clause 49 of Listing Agreement, for a period of five years from the financial year ended March 31, 2015.

Considering the contribution and guidance of 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 the net profits of the Company, subject to the applicable provisions of the Companies Act, 2013, for a further period of five years from the financial year ended March 31, 2020.

The Board recommend the resolution set out in item no. 6 of the Notice for approval of members.

None of the Directors, other than the Non-Executive Directors of the Company to the extent of their shareholding, Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution no. 6 set out in this Notice.

This item is considered unavoidable, and hence included in this notice.

**By Order of the Board
For Redington (India) Limited**

**M Muthukumarasamy
Company Secretary**

Place : Chennai

Date : June 11, 2020

Annexure A

Details of Directors seeking re-appointment at the Annual General Meeting as on March 31, 2020

Name of the Directors	Mr. Tu, Shu-Chyuan	Ms. Chen, Yi-Ju
	DIN: 02336015	DIN: 08031113
Date of Birth	January 18, 1958	July 09, 1972
Age	62 years	47 years
Date of Appointment / Re-appointment	October 24, 2008	December 26, 2017
Experience	Mr. Tu, Shu-Chyuan has overall 37 years of experience in global IT industry. He joined Synnex in 1994 and held a series of management positions. He is currently the VP of business development of Synnex. Prior to joining Synnex, he worked for various computer networking companies in the State and had focused expertise in planning and management.	Ms. Chen, Yi-Ju has more than 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.
Qualifications	Engineering Graduate from the National Chiao Tung University, Taiwan and has a Master's degree in Computer Engineering from San Jose State University, USA	Graduate in Agri-Economics from National Taiwan University, with major in International Finance
Expertise in specific business function	Business Strategy	Corporate Finance
Last drawn remuneration for FY19	NIL	NIL
Remuneration sought to be paid	NIL	NIL
Directorship in other Indian Public Limited Companies other than Redington (India) Limited	NIL	NIL
Shareholding details in the Company	NIL	NIL
Period of Appointment	Subject to retirement by rotation	Subject to retirement by rotation
Relationship between Directors, Manager and other Key Managerial Personnel <i>Inter-se</i>	NIL	NIL

For details on number of Board Meetings attended during the year, please refer to the Report on Corporate Governance which is a part of this Annual Report.