REDINGTON (INDIA) LIMITED

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

www.redingtonindia.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 192A of the Companies Act, 1956 / Section 110 of Companies Act, 2013)

Dear Member(s),

NOTICE is hereby given pursuant to Section 192A of the Companies Act, 1956/ Section 110 of Companies Act, 2013, as amended (the "Companies Act"), read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended (the "Rules"), that the resolutions appended below are proposed to be passed by way of postal ballot.

The Company is seeking your consent for the proposal as contained in the draft resolutions. The Resolutions and relevant Explanatory Statement setting out the material facts and the reasons for the Resolutions are appended herewith for your consideration alongwith a Postal Ballot Form and a 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 in a fair and transparent manner.

The Board of Directors has appointed 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.

Pursuant to Circular No. CIR/CFD/DIL/6/2012 dated 13th July 2012 of the Securities and Exchange Board of India, the Company is pleased to offer the option of e-voting facility to all the members of the Company. The Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting. Members who have registered their e-mail id for the receipt of documents in electronic mode are being sent Notice of Postal Ballot by e-mail. Members who have received Postal Ballot Notice by e-mail and wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link www.evoting.nsdl.com or www.redingtonindia.com or seek duplicate Postal Ballot Form from the Registered Office of the Company.

In case of physical voting, members desirous of exercising their vote by Postal Ballot are requested to complete the enclosed postal ballot form and return the same duly completed in the attached self addressed, postage pre-paid envelope so as to reach the Scrutiniser at the following address: Mr. A.S. Varadharajan, Unit : Redington (India) Limited, M/s. Cameo Corporate Services Limited, Subramanian Building, No.1, Club House Road, Chennai 600 002. The members can cast the votes by electronic mode, as applicable. In both the cases, the completed Postal Ballot Form should reach the Scrutiniser not later than 5.30 PM on 26th December 2013.

Kindly note that members can opt only one mode of voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical Ballot also and vice versa. However, in case a member has voted both in physical as well as e-voting, then voting done through valid physical ballot shall prevail and voting done by e-voting shall be treated as invalid.

The Scrutiniser will submit his report to the Company after completion of the scrutiny and the result of the postal ballot will be declared on 27th December 2013, at the Registered office of the Company, at SPL Guindy House, 95, Mount Road, Guindy, Chennai - 600 032. The result will also be published in the newspaper in English and in Vernacular language circulating in Chennai and will be hosted on the website of the Company (www.redingtonindia.com).

DRAFT RESOLUTION:

Item No. 1 : Sale of Equity Shares held by the Company in M/s Easyaccess Financial Services Limited.

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

"RESOLVED THAT subject to consents, approvals and/or permissions as may be required and in terms of provisions of Section 180 (1)(a) of Companies Act, 2013 and Section 192A of the Companies Act, 1956/Section 110 of the Companies Act, 2013, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 as amended from time to time and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof for the time being in force) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors to sell between 75% to 100% stake in M/s Easyaccess Financial Services Limited, at a price of Rs. 18.97 per share to M/s. Harrow Investment Holding Limited, the promoter of the Company, or its designated nominees, in tranches."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company or a Committee thereof, be and is hereby authorised to take such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed sale and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith".

Item No. 2 : Transfer of Company's Support Services business to a wholly owned subsidiary

To consider and, if thought fit, to pass with or without modification(s), if any, the following Resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 192A of the Companies Act, 1956/ Section 110 of the Companies Act, 2013, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 as amended from time to time and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and subject to other applicable statutory provisions, rules, regulations, guidelines and subject to the approvals, consents, permissions and sanctions as may be necessary from the concerned Statutory Authorities and subject to such terms and conditions as may be imposed by them, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall also include its Committee thereof constituted by the Board in this regard) to sell, transfer, assign, convey, lease and deliver or cause to be sold, assigned, transferred and delivered the whole of the Support Services business of the Company or substantial part thereof, along with its employees as well as assets and liabilities pertaining thereto, including all relevant licenses, permits, consents and approvals whatsoever, as a "going concern" to M/s. Ensure Support Services (India) Limited, a Wholly Owned Subsidiary of the Company, effective from such date, subject to mutual agreement on such terms and conditions as the Board may deem appropriate in the best interest of the Company".

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, matters, deeds and things, as may be necessary, without further referring to the members of the Company, including finalizing and varying the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalising and executing necessary documents including schemes, agreements, deeds of assignment / conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company including the power to delegate, to give effect to this Resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Item No. 3: Increasing the limits to make loans or investments and to give guarantees or to provide security in connection with a loan made under Section 372A of Companies Act, 1956 / Section 186 of Companies Act, 2013

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

"RESOLVED THAT pursuant to Section 372A of the Companies Act, 1956 / Section 186 of the Companies Act, 2013, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 as amended from time to time and other applicable provisions of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the consent of the members be and is hereby accorded to the Board of Directors to make any loans or investments and to give any guarantees or to provide security in connection with a loan made by any other person to, or to any other person by, a body corporate as the Board of Directors may think fit, for an amount not exceeding Rs. 2,000 Crore (Rupees Two Thousand Crore only) as detailed in the attached explanatory statement, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 372A of Companies Act 1956/ Section 186 of Companies Act, 2013 as in their absolute discretion deem beneficial and in the interest of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company and/ or Committee of Directors constituted for this purpose be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans made or guarantees given or securities to be provided and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

By Order of the Board
For Redington (India) Limited

Place: Chennai
Date: 7th November 2013

M. Muthukumarasamy
Company Secretary

Notes

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 192A of the Companies Act, 1956/ Section 110 of the Companies Act, 2013 in respect of the business under Items No. 1,2 and 3 is annexed hereto.
2. Please read carefully the instructions printed in the Postal Ballot Form.
3. The notice is given to all the members, whose names appear in the Register of Members as on 8th November 2013
4. The date of declaration of the results of the postal ballot will be taken as the date of passing of the resolution proposed in this notice.
5. The members who wish to vote by Postal Ballot Form (instead of e-voting) can download Postal Ballot Form from www.evoting.nsdl.com or www.redingtonindia.com

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

   a. In case of members receiving e-mail from NSDL:

   i. (a) For members whose e-mail addresses have been registered: Open the attached PDF file "Redingtonevoting.pdf" giving your "Client ID" (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password. This contains your "User Id" and "Password" for e-voting.

   (b) For members who have not registered their email address: please refer to the "User- Id" and "Password" printed on the Postal Ballot Form.

   ii. Please note that the Password is an initial password.

   iii. Open internet browser and enter the URL www.evoting.nsdl.com.

   iv. Click on "Shareholders Login".

   v. Enter User Id and Password as initial password as mentioned in step (i)(a) or(b) above and Login into the website.

For security purposes, the company strongly urges you to change your initial password once you login into the website.

vi. Password Change Menu appears. Change the password with the new password of your choice with minimum 8 digits/ characters or combination thereof.

vii. Please note your new password. We strongly recommend that you do not share your new password and take utmost care to keep your password confidential.

viii. In case you are already registered with NSDL, you can use your existing User ID and Password for casting your e-vote.

ix. Home page of "e-voting" opens. Click on "e-voting-Active Voting Cycles".

x. Select "EVEN" of Redington (India) Limited for casting your e-vote in favour of/ or against the resolution.

xi. Now you are ready for "e-voting" as "Cast Vote" page opens.

xii. Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted.

xiii. Upon confirmation, the message, "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.

xiv. Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are also required to send 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 through email on asvaradarajanca@gmail.com with a copy marked to evoting@nsdl.co.in.

xv. In case shareholders desiring split voting i.e. voting FOR and AGAINST on the same Resolution, they can do so by obtaining duplicate Postal Ballot Form from the Registered office of the Company.

xvi. The e-voting period commences on 25th November 2013 and ends on 26th December 2013 (5.30pm). The e-voting module will be disabled by NSDL for voting thereafter.

b. In case of members receiving Postal Ballot Form by Post:

i. Initial password is provided as below at the bottom of the Postal Ballot Form.

EVEN (E-Voting Event Number)	USER ID	PASSWORD

ii. The consent must be accorded by recording the assent in the Column FOR and dissent in the Column AGAINST by placing a tick mark (✓) in the appropriate column.

iii. The member need not use all the votes nor needs to cast all the votes in the same way.

iv. Members are requested not to send any other paper/document along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope. If sent, the same paper document would not be acted upon.

c. 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 "Downloads" section of www.evoting.nsdl.com or call NSDL on 022-24994600.

d. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 AND 192A OF THE COMPANIES ACT, 1956/ SECTION 110 OF THE COMPANIES ACT, 2013.

Item No: 1

With an objective to factor the Company's trade receivables and to meet the financing requirement of Channel Partners in the IT distribution industry, the Company in 2008 forayed into financial services by acquiring M/s Easyaccess Financial Services Limited (Easyaccess) which provides extended finance to the channel partners for them to not only carry on their trade, but also to grow their business while ensuring better margins for the Company. Over the years, Easyaccess's channel financing to the IT eco-system gained significant traction bringing in considerable financial discipline amongst the channel partners.

To ensure its growth, Easyaccess was required to go beyond IT channel financing and do trade finance in other industries. Since the objective of forming Easyaccess is to finance the IT channel, many of the investors felt, any change in the business strategy of Easyaccess is not in the larger interests of the investing community. It is expected that the Company need to utilise its funds in its core business and the businesses which aid the core business either directly or indirectly.

The current macroeconomic environment continues to be challenging due to the general slowdown in Indian economy with increasing stress in the credit environment in the country. Owing to this challenging phase of the NBFC industry and the financial commitments of your Company, the Board of Directors has reviewed its financial exposure in Easyaccess and after detailed deliberations and discussions decided to sell either in part or wholly its stake in the said subsidiary.

Though there were interested investors, in view of the difficult market condition, their valuations were depressed. The Company had received an offer from M/s. Creador II LLC, a PE for investing up to INR 100 Crore at a pre money value of Rs.250 Crore in the form of common Equity Shares. The proposal was not found attractive due to the reason that the valuation offered by PE was below the book value. However, following the discussions with M/s Harrow Investment Holding Limited, Promoter of your Company, they have evinced interest to purchase between 75% to 100% stake of the Company in Easyaccess in tranches at the book value per share of Easyaccess as at 30th September 2013.

The Company has obtained valuation reports from Merchant Bankers for the purpose of ascertaining the fair value of shares. The valuation reports on the fair value of equity shares of Easyaccess submitted by Merchant Bankers were considered by the Board of Directors at its meeting held on 7th November 2013. The Board observed that the Book Value per equity share of Easyaccess is higher than the fair value computed by the Merchant Bankers. The Board of Directors determined Book Value of Rs.18.97 per equity share as the transaction price.

The Valuation Reports issued by Merchant Bankers are available for inspection by members at the Registered Office of the Company during the office hours on any working day from 25th November 2013 up to 26th December 2013.

The Board of Directors of the Company recommends passing of the Resolution in Item no. 1 of the Notice as a special resolution so as to enable the Company to sell its shareholding in Easyaccess.

Directors, Key Managerial Personnel and their relatives who are members of the Company, may be deemed to be concerned or interested in this Resolution to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

Items No: 2

Your Company's operations comprise of Channel Distribution and After Sales Support Services. Through 66 owned service centres and additional 314 Centres owned by authorised service partners, your Company is providing pre-sales, warranty and post-warranty services to many leading global brands. Service business of your Company is the single point of contact providing the entire gamut of services like Call Centre Services, Field Engineering Support, Parts Warehousing, Forward and Reverse Logistics, Imports and Re-exports and Asset Recovery.

Support Service is an adjacency to the distribution business and has been carried out through a division of the company for a long time. Your Company's management is of the opinion to distinctly focus the efforts and resources towards growth and development of each line of businesses of your Company and the Board of Directors assessed various restructuring options to optimize and streamline the operations for effective management of the Company. With an objective to capture the opportunities in the evolving Indian economy through leadership in focused value businesses and driving high growth businesses, it is proposed to carry out the after sales support service business through M/s. Ensure Support Services (India) Limited, a Wholly Owned Subsidiary (WOS) with effect from a suitable date. For this purpose, it is proposed to transfer the assets and liabilities of the Service Division either by way of itemised transfer or any other suitable mode as may be decided by the Board of Directors or its Committee thereof.

Though the business to be transferred would not come under the definition of 'Undertaking' under section 180 (1) (a) of the Companies Act, 2013, as a good governance, the approval of the members of the company is sought.

Your Directors recommend the Resolution in item no.2, as an Ordinary Resolution for your approval.

Directors, Key Managerial Personnel and their relatives who are members of the Company, may be deemed to be concerned or interested in this Resolution to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

Item No: 3

To aid the financial requirements of its subsidiary companies, the Company makes investments and gives loans to the subsidiary companies as and when needed. The Company also provides corporate guarantees on behalf of its subsidiary companies to the banks/financial institutions for the financial assistance provided by them.

As per Companies Act 1956("Act 1956"), a Company can give a loan to bodies corporate or give any guarantees or make investments in the securities of any other body corporate with the approval of the Board of Directors if the same is within the permissible limit of either 100% of free reserves or 60% of the paid up share capital and free reserves. Inter-corporate loans and investments can be made above the aforesaid limits if the Company has prior approval from its members by a Special resolution. Loans and investments made and Corporate guarantees issued by a holding company to or on behalf of its wholly owned subsidiary companies were earlier exempted.

A provision relating to investments, loans and corporate guarantees, similar to the above, is enacted in the Companies Act 2013 (Act, 2013) but it does not exempt the loans/investments/ guarantees given by a holding company to its wholly owned subsidiary(ies). The draft rules provide to consider the loans/investments/guarantees so far made/ given while computing the limit prescribed under Act.

Though the above mentioned provision of Act 2013 is not in effect, since the amount of existing investments/loans/ corporate guarantees made by the Company exceeds the prescribed limit, considering that the investments/loans/ guarantees are given to our wholly owned subsidiaries, this permission is sought to enable the Board of Directors with powers for making further investments/ loans/ guarantees and providing securities, whenever required on need basis up to an amount of Rs.2000 Crore.

Approval of shareholders of the Company is sought to authorise the Board of Directors to make the following Investments/ loans/ Corporate Guarantees as may be required from time to time.

Particulars	**Existing Amount of Investments, Loans and Corporate Guarantees/Securities (as on 30th September 2013) (INR in Crore)**	**Proposed amount of Investments, Loans and Corporate Guarantees/Securities in addition to the existing amount (INR in Crore)**	**Total amount of Investments, Loans and Corporate Guarantees/Securities including the existing amount (INR in Crore)**
Subsidiary Companies	1061.17	588.83	1650.00
Associate Companies	14.60	35.40	50.00
Units of Mutual Funds	-	300.00	300.00
Total	**1075.77**	**924.23**	**2000.00**

These investments, loans, guarantees and securities are made / proposed to be made out of own /surplus funds internal accruals / borrowed funds, the objective of which is optimum utilization of funds of the Company and also to achieve long term strategic and business objectives. The investments, loans, guarantees and securities will be made on terms and conditions most beneficial to the Company and at prevailing market rates.

The Directors are satisfied that this resolution would be in the interest of the Company and its members and accordingly recommend the Resolutions for your approval.

Your Directors recommend the Resolution in item no. 3, as a Special Resolution for your approval.

Directors, Key Managerial Personnel and their relatives who are members of the Company, may be deemed to be concerned or interested in this Resolution 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
For Redington (India) Limited

Place: Chennai
Date: 7th November 2013

M. Muthukumarasamy
Company Secretary