

21th November 2017

The National Stock Exchange of India Limited,
Exchange Plaza,
Bandra – Kurla Complex,
Bandra (E), Mumbai – 400 051

Sub: Intimation of voting results of Postal Ballot under Reg 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sirs,

This has reference to our letter dated 20th October 2017, forwarding copy of the Postal Ballot Notice along with the explanatory statement, dated 5th October, 2017.

The resolutions as set out in the notice have been approved with requisite majority by the members of the Company. The details of the voting casted by members of the Company on the said resolutions along with the Scrutinizer's Report are enclosed herewith in the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you.

Very truly yours,



M. Muthukumarasamy
Company Secretary

Cc:

BSE Limited,
P.J. Towers, 25th Floor,
Dalal Street, Mumbai – 400 001



RESOLUTION NO.1 - APPROVAL OF REDINGTON STOCK APPRECIATION RIGHT SCHEME 2017 AND ISSUE OF STOCK APPRECIATION RIGHTS TO THE ELIGIBLE EMPLOYEES OF THE COMPANY

Resolution Required:(Ordinary/Special)				Special				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PUBLIC-INSTITUTIONS	E-VOTING	229974892	200609605	87.23	128878326	71731279	64.24	35.76
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		7767867	3.38	7767867	0	100	0
	SUB TOTAL	229974892	208377472	90.61	136646193	71731279	65.58	34.42
PUBLIC-NON INSTITUTIONS	E-VOTING	170102568	47379	0.03	43602	3777	92.03	7.97
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		148157140	87.10	148153872	3268	100	0
	SUB TOTAL	170102568	148204519	87.13	148197474	7045	100	0
GRAND TOTAL		400077460	356581991	89.13	284843667	71738324	79.88	20.12

RESOLUTION NO.2 - APPROVAL OF REDINGTON STOCK APPRECIATION RIGHT SCHEME 2017 AND ISSUE OF STOCK APPRECIATION RIGHTS TO THE ELIGIBLE EMPLOYEES OF THE SUBSIDIARIES OF THE COMPANY.

Resolution Required:(Ordinary/Special)				Special				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PUBLIC-INSTITUTIONS	E-VOTING	229974892	200609605	87.23	128878326	71731279	64.24	35.76
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		7767867	3.38	7767867	0	100	0
	SUB TOTAL	229974892	208377472	90.61	136646193	71731279	65.58	34.42
PUBLIC-NON INSTITUTIONS	E-VOTING	170102568	47379	0.03	43470	3909	91.75	8.25
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		148157140	87.10	148153852	3288	100	0
	SUB TOTAL	170102568	148204519	87.13	148197322	7197	100	0
GRAND TOTAL		400077460	356581991	89.13	284843515	71738476	79.88	20.12



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**RESOLUTION NO.3 - DECLASSIFICATION/RECLASSIFICATION OF PROMOTER STATUS OF HARROW INVESTMENT HOLDING LIMITED**

Resolution Required:(Ordinary/Special)				Ordinary				
Whether promoter/ promoter groups are interested in the agenda/resolution?				Yes				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PUBLIC-INSTITUTIONS	E-VOTING	229974892	213053255	92.64	213053255	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		7767867	3.38	7767867	0	100	0
	SUB TOTAL	229974892	220821122	96.02	220821122	0	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	170102568	47379	0.03	43737	3642	92.31	7.69
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		148157115	87.10	148153837	3278	100	0
	SUB TOTAL	170102568	148204494	87.13	148197574	6920	100	0
GRAND TOTAL		400077460	369025616	92.24	369018696	6920	100	0





R. Bhuvana, M.com., ACMA., ACS., PGDPM.
Practising Company Secretary

'Madhans' Flat No.7,
No.10, South Canal Bank Road,
Mandavelipakkam, Chennai - 600028.
Ph : 044 4353 3080, Mob : 97899 82805
Email : compsec.bhuvana@gmail.com

Report of Scrutinizer

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration), Rules, 2014 as amended till date

20th November 2017

To
Mr. E.H. Kasturi Rangan
Whole time Director,
Redington (India) Limited
Chennai - 600032

Scrutinizers report on Postal Ballot voting including voting by electronic means in respect of passing of resolutions contained in the Postal Ballot Notice dated 5th October 2017

Dear Sir,

I, CS R.Bhuvana, Practising Company Secretary, appointed as Scrutinizer by the Board of Directors of Redington (India) Limited (the Company) for the purpose of scrutinizing the votes cast by Postal Ballot voting including voting by electronic means in respect of the passing of resolutions contained in the Notice dated October 5, 2017, hereby submit my report as under:

- i. Pursuant to Section 110 of the Companies Act, 2013 (hereinafter referred to as Act) and Rule 22 of the Companies Management and Administration Rules, 2014, as amended from time to time, the Postal Ballot notice including statement under Sec.102 of the Act have been sent to all the members of the company as on 6th October 2017 (Cut-off date) through electronic means (wherever email ids are available) and to the other shareholders by registered post, along with Postal Ballot forms by 20th October 2017. Notice of Postal Ballot was also placed on the website of the company. The members of the company were given an option to vote electronically on e-voting platform, provided by the Central Depository Services (India) Limited (CDSL).
- ii. The Public Advertisement for despatch of postal ballot was published on 21st October 2017 in a English and Tamil (Vernacular Language) Newspaper.
- iii. The remote e-voting period commenced on 21st October 2017 at 9.00 AM and ended on 19th November 2017 at 5.00 PM. The last date and time for receipt of Postal Ballot Forms from members was not later than the close of working hours on Sunday, 19th November 2017 , 5.00 PM. In the case of e-voting, members were requested to cast their votes electronically or before Sunday, 19th November 2017 (5.00 PM).
- iv. The Company received votes through E-Voting and Postal Ballot Forms.



- v. Particulars of all the postal ballot forms received from Members physically and votes cast electronically have been entered in the registers maintained separately for the purpose.
- vi. The sealed postal ballot envelopes received were duly opened in my presence and the poll papers were diligently scrutinized and the shareholding matched /confirmed with the Register of Members /list of beneficiaries as on 6th October 2017 as maintained by the Company through the Registrar and Transfer Agent.
- vii. The list of shareholders who cast their votes through remote e-voting was unblocked by me on 19th November 2017 after completion of e-voting period.
- viii. Votes cast by e-voting were matched with the Register of Members /list of beneficiaries and checked for duplication, viz., voting by both Physical and electronic mode.
- ix. 9 (Nine). poll papers were found to be incomplete/and or defective and hence were treated as invalid.

The result of e-voting together with voting through postal ballot is as under:

Resolution No 1: Approval of Redington Stock Appreciation Right Scheme 2017 and Issue of Stock Appreciation Rights to the eligible employees of the Company

Type of Resolution: Special Resolution

(i) Voted **in favour** of the resolution:

Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
E-Voting	82	12,89,21,928	64.25
Postal Ballot	116	15,59,21,739	99.99

(ii) Voted **against** the resolution

Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
E-Voting	88	7,17,35,056	35.75
Postal Ballot	46	3,268	0.01



(iii) **Invalid Votes**

Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	0	0
Postal Ballot	9	830

Note: 4 members holding 1,24,43,650 shares have fully abstained from voting and 72,901 shares have been partially abstained

I hereby report that the above resolution is passed as a Special Resolution with requisite majority.

Resolution No 2: Approval of Redington Stock Appreciation Right Scheme 2017 and Issue of Stock Appreciation Rights to the Eligible Employees of the Subsidiaries of the Company

Type of Resolution: Special Resolution

(i) **Voted in favour** of the resolution:

Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
E-Voting	79	12,89,21,796	64.24
Postal Ballot	115	15,59,21,719	99.99

(ii) **Voted against** the resolution

Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
E-Voting	91	7,17,35,188	35.75
Postal Ballot	47	3,288	0.01



(iii) **Invalid Votes**

Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	0	0
Postal Ballot	9	830

Note: 4 members holding 1,24,43,650 shares have fully abstained from voting and 72,901 shares have been partially abstained

I hereby report that the above resolution is passed as a Special Resolution with requisite majority.

Resolution No 3: Declassification/Reclassification of Promoter status of Harrow Investment Holding Limited

Type of Resolution: Ordinary Resolution

(i) **Voted in favour** of the resolution:

Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
E-Voting	166	21,30,96,992	99.99
Postal Ballot	114	15,59,21,704	99.99

(ii) **Voted against** the resolution

Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
E-Voting	8	3,642	0.01
Postal Ballot	47	3,278	0.01



(iii) **Invalid Votes**

Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	0	0
Postal Ballot	9	830

Note: 1 member holding 25 shares have abstained from voting vide Ballot paper and 72,901 shares have been partially abstained vide

I hereby report that the above resolution is passed as an Ordinary Resolution with requisite majority. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" the resolution and those who have "ABSTAINED" to vote and "INVALID" votes is enclosed. All the Poll Papers, electronic data and relevant records will be sealed and handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,



R. Bhuvana
Practising Company Secretary
CP: 8161



Place: Chennai
Dated: 20th November 2017

For REDINGTON (INDIA) LIMITED



Whole Time Director