

A.S.VARADHARAJAN & CO.

Chartered Accountants

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FORM No. MGT-13**Report of Scrutinizer(s)**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

31st July 2014

To,

Prof.J.Ramachandran

Chairman

21st Annual General Meeting of the Equity Shareholders of Redington (India) LimitedHeld on 31st July 2014 at the Narada Gana Sabha, Mini Hall, No. 314, T.T.K.Road, Alwarpet,

Chennai 600018

Dear Sir,

I, A.S. Varadarajan, Practising Chartered Accountant, Partner of M/s.Varadharajan & Co, appointed as Scrutinizer(s) for the purpose of the e-voting and physical voting on the below mentioned resolution(s), contained in notice of the Annual general Meeting of Redington (India) Limited, held on 31st July 2014, submit my report as under:

1. The e-voting period commenced on 21st July 2014 and ended on 23rd July 2014 at 5.00 p.m. After completion of e-voting period, the votes were unblocked at 3.00 PM on July 24, 2014 in the presence of Mr. A.V. Gopalakrishnan, Chartered Accountant and Mrs. Bhuvana Raman, Practising Company Secretary. The report on the result of the e-voting addressed to the Chairman of AGM is enclosed.

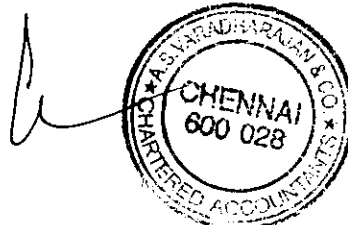
2. At the Annual general Meeting of Redington (India) Limited, held on 31st July 2014, the Company offered physical voting to the shareholders who have not opted for e-voting. The report on the physical voting in Form MGT-13 addressed to the Chairman of AGM is enclosed.

3. The result of e-voting together with the physical voting is as under.

a) **Resolution: Item No 1:** Adoption of Financial Statements for the year ended 31st March 2014

i. Voted in **favour** of the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	78	292,933,452	100%



Physical Voting	29	2,376,323	100%
Total	107	295,309,775	100%

ii. Voted **against** the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical Voting	0	0	0
Total	0	0	0

iii. **Invalid** Votes

Particulars	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical Voting	0	0
Total	0	0

b) **Resolution: Item No 2:** Declaration of Dividend on Equity Shares

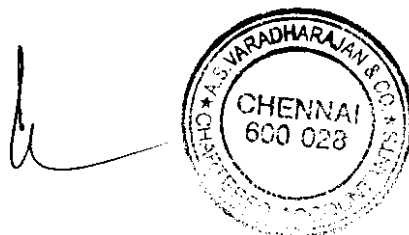
i. Voted **in favour** of the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	80	300,719,126	100%
Physical Voting	29	2,376,323	100%
Total	109	303,095,449	100%

ii. Voted **against** the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical Voting	0	0	0
Total	0	0	0

iii. **Invalid** Votes



Particulars	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical Voting	0	0
Total	0	0

c) **Resolution: Item No 3:** Reappointment of Mr.Lin Tai-Yang, who retires by rotation

i. Voted **in favour** of the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	73	292,924,905	97.41%
Physical Voting	28	2,263,812	95.27 %
Total	101	295,188,717	97.39 %

ii. Voted **against** the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	6	7,794,200	2.59%
Physical Voting	1	112,511	4.73%
Total	7	7,906,711	2.61 %

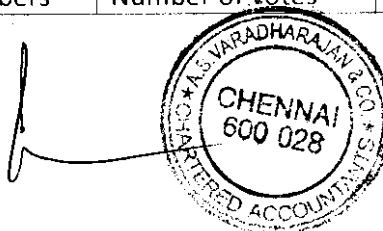
iii. **Invalid Vote**

Particulars	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical Voting	0	0
Total	0	0

d) **Resolution: Item No 4:** Reappointment of Mr.Nainesh Jaisingh, who retires by rotation

i. Voted **in favour** of the resolution:

Particulars	Number of members	Number of votes	% of total number of
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iii. **Invalid Votes**

Particulars	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical Voting	0	0
Total	0	0

f) Resolution: Item No 6: Appointment of Prof.J.Ramachandran as an Independent Director

i. Voted **in favour** of the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	79	300,719,105	100%
Physical Voting	29	2,376,323	100%
Total	108	303,095,428	100%

ii. Voted **against** the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	21	0.00
Physical Voting	0	0	0
Total	1	21	0.00

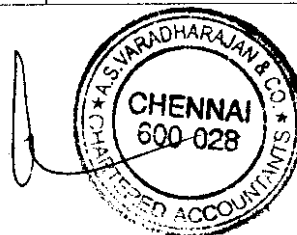
iii. **Invalid Votes**

Particulars	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical Voting	0	0
Total	0	0

f) Resolution: Item No 7: Appointment of Mr.V.S.Hariharan as an Independent Director

i.Voted **in favour** of the resolution:

Particulars	Number of members	Number of votes	% of total number of
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	voted	cast by them	valid votes cast
E-voting	45	270,103,118	89.82%
Physical Voting	26	2,184,700	91.94%
Total	71	272,287,818	89.84 %

ii. Voted **against** the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	35	30,616,008	10.18%
Physical Voting	3	191,623	8.06%
Total	38	30,807,631	10.16 %

iii. Invalid Votes

Particulars	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical Voting	0	0
Total	0	0

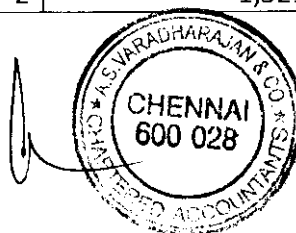
g) **Resolution: Item No 8:** Appointment of Mr.Keith WF Bradley as an Independent Director

i.Voted **in favour** of the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	78	300,717,605	100%
Physical Voting	29	2,376,323	100%
Total	107	303,093,928	100%

ii.Voted **against** the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	1,521	0.00
Physical Voting	0	0	0.00
Total	2	1,521	0.00



iii. Invalid Votes

Particulars	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical Voting	0	0
Total	0	0

Resolution: Item No 9: Alteration in Articles of Association:

i. Voted in favour of the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	73	299,616,076	99.96%
Physical Voting	29	2,376,323	100%
Total	102	301,992,399	99.96%

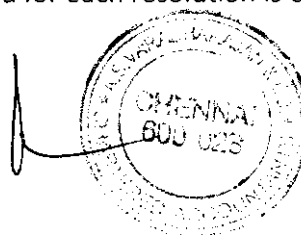
ii. Voted against the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	4	133,092	0.04%
Physical Voting	0	0	0
Total	4	133,092	0.04%

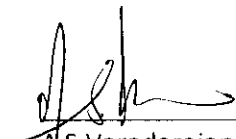
iii. Invalid Votes

Particulars	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical Voting	0	0
Total	0	0

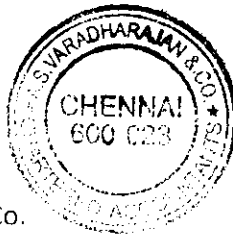
4. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



5. The ballot papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.



A S Varadarajan
Chartered Accountant
Partner, A S Varadharajan & Co.
Chennai



Witnesses

1. Mr. A. V. Gopalakrishnan
Chartered Accountant
2. Ms. Bhuvana Raman
Practising Company Secretary

