



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

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FORM No. MGT-13
Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 21 (2) of the Companies (Management and Administration) Rules, 2014]

4th August 2015

To

Prof. J. Ramachandran
Chairman
Redington (India) Limited
SPL Guindy House,
95, Mount Road,
Guindy, Chennai 600032

Dear Sir,

I, R. Bhuvana, a 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 through remote e-voting, postal ballot and poll conducted at the venue of the 22nd Annual General Meeting of the Equity Shareholders of Redington (India) Limited, held on Monday, the 3rd August 2015, at 10.00 AM, at Narada Gana Sabha, Mini Hall, No. 314, T.T.K. Road, Alwarpet, Chennai 600018, in respect of the resolutions given in the notice, hereby submit my report as under:

- i. Pursuant to Section 101 and 108 of the Companies Act, 2013 (hereinafter referred to as Act) and Rule 20 of the Companies Management and Administration Rules, 2014, as amended upto date, the notices convening the meeting including statement under Sec.102 of the Act have been sent to all the members of the company through electronic means (wherever email ids are available) and to the other shareholders by courier and registered post, along with Postal Ballot forms by 9th July 2015. Notice convening the Annual General Meeting 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 National Securities Depository Limited (NSDL).
- ii. The remote e-voting period commenced on 30th July 2015 at 9.00 AM and ended on 02nd August 2015 at 5.00 PM.



- iii. The list of shareholders who cast their votes through remote e-voting was unblocked in the presence of two witnesses on 3rd August 2015.
- iv. For the purpose of voting at the venue of the Annual General Meeting, the Ballot box kept for polling, was locked in my presence.
- v. The locked Ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the company, through Registrar and Transfer Agent and authorizations lodged with the company.
- vi. As regards postal ballot forms which were received from the shareholders, the same were scrutinized by me. The postal ballot forms were reconciled with the records maintained by the Company, through Registrar and Transfer Agent.
- vii. The postal ballot papers which were incomplete and / or which were otherwise found defective have been treated as invalid (Only one postal ballot form was invalid).

The result of remote e-voting together with voting through postal ballot and poll through ballot at the venue of the Annual General Meeting, is as under:

1. Resolution: Item No 1: Adoption of Standalone Financial Statements for the year ended 31st March 2015

Particulars	Number of members voted	Total Valid votes	Number of Votes in favour	Number of votes cast against	Assent %	Dissent %
E-voting	168	16,19,85,033	16,19,85,031	2	99.99	0.01
Postal Ballot	65	89,65,696	89,65,691	5	99.99	0.01
Poll through Ballot at AGM	45	14,86,70,595	14,86,70,593	2	99.99	0.01
Total	278	31,96,21,324	31,96,21,315	9	99.99	0.01

The above resolution was passed as an Ordinary Resolution with Requisite Majority.



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2. Resolution: Item No 2: Adoption of Consolidated Financial Statements for the year ended 31st March 2015

Particulars	Number of members voted	Total Valid votes	Number of Votes in favour	Number of votes cast against	Assent %	Dissent %
E-voting	167	16,19,85,030	16,19,85,028	2	99.99	0.01
Postal Ballot	65	89,65,696	89,65,691	5	99.99	0.01
Poll through Ballot at AGM	45	14,86,70,595	14,86,70,593	2	99.99	0.01
Total	277	31,96,21,321	31,96,21,312	9	99.99	0.01

The above resolution was passed as an Ordinary Resolution with Requisite Majority.

3. Resolution: Item No 3: Declaration of Dividend on Equity Shares

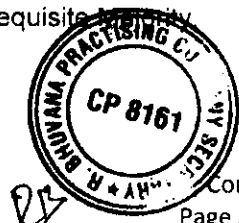
Particulars	Number of members voted	Total Valid votes	Number of Votes in favour	Number of votes cast against	Assent %	Dissent %
E-voting	170	17,34,60,033	17,34,59,969	64	99.99	0.01
Postal Ballot	65	89,65,696	89,65,691	5	99.99	0.01
Poll through Ballot at AGM	45	14,86,70,595	14,86,70,595	0	100	0
Total	280	33,10,96,324	33,10,96,255	69	99.99	0.01

The above resolution was passed as an Ordinary Resolution with Requisite Majority.

4. Resolution: Item No 4: Reappointment of Mr. N. Srinivasan (DIN: 00004195), who retires by rotation

Particulars	Number of members voted	Total Valid votes	Number of Votes in favour	Number of votes cast against	Assent %	Dissent %
E-voting	168	17,32,64,826	14,89,36,899	2,43,27,927	85.95	14.05
Postal Ballot	65	89,65,696	89,65,691	5	99.99	0.01
Poll through Ballot at AGM	45	14,86,70,595	14,86,70,595	0	100	0
Total	278	33,09,01,117	30,65,73,185	2,43,27,932	92.65	7.35

The above resolution was passed as an Ordinary Resolution with Requisite Majority.



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5. Resolution: Item No 5: Reappointment of Mr. R. Jayachandran (DIN: 00769254), who retires by rotation

Particulars	Number of members voted	Total Valid votes	Number of Votes in favour	Number of votes cast against	Assent %	Dissent %
E-voting	170	17,34,60,033	15,13,36,792	2,21,23,241	87.24	12.76
Postal Ballot	65	89,65,696	89,65,691	5	99.99	0.01
Poll through Ballot at AGM	45	14,86,70,595	14,86,70,595	0	100	0
Total	280	33,10,96,324	30,89,73,078	2,21,23,246	93.32	6.68

The above resolution was passed as an Ordinary Resolution with Requisite Majority.

6. Resolution: Item No 6: Reappointment of Mr. R. Srinivasan (DIN: 00575854), who retires by rotation

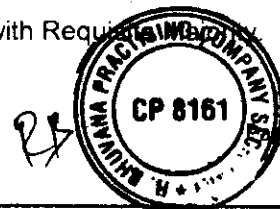
Particulars	Number of members voted	Total Valid votes	Number of Votes in favour	Number of votes cast against	Assent %	Dissent %
E-voting	169	17,34,59,283	15,13,36,082	2,21,23,201	87.24	12.76
Postal Ballot	65	89,65,696	89,65,691	5	99.99	0.01
Poll through Ballot at AGM	45	14,86,70,595	14,86,70,595	0	100	0
Total	279	33,10,95,574	30,89,72,368	2,21,23,206	93.32	6.68

The above resolution was passed as an Ordinary Resolution with Requisite Majority.

7. Resolution: Item No 7: Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors.

Particulars	Number of members voted	Total Valid votes	Number of Votes in favour	Number of votes cast against	Assent %	Dissent %
E-voting	161	17,07,67,201	15,90,70,207	1,16,96,994	93.15	6.85
Postal Ballot	65	89,65,696	9,639	89,56,057	0.01	99.99
Poll through Ballot at AGM	45	14,86,70,595	14,86,70,535	60	99.99	0.01
Total	271	32,84,03,492	30,77,50,381	2,06,53,111	93.71	6.29

The above resolution was passed as an Ordinary Resolution with Requisite Majority.



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8. Resolution: Item No 8: Appointment of Ms.Suchitra Rajagopalan as an Independent Director

Particulars	Number of members voted	Total Valid votes	Number of Votes in favour	Number of votes cast against	Assent %	Dissent %
E-voting	169	17,34,59,918	17,34,59,415	503	99.99	0.01
Postal Ballot	65	89,65,696	89,65,682	14	99.99	0.01
Poll through Ballot at AGM	45	14,86,70,595	14,86,70,595	0	100	0
Total	279	33,10,96,209	33,10,95,692	517	99.99	0.01

The above resolution was passed as an Ordinary Resolution with Requisite Majority.

9. Resolution: Item No 9: Appointment of Mr.M.Raghunandhan as a Whole Time Director

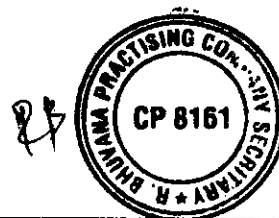
Particulars	Number of members voted	Total Valid votes	Number of Votes in favour	Number of votes cast against	Assent %	Dissent %
E-voting	169	17,34,59,733	17,34,59,731	2	99.99	0.01
Postal Ballot	65	89,65,696	89,65,691	5	99.99	0.01
Poll through Ballot at AGM	45	14,86,70,595	14,86,70,595	0	100	0
Total	279	33,10,96,024	33,10,96,017	7	99.99	0.01

The above resolution was passed as an Ordinary Resolution with Requisite Majority.

10. Resolution: Item No 10: Appointment of Ernst & Young as Branch Auditors

Particulars	Number of members voted	Total Valid votes	Number of Votes in favour	Number of votes cast against	Assent %	Dissent %
E-voting	170	17,34,60,033	17,34,59,981	52	99.99	0.01
Postal Ballot	65	89,65,696	89,65,591	105	99.99	0.01
Poll through Ballot at AGM	45	14,86,70,595	14,86,70,535	60	99.99	0.01
Total	280	33,10,96,324	33,10,96,107	217	99.99	0.01

The above resolution was passed as an Ordinary Resolution with Requisite Majority.



11. Resolution: Item No 11: Payment of Commission to Non Executive Directors:

Particulars	Number of members voted	Total Valid votes	Number of Votes in favour	Number of votes cast against	Assent %	Dissent %
E-voting	170	17,34,60,033	17,34,59,478	555	99.99	0.01
Postal Ballot	65	89,65,696	89,65,581	115	99.99	0.01
Poll through Ballot at AGM	45	14,86,70,595	14,86,70,531	64	99.99	0.01
Total	280	33,10,96,324	33,10,95,590	734	99.99	0.01

The above resolution was passed as a Special Resolution with Requisite majority.

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

Thanking you,

Yours faithfully,

R. Bhuvana

R. Bhuvana
Practising Company Secretary
Membership No. 22108



Place: Chennai

Dated: 04th August 2015

Witnesses

1. Mrs. Mohana Srinivasan
Chartered Accountant

Mohana Srinivasan

2. Mr. Jayanth Viswanathan
Practising Company Secretary

V. Jayanth

Countersigned by:
For Redington (India) Limited

Rajshankar

Mr. Rajshankar
Managing Director