

**Particulars of proceedings at the 21<sup>st</sup> Annual General Meeting of the Company held on 31<sup>st</sup> July 2014**

Resolution Nos.	Details of Agenda	Resolution Required (Ordinary/Special)	Mode of Voting
1	Adoption of the Audited Balance Sheet of the Company as at 31 <sup>st</sup> March 2014, the Statement of Profit and Loss for the financial year ended on that date, and the Reports of the Directors and Auditors thereon.	Ordinary	Physical/ E-voting
2	Declaration of Dividend of ₹ 0.90 per equity share i.e. 45% on the fully paid up equity shares of Rs 2/- for the financial year ended 31 <sup>st</sup> March 2014.	Ordinary	Physical/ E-voting
3	Re-appointment of Mr. Lin Tai-Yang, Director of the Company who retired by rotation.	Ordinary	Physical/ E-voting
4	Re-appointment of Mr. Nainesh Jaisingh, Director of the Company who retired by rotation.	Ordinary	Physical/ E-voting
5	Appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, the retiring Auditors as the Auditors of the Company.	Ordinary	Physical/ E-voting
6	Appointment of Prof.J.Ramachandran as an Independent Director	Special	Physical/ E-voting
7	Appointment of Mr.V.S.Hariharan as an Independent Director	Special	Physical/ E-voting
8	Appointment of Mr.Keith WF Bradley as an Independent Director	Special	Physical/ E-voting
9	Alteration in Articles of Association.	Special	Physical/ E-voting

All the resolutions were passed with requisite majority.



**Voting Results pursuant to Clause 35A of the Listing Agreement**

**Annual General Meeting of Redington (India) Ltd held on 31<sup>st</sup> July 2014.**

1. **Date of AGM:** Thursday, 31<sup>st</sup> July 2014

2. **Total number of shareholders on record date:**

The Register of Members and Share Transfer Books of the Company were closed from 24<sup>th</sup> July 2014 to 31<sup>st</sup> July 2014 (both days inclusive). The beneficiary position at the close of business hours on 23<sup>rd</sup> July 2014 was considered for the purpose of payment of dividend.

Total number of shareholders on 20<sup>th</sup> June 2014 (the cutoff date taken for e-voting) – 13349

Total number of shareholders as 23<sup>rd</sup> July 2014 - 13,384.

3. **No. of Shareholders present in the meeting either in person or through proxy:**

Promoters and Promoter Group : 1\*

Public : 789

\* Attended through authorised representative

4. **No. of Shareholders attended the meeting through Video Conferencing**

Promoters and Promoter Group : Not-applicable

Public : Not-applicable

5. **Particulars of Resolution passed:**

Resolution Nos.	Details of Agenda	Resolution Required (Ordinary/Special)	Mode of Voting
1	Adoption of the Audited Balance Sheet of the Company as at 31 <sup>st</sup> March 2014, the Statement of Profit and Loss for the financial year ended on that date, and the Reports of the Directors and Auditors thereon.	Ordinary	Physical/ E-voting
2	Declaration of Dividend of ₹ 0.90 per equity share i.e. 45% on the fully paid up equity shares of Rs 2/- for the financial year ended 31 <sup>st</sup> March 2014.	Ordinary	Physical/ E- voting
3	Re-appointment of Mr. Lin Tai-Yang, Director of	Ordinary	Physical/ E- voting



	the company who retired by rotation.		
4	Re-appointment of Mr. Nainesh Jaisingh, Director of the Company who retired by rotation.	Ordinary	Physical/ E-voting
5	Appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, the retiring Auditors as the Auditors of the Company.	Ordinary	Physical/ E-voting
6	Appointment of Prof.J.Ramachandran as an Independent Director	Special	Physical/ E-voting
7	Appointment of Mr.V.S.Hariharan as an Independent Director	Special	Physical/ E-voting
8	Appointment of Mr.Keith WF Bradley as an Independent Director	Special	Physical/ E-voting
9	Alteration in Articles of Association.	Special	Physical/ E-voting

All the resolutions were passed with requisite majority.

The result of the e-voting and Physical voting is enclosed

We request you to kindly take above on the records.

Thanking You,

Very truly yours,



M. Muthukumarasamy  
Company Secretary



**Voting Results pursuant to Clause 35A of the Listing Agreement  
Annual General Meeting of Redington (India) Ltd held on 31st July 2014.**

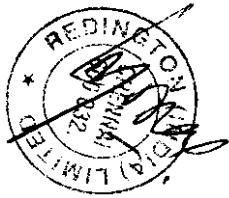
Resolution particulars	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Adoption of Financial Statements for the year ended March 31, 2014		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Promoter and Promoter Group	84027302	84027302	100.00	84027302	0	100.00	0.00
	Public – Institutional holders	182828893	108501473	59.35	108501473	0	100.00	0.00
	Public-Others	132716525	102781000	77.44	102781000	0	100.00	0.00
	Total	399572720	295309775	73.91	295309775	0	100.00	0.00
Declaration of Dividend on the Equity Shares								
	Promoter and Promoter Group	84027302	84027302	100.00	84027302	0	100.00	0.00
	Public – Institutional holders	182828893	116287147	63.60	116287147	0	100.00	0.00
	Public-Others	132716525	102781000	77.44	102781000	0	100.00	0.00
	Total	399572720	303095449	75.85	303095449	0	100.00	0.00
Re appointment of Mr. Lin Tai Yang who retires by rotation.								
	Promoter and Promoter Group	84027302	84027302	100.00	84027302	0	100.00	0.00
	Public – Institutional holders	182828893	116287147	63.60	108382136	7905011	93.20	6.80
	Public-Others	132716525	102780979	77.44	102779279	1700	100.00	0.00
	Total	399572720	303095428	75.85	295188717	7906711	97.39	2.61
Re appointment of Mr. Nainesh Jaisingh who retires by rotation								
	Promoter and Promoter Group	84027302	84027302	100.00	84027302	0	100.00	0.00
	Public – Institutional holders	182828893	116287147	63.60	107288901	8998246	92.26	7.74
	Public-Others	132716525	102780953	77.44	102779453	1500	100.00	0.00
	Total	399572720	303095402	75.85	294095656	8999746	97.03	2.97
Appointment of Deloitte Haskins and Sells Chartered Accountants as Statutory Auditors.								
	Promoter and Promoter Group	84027302	84027302	100.00	84027302	0	100.00	0.00
	Public – Institutional holders	182828893	115574041	63.21	107672736	7901305	93.16	6.84
	Public-Others	132716525	102780979	77.44	102779429	1550	100.00	0.00
	Total	399572720	302382322	75.68	294479467	7902855	97.39	2.61
Appointment of Prof. J. Ramachandran as an Independent Director								
	Promoter and Promoter Group	84027302	84027302	100.00	84027302	0	100.00	0.00
	Public – Institutional holders	182828893	116287147	63.60	116287147	0	100.00	0.00
	Public-Others	132716525	102781000	77.44	102780979	21	100.00	0.00
	Total	399572720	303095449	75.85	303095428	21	100.00	0.00



Resolution particulars	Promoter/Public	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 votes polled
Appointment of Mr. V.S. Hariharan as an Independent Director	Promoter and Promoter Group	84027302	84027302	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Public – Institutional holders	182828893	116287147		85479537	30807610	73.51	26.49
	Public-Others	132716525	102781000		102780979	21	100.00	0.00
	Total	399572720	303095449		272287818	30807631	89.84	10.16

Appointment of Mr. Keith WF Bradley as an Independent Director	Promoter and Promoter Group	84027302	84027302	100.00	84027302	0	100.00	0.00
	Public – Institutional holders	182828893	116287147	63.60	116287147	0	100.00	0.00
	Public-Others	132716525	102781000	77.44	102779479	1521	100.00	0.00
	Total	399572720	303095449	75.85	303093928	1521	100.00	0.00

Alteration in Articles of Association	Promoter and Promoter Group	84027302	84027302	100.00	84027302	0	100.00	0.00
	Public – Institutional holders	182828893	115317189	63.07	115185597	131592	99.89	0.11
	Public-Others	132716525	102781000	77.44	102779500	1500	100.00	0.00
	Total	399572720	302125491	75.61	301992399	133092	99.96	0.04



**A.S.VARADHARAJAN & CO.**

Chartered Accountants

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"Krishnalaya Flats"  
# 243 (Old No. 118), R.K. Mutt Road,  
Mandaveli, Chennai - 600 028.  
Ph. : 2461 1411, Fax : 044 - 2461 1462  
E-mail : asvaradarajan@asvarada.net

**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]

31<sup>st</sup> July 2014

To,

Prof.J.Ramachandran

Chairman

21<sup>st</sup> Annual General Meeting of the Equity Shareholders of Redington (India) LimitedHeld on 31<sup>st</sup> 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 31<sup>st</sup> July 2014, submit my report as under:

1. The e-voting period commenced on 21<sup>st</sup> July 2014 and ended on 23<sup>rd</sup> 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.

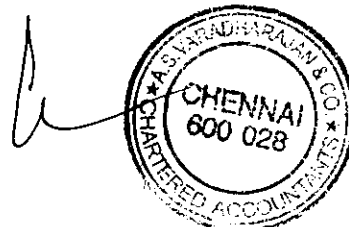
2. At the Annual general Meeting of Redington (India) Limited, held on 31<sup>st</sup> July 2014, the Company offered physical voting to the shareholders who have not opted for e-voting. The report on the physical voting in Form MGT-13 addressed to the Chairman of AGM is enclosed.

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 31<sup>st</sup> 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**

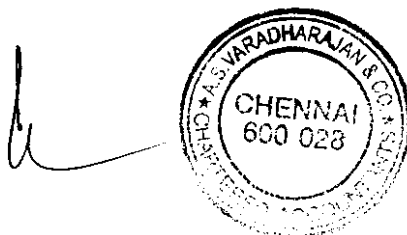
i. Voted **in favour** of the resolution:

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 %

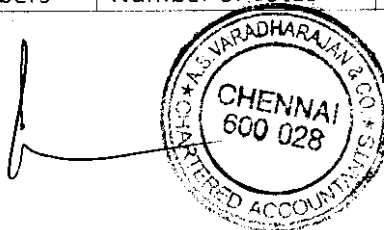
iii. **Invalid Vote**

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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	voted	cast by them	valid votes cast
E-voting	67	291,831,844	97.04%
Physical Voting	28	2,263,812	95.27 %
Total	95	294,095,656	97.03 %

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	10	8,887,235	2.96%
Physical Voting	1	112,511	4.73%
Total	11	8,999,746	2.97 %

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

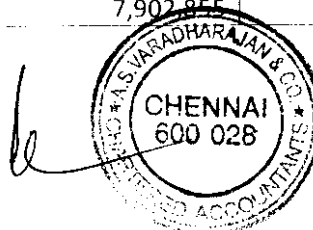
e) **Resolution: Item No 5:** Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors.

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	71	292,103,144	97.37%
Physical Voting	29	2,376,323	100%
Total	100	294,479,467	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	7,902,855	2.63%
Physical Voting	0	0	0
Total	6	7,902,855	2.61 %



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

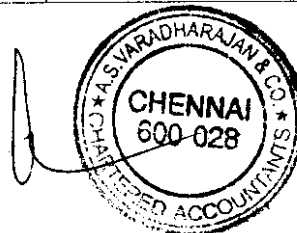
iii. **Invalid Votes**

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

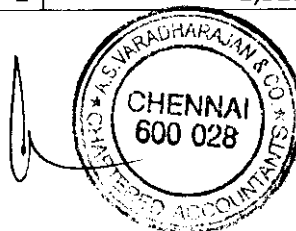
g) **Resolution: Item No 8:** Appointment of Mr.Keith WF Bradley as an Independent Director

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%

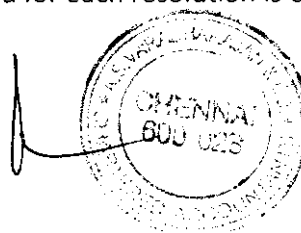
#### ii. Voted against the resolution:

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%

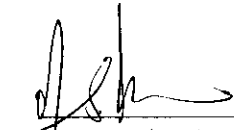
### iii. Invalid Votes

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

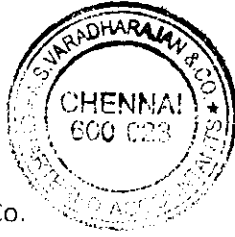
4. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



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

