



Corporate Office

**Redington (India) Limited**

"Redington House" Centre Point  
Plot. Nos. 8 & 11 (SP)  
Thiru.Vi.Ka Industrial Estate,  
Guindy, Chennai- 600032.  
Board No : + 91 - 44 - 42243353  
Fax No : + 91 - 44 - 22253799  
CIN : L52599TN1961PLC028758

4<sup>th</sup> August 2015

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

**Sub: Proceedings and Voting Results of 22<sup>nd</sup> Annual General Meeting held on 3<sup>rd</sup> August 2015**


Dear Sirs.

Pursuant to the Clause 31(d) of the Listing Agreement, we are enclosing herewith the proceedings of the Annual General Meeting held on 3<sup>rd</sup> August 2015 and voting results as required under clause 35A of the Listing Agreement.

Please take this on your records

Thanking You,

Very truly yours,

  
M. Muthukumarasamy  
Company Secretary



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

All Correspondence to Corporate office only

Registered Office : SPL Guindy House, 95, Mount Road, Guindy, Chennai - 600 032. India. [www.redingtonindia.com](http://www.redingtonindia.com)



**Particulars of proceedings at the 22<sup>nd</sup> Annual General Meeting of the Company held on 3<sup>rd</sup> August 2015.**

Resolution Nos.	Details of Agenda	Resolution Required (Ordinary/Special)	Mode of Voting
1	Adoption of Standalone Financial Statements for the year ended 31st March, 2015	Ordinary	Remote e-voting, postal ballot , Poll at AGM
2	Adoption of Consolidated Financial Statements for the year ended 31st March, 2015	Ordinary	Remote e-voting, postal ballot , Poll at AGM
3	Declaration of Dividend on the Equity Shares	Ordinary	Remote e-voting, postal ballot , Poll at AGM
4	Re-appointment of Mr. N. Srinivasan (DIN: 00004195), who retires by rotation	Ordinary	Remote e-voting, postal ballot , Poll at AGM
5	Re-appointment of Mr. R. Jayachandran (DIN: 00769254), who retires by rotation	Ordinary	Remote e-voting, postal ballot , Poll at AGM
6	Re-appointment of Mr. R. Srinivasan (DIN: 00575854), who retires by rotation	Ordinary	Remote e-voting, postal ballot , Poll at AGM
7	Appointment of M /s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors	Ordinary	Remote e-voting, postal ballot , Poll at AGM
8	Appointment of Ms. Suchitra Rajagopalan (DIN: 07004299) as an Independent Director	Ordinary	Remote e-voting, postal ballot , Poll at AGM
9	Re-appointment of Mr. M. Raghunandan (DIN: 00082171) as a Whole Time Director	Ordinary	Remote e-voting, postal ballot , Poll at AGM
10	Appointment of Ernst & Young LLP as Branch Auditors	Ordinary	Remote e-voting, postal ballot , Poll at AGM
11	Payment of Commission to Non-Executive Directors	Special	Remote e-voting, postal ballot , Poll at AGM

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 3<sup>rd</sup> August 2015.**

1. **Date of AGM:** Monday, 3<sup>rd</sup> August 2015

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

The Register of Members and Share Transfer Books of the Company were closed from 28<sup>th</sup> July 2015 to 3<sup>rd</sup> August 2015 (both days inclusive). The beneficiary position at the close of business hours on 27<sup>th</sup> July 2015 was considered for the purpose of payment of dividend.

Total number of shareholders on 27<sup>th</sup> July 2015 (the cutoff date taken for e-voting) – 21,931.

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

Promoters and Promoter Group : 1\*

Public : 923

\* Attended through authorised representative

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

Promoters and Promoter Group: NIL

Public : NIL

5. **Particulars of Resolution passed:**

Resolution Nos.	Details of Agenda	Resolution Required (Ordinary/Special)	Mode of Voting
1	Adoption of Standalone Financial Statements for the year ended 31st March, 2015	Ordinary	Remote e-voting, postal ballot , Poll at AGM
2	Adoption of Consolidated Financial Statements for the year ended 31st March, 2015	Ordinary	Remote e-voting, postal ballot , Poll at AGM
3	Declaration of Dividend on the Equity Shares	Ordinary	Remote e-voting, postal ballot , Poll at AGM
4	Re-appointment of Mr. N. Srinivasan (DIN: 00004195), who retires by rotation	Ordinary	Remote e-voting, postal ballot , Poll at AGM
5	Re-appointment of Mr. R. Jayachandran (DIN: 00769254), who retires by rotation	Ordinary	Remote e-voting, postal ballot , Poll at AGM





6	Re-appointment of Mr. R. Srinivasan (DIN: 00575854), who retires by rotation	Ordinary	Remote e-voting, postal ballot , Poll at AGM
7	Appointment of M /s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors	Ordinary	Remote e-voting, postal ballot , Poll at AGM
8	Appointment of Ms. Suchitra Rajagopalan (DIN: 07004299) as an Independent Director	Ordinary	Remote e-voting, postal ballot , Poll at AGM
9	Re-appointment of Mr. M. Raghunandan (DIN: 00082171) as a Whole Time Director	Ordinary	Remote e-voting, postal ballot , Poll at AGM
10	Appointment of Ernst & Young LLP as Branch Auditors	Ordinary	Remote e-voting, postal ballot , Poll at AGM
11	Payment of Commission to Non-Executive Directors	Special	Remote e-voting, postal ballot , Poll at AGM

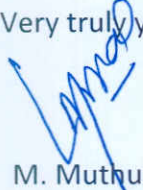
All the resolutions were passed with requisite majority.

The voting results of the Annual General Meeting 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 3rd August 2015.**

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
		1	2	(3)=[(2)/	4	5	(6)=[(4)/(2)]	(7)=[(5)
1. Adoption of Standalone Financial Statements for the year ended March 31, 2015	Promoter and Promoter Group	53282932	53282932	100.00	53282932	0	100%	0%
	Public – Institutional holders	334756992	265226242	79.23	265226242	0	100%	0%
	Public-Others	11713556	1112150	9.49	1112141	9	99.99%	0.01%
	Total	399753480	319621324	79.95	319621315	9	99.99%	0.01%
2. Adoption of Standalone Financial Statements for the year ended March 31, 2015	Promoter and Promoter Group	53282932	53282932	100.00	53282932	0	100%	0%
	Public – Institutional holders	334756992	265226242	79.23	265226242	0	100%	0%
	Public-Others	11713556	1112147	9.49	1112138	9	99.99%	0.01%
	Total	399753480	319621321	79.95	319621312	9	99.99%	0.01%
3. Declaration of Dividend on the Equity Shares	Promoter and Promoter Group	53282932	53282932	100.00	53282932	0	100%	0%
	Public – Institutional holders	334756992	276701242	82.66	276701242	0	100%	0%
	Public-Others	11713556	1112150	9.49	1112081	69	99.99%	0.01%
	Total	399753480	331096324	82.83	331096255	69	99.99%	0.01%
4. Re appointment of Mr.N.Srinivasan (DIN: 00004195) who retires by rotation.	Promoter and Promoter Group	53282932	53282932	100.00	53282932	0	100%	0%
	Public – Institutional holders	334756992	276506235	82.60	252178411	24327824	91%	9%
	Public-Others	11713556	1111950	9.49	1111842	108	99.99%	0.01%
	Total	399753480	330901117	82.78	306573185	24327932	92.65%	7.35%
5. Re-appointment of Mr. R.Jayachandran(DIN: 00769254) who retires by rotation	Promoter and Promoter Group	53282932	53282932	100.00	53282932	0	100%	0%
	Public – Institutional holders	334756992	276701242	82.66	254578044	22123198	92%	8%
	Public-Others	11713556	1112150	9.49	1112102	48	100.00%	0.00%
	Total	399753480	331096324	82.83	308973078	22123246	93.32%	6.68%
6. Re-appointment of Mr. R. Srinivasan (DIN: 00575854) who retires by rotation	Promoter and Promoter Group	53282932	53282932	100.00	53282932	0	100%	0%
	Public – Institutional holders	334756992	276701242	82.66	254578044	22123198	92%	8%
	Public-Others	11713556	1111400	9.49	1111392	8	100%	0.00%
	Total	399753480	331095574	82.82	308972368	22123206	93.32%	6.68%
7. Appointment of M/s.Deloitte Haskins and Sells, Chartered Accountants as Statutory Auditors.	Promoter and Promoter Group	53282932	53282932	100.00	53282932	0	100%	0%
	Public – Institutional holders	334756992	274008715	81.85	253355831	20652884	92%	8%
	Public-Others	11713556	1111845	9.49	1111618	227	99.98%	0.02%
	Total	399753480	328403492	82.15	307750381	20653111	93.71%	6.29%
8. Appointment of Ms.Suchitra Rajagopalan as an Independent Director	Promoter and Promoter Group	53282932	53282932	100.00	53282932	0	100%	0%
	Public – Institutional holders	334756992	276701242	82.66	276701242	0	100%	0%
	Public-Others	11713556	1112035	9.49	1111518	517	99.95%	0.05%
	Total	399753480	331096209	82.83	331095692	517	99.95%	0.05%
9. Appointment of Mr.M.Raghunandan as a Whole Time Director	Promoter and Promoter Group	53282932	53282932	100.00	53282932	0	100%	0%
	Public – Institutional holders	334756992	276701242	82.66	276701242	0	100%	0%
	Public-Others	11713556	1111850	9.49	1111843	7	99.99%	0.01%
	Total	399753480	331096024	82.83	331096017	7	99.99%	0.01%
10. Appointment of Ernst & Young LLP as Branch Auditors	Promoter and Promoter Group	53282932	53282932	100.00	53282932	0	100%	0%
	Public – Institutional holders	334756992	276701242	82.66	276701242	0	100%	0%
	Public-Others	11713556	1112150	9.49	1111933	217	99.98%	0.02%
	Total	399753480	331096324	82.83	331096107	217	99.98%	0.02%
11. Payment of Commission to Non Executive Directors	Promoter and Promoter Group	53282932	53282932	100.00	53282932	0	100%	0%
	Public – Institutional holders	334756992	276701242	82.66	276701242	0	100%	0%
	Public-Others	11713556	1112150	9.49	1111416	734	99.93%	0.07%
	Total	399753480	331096324	82.83	331095590	734	99.93%	0.07%





**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](mailto:compsec.bhuvana@gmail.com)

**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]

4<sup>th</sup> August 2015

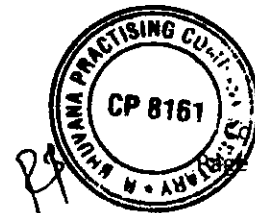
To

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 22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Redington (India) Limited, held on Monday, the 3<sup>rd</sup> 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 9<sup>th</sup> 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 30<sup>th</sup> July 2015 at 9.00 AM and ended on 02<sup>nd</sup> August 2015 at 5.00 PM.



ht'd...  
1 of 6

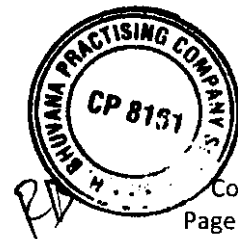
- iii. The list of shareholders who cast their votes through remote e-voting was unblocked in the presence of two witnesses on 3<sup>rd</sup> August 2015.
- iv. For the purpose of voting at the venue of the Annual General Meeting, the Ballot box kept for polling, was locked in my presence.
- v. The locked 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 31<sup>st</sup> 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
<b>Total</b>	<b>278</b>	<b>31,96,21,324</b>	<b>31,96,21,315</b>	<b>9</b>	<b>99.99</b>	<b>0.01</b>

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



**2. Resolution: Item No 2: Adoption of Consolidated Financial Statements for the year ended 31<sup>st</sup> 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
<b>Total</b>	<b>277</b>	<b>31,96,21,321</b>	<b>31,96,21,312</b>	<b>9</b>	<b>99.99</b>	<b>0.01</b>

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

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

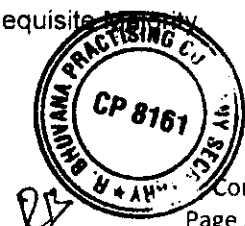
Particulars	Number of members voted	Total Valid votes	Number of Votes in favour	Number of votes cast against	Assent %	Dissent %
E-voting	170	17,34,60,033	17,34,59,969	64	99.99	0.01
Postal Ballot	65	89,65,696	89,65,691	5	99.99	0.01
Poll through Ballot at AGM	45	14,86,70,595	14,86,70,595	0	100	0
<b>Total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

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
<b>Total</b>	<b>278</b>	<b>33,09,01,117</b>	<b>30,65,73,185</b>	<b>2,43,27,932</b>	<b>92.65</b>	<b>7.35</b>

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



Cont'd...  
Page 3 of 6



**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
<b>Total</b>	<b>280</b>	<b>33,10,96,324</b>	<b>30,89,73,078</b>	<b>2,21,23,246</b>	<b>93.32</b>	<b>6.68</b>

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

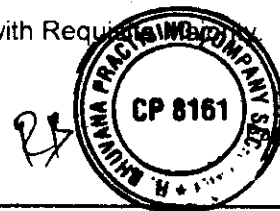
Particulars	Number of members voted	Total Valid votes	Number of Votes in favour	Number of votes cast against	Assent %	Dissent %
E-voting	169	17,34,59,283	15,13,36,082	2,21,23,201	87.24	12.76
Postal Ballot	65	89,65,696	89,65,691	5	99.99	0.01
Poll through Ballot at AGM	45	14,86,70,595	14,86,70,595	0	100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

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
<b>Total</b>	<b>271</b>	<b>32,84,03,492</b>	<b>30,77,50,381</b>	<b>2,06,53,111</b>	<b>93.71</b>	<b>6.29</b>

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



Cont'd...  
Page 4 of 6

**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
<b>Total</b>	<b>279</b>	<b>33,10,96,209</b>	<b>33,10,95,692</b>	<b>517</b>	<b>99.99</b>	<b>0.01</b>

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
<b>Total</b>	<b>279</b>	<b>33,10,96,024</b>	<b>33,10,96,017</b>	<b>7</b>	<b>99.99</b>	<b>0.01</b>

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
<b>Total</b>	<b>280</b>	<b>33,10,96,324</b>	<b>33,10,96,107</b>	<b>217</b>	<b>99.99</b>	<b>0.01</b>

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



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

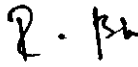
Particulars	Number of members voted	Total Valid votes	Number of Votes in favour	Number of votes cast against	Assent %	Dissent %
E-voting	170	17,34,60,033	17,34,59,478	555	99.99	0.01
Postal Ballot	65	89,65,696	89,65,581	115	99.99	0.01
Poll through Ballot at AGM	45	14,86,70,595	14,86,70,531	64	99.99	0.01
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  
Practising Company Secretary  
Membership No. 22108

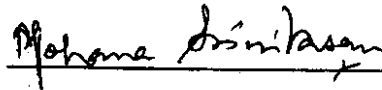


Place: Chennai

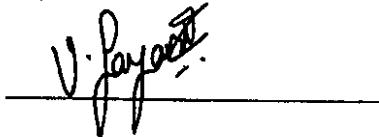
Dated: 04<sup>th</sup> August 2015

**Witnesses**

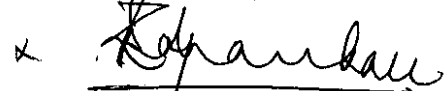
1. Mrs. Mohana Srinivasan  
Chartered Accountant



2. Mr. Jayanth Viswanathan  
Practising Company Secretary



**Countersigned by:**  
For Redington (India) Limited



Mr. Rajshankar  
Managing Director