

10th December 2018

The National Stock Exchange of India Ltd
 Exchange Plaza
 Bandra—Kurla Complex,
 Bandra (E), Mumbai —400051.

BSE Limited
 Floor 25, Phiroze Jeejeebhoy Towers,
 Dalal Street, Mumbai — 400 001

Dear Sirs/Madam,

Sub: Completion of extinguishment of a total of 11,120,000 (One Crore Eleven Lakh Twenty Thousand) fully paid up Equity Shares of Redington (India) Limited (the “Company”) under the Buy-back.

BSE—Scrip Code: 532805 SYMBOL: REDINGTON
 NSE-SYMBOL: REDINGTON Series: EQ

This has reference to the Buyback of 11,120,000 shares of the company, pursuant to the Public Announcement dated September 18, 2018 and the Letter of Offer dated October 24, 2018. The tendering period for the Buy-back opened on November 6, 2018 and closed on November 22, 2018. The settlement of trades accepted under the Buyback was done on December 4, 2018.

In accordance with the provisions of Regulation 11 of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (the “Buy-back Regulations”) 11,120,000 fully paid up Equity Shares which were bought back by the Company during the Tendering Period, have been extinguished as on December 7, 2018.

The capital structure of the Company, pre and post the Buyback is as under:

Sr. No.	Particulars	Pre-Buyback		Post Buyback	
		No. of Equity Shares	Amount (Rs Lakhs)	No. of Equity Shares	Amount (Rs Lakhs)
1.	Authorized Equity Capital	425,000,000	8,500.00	425,000,000	8,500.00
2.	Issued, Subscribed and Paid-up Equity Share Capital	400,172,685	8,003.45	389,052,685	7,781.05

In accordance with the provisions of Regulation 11(iv) and 24(iv) of the Buy-back Regulations, we enclose herewith a copy of the Certificate of Extinguishment dated December 10, 2018 relating to the above extinguishment 11,120,000 Equity Shares of the Company.

The pre and post Buyback shareholding pattern is enclosed herewith as Annexure A for your reference.

You are requested to take note of the same.

Thanking you,

Very truly yours,



M. Muthukumarasamy
Company Secretary

Particulars	Number of Equity Shares pre Buyback	% of share capital pre Buyback	No. of Equity Shares post Buyback	% of share capital post Buyback
Promoters	Nil	Nil	Nil	Nil
Foreign Investors (OCBs/FIIs/FPIs/NRIs/Non-residents/ Non-domestic companies)	296,412,808	74.07		
Indian Financial Institutions/Banks/Mutual Funds/Govt. Companies	78,821,516	19.70	389,052,685	100.00
Public including other Bodies Corporate	24,938,361	6.23		
Total	400,172,685	100.00	389,052,685	100.00

[Handwritten Signature]

BSR & Co. LLP

Chartered Accountants

KRM Tower, 1st & 2nd Floor,
No 1, Harrington Road, Chetpet,
Chennai - 600 031, India.

Telephone : +91 44 4608 3100
Fax : +91 44 4608 3199

The Board of Directors
Redington (India) Limited
SPL Guindy House
95, Mount Road
Chennai – 600 032

Dear Sirs,

Statutory Auditor's Report in respect of extinguishment of equity shares of Redington (India) Limited ('the Company') which were bought-back

1. This report is issued in accordance with the terms of our agreement dated September 17, 2018.
2. The accompanying declaration relating to extinguishment / cancellation of equity shares bought back through tender offer by the Company ('Certificate of Extinguishment') has been prepared by the Company, to be submitted pursuant to the requirements of Regulation 11 of Securities Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (hereinafter referred to as 'the SEBI Buyback Regulations'). We have initialled the Certificate of Extinguishment for identification purpose only.

Management's Responsibility for the Certificate of Extinguishment

3. The preparation of the Certificate of Extinguishment is the responsibility of the Management of the Company including the creation and maintenance of all accounting and other records supporting its contents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Certificate of Extinguishment.
4. The Management is responsible for extinguishment / cancellation of shares bought back through tender offer for the period from November 6, 2018 to November 22, 2018 as set out in the Certificate of Extinguishment.
5. The Management is also responsible for ensuring extinguishment / cancellation of shares and that the Company complies with the requirements of the SEBI Buyback Regulations and the Companies Act, 2013 in relation to buy back of equity shares and for providing all the information to the Securities Exchange Board of India.

Auditor's Responsibility

6. Pursuant to the SEBI Buyback Regulations, it is our responsibility to examine and inspect the books and other records of the Company as at December 7, 2018 and certify that the shares bought back and extinguished / cancelled as detailed in the Certificate of Extinguishment are in agreement with the unaudited books and other records of the Company as at December 7, 2018.



Statutory Auditor's Report in respect of extinguishment of equity shares of Redington (India) Limited which were bought-back

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7. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the above reporting. Within the scope of our work, we performed the following procedures:
 - i. Inspected the share cancellation certificate to verify if the physical shares which were bought-back were destroyed by the Company in accordance with the SEBI Buyback Regulations;
 - ii. Verified the share extinguishment confirmation received by the Company from National Securities Depository Limited (NSDL) with respect to the shares held in dematerialised form which were bought back;
 - iii. Examined the report from the share transfer agent on the shares outstanding before and after buy-back;
 - iv. Examined the resolutions passed by the Board of Directors / Buyback Committee of the Company relating to extinguishment of shares which were bought-back; and
 - v. Obtained appropriate representations from the management of the Company.
8. We conducted our examination of the Certificate of Extinguishment in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India ('the Guidance Note'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

10. Based on our examination and inspection as above, and the information and explanations, we certify that, to the best of our knowledge, the shares bought back through tender offer have been extinguished / cancelled as detailed in the accompanying Certificate of Extinguishment and is in agreement with the unaudited books and records of the Company as at December 7, 2018.



Statutory Auditor's Report in respect of extinguishment of equity shares of Redington (India) Limited which were bought-back

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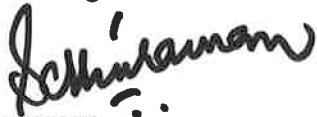
Restriction on use

11. This report has been issued at the request of the Company solely for use of the Board of Directors of the Company and for submission to the Securities Exchange Board of India pursuant to the SEBI Buyback Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other party to whom our report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

for B S R & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 101248W/W-100022



S Sethuraman

Partner

Membership No. 203491

Place: Chennai

Date: December 10, 2018

**CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES BOUGHT BACK BY
REDINGTON (INDIA) LIMITED ("the Company")**

This certificate is being issued in compliance with the requirements of Regulation 12 of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018, as amended.

Pursuant to the Public Announcement issued on December 6, 2018, and the Letter of Offer dated October 24, 2018, the Company commenced a Buy Back offer through tender offer, from November 6, 2018 to November 22, 2018 for Buy Back of 1,11,20,000 Equity Shares of the face value of Rs 2/- each fully paid up from its shareholders. The following are the details of the equity shares so bought back and extinguished:

A. SHARES IN DEMATERIALIZED FORM EXTINGUISHED:

Name of the Depository	Name of the Depository Participant and DP ID No	Company's A/C No	Date of Extinguishment	Number of Equity Shares Extinguished
NSDL	Stock Holding Corporation of India Ltd IN301330	22140220	07.12.2018	1,11,19,997

B. SHARES IN PHYSICAL FORM EXTINGUISHED AND DESTROYED:

Sr. No	Registered Folio No	Certificate No	Distinctive No of Shares	No of Equity Shares Extinguished
1	181	154	110386496 to 110386498	3

C. TOTAL NO OF EQUITY SHARES EXTINGUISHED:

TOTAL NO OF EQUITY SHARES EXTINGUISHED (A+B)	1,11,20,000
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It is certified that the above equity shares of **Redington (India) Limited** were extinguished / cancelled in compliance with and according to the provisions of Regulation 11 of Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018 and Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and the bye laws framed there under.

For Cameo Corporate Services Limited


For Redington Limited


For Redington (India) Limited


R.D. Ramasamy
Director




Managing Director


Director

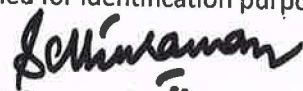


Place: Chennai

Date : December 10, 2018

Enclosed: Confirmation from the depository dated 07th December, 2018 for extinguishment/ cancellation of Equity Shares in dematerialized format.

Signed for identification purposes only


B S R & Co. LLP

Ref : II/CA/COM/60421/2018

December 07, 2018

The Company Secretary
Redington India Limited
SPL Guindy House, 95, Mount Road
Guindy
Chennai - 600 032

Sub : Buy-back (tender offer)

Dear Sir,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; Cameo Corporate Services Ltd , Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

<i>ISIN</i>	<i>ISIN Description</i>	<i>D/C</i>	<i>Records</i>	<i>Quantity</i>	<i>Execution Date</i>
INE891D01026	REDINGTON INDIA LIMITED EQ NEW F V RS 2-	Debit	1	11,119,997.000	07/Dec/2018

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

Rakesh Mehta
Asst. Vice President

Digitally Signed By
Name: RAKESH MAHASUKHLAL MEHTA
Date: 07/12/2018 13:50:39
Reason: A ut he n t i c a t i o n
Location: NSDL, Mumbai