

29th May 2019

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

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31st March 2019


Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019, we are forwarding herewith the Annual Secretarial Compliance Report for the financial year 2018-19.

We request you to kindly take the above information on record.

Thanking you,

Very Truly Yours,

For Redington (India) Limited


M. Muthukumarasamy
Company Secretary

CC: The Bombay Stock Exchange Ltd.,
Floor 25, P.J Towers, Dalal Street,
Mumbai-400 001.



**Secretarial compliance report of Redington (India) Limited for the year
ended 31st March 2019**

I have examined:

- (a) All the documents and records made available to us and explanation provided by **Redington (India) Limited**("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) The Securities and Exchange Board of India Act, 1992("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");
- (c) The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-
 - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – Not applicable during the review period
 - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – Not applicable to the Company.



(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; – Not applicable to the Company.

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars and guidelines issued thereunder;

Based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

<i>Sr.No</i>	<i>Compliance Requirement (Regulations/Circulars/Guidelines including specific clause)</i>	<i>Deviations</i>	<i>Observations/ Remarks of the Practising Company Secretary</i>
Not applicable			

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

<i>Sr. No</i>	<i>Action taken by</i>	<i>Details of violation</i>	<i>Details of action taken</i>	<i>Observations/ remarks of Practising Company Secretary</i>
Not applicable				



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practising Company Secretary in the previous report	Observations made in the secretarial compliance report for the year ended.....	Action taken by the listed entity if any	Comments of Practising Company Secretary on the action taken by the listed entity
Not applicable				

Place: Chennai

Date: May 22, 2019



A handwritten signature in black ink, appearing to be "R. Bhuvana", written over a horizontal line.

R. Bhuvana

Practising Company Secretary

Certificate of Practice No. 8161

Membership No. 22108