

RICOH INDIA LIMITED

7th and 11th Floors, Tower 'B'
Windsor IT Park, A-1
Sector 125, Expressway
Gautam Budh Nagar,
Noida, Uttar Pradesh
Pin Code – 201 301, India
CIN L74940MH1993PLC074694
Tel : + 91-0120-4582900
Email: ril.info@ricoh.co.in
URL : www.ricoh.co.in

28th September 2018

The General Manager
Department of Corporate Services
BSE Limited
25th Floor, P.J. Towers
Dalal Street, Mumbai – 400 001

Subject: Results of the Postal Ballot and Disclosure in terms of Regulation 44(3) of SEBI (LODR) Regulations, 2015

Dear Sir

This is with reference to the Postal Ballot Notice dated 22nd August 2018 seeking approval of the Shareholders of the Company for the following Resolutions through Postal Ballot including Electronic means (Remote E-Voting):-

1. Appointment of Mr. Tanmoy Adhikary as an Independent Director (Ordinary Resolution);
2. Appointment of Ms. Hamsa Vijayaraghavan as an Independent Director (Ordinary Resolution);
3. Appointment of Mr. Subhankar Lahiri as a Director (Ordinary Resolution);
4. Appointment of Mr. Subhankar Lahiri as Managing Director and Chief Executive Officer (Special Resolution)



Cont'd.....2/-

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Based on Postal Ballot Forms/Remote-E Voting received from the Shareholders and as per the Scrutinizers Report dated 28th September 2018, the above mentioned Resolutions have been passed by the Shareholders of the Company with requisite majority.

We are enclosing along with this letter the following documents:-

1. Details of Voting results in the format specified in Regulation 44(3) of SEBI (LODR) Regulations, 2015 (**Annexure I**);
2. Report of the Scrutinizer of the Postal Ballot (**Annexure II**)

The above is for your kind information and records.

Thanking you

Yours faithfully
For **Ricoh India Limited**



Manish Sehgal
Company Secretary

Encl: As above

Name of the Company		RICOH INDIA LIMITED
Date of the Postal Ballot: Notice of Postal Ballot dated 22 August 2018 (Voting start date August 29, 2018 and end date September 27, 2018)		
Total number of shareholders on Record date		16078
No. of shareholders present in the meeting either in person or through proxy:	Promoters and Promoter Group:	N.A.
	Public:	
No. of Shareholders attended the meeting through Video Conferencing	Promoters and Promoter Group:	N.A.
	Public:	

Resolution no. 1

Resolution required: (Ordinary/ Special)			Ordinary Resolution - To appoint Mr. Tanmoy Adhikary (DIN 01641236) as an Independent Director					
Whether promoter/ promoter group are interested in the agenda/resolution			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	29270370	0	0	0	0	0	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		29270370	100	29270370	0	100	0
	Total	29270370	29270370	100	29270370	0	100	0
Public- Institutions	E-Voting	85679	48394	56.4829	48394	0	100	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0	0	0	0	0
	Total	85679	48394	56.4829	48394	0	100	0
Public- Non Institutions	E-Voting	10412112	1642412	15.7700	1640166	2246	99.8632	0.1368
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		133903	1.2860	133599	304	99.7730	0.2270
	Total	10412112	1776315	17.0560	1773765	2550	99.8560	0.1436
Grand Total		39768161	31095079	78.1909	31092529	2550	99.9918	0.5074



Resolution no. 2

Resolution required: (Ordinary/ Special)			Ordinary Resolution- To appoint Ms. Hamsa Vijayaraghavan (DIN 08088888) as an Independent Director					
Whether promoter/ promoter group are interested in the agenda/resolution			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	29270370	0	0	0	0	0	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		29270370	100	29270370	0	100	0
	Total	29270370	29270370	100	29270370	0	100	0
Public- Institutions	E-Voting	85679	48394	56.4829	48394	0	100	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	85679	48394	56.4829	48394	0	100	0
Public- Non Institutions	E-Voting	10412112	1690804	16.2381	1688560	2246	99.8672	0.1328
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		133903	1.2860	133903	804	99.3996	0.6004
	Total	10412112	1824709	17.0560	1821659	3050	99.8329	0.1671
Grand Total		39768161	31143473	78.3126	31140423	3050	99.9902	0.5074



Resolution required: (Ordinary/ Special)		Ordinary Resolution- To appoint Mr. Subhankar Lahiri (DIN 08089368) as a Director						
Whether promoter/ promoter group are interested in the agenda/resolution		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	29270370	0	0	0	0	0	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		29270370	100	29270370	0	100	0
	Total	29270370	29270370	100	29270370	0	100	0
Public- Institutions	E-Voting	85679	48394	56.4829	48294	0	100	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	85679	48394	56.4829	48394	0	100	0
Public- Non Institutions	E-Voting	10412112	1642412	15.770	1638666	3746	99.7719	0.2281
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		133903	1.2860	133599	304	99.7730	0.2270
	Total	10412112	1776315	17.0560	1772265	4050	99.7720	0.2280
Grand Total		39768161	31095079	78.1909	31091029	4050	99.9870	0.5074



Resolution no. 4

Resolution required: (Ordinary/ Special)		Special Resolution- To appoint Mr. Subhankar Lahiri (DIN 08089368) as Managing Director & Chief Executive Officer of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	29270370	0	0	0	0	0	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		29270370	100	29270370	0	100	0
	Total	29270370	29270370	100	29270370	0	100	0
Public- Institutions	E-Voting	85679	48394	56.4829	48294	0	100	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	85679	48394	56.4829	48394	0	100	0
Public- Non Institutions	E-Voting	10412112	1642412	15.7700	1640166	2246	99.8632	0.1368
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		133903	1.2860	133599	304	99.7730	0.2270
	Total	10412112	1776315	17.0560	1773765	2550	99.8564	0.1436
Grand Total		39768161	31095079	78.1909	31092529	2550	99.9918	0.5074





Report of Scrutinizer on remote e-voting and voting through polling paper
[Pursuant to section 108 and 110 of the Companies Act, 2013 and Rule 20 and 21 of the
Companies (Management and Administration) Rules, 2014 as amended by the Companies
(Management and Administration) Amendment Rules, 2015

To

The Chairman
Ricoh India Limited
1132, 3rd Floor, Building No. 11, Solitaire Corporate Park,
Guru Hargovindji Marg, Andheri Ghatkopar Link Road,
Chakala, Andheri East, Mumbai – 400 093

Sub: Scrutinizer's Report on the Postal Ballot including e-voting pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Sir,

I, Naresh Verma, Proprietor of M/s Naresh Verma & Associates, Company Secretaries, Delhi appointed as Scrutinizer by the Board of Directors of **Ricoh India Limited** (the company) for the purpose of scrutinizing voting by postal ballots and by electronic means to ascertain the requisite majority in accordance with the provisions of Section 110 and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof in respect of the resolutions contained in the notice dated August 22, 2018.

The compliance with the provisions of the Companies Act, 2013 and the Rules made there under and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 relating to voting through postal ballot, e-voting, by the shareholders on the resolutions proposed in the Notice of the Postal ballot dated August 22, 2018 is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process of postal ballot through electronic means and by physical ballots is conducted in fair and transparent manner and render Scrutinizers report of the total votes cast in 'favour' or 'against', if any, to the Chairman on the resolutions based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), and the report of physical ballots received.



Further to above, I submit my report as under:

- A. The Company had appointed Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electronic voting to the shareholders of Company. The Company has uploaded all the items of business to be transacted on the website of the Company and also its service provider to facilitate their shareholders to cast their vote through e-voting.
- B. The notice dated August 22, 2018 alongwith statement setting out material facts under section 102 of the Companies Act, 2013 was sent to all the shareholders by email/ courier whose names appeared in the Register of members/ list of beneficial owners as at August 10, 2018 at their respective registered/ last known address alongwith postal ballot form, self-addressed postage pre-paid envelope and detailed e-voting procedure to enable the shareholders to cast their vote by postal ballot or electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.
- a) The shareholders of the company holding shares as on the “cut-off” date *i.e.* August 10, 2018, were entitled to vote on the proposed resolutions as stated in the Item no. 1 to 4 in the notice of postal ballot dated August 22, 2018.
- b) The voting by postal ballot / e-voting commenced from Wednesday, August 29, 2018 (9.00 A.M) till Thursday, September 27, 2018 (5:00 P.M) and the CDSL e-voting platform was blocked thereafter.
- c) After the time fixed for closure of e-voting expired *i.e.* 5.00 P.M on September 27, 2018, an electronic report of the e-voting was generated by me by accessing the data available on the website of Central Depository Services (India) Limited (CDSL) *i.e.* www.evotingindia.com. Data regarding the e-voting was diligently scrutinized.
- d) The Physical Postal Ballots, received till 5.00 p.m. on September 27, 2018, were diligently scrutinized and reconciled with the records maintained by the company through M/s MCS Share Transfer Agent Limited, the Registrar and Transfer Agents of the Company and the authorizations lodged with Company.
- e) The result of the scrutiny of the above voting by physical postal ballot and E-voting in respect of the resolutions contained in the Notice dated August 22, 2018 is as stated hereunder :

Resolution No. 1:

To Appoint Mr. Tanmoy Adhikary as an Independent Director. (Ordinary resolution)

- (i) **Voted ‘FOR’ the resolution:**



Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-Voting	52	1688560	5.43
Voting through polling paper (in person or by proxy)	78	29403969	94.56
Total	130	31092529	99.99

(ii) **Voted 'AGAINST' the resolution:**

Mode of Voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-Voting	10	2246	0.01
Voting through polling paper (in person or by proxy)	3	304	0.00
Total	13	2550	0.01

(iii) **Details of 'INVALID' Votes:**

Mode of Voting	Total Numbers of Members whose Votes were declared "Invalid"	Total number of votes cast by them declared "Invalid"
Remote e-Voting	0	0
Voting through polling paper (in person or by proxy)	3	279
Total	3	279

Resolution No. 2:

To Appoint Ms. Hamsa Vijayaraghavan as an Independent Director. (Ordinary Resolution)

(i) **Voted 'FOR' the resolution:**

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-Voting	52	1688560	5.43
Voting through polling paper (in person or by proxy)	78	29403469	94.56
Total	130	31092029	99.99



(ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-Voting	10	2246	0.01
Voting through polling paper (in person or by proxy)	3	804	0.00
Total	13	3050	0.01

(iii) Voted 'INVALID' the resolution:

Mode of Voting	Total Numbers of Members whose Votes were declared "Invalid"	Total number of votes cast by them declared "Invalid"
Remote e-Voting	0	0
Voting through polling paper (in person or by proxy)	3	279
Total	3	279

Resolution No. 3:

To Appoint Mr. Subhankar Lahri as a Director. (Ordinary Resolution)

(i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-Voting	51	1687060	5.43
Voting through polling paper (in person or by proxy)	78	29403969	94.56
Total	129	31091029	99.99

(ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-Voting	11	3746	0.01
Voting through polling paper (in person or by proxy)	3	304	0.00
Total	14	4050	0.01



(iii) Details of 'INVALID' Votes:

Mode of Voting	Total Numbers of Members whose Votes were declared "Invalid"	Total number of votes cast by them declared "Invalid"
Remote e-Voting	0	0
Voting through polling paper. (in person or by proxy)	3	279
Total	3	279

Resolution No. 4:

To Appoint Mr. Subhankar Lahri as Managing Director and Chief Executive Officer (Special Resolution)

(i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-Voting	52	1688560	5.43
Voting through polling paper (in person or by proxy)	78	29403969	94.56
Total	130	31092529	99.99

(ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-Voting	10	2246	0.01
Voting through polling paper (in person or by proxy)	3	304	0.00
Total	13	2550	0.01

(iii) Details of 'INVALID' Votes:

Mode of Voting	Total Numbers of Members whose Votes were declared "Invalid"	Total number of votes cast by them declared "Invalid"
Remote e-Voting	0	0



Voting through polling paper (in person or by proxy)	3	279
Total	3	279

- f) The postal ballot papers and all other relevant records will be handed over to the Company Secretary- Mr Manish Sehgal, authorised by the Board for safe keeping the same, after the result is declared by the Chairman and Minutes thereof is duly signed.
- g) You may accordingly declare the result of voting by postal ballot and e-voting.
- h) The register to record the assent or dissent received has been maintained electronically. It contains the particulars of name, address, folio number or client id of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the company; hence there is no requirement of maintaining of the list of the shareholders with differential voting rights.

Thanking You

For Naresh Verma & Associates
Company Secretaries



Naresh Verma
FCS-5403; CP-4424
(Scrutinizer)

Place: Delhi
Date: 28.09.2018