

**RICOH INDIA LIMITED**

2<sup>nd</sup> Floor, Salcon Aurum Building,  
Plot No.4, District Centre Jasola  
New Delhi – 110 025, India  
CIN L74940MH1993PLC074694  
Tel : + 91-11- 49103000, 49103200  
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Email: ril.info@ricoh.co.in  
URL : [www.ricoh.co.in](http://www.ricoh.co.in)

26 September 2017

To

BSE Limited  
PJ Towers, Dalal Street  
Fort, Mumbai- 400 001

**Scrutinizer Report pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 concerning Voting done at the 24<sup>th</sup> Annual General Meeting of Ricoh India Limited held on Monday, 25 September 2017**

Dear Sir

Please find herewith enclose, Scrutinizer Report pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 concerning voting done at the 24<sup>th</sup> Annual General Meeting of Ricoh India Limited held on Monday, 25 September 2017 at 3:00 PM at MC Ghia Hall, 4<sup>th</sup> Floor, Bhogilal Hargovinddas Building, 18/20, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai – 400001.

The same is for your information and records.

Yours Faithfully  
For **Ricoh India Limited**

*Manish*

Manish Sehgal  
Company Secretary

Encl: a/a

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi - 110 024  
Tel. : (011) 4679 0000, Fax : (011) 4679 0012  
e-mail : contact@cssanjaygrover.in  
website : www.cssanjaygrover.in

### Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 read with Rule 21 of the Companies (Management and Administration) Rules, 2014]

To,

THE CHAIRMAN

**RICOH INDIA LIMITED**

(CIN:L74940MH1993PLC074694)

801, 8th Floor, Ackruti Star, MIDC Central Road,

MIDC, Andheri - East

Mumbai-400093

Dear Sir,

I, Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing the voting process, i.e. remote e-voting and voting through ballot paper (Poll) at the Annual General Meeting (AGM), under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolution(s) mentioned in Notice dated August 30, 2017 for 24<sup>th</sup> AGM of the members of the Company held on September 25, 2017 at 03:00 P.M. at "MC Ghia Hall, 4<sup>th</sup> Floor, Bhogilal Hargovinddas Building, 18/20, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai-400001".



I submit my report as under:-

1. The remote e-voting period commenced on Friday, September 22, 2017 at 09:00 A.M. and ended on Sunday, September 24, 2017 at 05:00 P.M., via e-voting Platform on the designated website of CDSL viz. <https://www.evotingindia.com>
2. The Members of the Company as on the "cut off" date i.e. Monday, September 18, 2017 were entitled to avail the facility of remote e-voting as well as poll at the AGM on the proposed resolutions (item no. 1 to 11) as set out in the Notice dated August 30, 2017.
3. The total paid up Equity Share Capital of the Company as on September 18, 2017 was Rs. 39,76,81,610 (Rupees Thirty Nine Crore Seventy Six Lakh Eighty One Thousand Six Hundred and Ten Only) divided into 3,97,68,161 (Three Crore Ninety Seven Lakh Sixty Eight Thousand One Hundred and Sixty One) equity shares of Rs. 10/- (Rupees Ten Only) each.
4. The Chairman ordered for poll at the AGM as per Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014.
5. Two (2) ballot boxes were kept for polling and the ballot boxes were locked in my presence.
6. After completion of Poll at the AGM the ballot box was opened in my presence and ballots were diligently scrutinized. Thereafter, ballots were reconciled with the records maintained by the Registrar and Transfer Agents and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the members who participated in poll at the AGM.
7. The ballots, which were incomplete and/or which were otherwise found defective and/or if signature of any member did not match with records were treated as invalid.



8. Thereafter, the votes cast through remote e-voting were unblocked, after completion of poll at the AGM, in the presence of two witnesses, Mr. Viresh Luthra R/o C-41, Hari Nagar, New Delhi-110064 and Ms. Geetu Hasija R/o 96, Nilgiri Apartments, Alaknanda, New Delhi-110019, who were not in the employment of the company. They have signed below confirming their presence at the time of unblocking of e-votes:



Viresh Luthra



Geetu Hasija

9. The details of the members who participated in e-voting were also entered in a register.

10. The consolidated summary of results of remote e-voting and poll at the AGM are as under:

- a. **Resolution No. 1:-** Adoption of Balance Sheet of the Company as at 31st March, 2017 and the Profit & Loss Account for the year ended on that date along with the Reports of the Directors and Auditors thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	2,93,25,299	98,663	2,94,23,962	91.61
Dissent	2,04,913	24,89,602	26,94,515	08.39
Total	2,95,30,212	25,88,265	3,21,18,477	100

Therefore, the resolution No. 1 has been approved with requisite majority. Details of Poll at AGM & remote e-voting are given in **Annexure- A.**

- b. **Resolution No. 2:-** Appointment of Director in place of Mr. Hiroyasu Kitada (DIN:06527013) who retires by rotation and being eligible offers himself for re-appointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	2,92,73,454	3,63,361	2,96,36,815	92.27
Dissent	2,56,758	22,24,904	24,81,662	07.73
Total	2,95,30,212	25,88,265	3,21,18,477	100

Therefore, the resolution No. 2 has been approved with requisite majority. Details of Poll at AGM & remote e-voting are given in **Annexure B.**

- c. **Resolution No. 3:-**Ratification of appointment of BSR & Co. LL.P, Chartered Accountants, (Firm Registration No. -101248 WW -100022) as Statutory Auditor of the Company from the conclusion of 24<sup>th</sup> Annual General Meeting until conclusion of 25<sup>th</sup> Annual General Meeting.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	2,94,88,699	24,84,453	3,19,73,152	99.55
Dissent	41,513	1,03,812	1,45,325	00.45
Total	2,95,30,212	25,88,265	3,21,18,477	100



Therefore, the resolution No. 3 has been approved with requisite majority. Details of Poll at AGM & remote e-voting are given in **Annexure C.**

**d. Resolution No. 4:-** Appointment of Mr. Yoshitaka Motomura as Director of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	2,94,88,499	24,00,873	3,18,89,372	99.29
Dissent	41,713	1,87,392	2,29,105	00.71
Total	2,95,30,212	25,88,265	3,21,18,477	100

Therefore, the resolution No. 4 has been approved with requisite majority. Details of Poll at AGM & remote e-voting are given in **Annexure-D.**

**e. Resolution No.5:-**Appointment of Mr. Noboru Akahane as Director of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	2,94,88,699	24,00,873	3,18,89,572	99.29
Dissent	41,513	1,87,392	2,28,905	00.71
Total	2,95,30,212	25,88,265	3,21,18,477	100

Therefore, the resolution No. 5 has been approved with requisite majority. Details of Poll at AGM & remote e-voting are given in **Annexure-E.**



- f. **Resolution No.6:-** Appointment of Mr. Rajiv Ahuja as an Independent Director for a period of 5 years not liable to retire by rotation.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	2,94,88,699	23,71,505	3,18,60,204	99.20
Dissent	41,513	2,16,760	2,58,273	00.80
Total	2,95,30,212	25,88,265	3,21,18,477	100

Therefore, the resolution No. 6 has been approved with requisite majority. Details of Poll at AGM & remote e-voting are given in **Annexure-F.**

- g. **Resolution No.7:-** Appointment of Mr. UP Mathur as an Independent Director for a period of 5 years not liable to retire by rotation.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	2,92,73,454	10,646	2,92,84,100	91.18
Dissent	2,56,758	25,77,619	28,34,377	08.82
Total	2,95,30,212	25,88,265	3,21,18,477	100

Therefore, the resolution No. 7 has been approved with requisite majority. Details of Poll at AGM & remote e-voting are given in **Annexure-G.**



- h. **Resolution No.8:-** Appointment of Mr. RK Pandey as an Independent Director for a period of 5 years not liable to retire by rotation.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	2,92,73,454	20,450	2,92,93,904	91.21
Dissent	2,56,758	25,67,815	28,24,573	08.79
Total	2,95,30,212	25,88,265	3,21,18,477	100

Therefore, the resolution No. 8 has been approved with requisite majority. Details of Poll at AGM & remote e-voting are given in **Annexure-H.**

- i. **Resolution No.9:-** Appointment of Ms Ashish Garg as an Independent Director for a period of 5 years not liable to retire by rotation

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	2,92,73,454	20,450	2,92,93,904	91.21
Dissent	2,56,758	25,67,815	28,24,573	08.79
Total	2,95,30,212	25,88,265	3,21,18,477	100

Therefore, the resolution No. 9 has been approved with requisite majority. Details of Poll at AGM & remote e-voting are given in **Annexure-I.**





- j. **Resolution No.10:-** Appointment of Mr. AT Rajan as Managing Director and CEO for a period of one year w.e.f. 1st April 2017 to 31st March 2018 and approval of his remuneration.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	2,92,73,454	3,82,387	2,96,55,841	92.33
Dissent	2,56,758	22,05,878	24,62,636	07.67
Total	2,95,30,212	25,88,265	3,21,18,477	100

Therefore, the resolution No. 10 has been approved with requisite majority. Details of Poll at AGM & remote e-voting are given in **Annexure-J**.

- k. **Resolution No. 11:-** To consider and approve the matter of issuance of appropriate financial instruments in one or more series/ tranches upto Rs. 1000 Crores.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	2,92,73,454	1,66,621	2,94,40,075	91.66
Dissent	2,56,758	24,21,644	26,78,402	08.34
Total	2,95,30,212	25,88,265	3,21,18,477	100

Therefore, the resolution No. 11 has been approved with requisite majority. Details of Poll at AGM & remote e-voting are given in **Annexure-K**.



11. The registers, ballot papers and all other related documents shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over these documents to the company.

Thanking you,

For SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES

*Devesh Vasish*

Devesh Kumar Vasish

Scrutinizer

CP No.: 13700

September 25, 2017

Mumbai



Countersigned by

*Manish*

For Ricoh India Limited

Chairman/ Authorised

Manish Sehgal  
Company Secretary

Details of poll at AGM & remote e-voting for Resolution No.-1 are as under:

**A1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	58	2,95,30,578	29,53,05,780
b) Less: Invalid Votes	5	361	3,610
c) Net Valid votes cast*	53	2,95,30,217	29,53,02,170
d) Votes with assent for the Resolution	33	2,93,25,299	29,32,52,990
e) Votes with dissent for the Resolution	20	2,04,913	20,49,130

\* One member has less voted.

**A2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	158	25,88,265	2,58,82,650
(b) Votes with Assent	15	98,663	9,86,630
(c) Votes with dissent	143	24,89,602	2,48,96,020



Details of Poll at AGM & remote e-voting for Resolution No.-2 are as under:

**B1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	58	2,95,30,578	29,53,05,780
b) Less: Invalid Votes	5	361	3,610
c) Net Valid votes cast*	53	2,95,30,217	29,53,02,170
d) Votes with assent for the Resolution	32	2,92,73,454	29,27,34,540
e) Votes with dissent for the Resolution	21	2,56,758	25,67,580

\* One member has less voted.

**B2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	158	25,88,265	2,58,82,650
(b) Votes with Assent	15	3,63,361	36,33,610
(c) Votes with dissent	143	22,24,904	2,22,49,040



Details of Poll at AGM & remote e-voting for Resolution No.-3 are as under:

**C1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	58	2,95,30,578	29,53,05,780
b) Less: Invalid Votes	5	361	3,610
c) Net Valid votes cast*	53	2,95,30,217	29,53,02,170
d) Votes with assent for the Resolution	36	2,94,88,699	29,48,86,990
e) Votes with dissent for the Resolution	17	41,513	4,15,130

\* One member has less voted.

**C2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	158	25,88,265	2,58,82,650
(b) Votes with Assent	150	24,84,453	2,48,44,530
(c) Votes with dissent	8	1,03,812	10,38,120



Details of Poll at AGM & remote e-voting for Resolution No.-4 are as under:

**D1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	58	2,95,30,578	29,53,05,780
b) Less: Invalid Votes	5	361	3,610
c) Net Valid votes cast*	53	2,95,30,217	29,53,02,170
d) Votes with assent for the Resolution	35	2,94,88,499	29,48,84,990
e) Votes with dissent for the Resolution	18	41,713	4,17,130

\* One member has less voted.

**D2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	158	25,88,265	2,58,82,650
(b) Votes with Assent	144	24,00,873	2,40,08,730
(c) Votes with dissent	14	1,87,392	18,73,920



Details of Poll at AGM & remote e-voting for Resolution No.-5 are as under:

**E1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	58	2,95,30,578	29,53,05,780
b) Less: Invalid Votes	5	361	3,610
c) Net Valid votes cast*	53	2,95,30,217	29,53,02,170
d) Votes with assent for the Resolution	36	2,94,88,699	29,48,86,990
e) Votes with dissent for the Resolution	17	41,513	4,15,130

\* One member has less voted.

**E2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	158	25,88,265	2,58,82,650
(b) Votes with Assent	144	24,00,873	2,40,08,730
(c) Votes with dissent	14	1,87,392	18,73,920



Details of Poll at AGM & remote e-voting for Resolution No.-6 are as under:

**F1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	58	2,95,30,578	29,53,05,780
b) Less: Invalid Votes	5	361	3,610
c) Net Valid votes cast*	53	2,95,30,217	29,53,02,170
d) Votes with assent for the Resolution	36	2,94,88,699	29,48,86,990
e) Votes with dissent for the Resolution	17	41,513	4,15,130

\* One member has less voted.

**F2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. Of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	157	25,88,265	2,58,82,650
(b) Votes with Assent	143	23,71,505	2,37,15,050
(c) Votes with dissent	15	2,16,760	21,67,600





Details of Poll at AGM & remote e-voting for Resolution No.- 7 are as under:

**G1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	58	2,95,30,578	29,53,05,780
b) Less: Invalid Votes	5	361	3,610
c) Net Valid votes cast*	53	2,95,30,217	29,53,02,170
d) Votes with assent for the Resolution	32	2,92,73,454	29,27,34,540
e) Votes with dissent for the Resolution	21	2,56,758	25,67,580

\* One member has less-voted.

**G2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	158	25,88,265	2,58,82,650
(b) Votes with Assent	12	10,646	1,06,460
(c) Votes with dissent	146	25,77,619	2,57,76,190



Details of Poll at AGM & remote e-voting for Resolution No.- 8 are as under:

**H1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	58	2,95,30,578	29,53,05,780
b) Less: Invalid Votes	5	361	3,610
c) Net Valid votes cast*	53	2,95,30,217	29,53,02,170
d) Votes with assent for the Resolution	32	2,92,73,454	29,27,34,540
e) Votes with dissent for the Resolution	21	2,56,758	25,67,580

\* One member has less voted.

**H2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. Of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	158	25,88,265	2,58,82,650
(b) Votes with Assent	14	20,450	2,04,500
(c) Votes with dissent	144	25,67,815	2,56,78,150



Details of Poll at AGM & remote e-voting for Resolution No.-9 are as under:

**I1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	58	2,95,30,578	29,53,05,780
b) Less: Invalid Votes	5	361	3,610
c) Net Valid votes cast*	53	2,95,30,217	29,53,02,170
d) Votes with assent for the Resolution	32	2,92,73,454	29,27,34,540
e) Votes with dissent for the Resolution	21	2,56,758	25,67,580

\* One member has less voted.

**I2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. Of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	158	25,88,265	2,58,82,650
(b) Votes with Assent	14	20,450	2,04,500
(c) Votes with dissent	144	25,67,815	2,56,78,150



Details of Poll at AGM & remote e-voting for Resolution No.-10 are as under:

**J1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	58	2,95,30,578	29,53,05,780
b) Less: Invalid Votes	5	361	3,610
c) Net Valid votes cast*	53	2,95,30,217	29,53,02,170
d) Votes with assent for the Resolution	32	2,92,73,454	29,27,34,540
e) Votes with dissent for the Resolution	21	2,56,758	25,67,580

\* One member has less voted.

**J2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. Of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	158	25,88,265	2,58,82,650
(b) Votes with Assent	23	3,82,387	38,23,870
(c) Votes with dissent	135	22,05,878	2,20,58,780



Details of Poll at AGM & remote e-voting for Resolution No.- 11 are as under:

**K1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	58	2,95,30,578	29,53,05,780
b) Less: Invalid Votes	5	361	3,610
c) Net Valid votes cast*	53	2,95,30,217	29,53,02,170
d) Votes with assent for the Resolution	32	2,92,73,454	29,27,34,540
e) Votes with dissent for the Resolution	21	2,56,758	25,67,580

\* One member has less voted.

**K2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	158	29,88,265	2,98,82,650
(b) Votes with Assent	23	1,66,621	16,66,210
(c) Votes with dissent	135	24,21,644	2,42,16,440

