

24 October 2019

Department of Corporate Services
BSE Limited
PJ Towers, Dalal Street
Mumbai – 400 001

Subject: Postal Ballot Result and Disclosure under Regulation 44(3) of SEBI (LODR) Regulations, 2015

Dear Sir

This has reference to the Postal Ballot Notice dated 11 September 2019 seeking approval of the Shareholders of the Company for the following Resolution through Postal Ballots including Electronic means (Remote E-Voting):-

- (a) Appointment of M/s Khimji Kunverji and Co LLP, Chartered Accountants as Statutory Auditors of the Company to fill up the Casual Vacancy caused due to resignation of M/s B S R & Co. LL.P, Chartered Accountants.

Based on the Postal Ballot Forms/Remote E-Voting received from the Shareholders of the Company and as per the Scrutinizers Report dated 24 October 2019, the above mentioned Resolution has been duly passed by the Shareholders of the Company with requisite majority.

Cont'd.....2/-



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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 please.

Thanking you

Yours faithfully

For **Ricoh India Limited**

(Company under CIRP by Hon'ble NCLT Mumbai Order dated 14 May 2018)



Manish Sehgal
Company Secretary

Encl: a/a

Name of the Company		RICOH INDIA LIMITED	
Date of the Postal Ballot: Notice of Postal Ballot dated 11 September 2019 (Voting start date September 23, 2019 and end date October 22, 2019)			
Total number of shareholders on Record date		16090	
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:		N.A.	
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:		N.A.	

Resolution No. 1

Resolution required: (Ordinary/ Special)		Ordinary Resolution-To appoint M/s Khimji Kunverji and Co. LLP, Chartered Accountants as Statutory Auditors of the Company to fill up the Casual Vacancy						
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		0	0	0	0	0	0
	Total	29270370	0	0	0	0	0	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	1963335	18.8563	1945773	17562	99.1055	0.8945
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		24655	0.2368	24654	1	99.9959	0.0041
	Total	10412112	1987990	19.0931	1970427	17563	99.1165	0.8835
Grand Total	Total	39768161	2036384	5.1206	2018821	17563	99.1375	0.8625
Whether Resolution is Pass or Not								Yes

For Ricoh India Limited



Manish Sehgal
Company Secretary



To,

**Resolution Professional
Ricoh India Limited**
1132, 3rd Floor, 11
Solitaire Corporate Park
Andheri Ghatkopar Link Road
Chakala, Andheri (E) Mumbai

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 Mr Krishna Chamadia, Resolution Professional - 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 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 September 11, 2019.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder 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 September 11, 2019 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 postal ballots is conducted in fair and transparent manner and render Scrutinizers report of the total votes cast in 'favour' or 'against', if any, to Mr Krishna Chamadia, Resolution Professional 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 postal 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 September 11, 2019 along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to all the shareholders by email / speed post whose names appeared in the Register of members/ list of beneficial owners as at September 6, 2019 at their respective registered/ last known address along with 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. September 6, 2019, were entitled to vote on the proposed resolution as stated in the Item no. 1 in the notice of postal ballot dated September 11, 2019.
 - b) The voting by postal ballot / e-voting commenced from Monday, September 23, 2019 (9.00 A.M) till Tuesday, October 22, 2019 (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 October 22, 2019, 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 October 22, 2019, 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 September 11, 2019 is as stated hereunder :

Special Business

Item No. 1 (Ordinary Resolution)

Appointment of M/s. Khimji Kunverji and Co LLP, Chartered Accountants (LLPIN AAP - 2267, Firm Registration No - 105146 W) as Statutory Auditors of the Company to fill up the Casual Vacancy caused due to resignation of M/s. B S R & Co. LLP, Chartered Accountants.



i) Voted in favour of the resolution

Postal Ballot Voting	No. of Members Voted	No. of votes cast in 'favour' of resolution	% of total number of valid votes cast
Physical	67	24654	1.211
Electronic (e- voting)	49	1994167	97.926
Total	116	2018821	99.137

ii) Voted against the resolution

Postal Ballot Voting	No. of Members Voted	No. of votes cast against the resolution	% of total number of valid votes cast
Physical	1	1	0.001
Electronic (e- voting)	8	17562	0.862
Total	9	17563	0.863

iii) Invalid / Abstain Votes

Postal Ballot Voting	No. of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Physical	3	350
Electronic (e- voting)	0	0
Total	3	350

f. The postal ballot papers and all other relevant records will be handed over to the Company Secretary- Mr. Manish Sehgal, authorized by Mr Krishna Chamadia, Resolution Professional for safe keeping the same, after the result is declared and Minutes thereof is duly signed by Mr Krishna Chamadia, Resolution Professional.

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.

For **NARESH VERMA & ASSOCIATES**
Company Secretaries



NARESH VERMA
FCS: 5403
CP: 4424
UDIN: F005403A000153507

Date: 24.10.2019
Place: Delhi

