

**RICOH**  
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**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  
Fax : + 91-11- 49103099, 49103199  
Email: ril.info@ricoh.co.in  
URL : [www.ricoh.co.in](http://www.ricoh.co.in)

23 September 2016

The Listing Department  
BSE Limited, PJ Towers,  
Fort, Mumbai - 400 001

Dear Sir

**Sub: Disclosure under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 – Result of Postal Ballot and E-voting – Ricoh India Limited, Scrip ID - 517496**

In terms of Regulation 44(3) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclose the following:-

1. Result of Postal Ballot and E-voting : Annexure-I
2. Declaration of Postal Ballot result by the Chairman : Annexure-II
3. Scrutinizer Report : Annexure-III

Based on above, we would like to inform that all the Ordinary/Special Resolution(s) as set out in the Postal Ballot Notice dated 17<sup>th</sup> August 2016 of the Company have been duly approved by the Members of the Company with requisite majority.

The above is for your kind information and record please.

Yours faithfully  
For **Ricoh India Limited**



Manish Sehgal  
Company Secretary

Encl: a/a

**Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015**

<b>Name of the Company</b>	<b>RICOH INDIA LIMITED</b>
<b>Date of the Postal Ballot: Notice of Postal Ballot dated August 17, 2016 (Voting Start date August 23, 2016 and end date September 21, 2016)</b>	
<b>Total number of shareholders on record date</b>	<b>15884</b>
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	<b>N.A.</b>
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group: Public:	<b>N.A.</b>

**Resolution no. 1**

Resolution required: (Ordinary/ Special)			Ordinary Resolution- To appoint Mr. Ian Winham (DIN: 07567971) as Director 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		29270370	100%	29270370	0	100%	0
	<b>Total</b>	<b>29270370</b>	<b>29270370</b>	<b>100%</b>	<b>29270370</b>	<b>0</b>	<b>100%</b>	<b>0</b>
Public- Institutions	E-Voting	73269	35142	47.96%	35142	0	100%	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>73269</b>	<b>35142</b>	<b>47.96%</b>	<b>35142</b>	<b>0</b>	<b>100%</b>	<b>0</b>
Public- Non Institutions	E-Voting	10424522	840100	8.06%	836770	3330	99.60%	0.40%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		19223	0.18%	19191	32	99.83%	0.17%
	<b>Total</b>	<b>10424522</b>	<b>859323</b>	<b>8.24%</b>	<b>855961</b>	<b>3362</b>	<b>99.61%</b>	<b>0.39%</b>
<b>Grand Total</b>		<b>39768161</b>	<b>30164835</b>	<b>75.85%</b>	<b>30161473</b>	<b>3362</b>	<b>99.99%</b>	<b>0.01%</b>



Resolution no. 2

Resolution required: (Ordinary/ Special)			Ordinary Resolution- To appoint Mr. AT Rajan (DIN: 07487969) as Director 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	73269	35142	47.96%	35142	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	73269	35142	47.96%	35142	0	100%	0
Public- Non Institutions	E-Voting	10424522	840100	8.06%	19246	820854	2.29%	97.71%
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		19123	0.18%	17191	1932	89.90%	10.10%
	Total	10424522	859223	8.24%	36437	822786	4.24%	95.26%
Grand Total		39768161	30164735	75.85%	29341949	822786	97.27%	2.73%



## Resolution no. 3

Resolution required: (Ordinary/ Special)			Special Resolution- To appoint Mr. AT Rajan (DIN: 07487969) 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%
Public-Institutions	E-Voting	73269	35142	47.96%	35142	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		73269	35142	47.96%	35142	0	100%
Public- Non Institutions	E-Voting	10424522	840100	8.06%	19246	820854	2.29%	97.71%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot (if applicable)		19123	0.18%	17291	1832	90.42%	9.58%
	Total		10424522	859223	8.24%	36537	822686	4.25%
Grand Total		39768161	30164735	75.85%	29342049	822686	97.27%	2.73%



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**DECLARATION OF RESULT OF POSTAL BALLOT OF RICOH INDIA LIMITED BY MR. IAN WINHAM, CHAIRMAN, RICOH INDIA LIMITED**

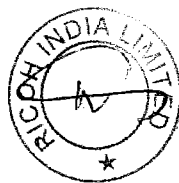
In terms of Section 110 of the Companies Act 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosures), 2015, Ricoh India Limited ("the Company") provided a facility to its members to vote on the resolutions proposed in the Postal Ballot notice dated August 17, 2016 through remote e-voting using the platform provided by Central Depositories Services Limited (CDSL) and voting through physical postal ballot.

The said remote e-voting period commenced at 9.00 A.M (IST) on Tuesday, the 23<sup>rd</sup> August 2016 and ended at 5.00 P.M (IST) on Wednesday, the 21<sup>st</sup> September 2016 and the physical postal ballot forms received till 5.00 P.M (IST) on Wednesday, the 21<sup>st</sup> September 2016 i.e. the time fixed for closing of voting process were considered.

Mr. Naresh Verma, Proprietor of M/s Naresh Verma and Associates, Company Secretaries was appointed as the Scrutinizer to scrutinize the votes cast through e-voting and physical ballot forms

Based on the Scrutinizer's report dated September 23, 2016, I, Ian Winham, Chairman of the Company hereby declare that all the resolutions (Resolution No. 1 to 3) contained in the Postal Ballot Notice dated August 17, 2016 has been duly passed with requisite majority as per details given below:

Cont'd.....2/-



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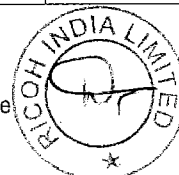
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Sl. No.	Particulars of Resolution	Particulars	No. of Postal Ballot Form and E-Voting	No. of Equity Shares of Rs. 10 each (Votes)	% age of Valid Votes Polled	Results
1.	Ordinary Resolution –  To appoint Mr. Ian Winham (DIN: 07567971) as a Director of the Company	Assent / in favour of the resolution	126	30161473	99.99	The resolution referred in Sl. No. 1 is passed as an Ordinary Resolution with requisite majority
		Dissent / against to the resolution	7	3362	.01	
		Invalid Votes	5	3529	NA	
		Total	138	30168364	NA	
2.	Ordinary Resolution –  To appoint Mr. AT Rajan (DIN: 07487969) as a Director of the company	Assent / in favour of the resolution	103	29341949	97.27	The resolution referred in Sl. No. 2 is passed as Ordinary Resolution with requisite majority
		Dissent / against to the resolution	29	822786	2.73	
		Invalid Votes	6	3629	NA	
		Total	138	30168364	NA	

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Regd. Off : 801, 8th Floor, Ackruti Star, MIDC Central Road, Near Marol Telephone Exchange, MIDC, Andheri East, Mumbai – 400 093, Maharashtra, India



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3.	Special Resolution - To appoint Mr. AT Rajan (DIN: 07487969) as Managing Director & Chief Executive Officer of the Company	Assent / in favour of the resolution	105	29342049	97.27	The resolution referred in Sl. No. 3 is passed as Special Resolution with requisite majority
		Dissent / against to the resolution	28	822686	2.73	
		Invalid Votes	5	3529	NA	
		Total	138	30168264	NA	

For **RICOH INDIA LIMITED**

  
**IAN WINHAM**  
**CHAIRMAN**

Date : 23.09.2016  
Place : New Delhi

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**NARESH VERMA & ASSOCIATES**  
**COMPANY SECRETARIES**

To

The Chairman  
Ricoh India Limited  
2<sup>nd</sup> Floor, Salcon Aurum Building, Plot No. 4,  
District Centre, Jasola, New Delhi-110025

**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,

The Company had appointed me as the Scrutinizer 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 August 17, 2016.

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 August 17, 2016 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 to render Scrutinizers report on 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 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 17, 2016 along with 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 12, 2016, 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 12, 2016, were entitled to vote on the proposed resolutions as stated in the Item nos. 1 to 3 in the notice of postal ballot dated August 17, 2016.
- b. The voting by postal ballot / e-voting commenced from Tuesday, August 23, 2016 (9.00 A.M) till Wednesday, September 21, 2016 (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 21, 2016, 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 i.e. [www.evotingindia.com](http://www.evotingindia.com). Data regarding the e-voting was diligently scrutinized.
- d. The Physical Postal Ballots, received till. (5:00 P.M) on September 21, 2016, 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
- 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 17, 2016, is as stated hereunder :

**Special Business**

**Item No. 1 (Ordinary Resolution)**

**To appoint Mr. Ian Winham (DIN: 07567971) as Director of the Company.**

- 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	73	29289561	97.10
Electronic (e- voting)	53	871912	2.89
Total	126	30161473	99.99



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	6	3629
Electronic (e- voting)	0	0
Total	6	3629

**Item No. 3 (Special Resolution)**

To appoint Mr. AT Rajan (DIN: 07487969) as Managing Director & Chief Executive Officer of the Company.

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	72	29287661	97.09
Electronic (e- voting)	33	54388	0.18
Total	105	29342049	97.27

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	4	1832	0.01
Electronic (e- voting)	24	820854	2.72
Total	28	822686	2.73

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	5	3529



Electronic (e- voting)	0	0
Total	5	3529

- 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.

For **NARESH VERMA & ASSOCIATES**  
**Company Secretaries**

**NARESH VERMA**  
**FCS: 5403**  
**CP: 4424**

**Date: 23.09.2016**  
**Place: Delhi**