

**RICOH**  
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**RICOH INDIA LIMITED**  
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New Delhi – 110 025, India  
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URL : www.ricoh.co.in

23 December 2016

To

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

**Subject: Regulation 30 and Regulation 44(3) of the SEBI (LODR) Regulations 2015 - Proceedings and details of the voting results of the 23 Annual General Meeting of Ricoh India Limited held on 22 December 2016**

Dear Sir

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are submitting herewith summary of the proceedings of the 23 Annual General Meeting of the Company held on Thursday, 22 December 2016 at 9:00 AM.

Further, pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are submitting herewith the details regarding voting results of the business transacted at the 23 Annual General Meeting of the Company in the prescribed format.

We are also enclosing herewith consolidated report of the Scrutiniser on e-voting and voting through ballot papers at the Annual General Meeting of the Company.

Yours Faithfully  
For **Ricoh India Limited**

  
Manish Sehgal  
Company Secretary

Encl: a/a

**Summary of Proceedings of the 23 Annual General Meeting of the Company held on Thursday, 22 December 2016 at 9:00 AM. at Kamalnayan Bajaj Hall, Bajaj Bhavan, Ground Floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai-400021**

The 23 Annual General Meeting (AGM) of the Members of Ricoh India Limited was held on Thursday, 22 day of December, 2016 at 9:00 A.M. at Kamalnayan Bajaj Hall, Bajaj Bhavan, Ground Floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai-400021

The requisite quorum being present, the meeting was called to order and the following business was transacted:-

Resolution No. 1: To receive, consider and adopt the audited Balance Sheet as at 31 March 2016, Statement of Profit and Loss for the financial year ended as on that date together with the Reports of Board of Directors and Auditors thereon. **(Ordinary Resolution)**

Resolution No. 2: To appoint a Director in place of Mr. H. Kitada who retires by rotation and being eligible offers himself for re-appointment. **(Ordinary Resolution)**

Resolution No. 3: To ratify the appointment of BSR & Co. LLP, Chartered Accountants, Statutory Auditors of the Company. **(Ordinary Resolution)**

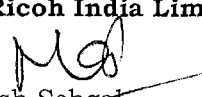
Resolution No. 4: To consider and approve the matter of issuance of appropriate financial instruments in one or more series/tranches upto Rs 1000 Crores. **(Special Resolution)**

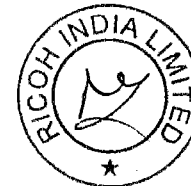
(All of the resolutions were passed by requisite majority vote)

The Board of Directors had appointed Mr. Naresh Verma, FCS of Naresh Verma & Associates, Company Secretaries to supervise the e-voting and ballot voting process.

There were No invalid E-Voting/Poll papers.

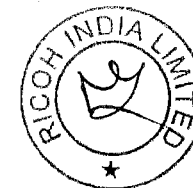
Yours faithfully,  
For **Ricoh India Limited**

  
Manish Sehgal  
Company Secretary



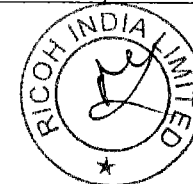
**Details of Voting results of the business transacted at the 23<sup>rd</sup> Annual General Meeting of Ricoh India Limited held on Thursday, 22 December 2016 pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Date of the Annual General Meeting	Thursday, 22 December 2016
Total number of Shareholders on record date	15979
Number of Shareholders present in the Annual General Meeting either in person or through proxy:	
<b>In Person:</b>	
Promoters and Promoter Group:	02
Public:	92
<b>Through Proxy:</b>	
Promoters and Promoter Group:	Nil
Public:	Nil
Number of Shareholders who attended the meeting through Video Conferencing	No Video Conference facility was made available



**Resolution 1-** To receive, consider and adopt the Audited Balance Sheet as at 31 March 2016, Statement of Profit and Loss for the financial year ended as on that date together with the Reports of Board of Directors and Auditors thereon  
(Ordinary Resolution)

Resolution required:				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				Not Interested				
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
<b>Promoter &amp; Promoter Group</b>	E-Voting	29270370	0	0	0	0	0	0
	Poll		29270370	100.00	29270370	0	100.00	0
	Postal ballot (If applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>	<b>29270370</b>	<b>29270370</b>	<b>100</b>	<b>29270370</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>
<b>Public- Institutions</b>	E-Voting		48394	56.48	0	48394	0	100.00
	Poll	85679	0	0	0	0	0	0
	Postal ballot (If applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>	<b>85679</b>	<b>48394</b>	<b>56.48</b>	<b>0</b>	<b>48394</b>	<b>0</b>	<b>100.00</b>
<b>Public- Non Institutions</b>	E-Voting		4952	0.05	4902	50	98.99	1.01
	Poll	10412112	200852	1.93	200201	651	99.68	0.32
	Postal ballot (If applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>	<b>10412112</b>	<b>205804</b>	<b>1.98</b>	<b>205103</b>	<b>701</b>	<b>99.66</b>	<b>0.34</b>
<b>Total</b>		<b>39768161</b>	<b>29524568</b>	<b>74.24</b>	<b>29475473</b>	<b>49095</b>	<b>99.83</b>	<b>0.17</b>



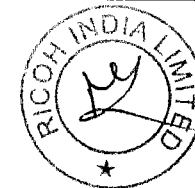
**Resolution No. 2:** To appoint a Director in place of Mr. Hiroyasu Kitada (DIN No. 06527013) who retires by rotation and being eligible offers himself for re-appointment (**Ordinary Resolution**)

Resolution required:				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				Not Interested				
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
<b>Promoter &amp; Promoter Group</b>	E-Voting	29270370	0	0	0	0	0	0
	Poll		29270370	100.00	29270370	0	100.00	0
	Postal ballot (If applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>	<b>29270370</b>	<b>29270370</b>	<b>100</b>	<b>29270370</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>
<b>Public- Institutions</b>	E-Voting		48394	56.48	20057	28337	41.44	58.56
	Poll	85679	0	0	0	0	0	0
	Postal ballot (If applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>	<b>85679</b>	<b>48394</b>	<b>56.48</b>	<b>20057</b>	<b>28337</b>	<b>41.44</b>	<b>58.56</b>
<b>Public- Non Institutions</b>	E-Voting		4952	0.05	3102	1850	62.64	37.36
	Poll	10412112	200852	1.93	167552	33300	83.42	16.58
	Postal ballot (If applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>	<b>10412112</b>	<b>205804</b>	<b>1.98</b>	<b>170654</b>	<b>35150</b>	<b>82.92</b>	<b>17.08</b>
<b>Total</b>		<b>39768161</b>	<b>29524568</b>	<b>74.24</b>	<b>29461081</b>	<b>63487</b>	<b>99.78</b>	<b>0.22</b>



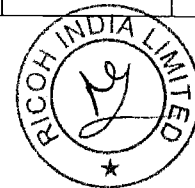
**Resolution No. 3:** To ratify the appointment of BSR & Co. LL.P, Chartered Accountants, Statutory Auditors of the Company – (Ordinary Resolution)

Resolution required:				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				Not Interested				
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
<b>Promoter &amp; Promoter Group</b>	E-Voting	29270370	0	0	0	0	0	0
	Poll		29270370	100.00	29270370	0	100.00	0
	Postal ballot (If applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>	<b>29270370</b>	<b>29270370</b>	<b>100</b>	<b>29270370</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>
<b>Public- Institutions</b>	E-Voting	85679	48394	56.48	48394	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal ballot (If applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>	<b>85679</b>	<b>48394</b>	<b>56.48</b>	<b>48394</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
<b>Public- Non Institutions</b>	E-Voting	10412112	4952	0.05	3102	1850	62.64	37.36
	Poll		200852	1.93	180532	20320	89.88	10.12
	Postal ballot (If applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>	<b>10412112</b>	<b>205804</b>	<b>1.98</b>	<b>183634</b>	<b>22170</b>	<b>89.22</b>	<b>10.78</b>
<b>Total</b>		<b>39768161</b>	<b>29524568</b>	<b>74.24</b>	<b>29502398</b>	<b>22170</b>	<b>99.92</b>	<b>0.08</b>



**Resolution No. 4:** To consider and approve the matter of issuance of appropriate financial instruments in one or more series/tranches upto Rs 1000 Crores (**Special Resolution**)

Resolution required:				Special Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				Not Interested				
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
<b>Promoter &amp; Promoter Group</b>	E-Voting	29270370	0	0	0	0	0	0
	Poll		29270370	100.00	29270370	0	100.00	0
	Postal ballot (If applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>	<b>29270370</b>	<b>29270370</b>	<b>100</b>	<b>29270370</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>
<b>Public- Institutions</b>	E-Voting		48394	56.48	0	48394	0	100.00
	Poll	85679	0	0	0	0	0	0
	Postal ballot (If applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>	<b>85679</b>	<b>48394</b>	<b>56.48</b>	<b>0</b>	<b>48394</b>	<b>0</b>	<b>100.00</b>
<b>Public- Non Institutions</b>	E-Voting		4952	0.05	4842	110	97.78	2.22
	Poll	10412112	200852	1.93	200302	550	99.73	0.27
	Postal ballot (If applicable)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>	<b>10412112</b>	<b>205804</b>	<b>1.98</b>	<b>205144</b>	<b>660</b>	<b>99.68</b>	<b>0.32</b>
<b>Total</b>		<b>39768161</b>	<b>29524568</b>	<b>74.24</b>	<b>29475514</b>	<b>49054</b>	<b>99.83</b>	<b>0.17</b>



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

**Report of Scrutinizer on remote e-voting and voting through polling paper**  
**[Pursuant to section 108 and 109 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

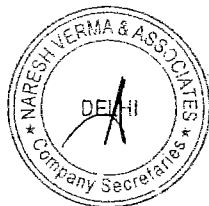
The Chairman

23rd Annual General Meeting (AGM) of the Members of Ricoh India Limited held on Thursday, 22nd day of December, 2016 at 9:00 A.M. at Kamalnayan Bajaj Hall, Bajaj Bhavan, Ground Floor, Opp. INOX Cinema, Jamnalal Bajaj Marg 226, Nariman Point, Mumbai-400 021

Dear Sir,

I, Naresh Verma, proprietor of Naresh Verma & Associates, Company Secretaries, Delhi having its office at 160 J-Extension, Street No. 5, Laxmi Nagar, Delhi 110092, has been appointed by the Board of Directors of Ricoh India Limited ("The Company" or "RIL"), as Scrutinizer for the purpose of scrutinizing the remote e-voting process and voting through polling paper at the Annual General Meeting (AGM) of the members of the Company, in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through polling paper carried out, as per the provisions of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, on the resolutions set out in the Notice dated November 25, 2016 of the AGM of the members of Ricoh India Limited held on 22nd day of December, 2016 at 09:00 A.M. at "Kamalnayan Bajaj Hall, Bajaj Bhavan, Ground Floor, Opp. INOX Cinema, Jamnalal Bajaj Marg 226, Nariman Point, Mumbai-400021. Accordingly, I submit the report, on completion of remote e- voting process and voting through polling paper, as under:-

1. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Authorised Agency to provide secured system for remote e- voting process.
2. The remote e-voting period remained open from Monday, December 19, 2016 (9:00 AM) to Wednesday, December 21, 2016 (5:00 PM).
3. The cut- off date for the purpose of determining the entitlement for voting, by remote e- voting or voting through polling paper, on the proposed resolutions was December 15, 2016
4. After the close of period for remote e- voting, the details of members, such as their names, folio numbers, numbers of shares held, who had casted votes through remote e- voting, were downloaded from the e-voting website of [www.evotingindia.com](http://www.evotingindia.com), for the purpose of ensuring that members who have casted their votes through remote e- voting do not vote again at the AGM.
5. At the AGM, after the declaration of poll by the Chairman, the ballot box kept for polling were locked in my presence with due identification marks placed by me.





6. The locked ballot box was subsequently opened in my presence along with two witnesses (1) Mr Sanjay Morye 2) Mr Mangesh Rane who are not in the employment of the Company and poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the Ballot Box being unblocked in their presence. The Poll papers were reconciled with the records maintained by the Company / registrar & Transfer Agents of the Company - MCS Share Transfer Agent Limited and the authorization/ proxies lodged with the company.



Sanjay Morye



Mangesh Rane

7. The polling papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
8. After counting the votes casted by the members and proxy holders present at the AGM, through polling paper, the votes casted through remote e-voting were unblocked on 22nd December, 2016, around 1:20 P.M in the presence of two witnesses, Mr Sanjay Morye and Mr Mangesh Rane, who are not in the employment of the Company. They have signed below in confirmation of the remote e-votes being unblocked in their presence.



Sanjay Morye



Mangesh Rane

9. Thereafter, the detail containing, inter alia, the information about equity shareholders voting 'For' and 'Against' the resolutions, was generated from the e-voting website of CDSL.
10. Based on report generated from the e-voting website of CDSL and voting through polling papers at the AGM, the consolidated report on the result of voting on each resolution is given hereunder:

**Resolution No. 1: To receive, consider and adopt audited Balance Sheet as at 31 March 2016, Statement of Profit and Loss for the financial year ended as on that date together with the Reports of Board of Directors and Auditors thereon. (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	8	4902	9.19
Voting through polling paper (in person or by proxy)	40	29470571	99.99
Total	48	29475473	99.83



(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	12	48444	90.81
Voting through polling paper (in person or by proxy)	9	651	0.01
Total	21	49095	0.17

(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)	0	0
Total	0	0

**Resolution No. 2: To appoint a Director in place of Mr. H. Kitada who retires by rotation and being eligible offers himself for re-appointment. (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	9	23159	43.41
Voting through polling paper (in person or by proxy)	46	29437922	99.89
Total	55	29461081	99.78

(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	30187	56.59
Voting through polling paper (in person or by proxy)	3	33300	0.11
Total	14	63487	0.22

