

**RICOH INDIA LIMITED**

7<sup>th</sup> and 11<sup>th</sup> 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](http://www.ricoh.co.in)

28<sup>th</sup> August 2018

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

**SUBMISSION OF POSTAL BALLOT NOTICE AND FORM DATED 22 AUGUST 2018 CONCERNING RICOH INDIA LIMITED, SCRIP ID – 517496**

Dear Sir

In terms of Regulation 30 of SEBI (LODR) Regulations, 2015, please find enclosed, copy of the Postal Ballot Notice and Form dated 22 August 2018 seeking approval of the Shareholders of the Company in respect of resolutions as set out in the Postal Ballot Notice.

The dispatch of the Postal Ballot Notice has been duly completed on 27 August 2018.

The Board of Directors of the Company has appointed Mr. Naresh Verma, Practising Company Secretary as Scrutinizer to conduct the Postal Ballot in a fair and transparent manner.

The Voting (E-Voting and through Postal Ballot) will commence from Wednesday, 29 August 2018 from 9:00 AM (IST) onwards and will end at 5:00 PM (IST) on Thursday, 27 September 2018.

The result of the Postal Ballot will be announced at 4:00 PM (IST) on Friday, 28 September 2018 at the Corporate Office of the Company located at 7<sup>th</sup> Floor, Tower `B`, Windsor IT Park Building, Sector 125, Noida, Gautam Budh Nagar, Uttar Pradesh – 201 301.

The above is for your kind information and record please.

Yours faithfully  
For Ricoh India Limited



Manish Sehgal  
Company Secretary

Encl: a/a

Registered Office: 1132, 3rd Floor, Building No. 11, Solitaire Corporate Park,  
Guru Hargovindji Marg, Andheri Ghatkopar Link Road, Chakala,  
Andheri East, Mumbai – 400 093  
CIN: L74940MH1993PLC074694  
Tel: + 91 - 22-66833000 (5 Lines), Fax: + 91-22-67032099;  
Email: ril.secretarial@ricoh.co.in, website: www.ricoh.co.in

**NOTICE OF POSTAL BALLOT  
PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013**

**Ricoh India Limited is under Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code, 2016 (Code) in terms of Order passed by the Hon'ble National Company Law Tribunal, Mumbai bench (NCLT) with effect from 14th May 2018. Its affairs, business and assets are being managed by the Resolution Professional Mr. Krishna Chamadia who was appointed as the Interim Resolution Professional by the NCLT by Order dated 14th May 2018 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 15th June 2018 under provisions of the Code. It may be noted that under provisions of Section 17 of the Code, the powers of the Board of Directors is currently suspended and is being exercised by the Resolution Professional. In view thereof, this Postal Ballot is being conducted by the Resolution Professional.**

Dear Members

Pursuant to provisions of Section 110 of the Companies Act, 2013 ("Act") read with Section 108 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and subsequent amendment thereof and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is seeking consent of its members for passing resolutions by means of voting by postal ballot (including voting through electronic means).

Accordingly, the said resolutions and the relevant Explanatory Statements pursuant to requirement of Section 102(1) of the Companies Act 2013 setting out material facts concerning the resolutions mentioned in this Postal Ballot Notice are stated herein along with a postal ballot form for your consideration. The Company has appointed Mr. Naresh Verma Practicing Company Secretary as the Scrutinizer who is not in the employment of the Company, for conducting the postal ballot process, including e-voting in a fair and transparent manner.

Members have the option to vote either physically through Postal Ballot Form or through e voting.

Members desiring to exercise their Vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed, in all respect in the enclosed self-addressed pre-paid postage envelope so as to reach the Scrutinizer on or before the close of working hours on 5:00 PM (IST), Thursday 27 September 2018. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the members.

Members desiring to opt for e-voting as per the facility arranged by the Company are requested to read the instructions in the Notes

under section "Voting through electronic means". Reference to postal ballot(s) in this Postal Ballot Notice includes votes received electronically.

The scrutinizer will submit his report to the Resolution Professional / Chairman of the Company or any other Director of the Company or any other person authorized by the Resolution Professional after the completion of the scrutiny of the postal ballot (including e-voting). The result of the postal ballot shall be declared on Friday, the 28th September, 2018 at the Corporate Office of the Company located at 7th Floor, Tower 'B', Windsor IT Park, Sector 125, Expressway, Noida, Gautam Budh Nagar, Uttar Pradesh – 201 301 at 4:00 PM and shall be communicated to BSE Limited and shall also be displayed on the Company's website www.ricoh.co.in

The shareholders are requested to consider and, if thought fit, to pass the following resolutions:

**Item No.1:** To pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Tanmoy Adhikary (DIN 01641236) who submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three (03) consecutive years up to the conclusion of the 28th Annual General Meeting of the Company in the calendar year 2021, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Resolution Professional / Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

**Item No. 2:** To pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Hamsa Vijayaraghavan (DIN 08088888) who submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company to hold office for a term of three (03)

consecutive years up to the conclusion of the 28th Annual General Meeting of the Company in the calendar year 2021, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Resolution Professional / Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**Item No.3:** To pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Subhankar Lahiri (DIN: 08089368) who was appointed by the Board of Directors of the Company as an Additional Director and in respect of whom the Company has received a notice in writing be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Resolution Professional / Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as may be necessary, desirable and expedient to give effect to this resolution and also to intimate and file necessary statutory e-form(s) with the Registrar of Companies / Ministry of Corporate Affairs/Stock Exchange/ Authority (ies) as the case may be.”

**Item No. 4:** To pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and/or any other applicable rules, regulations and provisions of law as the case may be and subject to the approval of the Central Government, if required and all other applicable regulatory approvals, consent(s) and permission(s) as may be necessary in this regard, the consent of the Members of the Company be and is hereby accorded to the appointment and payment of remuneration to Mr. Subhankar Lahiri (DIN 08089368) as Managing Director and Chief Executive Officer of the Company with effect from 1st April 2018 to 31st March 2019 on the following terms and conditions:

**TERMS AND CONDITIONS:-**

- A. Fixed Salary not exceeding Rs 16,00,000/- (Rupees Sixteen Lakhs only) per annum, and;
- B. Flexible Benefit Plan (FBP) Compensation not to exceed Rs 21,00,000/- (Rupees Twenty One Lakhs only) per annum ;
- C. Provident Fund not to exceed Rs 1,90,000/- (Rupees One Lakh Ninety Thousand only) per annum;
- D. Gratuity not to exceed Rs. 79,000/- (Rupees Seventy Nine Thousand only) per annum;
- E. Variable Incentive Compensation (On Target Achievement) not to exceed Rs 13,20,000/- (Rupees Thirteen Lakhs Twenty Thousand only) per annum

**RESOLVED FURTHER THAT** the aggregate of above remuneration as stated out in from A to E shall not exceed amount of Rs. 53,00,000/- (Rupees Fifty Three Lakhs only )per annum.

**RESOLVED FURTHER THAT** Mr. Subhankar Lahiri shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committee of the Board of Directors thereof, he shall

however, be entitled to reimbursement of expenses incurred by him for the business of the Company, which shall not be included in the total remuneration as mentioned above.

**RESOLVED FURTHER THAT** in the event of loss and/or inadequacy of profits in any financial year during the tenure of Mr. Subhankar Lahiri, the remuneration and perquisites as given hereinabove i.e. A to E shall be paid to Mr. Subhankar Lahiri as Minimum Remuneration subject to the approval of the Central Government, if required.

**RESOLVED FURTHER THAT** the Resolution Professional / Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as may be necessary, desirable and expedient to give effect to this resolution including making an application to the Central Government seeking its approval, if required and also to intimate and file necessary Statutory e-form(s) with the ROC/MCA/Stock Exchange/Authority (ies) as the case may be.”

**For Ricoh India Limited**  
(Company under Corporate Insolvency  
Resolution Process)

Krishna Chamadia  
Resolution Professional

IP Registration No. IBBI/IPA-001/IP-P00694/2017-2018/1120

Krishna@sphereadvisory.com

B-1804, Raheja Heights, Off Gen A K Vaidya Marg, Dindoshi, Malad East, Mumbai 400097.

(Ricoch India Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Krishna Chamadia appointed by the Hon'ble National Company Law Tribunal vide its Order dated 14th May 2018 under the provisions of the Code as Interim Resolution Professional and subsequently as per Section 22 of the Code as the Resolution Professional of the Company i.e Ricoh India Limited).

Date: 22 August 2018

Place: Noida

**NOTES:**

1. The consent of the shareholders is solicited by passing resolutions by way of a Postal Ballot as detailed in Item Nos. 1 to 4 of this Notice. Notice of this Postal Ballot is being sent to all shareholders/Beneficiaries whose names appear on the Register of Members/Record of Depositories as on Friday, the 10th August 2018 as received from National Securities Depository Limited (NSDL)/Central Depository Services Limited (CDSL). Voting Rights shall be reckoned on the Shares registered in the name of the Shareholders as on that date. A person who is not a Member as on Cut Off date (Record Date) should treat this notice for information purpose only.
2. In terms of section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules 2014, the business set out in the notice above is sought to be passed by Postal Ballot.
3. The Resolution Professional / Board has appointed Mr. Naresh Verma as Scrutinizer for conducting the Postal Ballot voting process in accordance with the Law and in a fair and transparent manner.

4. An explanatory statement as required under Section 102 of the Companies Act 2013 stating all material facts and the reasons for the proposal is annexed herewith.
5. Resolutions passed by the shareholders by means of Postal Ballot including e-voting is deemed to have been passed at a General Meeting of the shareholders.
6. The Postal Ballot Notice is being sent electronically to all the shareholders who have registered their E-mail IDs with the Company and is also being forwarded to all of the Shareholders through courier. In case a Member is desirous of obtaining a duplicate copy of a Postal Ballot Form he/she may send an email to Ricoh India Limited at ril.secretarial@ricoh.co.in or contact the Company Secretary, Ricoh India Limited at 7th Floor, Tower `B`, Windsor IT Park Building, Sector 125, Expressway, Noida, Gautam Budh Nagar, Uttar Pradesh – 201 301 or alternatively can also contact the RTA of the Company, MCS Share Transfer Agent Limited, F-65, 1st Floor, Okhla Industrial Area Phase I, New Delhi – 110020 at helpdeskdelhi@mcsregistrars.com. The Company / RTA shall forthwith forward the same along with Postage pre-paid self – addressed Business Reply Envelope to the Member.
7. The members can opt for only one mode of voting i.e. either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
8. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during the normal business hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/e-voting i.e Thursday, 27th September 2018.
9. The Notice is also placed on the Website of the Company: www.ricoh.co.in and website of CDSL www.evotingindia.com
10. The shareholders are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed Business Reply envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 5.00 P.M. (IST) on Thursday, 27th September 2018 or before. Any postal ballot form received after this date and time shall be treated as if the reply from the shareholders had not been received. If any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
11. The Scrutinizer will submit the report to the Resolution Professional / Chairman of the Company or any other Director of the Company or any other person authorized by the Resolution Professional after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman or in his absence any one of the Director or any other authorized person of the Company on Friday, the 28th September 2018 at the Corporate office of the Company located at 7th Floor, Tower `B`, Windsor IT Park Building, Sector 125, Expressway, Noida, Gautam Budh Nagar, Uttar Pradesh – 201 301.
12. The result of the postal ballot will be displayed on the Notice Board of the Company at its Registered Office and its Corporate Office at 7th Floor, Tower `B`, Windsor IT Park Building, Sector 125, Expressway, Noida, Gautam Budh Nagar, Uttar Pradesh – 201 301 beside being communicated to the BSE Limited. The results will also be displayed on the website of the Company i.e. [www.ricoh.co.in](http://www.ricoh.co.in)
13. In compliance with the provisions of Section 110 of the Companies Act 2013 read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically.
14. The Shareholders can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.
15. In case of e-voting on the website: [www.evotingindia.com](http://www.evotingindia.com) voting will commence on and from 9.00 A.M. (IST) on Wednesday, the 29th August 2018 and ends at 5.00 P.M. (IST) on Thursday, 27th September 2018. Members are informed that the voting shall not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL for voting thereafter.
16. Please see the instructions for voting by postal ballot (including e-voting) which have been printed herein.
17. Any queries/grievances pertaining to remote e-voting process can be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, `A` Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compounds, NM Joshi Marg, Lower Parel (E), Mumbai – 400 013, Maharashtra or by sending an e-mail at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), Telephone No: 18002 25533
18. Whereas queries/grievances pertaining to Voting by postal ballot can be addressed to the Company Secretary, Ricoh India Limited at 7th Floor, Tower `B`, Windsor IT Park Building, Sector 125, Expressway, Noida, Gautam Budh Nagar, Uttar Pradesh – 201 301, email: [ril.secretarial@ricoh.co.in](mailto:ril.secretarial@ricoh.co.in) or Telephone: + 91- 120 – 4988 200
19. **Voting through electronic means:**  
In Compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 or any amendment or re-enactment thereof, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the shareholders to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The process and instructions for e-voting are as under:  
**The instructions for shareholders voting electronically are as under:**
  - (i) The voting period begins on <Wednesday, 29th August 2018 from 9:00 A.M (IST) and ends on Thursday, 27th September 2018 at 5:00 PM (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Friday, 10th August 2018> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website

www.evotingindia.com.

- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| <b>For Members holding shares in Demat Form and Physical Form</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|-------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN                                                               | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| Dividend Bank Details<br><br><b>OR</b><br><br>Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>                                                                                                                                                                                                                                                                                           |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions

of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour

of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or you may contact Mr. Rakesh Dalvi, Manager, CDSL, 'A' Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compounds, NM Joshi Marg, Lower Parel (E), Mumbai – 400 013 or contact at a toll free number 1800-22-5533 or you may write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) The voting rights of shareholders shall be in proportion to their shares of the paid up capital of the Company as on the cut-off date i.e. Friday, 10th August 2018
- (xxii) Mr. Naresh Verma has been appointed as the Scrutinizer to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.
- (xxiii) The Scrutinizer shall after the conclusion of voting through Postal Ballot/E-voting, will first count the votes cast through physical postal ballot and thereafter, unblock the votes cast through e-voting in the presence of at least two witnesses, not in the employment of the Company and shall make not later than three days from the last day of receipt of Postal Ballots, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any to the Resolution Professional / Chairman of the Company or any other Director of the Company or any other person authorized by the Resolution Professional and declare the result of voting forthwith.
- (xxiv) The results declared alongwith the Scrutinizer's report shall be placed on the Company's website [www.ricoh.co.in](http://www.ricoh.co.in) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) immediately. Further, the results along with the Scrutinizer's report shall also be communicated to the Bombay Stock Exchange Limited, where the shares of the Company are listed.
- (xxv) The resolutions, if approved shall be deemed to have been passed on the last date of voting which is Thursday, 27th September 2018.
- (xxvi) Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015, the information about the Directors whose appointment is proposed to be ratified is given in the Postal Ballot Notice.

#### **ANNEXURE TO NOTICE**

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

##### **Item No. 1**

During the year, the Board of Directors of the Company had appointed Mr. Tanmoy Adhikary as an Additional Director of the Company at its Meeting held on 27th March 2018. Mr. Tanmoy Adhikary holds Office up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act 2013.

The Company has received declaration from Mr. Tanmoy Adhikary that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Tanmoy Adhikary fulfills the conditions specified in Sections

149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 including any Statutory modification(s) or re-enactment thereof for the time being in force and Regulation 16(b) of the SEBI (LODR) Regulations, 2015 and is independent to the Management.

Mr. Tanmoy Adhikary does not hold any Equity Shares in the Company.

The Company has also received a Notice in writing from a Member under Section 160 of the Companies Act 2013 proposing the candidature of Mr. Tanmoy Adhikary for the Office of Director of the Company.

In view of the above, the Resolution Professional / Board of Directors propose to appoint Mr. Tanmoy Adhikary as an Independent Director of the Company for a term of Three (3) consecutive years for a term up to the conclusion of the 27th Annual General Meeting of the Company in the calendar year 2021.

Mr. Tanmoy Adhikary shall not be liable to retire by rotation during his tenure.

The Resolution Professional / Board considers that Mr. Tanmoy Adhikary's association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Tanmoy Adhikary as an Independent Director.

Other than Mr. Tanmoy Adhikary none of the Directors, Key Managerial Personnel's of the Company and their Relatives are either concerned or interested in the Resolution set out in Item No. 1 of this Notice.

##### **Brief Resume of Mr. Tanmoy Adhikary**

Mr. Tanmoy Adhikary is Management Graduate from Indian Institute of Management (IIM), Ahmedabad with Graduation from Indian Institution of Technology (IIT), Kharagpur and having more than 20 years experience in varied Industries including last 10 - 12 years in Leadership Roles.

Mr. Tanmoy Adhikary has worked as CEO of Delhi Aviation Services Private Limited from May 2011 to November 2017.

Mr. Tanmoy Adhikary has been CEO of Innovative Tech Pack Limited from June 2009 to April 2011.

Mr. Tanmoy Adhikary has worked as Vice President of Betts Indian Private Limited from May 2002 to May 2007.

Mr. Tanmoy Adhikary has strong Leadership skills to lead and grow and Organization.

Mr. Tanmoy Adhikary has ability to build strong business strategies in face of severe Competition.

Mr. Tanmoy Adhikary has directly handled critical functions like Sales, SCM and Finance.

##### **Item No. 2:**

During the year, the Board of Directors of the Company had appointed Ms. Hamsa Vijayaraghavan as an Additional Director of the Company at its Meeting held on 27th March 2018. Ms. Hamsa Vijayaraghavan holds Office up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act 2013.

The Company has received declaration from Ms. Hamsa Vijayaraghavan that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Ms. Hamsa Vijayaraghavan fulfills the conditions specified in Section 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and

Qualifications of Directors) Rules, 2014 including any Statutory modification(s) or re-enactment thereof for the time being in force and Regulation 16(b) of the SEBI (LODR) Regulations, 2015 and is independent to the Management.

Ms. Hamsa Vijayaraghavan does not hold any Equity Shares in the Company.

The Company has also received a Notice in writing from a Member under Section 160 of the Companies Act 2013 proposing the candidature of Ms. Hamsa Vijayaraghavan for the Office of Director of the Company.

In view of the above, the Resolution Professional / Board of Directors propose to appoint Ms. Hamsa Vijayaraghavan as an Independent Director of the Company for a term of Three (3) consecutive years for a term up to the conclusion of the 27th Annual General Meeting of the Company in the calendar year 2021.

Ms. Hamsa Vijayaraghavan shall not be liable to retire by rotation during her tenure.

The Resolution Professional / Board considers that Ms. Hamsa Vijayaraghavan's association would be of immense benefit to the Company and it is desirable to avail the services of Ms. Hamsa Vijayaraghavan as an Independent Director.

Other than Ms. Hamsa Vijayaraghavan none of the Directors, Key Managerial Personnel's of the Company and their Relatives are either concerned or interested in the Resolution set out in Item No. 2 of this Notice.

**Brief Resume of Ms. Hamsa Vijayaraghavan**

Ms. Hamsa Vijayaraghavan is a Law Graduate from Symbiosis Society's Law College, Pune.

She is Masters in European Law and Practice from the Universite de Rouen, France and the Universidade Catolica, Lisbon, Portugal.

She is presently working as Senior Legal Protection Officer in the Ara Trust (A Private Charitable Trust). She is there a Member of Management Board and responsible for the overall Management and Implementation of the Programme and day to today decisions.

Ms. Hamsa Vijayaraghavan has experience in Budgeting, Fund Raising and Preparing Annual Financial Reports.

Ms. Hamsa Vijayaraghavan has also worked as Legal Consultant in Ministry of Women and Child Development, Government of India.

**Item Nos 3 and 4:**

The Board of Directors of the Company at its meeting held on 27th March 2018 has pursuant to the recommendation of the Nomination and Remuneration Committee, appointed Mr. Subhankar Lahiri as an Additional Director who shall hold office on the Board of the Company till the date of the next Annual General Meeting pursuant to the provisions of the Section 161 of the Act.

Mr. Subhankar Lahiri was further appointed as the Managing Director and CEO of the Company by the Board of Directors of the company in terms of the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act and subject to the approval of the Shareholders of the Company with effect from 1st April 2018 to 31st March 2019.

The Company has received a notice from a shareholder signifying the intention to propose Mr. Subhankar Lahiri as a candidate for the office of Director of the Company.

It is further proposed to obtain consent of Shareholders of the

company for appointment of Mr. Subhankar Lahiri as Managing Director & CEO of the Company.

Mr. Subhankar Lahiri shall also be a Key Managerial Personnel under Section 203 of the Companies Act, 2013.

Mr. Subhankar Lahiri, Managing Director and CEO shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted by the Board of Directors from time to time subject to supervision, control and directions of the Board in connection with and in the best interest of the Company.

It may be noted that since the Company is under corporate insolvency resolution process (CIRP) under the provisions of the Insolvency and Bankruptcy Code, 2016 (Code), while the aforesaid directors are being reappointed, the management of the Company shall remain vested with the Resolution Professional during the CIRP Period. Further, as per the Code, the powers of the Board of Directors shall remain suspended and shall continue to be exercised by the Resolution Professional during the CIRP period.

**STATEMENT CONTAINING THE PRESCRIBED INFORMATION AS REQUIRED IN TERMS OF RELEVANT SECTION OF SCHEDULE V OF THE COMPANIES ACT, 2013**

**I. GENERAL INFORMATION**

**Nature of Industry:**

The Company is inter-alia engaged in the business of Office Imaging Equipment's, Production Print Solutions, Document Management Systems and Information Technology Services.

**Date or expected date of commencement of commercial production:**

The Company was incorporated on 22nd October 1993.

**In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the Prospectus:**

Not Applicable

**Financial performance based on given indicators:**

\*Financial performance of the Company for 3 years is as follows:

(Rupees in Lakhs)

| Particulars                                                                            | For the year ended 31st March 2017 | For the year ended 31st March 2016 | For the year ended 31st March 2015 |
|----------------------------------------------------------------------------------------|------------------------------------|------------------------------------|------------------------------------|
| Net sales and other Income                                                             | 1,22,669                           | 1,13,729                           | 1,65,462                           |
| EBITDA (Earnings before Interest, Tax, Depreciation Amortization and Exceptional item) | (16,092)                           | (26,155)                           | 15,165                             |
| (Loss) / Profit before Tax                                                             | (33,312)                           | (1,10,909)                         | 5,049                              |
| (Loss) / Profit after Tax                                                              | (32,652)                           | (1,11,773)                         | 3390                               |

\* The financials for the year ended 31st March 2018 has not yet been audited. Accordingly, the Financial Performance indicators provided are based on the last three years audited financial statements i.e. for FY 2014-15, FY 2015-2016 and FY 2016-2017.

## Foreign Investments or Collaborations, if any

Ricoh Company Limited, Japan and NRG Group Limited, UK together holds 73.60% stake in the Company being Promoter Holding.

## II. INFORMATION ABOUT THE APPOINTEE

### Background details:

Mr. Subhankar Lahiri age 45 years holds Bachelor Degree in Commerce from University of Bombay and also Post Graduate Diploma in Business Management from IIPM, New Delhi.

He is also a Certified Auditor under ISO 9001.

In a career spanning 22 Years Mr. Subhankar Lahiri has worked in areas of Product Marketing, Sales, ERP Implementation, Service Management, Supply Chain, Total Quality Management, Vertical Business - Manufacturing and Project Management.

Mr. Subhankar Lahiri took over the charge as Managing Director and CEO of the Company on 1st April 2018. He is one of the old pillars of the organization who joined Ricoh India Limited as a Management Trainee in the year 1996 and had significant contribution in almost every area of the Company. In his career spanning 22 years, he has been exposed in and contributed to areas of Product Marketing, ERP Implementation, Service Management, Supply Chain Management, Performance Excellence and Total Quality Management, Vertical Business - Manufacturing and Project Management - courtesy his various roles held at Ricoh over the years, Mr. Subhankar Lahiri has also led the Centre of Excellence (COE) and has been responsible for overall improvement in functions like HR, L&D, CSR, IT Support, PEC and TQM functions.

Mr. Subhankar Lahiri started his career with Gestetner India Limited in the year 1997.

The Board of Directors of Ricoh India Limited in their meeting held on 22 February 2018 had appointed Mr. Subhankar Lahiri as an Interim Chief Operating Officer of the Company.

### Past Remuneration:

Mr. Subhankar Lahiri was paid a remuneration of Rs. 55,82,676/- (Rupees Fifty Five Lakhs Eighty Two Thousands Six Hundred Seventy Six only) while working as Head – Centre of Excellence of the Company.

### Recognition or Awards:

Not Applicable.

### Job profile and his suitability:

Mr. Subhankar Lahiri has been associated with Ricoh India Limited for more than Two decades. Mr. Lahiri has held various responsible positions in the Company. He has a rich experience in various fields like Technical, Commercial, Human Resources and Strategic and Critical Managerial Functions across Industries.

### Remuneration proposed:

Full information towards the remuneration so proposed to be paid to Mr. Subhankar Lahiri is mentioned in the text of proposed resolution at item No. 4 of this Notice.

### Comparative remuneration profile with respect to Industry size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the Country of his origin):

The proposed remuneration so to be given to Mr. Subhankar Lahiri commensurate with the size of the Company and nature of

the Industry. The salary structure of the Managerial personnel's has undergone major change in the Industry in the recent past. Keeping in view the type of the Industry, size of the Company, the responsibilities and capabilities of Mr. Subhankar Lahiri, the proposed remuneration is competitive with the remuneration being paid by other Companies to such similar positions.

Hence, the remuneration so proposed to be paid to Mr. Subhankar Lahiri is in line and in consonance with the current trend in the Industry.

### Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel, if any

Nil

## III OTHER INFORMATION

### 1. Reasons of Loss or Inadequate Profits

Following the financial irregularities and falsifications, it was apparent that the Company was loss making. Subsequent, to the finalization of the financial statements for the year ended 31 March 2016 (on 18 November 2016), the Company has been focused on stabilizing the business and returning it to sustainable profitable growth. Whilst there is an ongoing reduction in the losses being experienced ('Quarter on Quarter') there is still work to be done.

### 2. Steps taken or proposed to be taken for Improvement

Ricoh India Limited is committed to improve its performance by taking steps and measures which will improve performance of the Company and shall result in growth in the revenue, controlling costs and improving productivity.

The Company is increasing Brand awareness and brand equity through various forums including advertisement campaigns. The Company is focusing on revenue enhancement.

### 3. Expected increase in productivity and profits in measurable terms

It is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that productivity and profitability may improve.

## IV. DISCLOSURES

The requisite information with regard to remuneration package of Mr. Subhankar Lahiri has been duly given in this Notice.

Mr. Subhankar Lahiri do not hold Directorship of any other Company. He also do not hold any Shares in the Company.

The Resolution Professional / Board of Directors of the Company commends the resolutions set out in Items No. 3 and 4 of this notice for approval of the Shareholders.

Other than Mr. Subhankar Lahiri none of the Directors, Key Managerial Personnel's of the Company and their Relatives are either concerned or interested in the resolutions set out in Items No. 3 and 4 of the Notice.

For Ricoh India Limited  
(Company under Corporate Insolvency  
Resolution Process)

Krishna Chamadia  
Resolution Professional



(Ricoh India Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Krishna Chamadia appointed by the Hon'ble National Company Law Tribunal vide its Order dated 14th May 2018 under the provisions of the Code as Interim Resolution Professional and subsequently as per Section 22 of the Code as the Resolution Professional of the Company i.e Ricoh India Limited)

**Additional Information of the proposed appointee Directors under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

|                                                                                                                                         |                                                                                                                                                    |                                                                |                                                                                                                                                                  |
|-----------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of Director                                                                                                                        | Mr. Tanmoy Adhikary                                                                                                                                | Ms. Hamsa Vijayaraghavan                                       | Mr. Subhankar Lahiri                                                                                                                                             |
| Date of Birth                                                                                                                           | 10 March 1969                                                                                                                                      | 21 December 1982                                               | 10 January 1973                                                                                                                                                  |
| Nationality                                                                                                                             | Indian                                                                                                                                             | Indian                                                         | Indian                                                                                                                                                           |
| Date of Appointment                                                                                                                     | 27 March 2018                                                                                                                                      | 27 March 2018                                                  | 01 April 2018                                                                                                                                                    |
| DIN                                                                                                                                     | 01641236                                                                                                                                           | 08088888                                                       | 08089368                                                                                                                                                         |
| Qualification                                                                                                                           | Management Graduate from IIM, Ahmedabad and Graduation from IIT, Kharagpur                                                                         | Law Graduate from Symbiosis Society's Law College, Pune        | Bachelor of Commerce from University of Bombay and Post Graduate Diploma in Business Management from IIPM, New Delhi                                             |
| Expertise in specific functional area                                                                                                   | Turnaround Expert through Business Strategy, Cost Optimization & Profitability Improvement, Supply Chain Management and Organizational Leadership. | Human Resource and Legal field/Strategy and Policy formulation | Expertise inter alia in Supply Chain Management, Performance Excellence, Product Marketing, Total Quality Management, ERP Implementation and Project Management. |
| No. of Shares held in the Company                                                                                                       | NIL                                                                                                                                                | NIL                                                            | NIL                                                                                                                                                              |
| List of Companies in which Directorship held on 31 March 2018 (excluding foreign Company)                                               | NIL                                                                                                                                                | NIL                                                            | NIL                                                                                                                                                              |
| Membership/Chairmanship of Committees of other public Companies (includes only Audit Committee and Stakeholders Relationship Committee) | NIL                                                                                                                                                | NIL                                                            | NIL                                                                                                                                                              |
| Relationship inter se with other Directors, Manager and other Key Managerial Personnel of the Company                                   | None                                                                                                                                               | None                                                           | None                                                                                                                                                             |

# RICOH INDIA LIMITED

Registered Office: 1132, 3rd Floor, Building No. 11, Solitaire Corporate Park,  
Guru Hargovindji Marg, Andheri Ghatkopar Link Road, Chakala, Andheri East, Mumbai – 400 093  
CIN: L74940MH1993PLC074694

Tel: +91-22-66833000 (Five Lines), Fax: +91-22-67032099, Email: ril.secretarial@ricoh.co.in, website: www.ricoh.co.in

**RICOH**  
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## POSTAL BALLOT FORM

1. Name and Registered Address of the Sole/ First named Shareholder :
  
  
  
  
  
  
  
  
  
  
2. Name(s) of the Joint Holder(s) (if any) :
  
  
  
  
  
  
  
  
  
  
3. Registered Folio No/ DP ID No. \* and Client ID No. (\*Applicable to shareholders holding shares in dematerialized form) :
  
  
  
  
  
  
  
  
  
  
4. Number of Equity Share(s) held :
  
  
  
  
  
  
  
  
  
  
5. I/ We hereby exercise my/our vote(s) in respect of the Ordinary and Special resolution to be passed through Postal Ballot for the business enumerated in the Notice dated 22<sup>nd</sup> August 2018 by conveying my/our assent or dissent to the said resolutions by placing a tick mark (✓) at the appropriate box below:

| Item No | Brief description of the resolution                                                                       | No of Shares held by me | I assent to the resolution (For) | I dissent to the resolution (Against) |
|---------|-----------------------------------------------------------------------------------------------------------|-------------------------|----------------------------------|---------------------------------------|
| 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) |                         |                                  |                                       |

Place :

Date :

.....  
Signature of the Shareholder

**Note :** Last date for receipt of Postal Ballot Form by the Scrutinizer: Thursday, the 27<sup>th</sup> September 2018 on or before 5:00 P.M. (IST)

Please read the instructions printed overleaf before exercising your vote.

## INSTRUCTIONS

1. There will be only one Postal Ballot Form/E-voting for every client ID No. / Folio No., irrespective of the number of joint holders.
2. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot then please do not cast your vote by E-voting and vice-versa. In case members cast their votes both by Postal Ballot and E-voting, the vote cast through E-voting shall prevail and the vote casted through Postal Ballot form shall be considered invalid.
3. Voting rights in the Postal Ballot / E-voting cannot be exercised by a proxy.
4. The E-voting period commences on Wednesday 29<sup>th</sup> August 2018 from 9:00 A.M (IST) and ends on Thursday, 27<sup>th</sup> September 2018 at 5:00 PM (IST)
5. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Naresh Verma, Practicing Company Secretary in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form (s), if sent by courier or registered/speed post at the expense of the members will also be accepted.
6. The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns will render the Postal Ballot Form invalid.
7. **The self-addressed business reply envelope is addressed to the Scrutinizer.**
8. This Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member
9. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours (i.e. up to 5:00 P.M.) on Thursday, 27<sup>th</sup> September 2018. All Postal Ballot Forms received after this date will be strictly treated as if reply from such member has not been received.
10. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter/Power of Attorney.
11. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., up to 5:00 P.M. (IST) on Thursday the 27<sup>th</sup> September 2018.
12. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members as on the Record date i.e. Friday, 10<sup>th</sup> August 2018. Members are requested not to send any other paper along with the Postal Ballot Form in the attached self-addressed business reply envelope. Any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
13. A Member need not use all the votes nor needs to cast all the votes in the same way.
14. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
15. **Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.**
16. The results of the Postal Ballot will be declared on Friday, 28<sup>th</sup> September 2018 at 4:00 P.M. at the Corporate Office of the Company located at 7<sup>th</sup> Floor, Tower `B`, Windsor IT Park Building, Sector 125, Expressway, Noida, Gautam Budh Nagar, Uttar Pradesh – 201 301. The result of the postal ballot will be posted on the Company's website: [www.ricoh.co.in](http://www.ricoh.co.in) besides communicating the same to BSE Limited. The result of the postal ballot shall also be announced through newspaper advertisement.
17. The vote(s) of a Member will be considered invalid inter alia, on any of the following grounds:
  - a. If the Member's signature does not tally;
  - b. If the member has marked his or her or their vote both for 'Assent' and 'Dissent' to the resolution in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held;
  - c. If the postal ballot form is unsigned, incomplete or incorrectly filled;
  - d. if the postal ballot form is torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent' or if the signature could not be verified or one or more of the above grounds;
  - e. A form other than one issued by the Company has been used;
  - f. The envelope containing the Postal Ballot Form is received after the last date prescribed;
  - g. It has not been signed by or on behalf of the Member;
  - h. Neither assent nor dissent is mentioned;
  - i. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of a Member;
  - j. The postal ballot form signed in a representative capacity is not accompanied by a certified copy of the relevant specific authority;
  - k. It is received from a Member who is in arrears of payment of calls;
  - l. Member has made any amendment to the Resolution or imposed any condition while exercising his or her or its vote.
  - m. A Postal Ballot Form which is otherwise complete in all respects and is lodged within the prescribed time limit but is undated shall be considered valid.

### **OPTION OF E-VOTING**

As an alternative to voting through Postal Ballot, the Company is pleased to offer e-Voting facility to all the Members of the Company to enable them to cast their votes electronically instead of through Postal Ballot Forms. The detailed procedure for e-Voting is explained in the Notes to the Notice of Postal Ballot.