



RICOH
imagine. change.

RICOH INDIA LIMITED

7th and 11th 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

26 November 2018

The Listing Department
The BSE Limited
Phiroze Jeejeebhoy Towers, Fort
Mumbai – 400001

NOTICE OF 25TH ANNUAL GENERAL MEETING OF RICOH INDIA LIMITED

Dear Sir

The Company is hereby submitting to your good Office Notice of the 25th Annual General Meeting of Ricoh India Limited to be held on Friday, 21 December 2018 at 10:00 AM at Hotel The Mirador, 131/B, New Link Road, Chakala, Andheri East, Mumbai – 400 099.

This is for your kind information and further dissemination.

For **Ricoh India Limited**

Manish Sehgal
Company Secretary
Encl: a/a

Issued with approval of Mr. Krishna Chamadia, Resolution Professional, IP Registration No. IBBI/IPA-001/IP-P00694/2017-2018/11220, krishna@sphereadvisory.com, A-1, 7th Floor, Tower 'B', Windsor IT Park, Sector – 125, Expressway, Noida, Gautambudh Nagar District, Pin – 201 301, Uttar Pradesh

(Ricoh India Limited is under Corporate Insolvency Resolution Process under Insolvency and Bankruptcy Code. Its Affairs, Business and Assets are being managed by the Resolution Professional Mr. Krishna Chamadia appointed by the Hon'ble NCLT Mumbai 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 Resolution Professional of Ricoh India Limited. Under provisions of Section 17 of the Code, the powers of Board of Directors of Ricoh India Limited is currently under suspension and the same are being exercised by Mr. Krishna Chamadia, the Resolution Professional of Ricoh India Limited)

NOTICE

Ricoh India Limited is under Corporate Insolvency Resolution Process (CIRP) of the Insolvency and Bankruptcy Code 2016 (IBC) in terms of Order passed by the Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench with effect from 14th May 2018. Its affairs, business and assets are being managed by the Resolution Professional Mr. Krishna Chamadia appointed as Interim Resolution Professional by NCLT vide its Order dated 14 May 2018 and continued as Resolution Professional by the Committee of Creditors in its Meeting held on 15 June 2018 under provisions of the Code. In view, the Annual General Meeting is being convened by the Resolution Professional.

The Resolution Professional with the approval of Committee of Creditors of the Company had filed an application before the Hon'ble NCLT, Mumbai seeking an extension of the period of Corporate Insolvency Resolution Process (CIRP) of the Company by Ninety (90) days in terms of Section 12(2) of the Insolvency and Bankruptcy Code, 2016. The Hon'ble NCLT, Mumbai has granted an extension of the CIRP period of the Company by further period of Ninety (90) days vide its Order dated 30th October 2018.

Under Section 17 of the IBC 2016 the powers of the Board are suspended and the same are vested on the Resolution Professional, Mr. Krishna Chamadia.

Notice is hereby given that the 25th ANNUAL GENERAL MEETING of the Members of RICOH INDIA LIMITED will be held at –

Venue	Hotel The Mirador 131/B, New Link Road, Chakala, Andheri East, Mumbai – 400099
Day	Friday
Date	21 December 2018
Time	10:00 AM

To transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31 March 2018, the 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.
2. To consider and approve not to appoint a Director in place of Mr. AT Rajan (DIN 07487969) who retires by rotation

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made therein, Mr. AT Rajan, Director being the longest-serving member on the Board retires by rotation at the ensuing Annual General Meeting and that the consent of the Shareholders of the Company be and is hereby accorded not to fill the vacancy caused due to retirement by rotation of Mr AT Rajan.

RESOLVED FURTHER THAT the Resolution Professional/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.”

(Mr AT Rajan who after demitting Office as Managing Director and CEO of the Company on 31st March 2018 at present is on Board of the Company as Non Independent Non Executive Director of the Company as the longest-serving member on the Board retires by rotation at the ensuing Annual General Meeting. The vacancy caused due to retirement by rotation of Mr. AT Rajan be not filled.)

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

Krishna Chamadia
IP Registration No. IBBI/IPA-001/IP-P00694/2017-2018/11220
Resolution Professional

Place: Noida

Date: 21 November 2018



NOTES:

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**

A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

The instrument of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

- b) The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 15 December 2018 to Friday, 21 December 2018 (both days inclusive) for the purpose of the Annual General Meeting.
- c) Members holding shares in physical form are requested to intimate any change in address, change of name, bank details, National Electronics Clearing Service (NECS), Electronics Clearing Service (ECS), mandates, e-mail address, contact numbers etc to the Company's Registrar and Share Transfer Agents, MCS Share Transfer Agent Limited, F-65, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, Telephone Numbers 011-41406149, Fax 011-41709881, Email ID: helpdeskdelhi@mcsregistrars.com.
Members holding shares in dematerialized form are requested to intimate such changes to their respective Depository Participants.
- d) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized form are therefore, requested to submit their PAN details to their respective Depository Participants. While, Members holding shares in physical form are requested to submit their PAN details with MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent of the Company.
- e) Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting. Members/Proxies are requested to carry their identity proof to produce at the venue of the AGM for security reasons.
- f) Member desirous of getting any information in relation to the Annual Report of the Company for the financial year 2017-18 are requested to address their query (ies) well in advance, i.e. at least 10 days before the meeting to the Company at its Corporate Office located at Noida, Uttar Pradesh so as to enable the Management to keep the information readily available at the meeting.
- g) Pursuant to the provisions of Section 124 of the Companies Act, 2013, the Dividend amount which remain unpaid/unclaimed for a period of Seven years is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Members who have not encashed their dividend warrant(s) so far for the Financial Year ended 31st March 2015 are once again requested to make their claim with the Company Secretarial Department of the Company or the Company's Registrar and Share Transfer Agents, MCS Share Transfer Agent Limited for obtaining payment thereof.
- h) As a measure of economy copies of the Annual Report will not be distributed at the Annual General Meeting. Members are, therefore, requested to bring their own copies of the Annual Report at the Meeting.
- i) Members may note that the Notice of the 25 Annual General Meeting and Annual Report 2017-2018 will also be available on the Company's website www.ricoh.co.in for their download.
Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: ril.secretarial@ricoh.co.in
- j) Members are requested to quote their Registered Folio Number or Demat Account Number and Depository Participant (DP) ID Number while making correspondence with MCS Share Transfer Agent Limited, the Company's Registrar and Share Transfer Agent or the Company as the case may be.
- k) Corporate Members are requested to send a duly certified copy of the resolution passed by the Board of Directors authorizing their representative(s) to attend and vote on its behalf at the Meeting.
- l) In terms of Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debenture) Rules, 2014, facility for making nominations is available to the Members in respect of shares held by them.
Nomination forms can be obtained from the Company's Registrar and Share Transfer Agents MCS Share Transfer Agent Limited by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participants (DP).
- m) As per the green initiative taken by the Ministry of Corporate Affairs, the Members are advised to register their e-mail address with the Registrar and Share Transfer Agents of the Company in respect of shares held in physical form and with the concerned Depository Participant in respect of Shares held in electronic form to enable the Company to serve documents in electronic form.
- n) All documents referred to in accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 AM to 5:00 PM) on all working days, up to and including the date of the Annual General Meeting of the Company.

- o) Electronic copy of the Annual Report for the financial year 2017-18 is being sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agents/Depository Participants (DP). For Members who request for a hard copy and for those who have not registered their email address, physical copies of the Annual Report are being sent through permitted mode.
- p) With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on 8th June, 2018 to permit transfer of listed securities only in the dematerialized form with a depository from 5th December, 2018. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization. Shareholders can contact the Company's Registrar and Transfer Agents, M/s. MCS Share Transfer Agent Limited for assistance in this regard.

Voting through electronic means:-

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on <18 December 2018 at 9:00 AM (IST)> and ends on <20 December 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 <14 December 2018> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.



- (xviii) If a demat account holder has forgotten the 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.
- (xix) **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.**
- (xx) **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.
- 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, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, 'A' Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- (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. 14 December 2018.
- (xxii) Mr. Naresh Verma, Proprietor of Naresh Verma and Associates, Company Secretaries (Membership No. FC 5403, CP No. 4424) has been appointed as the Scrutinizer to scrutinize the Voting process (electronically or otherwise) in a fair and transparent manner.
- (xxiii) The results declared alongwith the Scrutinizer's report shall be placed on the Company's **website www.ricoh.co.in** and on the website of CDSL **www.cdslindia.com** immediately. Further, the results along with the Scrutinizer's report shall also be communicated to BSE Limited where the shares of the Company are listed.
- (xxiv) Facility of voting through Poll papers shall also be made available at the venue of the Annual General Meeting. Members attending the Annual General Meeting who have not cast their vote by e-voting shall be able to exercise their voting rights at the Annual General Meeting.
- (xxv) Any person who acquires shares of the Company and becomes the member of the Company after the dispatch of the AGM notice and holding shares of the Company as on Cut Off date i.e. 14 December 2018 may follow the same instructions as mentioned above for e-voting.
- (xxvi) On receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the date of the Annual General Meeting of the Company.

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

**Krishna Chamadia
IP Registration No. IBBI/IPA-001/IP-P00694/2017-2018/11220
Resolution Professional**

Place: Noida

Date: 21 November 2018

RICOH INDIA LIMITED

Regd. Office: 1 123, 3rd Floor, 11, Solitaire Corporate Park, Andheri Ghatkopar
Link Road, Chakala, Andheri East, Mumbai – 400 093

CIN: L74940MH1993PLC074694

Email: ril.secretarial@ricoh.co.in, **Website:** www.ricoh.co.in

Tele: 022-66833000, **Fax:** 022-67032099

PROXY FORM

**Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014**

Name of the Member(s):
Registered Address :
Email ID :
Folio No/ Client ID :
DP / ID :

I/We, being the member(s) ofShares of the above mentioned Company, hereby appoint:

1. Name.....Address.....Email Id.....

Signature.....or falling him

2. Name.....Address.....Email Id.....

Signature.....or falling him

3. Name.....Address.....Email Id.....

Signature.....or falling him

as my/our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 25th Annual General Meeting of the Company to be held on Friday, 21 December 2018 at Hotel The Maridor, 131/B, New Link Road, Chakala, Andheri (East), Mumbai – 400 099 at 10:00 AM. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		For*	Against*
Ordinary Business			
1.	Adoption of Balance Sheet of the Company as at 31 st March, 2018 and the Profit & Loss Account for the year ended on that date along with the Reports of the Directors and Auditors thereon		
2.	Not to fill the vacancy caused due to retirement by rotation of Mr AT Rajan, Non Executive Director.		

Signed this.....day of.....2018

Signature of Shareholder.....

Signature of Proxy holder(s).....

Affix revenue stamp

Notes:

This form of Proxy in order to be effective, should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 24Annual General Meeting.

*It is optional to put a `X` in the appropriate column against the resolutions indicated in the Box.

If you leave the `For` or `Against` column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



RICOH INDIA LIMITED

Regd. Office: 1 123, 3rd Floor, 11, Solitaire Corporate Park, Andheri Ghatkopar
Link Road, Chakala, Andheri East, Mumbai – 400 093

CIN: L74940MH1993PLC074694

Email: ril.secretarial@ricoh.co.in, **Website:** www.ricoh.co.in

Tele: 022-66833000, **Fax:** 022-67032099

ATTENDANCE SLIP

Folio No. _____ DP ID _____

No. of Shares held _____ Client ID _____

I certify that I am a Member/Proxy* for the Member(s) of the Company

I hereby record my presence at the 25 Annual General Meeting of the Company at Hotel The Maridor, 131/B, New Link Road, Chakala, Andheri (East), Mumbai – 400 099 at 10:00 AM.

Name of the Member/Proxy* : _____

Signature of the Member/Proxy* : _____

Note: Please fill up this Attendance slip and hand over at the entrance of the Meeting Hall.

***Strike out whichever is not applicable**

Route map to the venue of the 25th Annual General Meeting of Ricoh India Limited

