

**RICOH INDIA LIMITED**

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**Date: 15.05.2015**

**RICOH INDIA LIMITED**

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF  
UNPUBLISHED PRICE SENSITIVE INFORMATION**

**Preamble**

The Code of Conduct will be known as- “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” hereinafter referred to as “this code”

SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as ‘Regulations’ notified on 15.01.2015 shall come into force with effect from 15.05.2015.

Clause 8 of the Regulations mandates the Board of Directors of every listed company to formulate a Code of Practices & Procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI) that it would follow in order to adhere to each of the Principles set out in Schedule A to the Regulations, without diluting the provisions of these regulations in any manner.

Accordingly this code has been formulated based on the principles of Fair Disclosure of unpublished price sensitive information as set out in Schedule A of the Regulations.

**CODE OF PRACTICES & PROCEDURES -**

**1. Person responsible to deal with dissemination of Information & disclosure of Unpublished Price Sensitive Information (UPSI)**

The Company has designated the Company Secretary as Compliance officer to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information (UPSI) to Stock Exchanges.

The Chief Financial officer will be designated as Chief Investors Relations officer (CIRO)

Company Secretary will work under the guidance of Chief Financial officer/Chief Investors Relations Officer of the Company.

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**2. Prompt Public disclosure of Unpublished Price Sensitive Information (“UPSI”)**

UPSI that would impact price discovery shall be promptly given to Stock Exchange and disseminated no sooner than credible and concrete information comes into being in order to make such information generally available.

**3. Uniform and Universal Dissemination of UPSI**

Chief Investor Relations Officer shall ensure that the Disclosure/ Dissemination of information are done through various media so as to achieve maximum reach and quick dissemination.

**4. Prompt Public disclosure of UPSI that gets disclosed selectively, inadvertently or otherwise**

UPSI to be disseminated by anyone on behalf of the Company shall be got approved in advance from the Chief Investors Relations Officer.

If, any UPSI is accidentally/inadvertently or otherwise disclosed by anyone without prior approval from Chief Investors Relations Officer, the person responsible shall immediately inform the Chief Investors Relations Officer, even if the information is not price sensitive.

The UPSI that gets disclosed selectively, inadvertently or otherwise must promptly be attended to and the UPSI along with necessary clarification shall be promptly disseminated and be made generally available to all concerned and by sending a copy to Stock Exchange.

**5. Responding to Queries on news reports and market rumors**

Any queries on news report or requests for verification of market rumours by stock exchanges/regulatory authorities shall be immediately forwarded by the recipient to the Chief Investor Relations Officer. The Chief Investors Relations Officer in consultation with Managing Director & CEO of the Company shall decide whether a public announcement is necessary for verifying or denying rumours and then make the disclosure.

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**6. Disclosure/dissemination of unpublished Price Sensitive Information with special reference to Analysts, Institutional Investors**

No UPSI shall be disclosed/ disseminated to analysts, institutional investors, research personnel etc. Only public information should be provided to the analysts/institutional investor's research personnel/ large investors like institutions. Alternatively, the information given to the analyst etc. should be simultaneously made public by informing to Stock Exchange (through CIRO) simultaneously with providing of such information to Analyst.

For this purpose the information must be sent to CIRO before sharing the information with Analysts.

**7. Transcripts and Recording of Proceedings**

Any meeting with an Analyst, Broker(s) or Institutional Investor shall be attended by the Chief Investors Relations Officer of the Company or any other person as may be authorized by him in this regard from time to time.

**8. Handling of all Unpublished Price Sensitive Information on a need to know basis**

Unpublished Price Sensitive Information (UPSI) is to be handled on a “need to know” basis, i.e. Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. No Unpublished Price Sensitive Information (UPSI) shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. All Unpublished Price Sensitive Information (UPSI) directly received by an employee should immediately be reported to the CIRO, who in consultation with Managing Director & CEO shall decide whether a disclosure is necessary to Stock Exchange.

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