

RICOH INDIA LIMITED

2nd Floor, Salcon Aurum Building,
Plot No.4, District Centre Jasola
New Delhi – 110 025, India
CIN L74940MH1993PLC074694
Tel : + 91-11- 49103000, 49103200
Fax : + 91-11- 49103099, 49103199
Email: ril.info@ricoh.co.in
URL : www.ricoh.co.in

Date: 27th September 2014

To
Name _____
Address _____

Dear Sir/Ma'm

Subject: Your appointment as an Independent Director on the Board of the Company

We are pleased to inform you that the members of the Company at their 21st Annual General Meeting held on September 26th, 2014 have approved your appointment as an Independent Director on the Board of the Company for a period of Three years.

This letter sets out terms of your appointment as an Independent Director.

1. APPOINTMENT

Your appointment shall be valid subject to compliance with the provisions of the Companies Act, 2013 and other applicable laws. As an Independent Director you will not be liable to retire by rotation.

2. MEMBERSHIP OF COMMITTEES

The Board of Directors of the Company may appoint you as a Member/Chairman of one or more of its Committees.

Your appointment on such committee(s) will be subject to the applicable rules and regulations.

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3. ROLE & DUTIES

A. Your role and duties as an Independent Director would be as provided in the Companies Act, 2013 read with applicable rules, listing agreement and other applicable laws.

B. There are certain duties prescribed for all Directors which are fiduciary in nature. As member of the Board you along with the other Directors will be collectively responsible for such duties as under:

i. You shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment.

ii. You shall exercise your duties with due and reasonable care, skill and diligence and shall exercise independent judgment.

iii. You shall not involve in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.

iv. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners, or associates.

v. You shall not assign your office as Director.

C. As an Independent director you shall abide by the Code of Independent Director as enumerated under Schedule IV of the Companies Act, 2013.

D. As an Independent Director you shall provide guidance in the area of your expertise. You are expected to devote sufficient time for performance of role and duties as an Independent Director.

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4. CONFIDENTIALITY

You are expected to maintain the confidentiality of the proceedings of the Board and Committee meetings. You shall not disclose confidential information in your possession unless expressly approved by the Board or required under any law.

5. CODE OF CONDUCT

During your tenure, you are required to comply with the Code for Independent Directors in pursuance to the provisions of Section 149(8) of the Companies Act, 2013 and more specifically provided in Schedule IV of the Act as amended from time to time.

Further, you are also required to comply with the Code of Conduct for the Directors and Senior Management of the Company as amended from time to time.

6. CONFLICT OF INTEREST

You may have business or other interests other than those of the Company. In the event that such interest gives rise to situation of conflict of interest which require the judgment of the Board that you are Independent. You will promptly disclose to the Board any change in circumstances which may affect your status as an Independent Director.

7. SITTING FEES/REMUNERATION

You will be paid such Remuneration by way of Sitting Fees for attending the Meetings of the Board and the Committees as may be decided by the Board from time to time, subject to approval of the Shareholders, if required.

Further, the Company may pay or reimburse to you such fair and reasonable expense as may have been incurred by you while performing your role as an Independent Director of the Company.

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8. RESIGNATION AND REMOVAL

The resignation or removal of an Independent Director shall be in the same manner as it provided in sections 168 and 169 of the Companies Act, 2013 and Rules made there under.

9. SEPARATE MEETINGS

(i) The Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of Non-Independent Directors and Members of Management.

(ii) All the Independent Directors of the Company shall strive to be present at such meeting.

10. EVALUATION SCHEME

The performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated on annual basis.

11. DIRECTORS AND OFFICERS (D&O) INSURANCE

The Company do has D&O Liability Insurance Policy.

GENERAL

This letter is governed by and will be interpreted in accordance with Indian Laws and will be subject to jurisdiction of Indian Courts.

Kindly confirm the acceptance of this letter.

Yours sincerely
For **Ricoh India Limited**

Tetsuya Takano
Managing Director and CEO