

30 August 2017

Mr. UP Mathur
C-62/B
Siddhartha Extension
New Delhi-110044

BY HAND

Subject: Your re-appointment as an Independent Director on the Board of Ricoh India Limited for a term of five years not liable to retire by rotation

Dear Mr. Mathur

We are pleased to inform you that upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of Ricoh India Limited ('the Company') in their meeting held on 30 August 2017 have approved your re-appointment as an Independent Director on the Board of the Company pursuant to provisions stated under the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). Your appointment is however subject to approval of the Shareholders in General Meeting.

As per the requirements of the Act, the above is being formalised through this letter of appointment.

This letter sets out terms of your appointment as an Independent Director. Your relationship with the Company shall be that of an office-holder and not one of contract for employment in the Company.

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 shall 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) shall be subject to the applicable rules and regulations.

3. ROLE & DUTIES

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

B. Further, you as an Independent Director must also fulfil the following functions:

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;

- (4) satisfy yourself on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;
- (7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest;
- (9) provide strategic guidance;
- (10) act as an ambassador for the Company;
- (11) confirm the strategy and challenge the management team direction;
- (12) review the operation performance and provide input;

C. You as an Independent Director must also fulfil the following duties:

- (1) undertake appropriate induction and regularly update and refresh your skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which you are a member;

- (4) participate constructively and actively in the committees of the Board in which you are chairperson or member;
- (5) strive to attend the general meetings of the company;
- (6) where you have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep yourself well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure yourself that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within your authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

4. EXPECTATION OF THE BOARD

You shall hold a very important position in our Company and therefore the Board and the Company are extremely fortunate a benefit from your wisdom and experience. So that we derive optimally from your rich experience, we expect that you shall:

- (i) keep in mind the best interest of the Company, its stakeholders, its employees, community and for protection of the environment;
- (ii) always demonstrate high ethical standards and integrity in your personal and professional dealings;
- (iii) as necessary and appropriate, communicate with the Chairman between the meetings;
- (iv) in case you decide to change your present position, employ or job responsibility, inform the Board of any such change that would impact your independence;
- (iv) be privy to confidential information and know-how about the Company, it shall therefore, be your responsibility to avoid any conflict of interest and to safeguard the interest of the Company at all times;
- (v) make the appropriate disclosures to the Company so that the necessary procedures can be followed at the time of entering into transaction and the Company has knowledge of the real position regarding your concern and interest in other entities; and
- (vi) comply with all duties, functions, roles, and obligation under applicable laws including the Act and the rules thereunder and the Listing Regulation.

5. 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.

6. 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.

7. 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 a situation of conflict of interest which requires the judgment of the Board that you are Independent, you shall promptly disclose to the Board any change in circumstances which may affect your status as an Independent Director.

8. SITTING FEES/REMUNERATION

You shall 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.

9. 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.

Apart from the grounds of termination as specified in the Act, your Directorship may be terminated for violation of any provision of the Code of Conduct of the Company or in accordance with the provisions of the Articles of Association of the Company, as amended from time to time.

You may resign from the Directorship of the Company by serving a reasonable notice in writing to the Company and stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company, or the date, if any, specified by you in the notice, whichever is later.

If, at any stage during the term, there is a change that may affect your status as an Independent Director as envisaged in Section 149(6) of the Act, or if applicable, you fail to meet the criteria for “independence” under the Listing Regulations or under the Act, you agree to promptly submit your resignation to the Company with effect from the date of such change.

Continuation of your appointment as an Independent Director of the Company is contingent on your getting re-elected by the shareholders in accordance with the provisions of the Act, Listing Regulations and the Articles of Association of the Company, as amended from time to time. You shall not be entitled to compensation if the shareholders do not re-elect you at any time.

Notwithstanding any other provisions of this letter, your appointment may be terminated at any time by the Chairman of the Company.

10. RE-APPOINTMENT

Your re-appointment shall be on the basis of report of performance evaluation.

11. 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.

12. 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.

13. DIRECTORS AND OFFICERS (D&O) INSURANCE

The Company has D&O Liability Insurance Policy.

14. GENERAL

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

Yours sincerely

For Ricoh India Limited



Noboru Akahane

Chairman