

## **RICOH INDIA LIMITED**

Registered Office: 801, 8th Floor, Ackruti Star, MIDC Central Road, Near Marol  
Telephone Exchange, MIDC, Andheri East, Mumbai-400 093  
CIN: L74940MH1993PLC074694  
Email: ril.secretarial@ricoh.co.in, Website: www.ricoh.co.in  
Tele: 022-66833000, Fax: 022-67032099

**RICOH**

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### **NOTICE**

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of Ricoh India Limited will be held on Friday, the 14<sup>th</sup> October, 2016 at 10:00 AM at Hotel Hyatt Regency Mumbai, Sahar Airport Road, Andheri East, Mumbai- 400099 to transact the following business:

#### **SPECIAL BUSINESS:**

#### **ITEM NO. 1- CANCELLATION AND EXTINGUISHMENT OF THE EXISTING SHARES OF NRG GROUP LIMITED**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the Order of the Hon'ble National Company Law Tribunal dated August 24, 2016 in Petition No. 10 of 2016 consent of members of the Company be and is hereby accorded to the Board of Directors of the Company to cancel and extinguish 10,959,792 equity shares of the Company presently being held by NRG Group Limited after receipt of share application money alongwith premium in full from NRG Group Limited against fresh issue of 10,959,792 (One Crore Nine Lakhs Fifty Nine Thousand Seven Hundred and Ninety Two) equity shares of the Company of the face value of Rs. 10/- (Rupees Ten) each at a minimum price of Rs. 1024.65 (Rupees One Thousand and Twenty Four and Sixty Five Paise only) (including a Premium of Rs. 1014.65 (Rupees One Thousand Fourteen and Sixty Five Paise only) per Equity Share on a preferential basis through private placement and that all the Directors of the Company and Mr. Bibek Chowdhury, Acting Chief Financial Officer, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

#### **ITEM NO. 2- ISSUE OF EQUITY SHARES ON A PREFERENTIAL ALLOTMENT / PRIVATE PLACEMENT BASIS**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to: (i) the order of the National Company Law Tribunal dated August 24, 2016 under Petition No. 10 of 2016 and subject to such conditions as may be prescribed by the National Company Law Tribunal while granting any such order; and (ii) the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the **“Act”**); (iii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 (**“ICDR Regulations”**), as amended; (iv) any other rules / regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock exchanges and/or any other statutory / regulatory authority; (v) the Listing Agreement entered into by the Company with the Stock exchanges, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), consent is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to issue and allot 10,959,792 (One Crore Nine Lakhs Fifty Nine Thousand Seven Hundred and Ninety Two) equity shares of the Company of the face value of Rs. 10/ (Rupees Ten) each (**“Equity Shares”**) at a minimum price of Rs. 1024.65 (Rupees One Thousand and Twenty Four and Sixty Five Paise only) (including a Premium of Rs. 1014.65 (Rupees One Thousand Fourteen and Sixty Five Paise only) per Equity Share to NRG Group Limited (**“Subscriber”**) on a preferential basis through private placement in place of 10,959,792 equity shares cancelled and extinguished by the company pursuant to the said order of NCLT.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing equity shares of the Company in all respects.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue, allotment of the Equity Shares, all the Directors of the Company and Mr. Bibek Chowdhury, Acting Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage / appoint lead managers, brokers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, and other consultants and advisors to the issue and to remunerate them by way of commission, brokerage, fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required, and as permitted by law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of Directors, any other Director(s), and/or Officer(s) of the Company.”

**NOTES:**

1. 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 A 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'S. 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 A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. 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 forty eight (48) hours before the commencement of the Meeting.
3. The relevant Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 in respect of the special business items Nos. 1 and 2 is annexed hereto.
4. 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 Agent, M/s. MCS Share Transfer Agent Limited, F-65, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, Telephone Numbers 011- 41406149 to 51, Fax 011- 41709881, Email ID: helpdeskdelhi@mcsregistrars.com while Members holding shares in dematerialized form are requested to intimate such changes to their respective depository participants.
5. 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 Electronic 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 M/s MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent of the Company.
6. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting.
7. Members are requested to quote their Registered Folio Number or Demat Account Number and Depository Participant (DP) ID Number while making correspondence with the M/s. MCS Share Transfer Agent Limited, Company's Registrar and Share Transfer Agent or the Company as the case may be.
8. Corporate Members who intend to send their authorized representative(s) to attend and vote at the Meeting should send a certified copy of their Board Resolution to this effect.

9. Voting through Electronic Means:-

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on <11<sup>th</sup> October 2016> 9:00 A.M. (IST) and ends on <13<sup>th</sup> October 2016> 5:00 P.M. (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 <7<sup>th</sup> October 2016> 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](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (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) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://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:

**For Members holding shares in Demat Form and Physical Form**

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 sequence Number. To obtain sequence Number you are requested to write an email to the company at <a href="mailto:sunny.malhotra@ricoh.co.in">sunny.malhotra@ricoh.co.in</a> kindly mention your Name, Registered address, folio Number/DP ID and client ID and number of shares held while communicating.</li></ul>
Dividend Bank Details OR 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> <p>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).</p>

- (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 <Ricoch India Limited> 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 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. 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](http://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](mailto: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](mailto: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. Mehboob Lakhani, Assistant Manager, CDSL, at a toll free number 1800-200-5533 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. 7<sup>th</sup> October 2016
- (xxii) Mr. Naresh Verma, Proprietor of M/s Naresh Verma and Associates, Company Secretaries (Membership No. FCS - 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](http://www.ricoh.co.in) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) within two days of passing of the resolutions at the Extra Ordinary General Meeting of the Company. Further, the results alongwith the Scrutinizer's report shall also be communicated to the Bombay Stock Exchange Limited, where the shares of the Company are listed.
- (xxiv) Facility of voting through Poll paper shall also be made available at the Extra-Ordinary General Meeting. Members attending the Extra-Ordinary General Meeting who have not cast their vote by e-voting shall be able to exercise their right at the Extra-Ordinary General Meeting.

**By Order of the Board  
For Ricoh India Limited**

**Ian Winham  
Chairman  
DIN: 07567971**

Date: 16<sup>th</sup> September, 2016

Place: New Delhi

Regd. Office : 801, 8th Floor, Akruti Star, MIDC Central Road, Near Marol  
Telephone Exchange, MIDC, Andheri East, Mumbai-400 093

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

### **Item No. 1 – Cancellation and Extinguishment of the existing shares of NRG Group Limited**

In order to recapitalize the Company, the Hon'ble National Company Law Tribunal *vide* its order dated August 24, 2016 under Petition No. 10 of 2016 (“**Order**”) has held that 10,959,792 equity shares of the Company presently being held by NRG Group Limited shall be cancelled and extinguished.

Approval of the members by way of special resolution is required for cancellation in terms of the said Order and accordingly consent of the Members is being sought for cancellation and extinguishment 10,959,792 equity shares of the Company presently being held by NRG Group Limited.

### **Item No. 2 – Issue of Equity Shares to the Subscribers on a Preferential Allotment / Private Placement Basis**

In order to meet the recapitalization requirement of the Company and pursuant to the order of the Hon'ble National Company Law Tribunal dated August 24, 2016 under Petition No. 10 of 2016 (“**Order**”), the Company proposes to make a preferential allotment of 10,959,792 (One Crore Nine Lakhs Fifty Nine Thousand Seven Hundred and Ninety Two) equity shares of the Company of the face value of Rs. 10/ (Rupees Ten) each (“**Equity Shares**”) at a minimum price of Rs. 1024.65/- (Rupees One Thousand and Twenty Four and Sixty Five Paise only) (including a Premium of Rs. 1014.65 (Rupees One Thousand Fourteen and Sixty Five Paise only) per Equity Share to NRG Group Limited (“**Subscriber**”) on a preferential basis through private placement.

Approval of the members by way of special resolution is required *inter alia* in terms of the Order, Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the “**CA 2013**”) as well as the Securities and Exchange Board of India, as amended (Issue of Capital and Disclosure Requirement) Regulations, 2009 (“**ICDR Regulations**”).

Therefore, in terms of said sections, rules and regulations, consent of the Members is being sought for the issue and allotment of the Equity Shares of the Company, having a face value of Rs. 10 (Rupees Ten only) each at a minimum price of Rs. 1024.65 (Rupees One Thousand and Twenty Four and Sixty Five Paise only) (including a premium of Rs. 1014.65 (Rupees One Thousand Fourteen and Sixty Five Paise only) per Equity Share, on a preferential basis to the Subscriber, entitling the Subscriber to subscribe to and be allotted the Equity Shares, no later than 15 (fifteen) days from the date of passing of this special resolution by the members.

The valuation of the Equity Shares is in accordance with the provisions of the Order.

The information as required under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, is as under:

<b>SR No.</b>	<b>PARTICULARS</b>	<b>DETAILS</b>
1.	The objects of the issue	To recapitalize the Company and infuse funds to protect the interest of the minority shareholders and other stakeholders.
2.	The total number of shares or other securities to be issued	10,959,792 equity shares.
3.	The price at which the allotment is proposed	Rs. 1024.65 per share
4.	Basis on which the price has been arrived at along with report of the registered valuer	The pricing has been done on the basis of the order of the Hon'ble National Company Law Tribunal dated August 24, 2016 under Petition No. 10 of 2016 pursuant to which the total amount of infusion was fixed which was divided by the total number of shares which are held by NRG Group Limited. The offer price is higher than the minimum price of Rs. 297.50 (Rupee Two Hundred Ninety Seven and fifty paise) per share calculated in accordance with Chapter VII of the ICDR Regulations, 2009.

<b>SR No.</b>	<b>PARTICULARS</b>	<b>DETAILS</b>
5.	Relevant date with reference to which the price has been arrived at	Not Applicable
6.	The class or classes of persons to whom the allotment is proposed to be made	NRG Group Limited, a company incorporated under the laws of England having its registered office at 20 Triton Street, London, NW13BF, United Kingdom (Existing co-promoter of the Company)
7.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	NIL
8.	The proposed time within which the allotment shall be completed	The Special Resolution passed by the Members shall be acted upon within a period of 15 (fifteen) days.
9.	The name of the proposed allottee and the percentage of post preferential offer capital that may be held by them	Since the 10,959,792 equity shares held by NRG Group Limited are being cancelled and same number of shares are being allotted to NRG Group Limited on a preferential basis there is no change in the shareholding pre and post allotment
10.	The change in control, if any, in the company that would occur consequent to the preferential offer	Since there is no change in shareholding pre and post allotment there would be no change in control to occur.
11.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	NIL
12.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable as the issue is being made for cash.

13. The pre issue and post issue shareholding pattern of the Company\*

<b>SR No.</b>	<b>CATEGORY</b>	<b>PRE ISSUE</b>		<b>POST ISSUE</b>	
		<b>NO. OF SHARES HELD</b>	<b>% OF SHARE HOLDING</b>	<b>NO. OF SHARES HELD</b>	<b>% OF SHARE HOLDING</b>
<b>A.</b>	<b>Promoters' holding :</b>				
1.	<b>Indian :</b>				
	Individual	Equity	Nil	Nil	Nil
		Preference	Nil	Nil	Nil
	Body Corporate	Equity	Nil	Nil	Nil
		Preference	Nil	Nil	Nil
	<b>Sub Total Equity</b>		Nil	Nil	Nil
2.	Foreign Promoters	Equity	2,92,70,370	73.60	2,92,70,370
		Preference	Nil	Nil	Nil
	<b>Sub Total (A)</b>		2,92,70,370	73.60	2,92,70,370

SR No.	CATEGORY	PRE ISSUE		POST ISSUE	
		NO. OF SHARES HELD	% OF SHARE HOLDING	NO. OF SHARES HELD	% OF SHARE HOLDING
<b>B.</b>	<b>Non-Promoters' holding :</b>				
1.	Institutional Investors	131656	0.33	131656	0.33
	Non-Institution :-				
	Private Corporate Bodies	0	0	0	0
	Directors and Relatives	0	0	0	0
	Indian Public	8707160	21.89	8707160	21.89
	Others (Including NRIs)	1658975	4.17	1658975	4.17
	<b>Sub Total (B)</b>	10497791	26.40	10497791	26.40
	<b>GRAND TOTAL</b>	<b>39768161</b>	<b>100.00%</b>	<b>39768161</b>	<b>100.00%</b>

\*Since the 10,959,792 equity shares held by NRG Group Limited are being cancelled and same number of shares are being allotted to NRG Group Limited on a preferential basis there is no change in the shareholding pattern pre and post allotment.

The information as required under Regulation 73 of the ICDR Regulations is as under:

SR No.	PARTICULARS	DETAILS
1.	The objects of the preferential issue	To recapitalize the Company and infuse funds to protect the interest of the minority shareholders and other stakeholders.
2.	The shareholding pattern of the Company before and after the preferential issue.	Since the 10,959,792 equity shares held by NRG Group Limited are being cancelled and same number of shares are being allotted to NRG Group Limited on a preferential basis there is no change in the shareholding pre and post allotment to NRG Group Limited.
3.	The proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer.	NIL
4.	The time within which the preferential issue shall be completed.	The Special Resolution passed by the Members shall be acted upon within a period of 15 (fifteen) days.
5.	The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, along with the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company consequent to the preferential issue.	Not Applicable

<b>SR No.</b>	<b>PARTICULARS</b>	<b>DETAILS</b>
6.	Terms of Issue of the Equity Shares, if any.	Pursuant to the order dated August 24, 2016 of Hon'ble National Company Law Tribunal in Petition No. 10 of 2016.
7.	Lock-in requirements	As per the ICDR Regulations, 2009
8.	Relevant Date	15 <sup>th</sup> September, 2016
9.	Pricing	The minimum price per share has been arrived at Rs. 297.50 (Rupee Two Hundred Ninety Seven and fifty paise) per share in accordance with the Chapter VII of the ICDR Regulations, 2009 and the offer price of Rs. 1024.65/- (Rupees One Thousand Twenty Four and Sixty Five Paise) is higher than the minimum price calculated in accordance with ICDR Regulations, 2009.
10.	Auditors' certificate	Certificate issued by M/s. BSR & Co. LLP, Chartered Accountants, Statutory Auditors of the Company, confirming that the preferential issue is in compliance with the ICDR Regulations, 2009 would be placed before the shareholders in the Extraordinary General Meeting.

The Company undertakes that:

- (a) the Company shall re-compute the price of the Equity Shares in terms of the provision of the ICDR Regulations where it is required to do so; and
- (b) if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Equity Shares shall continue to be locked- in till the time such amount is paid by the Subscribers.

**Other Details Required under Section 102 of the CA 2013:**

<b>Particulars of Interested Persons</b>	<b>Details of the nature of concern or interest, financial or otherwise, if any, in respect of the items specified in the Notice</b>
I) Name of directors and the manager: (ii) Names of every other key managerial personnel: iii) Names of relatives of the persons mentioned above	Not Applicable
Any other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decision	The Management of the Company during the process of its internal investigation assisted by external advisors had unearthed an estimated loss to the tune of Rs. 1123,00,00,000 (Rupees One Thousand One Hundred and Twenty Three Crores) and requested the Promoters to infuse funds to ensure continuation of the operations of the Company. In this background, Ricoh Company,



<b>Particulars of Interested Persons</b>	<b>Details of the nature of concern or interest, financial or otherwise, if any, in respect of the items specified in the Notice</b>
	<p>Limited one of the Promoters of the Company approached the Hon'ble National Company Law Tribunal <i>inter alia</i> for recapitalization by way of cancellation of the existing shares of Ricoh Company, Limited and/ or NRG Group Limited (Co-Promoter) and issuance of the same number of shares (which have been cancelled) to such shareholder. The Hon'ble National Company Law Tribunal by its Order dated August 24, 2016 allowed such recapitalization. The cancellation of 10,959,792 shares of NRG Group Limited and preferential issue is pursuant to the Order of the Hon'ble National Company Law Tribunal. Accordingly, the shareholding pattern of the Company pre and post allotment of shares to NRG Group Limited will remain unchanged.</p>

The Board recommends passing of the resolution set out in Item No. 1 and 2 in the Notice convening the meeting. The said resolutions are placed before the members of the Company for their approval by way of special resolutions.

**By Order of the Board**  
For **Ricoh India Limited**

**Ian Winham**  
**Chairman**  
**DIN: 07567971**

Date: 16<sup>th</sup> September, 2016

Place: New Delhi

Regd. Office : 801, 8th Floor, Ackruti Star, MIDC Central Road, Near Marol  
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**RICOH INDIA LIMITED**

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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) of .....Shares of the above mentioned Company, hereby appoint:

- 1. Name..... Address .....  
Email Id..... Signature..... or failing him
- 1. Name..... Address .....  
Email Id..... Signature..... or failing him
- 1. Name..... Address .....  
Email Id..... Signature..... or failing him

as my/our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company to be held on Friday, the 14<sup>th</sup> October 2016 at 10:00 A.M. at Hotel Hyatt Regency Mumbai, Sahar Airport Road, Andheri East, Mumbai- 400099 at any adjournment thereof in respect of such resolutions as are indicated below:

S.No	Resolutions	For*	Against*
1	Cancellation and Extinguishment of the Existing Shares of NRG Group Limited		
2	Issue of Equity Shares on a Preferential Allotment/Private Placement Basis		

Signed this.....day of.....2016

Signature of Shareholder.....

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

Affix  
revenue  
stamp  
of Re 1/-

**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, please refer to the Notice of the Extraordinary 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: 801, 8<sup>th</sup> Floor, Akruti Star, MIDC Central Road, Near Marol  
Telephone Exchange, MIDC, 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 Extra Ordinary General Meeting of the Company, at Hotel Hyatt Regency Mumbai, Sahar Airport Road, Andheri East, Mumbai- 400099 on Friday, the 14<sup>th</sup> day of October 2016 at 10:00 A.M.

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

