

**RICOH**  
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**RICOH INDIA LIMITED**  
2<sup>nd</sup> 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](http://www.ricoh.co.in)

30 August 2017

The Listing Department  
BSE Limited  
PJ Towers  
Dalal Street  
Mumbai - 400001

**Subject: Notice of 24<sup>th</sup> Annual General Meeting (AGM) of Ricoh India Limited**

Dear Sir

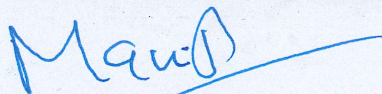
Please find enclose herewith Notice of the 24<sup>th</sup> Annual General Meeting of Ricoh India Limited scheduled to be held on Monday, 25 September 2017 at 3:00 PM at MC Ghia Hall, 4<sup>th</sup> Floor, Bhogilal Hargovinddas Building, 18/20, K.Dubhash Marg, Kala Ghoda Fort, Mumbai - 400001

This is for your kind information and further dissemination.

Thanking you

Yours faithfully

For **Ricoh India Limited**



Manish Sehgal  
Company Secretary

Encl: a/a



## REPORTS/STATUTORY OVERVIEW

### NOTICE

Notice is hereby given that the 24<sup>th</sup> ANNUAL GENERAL MEETING of the Members of RICOH INDIA LIMITED will be held at -

<b>Venue</b>	MC Ghia Hall, 4th Floor, Bhogilal Hargovinddas Building, 18/20, K. Dubhash Marg, Kala Ghoda Fort, Mumbai - 400001
<b>Day</b>	Monday
<b>Date</b>	25 September 2017
<b>Time</b>	3:00 PM

to transact the following business: -

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31 March 2017, 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 appoint a Director in place of Mr. Hiroyasu Kitada (holding DIN No. 06527013) who retires by rotation and being eligible offers himself for re-appointment.
3. Ratification of appointment of Statutory Auditors and fixing their remuneration and to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:-**

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of BSR Co. LL.P, Chartered Accountants (Firm Registration No. 101248 W/W-100022) as the Statutory Auditors of the Company to hold Office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 25<sup>th</sup> Annual General Meeting of the Company to be held for the financial year 2017-2018, be and is here by ratified and the Managing Director and CEO of the Company be and is hereby authorised to fix remuneration payable to the Statutory Auditors”.

### SPECIAL BUSINESS

4. To consider and if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution:-**

**“RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including statutory modification(s) or re-enactment thereof for the time being in force), Mr. Yoshitaka Motomura (DIN 07897706), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 3 August 2017 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of 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.”

5. To consider and if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution:-**

**“RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including statutory modification(s) or re-enactment thereof for the time being in force), Mr. Noboru Akahane (DIN 07898609), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 3 August 2017 and who holds office up to the date of this Annual General Meeting of the

Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of 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."

6. To consider and if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:-

**"RESOLVED THAT** pursuant to provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajiv Ahuja (DIN 02297731), who submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (05) consecutive years up to the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company in the calendar year 2022, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of 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."

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

**"RESOLVED THAT** Mr. U.P. Mathur (DIN: 00387444), who holds office as an Independent Director of the Company up to date of this Annual General Meeting be and is hereby re-appointed as an Independent Director of the Company, for another term of (Five) 05 years to hold office up to the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company in the calendar year 2022 not liable to retire by rotation pursuant to Section 149, 152 read with Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder and SEBI (LODR) Regulations, 2015."

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

**"RESOLVED THAT** Mr. RK Pandey (DIN: 00190017), who holds office as an Independent Director of the Company up to date of this Annual General Meeting be and is hereby re-appointed as an Independent Director of the Company, for another term of (Five) 05 years to hold office up to the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company in the calendar year 2022 not liable to retire by rotation pursuant to Section 149, 152 read with Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder and SEBI (LODR) Regulations, 2015."

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

**"RESOLVED THAT** Ms. Ashish Garg (DIN: 06499461), who holds office as an Independent Director of the Company up to date of this Annual General Meeting be and is hereby re-appointed as an Independent Director of the Company, for another term of (Five) 05 years to hold office up to the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company in the calendar year 2022 not liable to retire by rotation pursuant to Section 149, 152 read with Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder and SEBI (LODR) Regulations, 2015."

10. To consider and if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:-

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and/or any other applicable rules, regulations and provisions of law as the case may be and subject to the approval of the Central Government, if required and all other applicable regulatory approvals, consent(s) and permission(s) as may be necessary in this regard,



the consent of the Members of the Company be and is hereby accorded to the re-appointment and payment of remuneration to Mr. AT Rajan (DIN 07487969) as Managing Director and Chief Executive Officer of the Company with effect from 1 April 2017 to 31 March 2018 on the following terms and conditions:

**TERMS AND CONDITIONS:-**

- a) Fixed Salary inclusive of all perquisites, allowances, retirement benefits not exceeding Rupees 69,40,620/- (Rupees Sixty Nine Lakhs Forty Thousand Six Hundred Twenty only) per annum, and;
- b) Performance Bonus not exceeding Rupees 20,82,000/- (Rupees Twenty Lakhs Eighty Two Thousand only) per annum

**RESOLVED FURTHER THAT** the aggregate of above remuneration as stated out in at A and B shall not exceed the total amount of Rupees 90,22,620/- (Rupees Ninety Lakhs Twenty Two Thousand Six Hundred Twenty only) per annum.

**RESOLVED FURTHER THAT** Mr. AT Rajan shall not be paid any sitting fees for attending the meetings of the Board of Directors or committee thereof, he shall however be entitled to reimbursement of expenses incurred by him for the business of the Company, which shall not be included in the total remuneration as mentioned above.

**RESOLVED FURTHER THAT** in the event of loss and/or inadequacy of profits in any financial year during the tenure of Mr. AT Rajan, the remuneration and perquisites as given hereinabove i.e. A and B shall be paid to Mr. AT Rajan as Minimum Remuneration subject to the approval of the Central Government, if required.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to vary/increase the remuneration as aforesaid to the extent the Nomination and Remuneration Committee and / or the Board of Directors may consider appropriate, provided however, that the remuneration payable to Mr. AT Rajan as Managing Director and CEO shall be within limits set out in that behalf in the said Act including Schedule V to the Act or any amendments thereto or any modifications or statutory re-enactment(s) thereof and/or any Rules or Regulations framed thereunder.

**RESOLVED FURTHER THAT** Mr. Noboru Akahane, Chairman, Mr. Yoshitaka Motomura, Director and Mr. Manish Sehgal, Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as may be necessary, desirable and expedient to give effect to this resolution".

11. 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 provisions of Section 62, 71 and other applicable provisions, if any of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014, Foreign Exchange Management Act, 1999 and Regulations framed thereunder and such other laws as may be applicable in India, including any amendments thereto or re-enactment thereof for the time being in force and in accordance with the provisions of Articles of Association of the Company and subject to other conditions agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including powers conferred by this Resolution), the consent of the members be and is hereby accorded to the Company to offer/issue appropriate financial instruments in one or more series/tranches, on preferential issue or otherwise, issuable / redeemable at par aggregating up to Rs.1000 Crores (Rupees One Thousand Crores only) from such persons and on such terms and conditions as the Board of Directors of the Company may from time to time determine and consider proper and most beneficial to the Company including without limitation as to issuance of appropriate financial instruments in consideration for issue, mode of payment, coupon rate, redemption period, utilisation of the issue proceeds and all matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorised to finalise to negotiate, modify, finalise and sign the documents including without limitation the offer letter, loan agreement and any other documents, in connection with the appropriate financial instruments issued by the Company and

to do all such acts, deeds, matters and things as may be necessary or ancillary or incidental thereto and to execute/file all such documents as may be necessary for giving effect to the above resolutions."

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

Place: New Delhi  
Date: 30 August 2017

Manish Sehgal  
Company Secretary  
FCS-7102

**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 relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto and forms part of this Notice.
- c) The Register of Members and the Share Transfer Books of the Company will remain closed from 19 September 2017 to 25 September 2017 (both days inclusive) for the purpose of the Annual General Meeting.
- d) 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](mailto:helpdeskdelhi@mcsregistrars.com). Members holding shares in dematerialised form are requested to intimate such changes to their respective Depository Participants.
- e) 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 dematerialised 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.
- f) 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.
- g) Members desirous of getting any information in relation to the Annual Report of the Company for the financial year 2016-17 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 in New Delhi so as to enable the Management to keep the information readily available at the meeting.



- h) 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.
- i) Requisite details under Regulation 36(3) of SEBI (LODR) Regulations, 2015 in respect of Directors seeking appointment/re-appointment at the Annual General Meeting are annexed hereto.
- j) 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.
- k) Members may note that the Notice of the 24 Annual General Meeting and Annual Report 2016-2017 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**
- l) 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.
- m) Corporate Members are requested to send a duly certified copy of the resolution passed by the Board of Directors authorising their representative(s) to attend and vote on its behalf at the Meeting.
- n) 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).
- o) 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.
- p) 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.
- q) Electronic copy of the Annual Report for the financial year 2016-17 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.
- r) Voting through electronic means:-

In compliance with provisions of Section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules 2015 and Regulation 44 of (LODR) Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and items of business as detailed in this Notice may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):-

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 22 September 2017 at 9:00 AM (IST) and ends on 24 September 2017 at 5:00 PM (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of 18 September 2017 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**.
- (iii) Click on Shareholders / Members
- (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 dematerialised 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:

<b>For Members holding shares in Dematerialised Form and Physical Form</b>	
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 the sequence number you are requested to write an email to the Company at <a href="mailto:manish.sehgal@ricoh.co.in">manish.sehgal@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> <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (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 dematerialised 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 of Ricoh India Limited 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 dematerialised 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. 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.
- (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** 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 scrutiniser 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** under help section, or you may contact Mr. Rakesh Dalvi, Deputy Manager, CDSL at toll free number 1800-200-5533 or you may write an email to **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 18 September 2017.
- (xxii) Mr. Devesh Kumar Vasisht (CP No. 13700) failing him Mr. Lokesh Dhyan (CP No. 16185), Partners at M/s Sanjay Grover and Associates, Company Secretaries Firm Registration No. P 2001DE052900 have been appointed as scrutiniser(s) to scrutinise the voting process (electronically or otherwise) in a fair and transparent manner.
- (xxiii) The results declared alongwith the Scrutinisers 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** immediately. Further, the results alongwith the Scrutinisers 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. 18 September 2017 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.



**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4**

During the year, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee has appointed Mr. Yoshitaka Motomura as an Additional Director of the Company at its meeting held on 3 August 2017. Mr. Yoshitaka Motomura holds office up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013.

The Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing the appointment of Mr. Yoshitaka Motomura as a Director of the Company.

Mr. Yoshitaka Motomura is General Manager, Business Planning Department, Corporate Division of Ricoh Company, Ltd., and concurrently serves as an outside director of Ricoh Japan Corporation.

Before being appointed as General Manager of Business Planning in April 2017, he has had a long and illustrious career in Accounting, Business Planning, Corporate Restructuring and growth programs at Ricoh's Global Headquarters between 2006 and 2017.

He has also served as a member of the outside audit & supervisory boards of a number of Ricoh group companies, including Ricoh Leasing Company, Ltd., listed on the Tokyo Stock Exchange.

He was transferred to Ricoh Electronics, Inc. in California, USA, in February 1997, and Ricoh Corporation in New Jersey in January 1999, mainly in accounting and business planning roles.

He joined Ricoh in 1989.

Mr. Motomura holds Bachelor of Economics degree from University of Kobe, Japan.

The Board is of the view that Mr. Motomura's wide and varied experience will be of immense value to the Company and, therefore, recommends his appointment to the Members in terms of Resolution set out in Item No. 4 of the Notice.

Mr. Motomura does not hold any shares in the Company.

Except Mr. Motomura, none of the Directors, Key Managerial Personnel of the Company and their Relatives are, in any way concerned or interested, financially or otherwise, in the resolution set out at item No. 4 of the Notice.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI (LODR) Regulations, 2015

**Item No. 5**

During the year, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee has appointed Mr. Noboru Akahane as an Additional Director of the Company at its meeting held on 3 August 2017. Mr. Noboru Akahane holds office up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013.

The Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing the appointment of Mr. Noboru Akahane as a Director of the Company.

Mr. Noboru Akahane is a Corporate Vice President (CVP) of Ricoh Company, Ltd., where he has been in charge of internal controls since April 2017.

Before being assigned as CVP of Ricoh, he was President and CEO of Ricoh Imaging Company, Ltd., formerly Pentax Ricoh Imaging Company, Ltd. between April 2012 and March 2017.



Mr. Akahane joined Ricoh Company, Ltd. in December 2011 as an Advisor to its Global Strategy Unit, and shortly thereafter was appointed to the position at Ricoh Imaging to lead the company globally. Under his leadership, the company launched the world's first 360 degree spherical camera.

Prior to Ricoh, he was Managing Director of Tokyo Marine Asset Management Co., Ltd. a financial services company, between January and November 2011. He established a fund to invest in innovative and advanced small and medium sized Japanese companies, leveraging his financial and legal expertise to evaluate potential future successes.

Between June 2005 and June 2010, he was a main Board Director of Asahi Pretec Corporation, a leading Japanese company listed on the Tokyo Stock Exchange, engaged in the refining and recycling of rare metals. Mr. Akahane was also responsible for leading innovation in the Company.

Mr. Akahane started his career in banking, firstly with the Long-Term Credit Bank of Japan between 1982 and 2000 and then with Shinsei Bank, Limited between 2000 and 2004. Over his 20-year experience, Mr. Akahane gained a lot of experience in mergers and acquisitions, as well as corporate recovery.

Mr. Akahane holds Bachelor of Law degree from University of Tokyo, Japan.

The Board is of the view that Mr. Akahane's wide and varied experience will be of immense value to the Company and, therefore, recommends his appointment to the Members in terms of Resolution set out in Item No. 5 of the Notice.

Mr. Akahane does not hold any shares in the Company.

Except Mr. Akahane, none of the Directors, Key Managerial Personnel of the Company and their Relatives are, in any way concerned or interested, financially or otherwise, in the resolution set out at item No. 5 of the Notice.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI (LODR) Regulations, 2015

#### **Item No.6**

During the year, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee has appointed Mr. Rajiv Ahuja as an Additional Director of the Company at its meeting held on 26 May 2017. Mr. Rajiv Ahuja holds office up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013.

The Company has received declaration from Mr. Rajiv Ahuja that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Rajiv Ahuja fulfills the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and Regulation 16(b) of the SEBI (LODR) Regulations, 2015 and is independent to the Management.

Mr. Rajiv Ahuja does not hold any equity shares in the Company.

The Company has also received a notice in writing from a Member alongwith a deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Rajiv Ahuja for the Office of Director of the Company.

In view of the above, the Board of Directors propose to appoint Mr. Rajiv Ahuja as an Independent Director of the Company for a term of Five (05) consecutive years for a term up to the conclusion of the 29th Annual General Meeting of the Company in the calendar year 2022. Further, Mr. Rajiv Ahuja shall not be liable to retire by rotation during his tenure.

A copy of the letter for the appointment of Mr. Rajiv Ahuja as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the registered office of the Company during normal business hours on any working day.

The Board considers that Mr. Rajiv Ahuja's association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Rajiv Ahuja as an Independent Director.

Accordingly, the Board recommends the Ordinary Resolution as set out at item No. 6 of this Notice for approval of the Members.

Except Mr. Rajiv Ahuja, none of the Directors, Key Managerial Personnel (KMPs) or their relatives are concerned or interested, in the proposed ordinary resolution as set out in Item No 6 of this Notice.

Mr. Rajiv Ahuja has given his consent to act as a Director of the Company.

Names of the Companies in which Mr. Rajiv Ahuja holds Directorship and Memberships/Chairmanships of Board Committee(s), his shareholding in the Company, relationships amongst Directors inter se as stipulated under SEBI (LODR) Regulations, 2015, is provided in this Annual Report.

Mr. Rajiv Ahuja is Group Director of the CVR Navayuga Group, one of India's leading players in the infrastructure industry. The CVR Navayuga Group has leading enterprises like Navayuga Engineering Company Ltd., Krishnapatnam Port Company, Navayuga Infotech, Navayuga Power Ltd., among others. In his role, Mr. Rajiv Ahuja is responsible for group strategy and international expansion, in addition to creating organisational efficiencies and improving overall corporate performance.

Mr. Rajiv Ahuja has worked with Dell, American Express, Garwares and the multi business Max India Group. He has held senior positions across multiple functions in leading Indian and Multinational companies. He has experience of about 30 years across a range of business specialisations and geographies, spanning 27 countries in his last position with Dell. He has been a key part of several start ups, in several industries including telecom, healthcare and the insurance businesses of Max. He was a key part of the expansion of American Express' presence in the country as also in the rapid expansion of Dell's business in India.

Mr. Rajiv Ahuja also founded Anthem Academy, a boutique company engaged in strategy consulting, international alliances and training. As the President of Shiksha Bharti, Rajiv also runs a not for profit society, making strong contribution to the Skill Development Initiative in the country as a nationally accredited assessing body.

Mr. Rajiv Ahuja has a B. Sc. [Hons] and is an MBA and has participated in several executive and business management programs across the world.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI (LODR) Regulations, 2015

#### **Item No. 7**

The Shareholders of the Company had in their 21st Annual General Meeting held on 26 September 2014 appointed Mr. UP Mathur as an Independent Director of the Company for a term of three years, to hold office up to the conclusion of 24th Annual General Meeting of the Company.

As recommended by the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 30 August 2017 have proposed to re-appoint Mr. UP Mathur as Independent Director for another term of five consecutive years to hold office up to the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company in the calendar year 2022, not liable to retire by rotation.

In the opinion of the Board, Mr. UP Mathur fulfils the conditions as specified in the Companies Act, 2013 and rules made thereunder for his re-appointment as an Independent Director of the Company and is independent of the Management.

The Board also considers that his continued association/support would be of immense benefit to the Company and is desirable to avail his services as an Independent Director.



A copy of the letter for the appointment of Mr. UP Mathur as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the registered office of the Company during normal business hours on any working day.

A brief profile of Mr UP Mathur including his qualifications, experience, shareholding in the Company, relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the Company and other Directorships is annexed to this notice.

Mr UP Mathur has retired in the year 1995 as Director of Inspection and Investigation, Ministry of Corporate Affairs, Government of India. He has rendered more than three decades of service in Government of India. After retirement, Mr. UP Mathur practiced as an Advocate in Company Law related matters.

Mr UP Mathur holds degree in Masters of Commerce, he is also a Law Graduate and an Associate Member of the Institute of Company Secretaries of India.

Mr. UP Mathur aged 80 years was first appointed on the Board of the Company on 8 July 2005. He has attended Eighteen Board of Directors meetings of the Company during the period 1 April 2016 to 31 March 2017.

The Company has received a declaration from Mr UP Mathur, Director that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

The Company has also received notice pursuant to Section 160 of the Company Act, 2013 from a Member proposing his candidature for re-appointment on the Board of the Company.

In the opinion of the Board Mr. UP Mathur fulfils the conditions specified in the said act for appointment/re-appointment as Independent Director.

None of the Directors or Key Manager Personnel (KMPs) of the Company and their Relatives, other than Mr. UP Mathur is concerned or interested, financially or otherwise in this resolution.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI (LODR) Regulations, 2015

The Board recommends the resolution as set out at Item No. 7 of the Notice for approval of the Members as Special.

#### **Item No. 8**

The Shareholders of the Company had in their 21st Annual General Meeting held on 26 September 2014 appointed Mr. RK Pandey as an Independent Director of the Company for a term of three years, to hold office up to the conclusion of 24th Annual General Meeting of the Company.

As recommended by the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 30 August 2017 have proposed to re-appoint Mr. RK Pandey as Independent Director for another term of five consecutive years to hold office up to the conclusion of the 29th Annual General Meeting of the Company in the calendar year 2022, not liable to retire by rotation.

In the opinion of the Board, Mr. RK Pandey fulfils the conditions as specified in the Companies Act, 2013 and rules made thereunder for his re-appointment as an Independent Director of the Company and is independent of the Management.

The Board also considers that his continued association/support would be of immense benefit to the Company and is desirable to avail his services as an Independent Director.

A copy of the letter for the appointment of Mr. RK Pandey as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the registered office of the Company during normal business hours on any working day.

A brief profile of Mr RK Pandey including his qualifications, experience, shareholding in the Company, relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the Company and other Directorships is annexed to this notice.

Mr RK Pandey has served for 16 years as Executive Director of The Delhi Stock Exchange Association Limited.

Mr. RK Pandey is presently engaged in rendering Corporate Advisory services in Legal, Financial and Capital Market areas besides being Director on the Board of a number of Companies.

Mr RK Pandey holds degree in Masters of Commerce, he is also a Law Graduate and a Fellow Member of the Institute of Company Secretaries of India. He also holds Post Graduate Diploma in Business Administration.

Mr. RK Pandey aged 77 years was first appointed on the Board of the Company on 27 June 2008. He has attended Eighteen Board of Directors meetings of the Company during the period 1 April 2016 to 31 March 2017.

The Company has received a declaration from Mr RK Pandey, Director that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

The Company has also received notice pursuant to Section 160 of the Company Act, 2013 from a Member proposing his candidature for re-appointment on the Board of the Company.

In the opinion of the Board Mr. RK Pandey fulfils the conditions specified in the said act for appointment/re-appointment as Independent Director.

None of the Directors or Key Manager Personnel (KMPs) of the Company and their Relatives, other than Mr. RK Pandey is concerned or interested, financially or otherwise in this resolution.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI (LODR) Regulations, 2015

The Board recommends the resolution as set out at Item No. 8 of the Notice for approval of the Members as Special.

#### **Item No. 9**

The Shareholders of the Company had in their 21st Annual General Meeting held on 26 September 2014 appointed Ms. Ashish Garg as an Independent Director of the Company for a term of three years, to hold office up to the conclusion of 24th Annual General Meeting of the Company.

As recommended by the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 30 August 2017 have proposed to re-appoint Ms Ashish Garg as Independent Director for another term of five consecutive years to hold office up to the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company in the calendar year 2022, not liable to retire by rotation.

In the opinion of the Board, Ms Ashish Garg fulfils the conditions as specified in the Companies Act, 2013 and rules made thereunder for her re-appointment as an Independent Director of the Company and is independent of the Management.

The Board also considers that her continued association/support would be of immense benefit to the Company and is desirable to avail her services as an Independent Director.

A copy of the letter for the appointment of Ms. Ashish Garg as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the registered office of the Company during normal business hours on any working day.

A brief profile of Ms Ashish Garg including her qualifications, experience, shareholding in the Company, relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the Company and other Directorships is annexed to this notice.



Ms Ashish Garg is an Education Futurist, she has set up the Discover Tomorrow Campaign on the 'Future of Learning' in Schools. Currently, she is Principal Consultant - Skill Development for the Ministry of Electronics and Information Technology.

Ms Ashish Garg is a Ministry of Human Resource Department nominated member to the Expert Committee on India's New Education Policy and a Board member of UNESCO's Open Knowledge Community.

As a Member of the United Nations - ICT Task Force, she spearheaded the creation of India's First National Policy on ICT in Education and led the development of the Rajasthan Education Initiative a multi stake holder education project in partnership with the Government of Rajasthan, World Economic Forum and Confederation of Indian Industry.

She is an invited speaker to national and international forums including the World Summit for Information Society (WSIS) - Geneva, the World Economic Forum (WEF) - Paris, World Bank and UN meets in Asia, Africa and Europe. She also serves on the jury of several ICT and Education Awards, including the Nasscom Social Innovation Awards.

Ms Ashish Garg holds degree in B.A., B.Ed and Masters in Human Resource Management Qualification.

Ms Ashish Garg aged 52 years was first appointed on the Board of the Company on 23rd July 2014. She has attended Sixteen Board of Directors meetings of the Company during the period 1 April 2016 to 31 March 2017.

The Company has received a declaration from Ms Ashish Garg, Director that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

The Company has also received notice pursuant to Section 160 of the Company Act, 2013 from a Member proposing her candidature for re-appointment on the Board of the Company.

In the opinion of the Board Ms Ashish Garg fulfils the conditions specified in the said act for appointment/re-appointment as Independent Director.

None of the Directors or Key Manager Personnel (KMPs) of the Company and their Relatives, other than Ms Ashish Garg is concerned or interested, financially or otherwise in this resolution.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI (LODR) Regulations, 2015

The Board recommends the resolution as set out at Item No. 9 of the Notice for approval of the Members as Special.

#### **Item No. 10**

The tenure of Mr. AT Rajan, Managing Director and CEO will expire on 31 March 2018. It is proposed to re-appoint him for a period of One year from 1st April 2017 to 31st March 2018.

The Board of Directors at its meeting held on 16 March 2017 on the recommendation of the Nomination and Remuneration Committee, has decided that subject to approval of the Shareholders by way of a Special Resolution and subject to such other approval(s) as may be required, Mr. AT Rajan be re-appointed as Managing Director and CEO for a further period of one year with effect from 1 April 2017 to 31 March 2018 upon the terms and conditions as to remuneration, perquisites, allowances and benefits as mentioned in the aforesaid resolution.

The requisite declaration regarding fulfilment of conditions mentioned in Part I of Schedule V of the Companies Act, 2013 has been received from Mr. AT Rajan.

The terms and conditions of re-appointment of Mr. AT Rajan may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The relevant particulars as required under the provisions of Clause B(iv) of Section II of Part II of Schedule V of the Companies Act, 2013 and under Regulation 36(3) of SEBI (LODR) Regulations, 2015 is annexed to this notice.

Mr. AT Rajan shall perform his duties as Managing Director and CEO subject to the superintendence, control and direction of the Board of Directors of the Company.

The Directors are of the view that the re-appointment of Mr. AT Rajan as Managing Director and CEO will be beneficial to the operations of the Company and the remuneration payable to him commensurate with his abilities and experience and accordingly commend the resolution No. 10 of the accompanying notice for approval by the Shareholders of the Company.

Mr. AT Rajan aged 54 years was first appointed on the Board of the Company on 13 April 2016. Mr. AT Rajan has attended Fifteen Board of Directors meetings during the period 1 April 2016 to 31 March 2017.

Mr. AT Rajan do not hold any shares in the Company. None of the Directors, Key Managerial Personnel (KMP) and relative of any Director, Manager and Key Managerial Personal (KMP) except Mr. AT Rajan may deemed to be concerned or interested in the resolution mentioned at Item No. 10 of the Notice.

The proposed resolution at Item No 10 does not relate to or effect any other Company.

**Disclosures under Part II of the Schedule V of the Companies Act, 2013 are as follows:-**

- (I) The payment of remuneration is approved by a resolution passed by the Board of Directors. The Company has not committed any default in repayment of any of its debts or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of such managerial person.
- (II) A Special Resolution is being passed at the ensuing Annual General Meeting for payment of the remuneration to Mr. AT Rajan for the period 1st April 2017 to 31st March 2018.

**STATEMENT CONTAINING FURTHER INFORMATION AS REQUIRED IN TERMS OF RELEVANT SECTION(S) OF SCHEDULE V OF THE COMPANIES ACT 2013 IS SET OUT HEREUNDER:**

**I. GENERAL INFORMATION**

• **Nature of Industry:**

The Company is inter alia engaged in the business of Office Imaging Equipment, Production Print Solutions, Document Management Systems and Information Technology Services.

• **Date or expected date of commencement of commercial production:**

The Company was incorporated on 22 October 1993

• **In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the Prospectus:**

Not Applicable

• **Financial performance based on given indicators:**

Financial performance of the Company for last 3 years is as follows:

Rs in Lacs	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 (Note 1)
Net Sales and other Income	1,22,669	1,13,729	1,65,462
EBITDA (Earnings before Interest, Tax, Depreciation, Amortisation and Exceptional item)	(16,092)	(26,155)	15,728
(Loss)/Profit before Tax	(33,312)	(1,10,909)	5,049
(Loss)/Profit after Tax	(32,652)	(1,11,773)	3,390

**Note 1 :** Year ended 31 March 2015 has not been restated for the impact of financial irregularities.

• **Foreign Investments or Collaborations, if any**

Ricoh Company, Limited, Japan and NRG Group Limited, UK together holds 73.60% stake in the Company being Promoter Holding.



## II. INFORMATION ABOUT THE APPOINTEE

- **Background details:**

Mr. AT Rajan age 54 years is a Graduate in Mechanical Engineering with Post Graduate Diploma in Materials Management.

Mr. AT Rajan has over 30 years of experience in various technical, commercial and managerial functions across industries and being a Managing Director and CEO of the Ricoh India Limited.

Mr. AT Rajan has been with Ricoh India Limited for over 24 years, where he has held various senior management positions across functions. He was responsible for several Business Expansion projects and to set up new businesses within Ricoh India. Prior to joining Ricoh, he had worked as an Industrial Engineer, managing productivity and efficiency improvement projects across various functions and operations. He started his career as an engineer, and handled various techno-commercial assignments such as setting up of manufacturing operations, production planning, imports/exports and vendor development

- **Past Remuneration:**

Mr. AT Rajan was paid remuneration of Rs. 69,15,076/- (Rupees Sixty Nine Lakhs fifteen thousand and Seventy Six only) as Managing Director and CEO of the Company.

- **Recognition or Awards:**

Nil

- **Job profile and his suitability:**

Mr. AT Rajan has been associated with Ricoh India Limited for more than twenty four years and has held various responsible positions in the Company. He has a rich experience of close to three decades in various fields like Technical, Commercial and Managerial functions across Industries.

- **Remuneration proposed:**

Full information towards the remuneration proposed to be paid to Mr. AT Rajan is mentioned in the text of the proposed resolution at Item No. 10 of this Notice.

- **Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the Country of his origin):**

Taking into consideration, the size of the Company, profile, knowledge, skills, expertise and responsibilities shouldered by Mr. AT Rajan, the remuneration proposed to be paid is commensurate with remuneration package paid to his similar counterparts in other Companies.

- **Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any.**

Besides, the remuneration proposed to be paid to Mr. AT Rajan, he has no other pecuniary relationship with the Company or relationship with any other Managerial person and Directors.

## III. OTHER INFORMATION

### 1. Reasons of Loss or Inadequate Profits

Following the financial irregularities and falsifications, it was apparent that the Company was loss making. Subsequent, to the finalisation of the financial statements for the year ended 31 March 2016 (on 18 November 2016), the Company has been focused on stabilising the business and returning it to sustainable profitable growth. Whilst there is an ongoing reduction in the losses being experienced ('Quarter on Quarter') there is still work to be done.



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**2. Steps taken or proposed to be taken for Improvement**

Ricoh India Limited is committed to improve its performance by taking steps and measures which will improve performance of the Company which will result in growth in the revenue, controlling costs and improving productivity.

**3. Expected increase in productivity and profits in measurable terms**

The Company expects that productivity and profitability will improve on an ongoing basis.

**IV. DISCLOSURES:**

The requisite information with regard to remuneration package of Mr. AT Rajan has been duly given in this Notice.

Mr. AT Rajan does not hold Directorship of any other Company. He also does not hold any Shares in the Company.

The Board of Directors of the Company commends the resolution set out in Item No. 10 of this notice for approval of the Shareholders.

Other than Mr. AT Rajan none of the Directors, Key Managerial Personnel's of the Company and their Relatives are either concerned or interested in the resolution set out in Item No. 10 of the Notice.

**Item No 11**

Your Board is investigating the best financing options for its debts on an ongoing basis. This includes a mix of long and short term financing options. One such option of funding without the implication of foreign exchange fluctuations is to borrow in appropriate financial instruments from national or foreign sources.

Accordingly, your Company will consider issuing appropriate financial instruments in accordance with Foreign Exchange Regulations, Companies Act 2013 and such other applicable provisions as set out in Item no.11 of the Notice.

The funds raised through such issue will be utilised for working capital requirements and general corporate purposes for carrying out business activities.

The Company undertakes that any proceeds of the financing issue shall be utilised for purposes as set out above and will be in compliance of the regulations/guidelines/norms issued by the Reserve Bank of India/Securities and Exchange Board of India (SEBI)/Companies Act, 2013/Stock Exchange as may be applicable.

The Board commends the resolution at Item No. 11 of the Notice for approval of the Shareholders by Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective Relatives are concerned or interested in the Resolution mentioned at Item No. 11 of the Notice.

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

Place: New Delhi  
Date: 30 August 2017

Manish Sehgal  
Company Secretary  
FCS-7102



**Brief resume of Directors/Persons seeking appointment/re-appointment at this Annual General Meeting in pursuance of Regulation 36(3) of SEBI (LODR) Regulations, 2015**

Name of Director	Mr. AT Rajan	Mr. Yoshitaka Motomura	Ms. Ashish Garg	Mr. Rajiv Ahuja
Date of Birth	30 July 1963	13 February 1966	8 April 1965	24 April 1965
Nationality	Indian	Japanese	Indian	Indian
Date of Appointment	13 April 2016	3 August 2017	23 July 2014	26 May 2017
DIN	07487969	07897706	06499461	02297731
Qualification	Graduate in Mechanical Engineering with Post Graduate diploma in materials management	Bachelor of Economics, University of Kobe, Japan	B.A., B.Ed and Degree in Human Resources Management	B.Sc (Hons) and MBA
Expertise in specific functional area	Expertise in various technical, commercial and managerial aspects across Industries	Corporate Finance Management, Strategic Business Planning and Administration	Education Strategy and Policy Making	Expertise in helping Organisations in developing and implementing growth strategies, to achieve competitiveness and ensuring cross functional alignment to focus on achieving key objectives.
Number of Shares held in the Company	Nil	Nil	Nil	Nil
List of Companies in which Directorship held as on 31 March 2017 (excluding foreign Company)	Nil	Nil	Global Young Private Limited	(a) CVR Holdings Private Limited (b) Navayuga Infotech Private Limited (c) Oasis Human Resources Private Limited (d) Anthem Academy for Learning Private Limited
Membership/Chairmanship of Committees of other public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil	Nil	Nil
Relationship inter se with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None	None

**Brief Resume of Directors/Persons seeking appointment/re-appointment at this Annual General Meeting in pursuance of Regulation 36(3) of SEBI (LODR) Regulations, 2015**

Name of Director	Mr. Noboru Akahane	Mr. UP Mathur	Mr RK Pandey	Mr Hiroyasu Kitada
Date of Birth	25 April 1958	29 March 1937	20 January 1940	14 December 1960
Nationality	Japanese	Indian	Indian	Japanese
Date of Appointment	3 August 2017	8 July 2005	27 June 2008	1 March 2013
DIN	07898609	00387444	00190017	06527013
Qualification	Law Graduate from University of Tokyo, Japan	M.Com, LL.B and Associate Member of the Institute of Company Secretaries of India	M.Com, LL.B, Fellow Member of the Institute of Company Secretaries of India and Post Graduate Diploma in Business Administration	Bachelor of Social Science from University of Tsukuba, Japan
Expertise in specific functional area	Mergers and Acquisitions/ Revitalisation of the Company	Corporate Law and Legal	Corporate advisory services in Legal, Financial and Capital Market areas.	Corporate Financial Management, Strategic Business Planning and Administration
Number of Shares held in the Company	Nil	Nil	Nil	Nil
List of Companies in which Directorship held as on 31 March 2017 (excluding foreign Company)	Nil	Nil	Precise Laboratories Private Limited Northern Aromatics Limited Jindal Poly Films Limited Kamdhenu Ispat Limited Sanghi Industries Limited Jaypee Uttar Bharat Vikas Private Limited Kanpur Fertilizers & Cement Limited Andhra Cements Limited Stere Impex Private Limited Jaypee Development Corporation Limited	Nil
Membership/Chairmanship of Committees of other public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil	Chairman - Audit Committee - Jindal Poly Films Limited Member - Audit Committee - Sanghi Industries Limited Member - Audit Committee - Kamdhenu Ispat Limited Member - Audit Committee - Andhra Cements Limited	Nil
Relationship inter se with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None	None

# RICOH INDIA LIMITED

Registered office: 801, 8<sup>th</sup> 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

## 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 24 Annual General Meeting of the Company at MC Ghia Hall, 4th Floor,  
Bhogilal Hargovinddas Building, 18/20, K. Dubhash Marg, Kala Ghoda Fort, Mumbai - 400001 at 3:00 P.M.

**Name of the Member/Proxy\*** : \_\_\_\_\_  
**(in Block Letters)**

**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**



## PROXY FORM

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

# RICOH INDIA LIMITED

Registered office: 801,8<sup>th</sup> 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

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

2. Name.....Address.....

Email Id.....Signature.....or failing him

3. Name.....Address.....

Email Id.....Signature.....

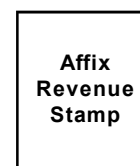
as my/our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company to be held on Monday, 25 September 2017 at 3:00 P.M. at MC Ghia Hall, 4th Floor, Bhogilal Hargovinddas Building, 18/20, K.Dubhash Marg, Kala Ghoda Fort, Mumbai - 400001 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No	Resolutions	For *	Against *
	<b>ORDINARY BUSINESS</b>		
1	Adoption of Balance Sheet of the Company as at 31st March, 2017 and the Profit & Loss Account for the year ended on that date along with the Reports of the Directors and Auditors thereon		
2	Appointment of Director in place of Mr. Hiroyasu Kitada who retires by rotation and being eligible offers himself for re-appointment		
3	Ratification of appointment of BSR & Co. LL.P, Chartered Accountants, (Firm Registration No. -101248 W/W -100022) as Statutory Auditor of the Company from the conclusion of 24th Annual General Meeting until conclusion of 25th Annual General Meeting.		
	<b>SPECIAL BUSINESS</b>		
4	Appointment of Mr. Yoshitaka Motomura as Director of the Company.		
5	Appointment of Mr. Noboru Akahane as Director of the Company		
6	Appointment of Mr. Rajiv Ahuja as an Independent Director for a period of 5 years not liable to retire by rotation		
7	Appointment of Mr. UP Mathur as an Independent Director for a period of 5 years not liable to retire by rotation		
8	Appointment of Mr. RK Pandey as an Independent Director for a period of 5 years not liable to retire by rotation		
9	Appointment of Ms Ashish Garg as an Independent Director for a period of 5 years not liable to retire by rotation		
10	Appointment of Mr. AT Rajan as Managing Director and CEO for a period of one year w.e.f. 1st April 2017 to 31st March 2018 and approval of his remuneration.		
11	To consider and approve the matter of issuance of appropriate financial instruments in one or more series/tranches upto Rs 1000 Crores.		

Signed this.....day of.....2017

Signature of Shareholder.....

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



**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 24 Annual 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.

Route Map of the venue of the  
24 Annual General Meeting  
of the Company to be held at  
MC Ghia Hall, 4th Floor, Bhogilal Hargovinddas Building,  
18/20, K. Dubhash Marg, Kala Ghoda Fort, Mumbai - 400001  
on  
Monday, 25th September 2017 at 3:00 PM

