

PUBLIC NOTICE
POST DELISTING EXIT OFFER TO THE EQUITY SHAREHOLDERS OF
RICOH INDIA LIMITED

CIN: L74940MH1993PLC074694

Registered Office: 1132,3rd floor, Building No. 11, Solitaire Corporate Park, Guru Hargovindji Marg, Andheri Chatkopar Link Road, Chakala, Andheri East, Mumbai- 400 093
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This public announcement ("Post Delisting Public Announcement") is being made by Mr. Kalpraj Dharamshi and Ms. Rekha Jhunjunwala (hereinafter collectively referred to as the "Resolution Applicants"/ "Acquirers") to inform all Equity Shareholders regarding the successful completion of delisting process and to provide an Exit opportunity to the Residual Public Shareholders of Ricoh India Limited ("Ricoh"/ the "Company"), holding 82,48,768 equity shares of ₹10/- each in the Company ("Offer Shares") in the Post Delisting Exit Offer ("Offer"). The Exit Offer is a part of the Resolution Plan approved by the Mumbai bench of Hon'ble National Company Law Tribunal ("NCLT") vide its order dated November 28, 2019 under Section 10 of the Insolvency and Bankruptcy Code, 2016 ("Code").

BSE Limited ("BSE"/ "Stock Exchange") in terms of its notice no. 20191219-20 dated December 19, 2019 read with notice no. 20191220-2 dated December 20, 2019 respectively has stated that the equity shares of Ricoh India Limited will be delisted with effect from Monday, December 23, 2019 from BSE, being the only stock exchange where the equity shares of Ricoh were listed, and trading of shares shall be discontinued.

This Advertisement should be read in conjunction with the Public Announcement published on Tuesday, December 03, 2019 ("PA") and Post Offer Public Announcement published on Monday, December 16, 2019, in the Financial Express (English Edition) Jansatta (Hindi Daily) and Mumbai Lakshwadeep (Marathi Daily) and the Delisting Exit Offer Letter dated Monday, December 02, 2019 ("Delisting Exit Letter of Offer") issued in connection with the Delisting Exit Offer of fully paid-up equity shares of ₹ 10/- each ("Equity Shares") of Ricoh. The terms used but not defined in this Advertisement shall have the same meanings as assigned in the Public Announcement, Post Offer Public Announcement and the Delisting Exit Letter of Offer.

- The Acquirers now invite all Residual Public Shareholders of the Company to tender, on the terms and subject to the conditions set out below and the Delisting Exit Offer Letter, their fully paid up equity shares in the Company.
- Delisting of the equity shares of the Company means that the equity shares of the Company cannot and will not be traded on BSE from that date.
- This public announcement is to inform the Residual Public Shareholders who were unable to participate in the delisting offer or who unsuccessfully tendered their Equity Shares during the Delisting Period that, as a holder of the equity shares in the Company, they still have an exit opportunity to tender their shares for a period of one year from the Date of Delisting.
- The Residual Public Shareholders can download a copy of the Delisting Exit Letter of Offer from the website of the Company, Manager to the Offer and Registrar to the Offer at www.ricoh.co.in, www.keynoteindia.net and www.mcsregistrars.com respectively.
- Subject to clause 6 below, the Residual Public Shareholders can tender their Equity Shares to the Acquirer at the Exit Price of ₹ 50/- per equity share of ₹10/- each at any time from Monday, December 23, 2019 till Tuesday, December 22, 2020 (both days inclusive) (the "Exit Window"/ "Exit Offer Period"), on the terms and subject to the conditions as set out in this Delisting Exit Letter of Offer.**
- Currently the exit price for the Equity Shares as per the Approved Plan is ₹ 50/- (Rupees Fifty Only) per Equity Share of ₹ 10/- each ("Exit Price"). Further, in terms of the order approved by Hon'ble NCLT, the share capital of Ricoh India Limited will be reorganized.

Pursuant to the reorganization as envisaged, the equity share capital held by the public shareholders will be reduced from ₹ 10,49,77,910 comprising of 1,04,97,791 equity shares of ₹ 10/- each fully paid up to ₹ 4,19,91,164 divided into 1,04,97,791 equity shares of ₹ 4/- each fully paid up. Immediately thereafter, 1,04,97,791 equity shares of ₹ 4/- each as reduced shall be consolidated into 41,99,116 fully paid-up equity shares of ₹ 10/- each.

If the residual shareholders tender their equity shares anytime during the offer period but after the reorganisation of share capital i.e. after the reduction of face value from ₹ 10/- to ₹ 4/- and reconsolidation of face value from ₹ 4/- to ₹ 10/-, the delisting exit price for those shareholders, whose shareholding has been reorganized on account of the aforesaid reduction of face value from ₹ 10/- to ₹ 4/- and reconsolidation of face value from ₹ 4/- to ₹ 10/- shall be amended to ₹ 125/- per equity share (Rupees One Hundred and Twenty Five only) ("Exit Price Post Reconstitution of Share Capital"). While the adjusted amount paid i.e. the Exit Price Post reconstitution of Share Capital, will increase to ₹ 125/- per equity share (Rupees One Hundred and Twenty Five only), but on account of reduction of face value from ₹ 10/- to ₹ 4/- and reconsolidation of face value from ₹ 4/- to ₹ 10/- the amount of consideration payable to the public shareholders will remain the same, on account of the aforesaid reduction and reconsolidation of face value of the equity shares.

7. How to avail the Offer:

In order to participate in the Offer, the Residual Shareholders will have to take the following steps, in accordance with the terms and conditions set out herein and in the Delisting Exit Offer Letter:

(a) Residual Shareholders holding shares in dematerialized form:

Step 1: Eligible Public Shareholders must transfer their dematerialised Equity Shares from their respective depository account, in off-market mode, to the Special Depository Account with the Central Depository Services of India Limited opened with Keynote Capitals Limited, details of which are as follows:

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| Depository | Central Depository Services (India) Limited |
| Special Depository Account Name | RICOH INDIA LIMITED – DELISTING EXIT OFFER – OPERATED BY MCS SHARE TRANSFER AGENT LTD |
| Depository Participant | Keynote Capitals Limited |
| DPID | 12024300 |
| Client ID | 00082649 |

Eligible Shareholders having their beneficiary account in National Securities Depository Limited shall use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the Special Depository Account with CDSL.

Step 2: Submit the application form enclosed with the Delisting Exit Offer Letter ("Application Form") duly completed and signed along with a photocopy of the delivery instructions or counterfoil of the delivery instructions submitted to the depository participant of the Residual Shareholder's depository account and duly acknowledged by such depository participant evidencing transfer of shares to the Special Depository Account as mentioned above, MCS Share Transfer Agent Limited ("Registrar to the Delisting Exit Offer").

The aforesaid documents can be submitted by hand delivery or by Registered Post to the Registrar to the Delisting Exit Offer on or before Tuesday, December 22, 2020 (i.e. the last day of the Exit Offer Period), clearly marking the envelope "RICOH INDIA LIMITED- DELISTING EXIT OFFER"

(b) Residual Shareholders holding shares in physical form



As per Rule 9A ["Issue of Securities in Dematerialised Form by Unlisted Company"] of Companies (Prospectus and Allotment of Securities) Rules, 2014, every holder of securities of an unlisted public company who intends to transfer such securities on or after 2nd October, 2018, shall get such securities dematerialised before the transfer.

Accordingly, the Public Shareholders who are holding equity shares in physical form and are desirous of tendering their equity shares in the said Offer can do so only after the equity shares are dematerialized. Such Public Shareholders are advised to approach any depository participant to have their equity shares dematerialized.

PLEASE NOTE THAT: THE ACQUIRERS WILL PAY CONSIDERATION TO ALL THE VALID APPLICANTS AT PERIODICAL INTERVAL OF ONE (1) MONTH FOR THE FULL PERIOD OF OFFER. Thus, the applications submitted by shareholders upto the end of a particular month will be processed and accordingly payment would be made to applicants within 15 days of the subsequent month. For Example, for the shares tendered by Residual Public Shareholders till December 31, 2019, the payment will be made on or before January 15, 2020.

- Non-resident Residual Public Shareholders should refer to the Delisting Exit Offer Letter for documents to be submitted with the Application Form.
- The equity shares to be tendered under this Exit Offer are to be acquired free from all liens, charges and encumbrances and together with all rights attached thereto.
- Following fulfillment of the terms and conditions mentioned herein and the Delisting Exit Offer Letter, the consideration will be paid by the Acquirers by way of demand draft or by means of electronic funds transfer, wherever possible.
The demand drafts will be dispatched to the relevant Residual Public Shareholders, at their own risk, by way of speed post/registered post. Upon receipt of duly filled valid Application Forms (together with necessary enclosures, if any) and receipt of the shares in the Special Depository Account mentioned hereinabove, electronic funds transfer will be executed or the demand draft will be dispatched to Residual Shareholders (as the case may be), who have validly tendered their shares in this Offer.
- It shall be the responsibility of the Residual Public Shareholders tendering in this Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering in the Offer, and the Acquirers shall take no responsibility for the same. The Residual Shareholders should attach a copy of any such approval to the Application Form, wherever applicable.

If the Shareholders have any queries in regard to this Offer, they may contact the Manager to the Offer or the Registrar to the Offer (details appearing below),

| MANAGER TO THE DELISTING EXIT OFFER | REGISTRAR TO THE DELISTING EXIT OFFER |
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|  KEYNOTE Keynote Financial Services Limited (Formerly Keynote Corporate Services Limited) The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West) Mumbai – 400 028 Tel.: +91 22 6826 6000-3; E-mail: mbd@keynoteindia.net; Website: www.keynoteindia.net Contact Person : Ms. Pooja Sanghvi / Mr. Akhil Mohod SEBI Registration No.: INM 000003606 |  MNSTA MCS Share Transfer Agent Limited F-65, 1st Floor, Okhla Industrial Area, Phase 1 New Delhi – 110 020, Tel.: 011 – 41406149, 41406151, 41406152 Email: admin@mcsregistrars.com Website: www.mcsregistrars.com Contact Person: Mr. Ajay Dalal SEBI Registration No: INR 000004108 |
| sd/- | sd/- |
| Kalpraj Dharamshi | Rekha Jhunjunwala |

Place: Mumbai
Date: December 21, 2019