

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

**NOTICE OF POSTAL BALLOT
PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013**

Dear Members,

Pursuant to provisions of Section 110 of the Companies Act, 2013 ["Act"] read with Section 108 of the Companies Act, 2013 and Rule 20 and 22 of The Companies [Management and Administration] Rules, 2014 and subsequent amendment thereof and Regulation 44 of the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015, the Company is seeking consent of its members for passing resolutions by means of voting by postal ballot [including voting through electronic means].

Accordingly, the said resolutions and the explanatory statement stating all material facts and the reasons concerning each item and the reasons thereof is appended below and a postal ballot form is enclosed for your consideration. The Company has appointed Mr. Naresh Verma, Practicing Company Secretary, as the Scrutinizer who is not in the employment of the Company, for conducting the postal ballot process, including e-voting, in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed, in all respect in the enclosed self-addressed pre-paid postage envelope so as to reach the Scrutinizer on or before the close of working hours on 5:00 PM, Wednesday, the 21st September 2016. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent at the expense of the Member(s), will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the members.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under section "Voting through electronic means". Reference to postal ballot(s) in this Postal Ballot Notice includes votes received electronically.

The scrutinizer will submit his report to the Chairman or any other Director or any other Authorized Person of the Company after the completion of the scrutiny of the postal ballot [including e-voting]. The result of the postal ballot shall be declared on Friday, the 23rd September, 2016 at the Corporate Office of the Company located at 2nd Floor, Salcon Aurum Building, Plot No.4, District Centre Jasola, New Delhi-110025 at 4:00 PM and communicated to Bombay Stock Exchange Limited and shall also be displayed on the Company's website, www.ricoh.co.in

The shareholders are requested to consider and, if thought fit, to pass the following resolutions:

Item No.1: To pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Ian Peter Winham (DIN: 07567971) who was appointed by the Board of Directors of the Company as an Additional Director on 25 July, 2016 and in respect of whom the Company has received a notice in writing along with requisite deposit, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. A.T. Rajan, Managing Director and CEO 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 and also to intimate and file necessary statutory e-form(s) with the Registrar of Companies /Ministry of Corporate Affairs/Stock Exchange/ Authority(ies) as the case may be."

Item No.2: To pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. AT Rajan (DIN: 07487969) who was appointed by the Board of Directors of the Company as an Additional Director and in respect of whom the Company has received a notice in writing along with requisite deposit, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Ian Winham, Chairman 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 and also to intimate and file necessary statutory e-form[s] with the Registrar of Companies /Ministry of Corporate Affairs/Stock Exchange/Authority[ies] as the case may be."

Item No. 3: To pass 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 appointment and payment of remuneration to Mr. AT Rajan (DIN 07487969) as Managing Director and Chief Executive Officer of the Company with effect from 13th April 2016 to 31st March 2017 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 Mr. Ian Winham, Chairman 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 including making an application to the Central Government seeking its approval, if required and also to intimate and file necessary statutory e-form[s] with the Registrar of Companies/Ministry of Corporate Affairs/Stock Exchange/Authority[ies] as the case may be.

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

Manish Sehgal
Company Secretary

Date: 17th August, 2016
Place: New Delhi

NOTES:

1. The consent of the shareholders is solicited by passing resolutions by way of a Postal Ballot as detailed in Item Nos. 1 to 3 of this Notice. Notice of this Postal Ballot is being sent to all shareholders/Beneficiaries whose names appear on the Register of Members/Record of Depositories as on Friday, the 12th August 2016 as received from National Securities Depository Limited (NSDL)/Central Depository Services Limited (CDSL). Voting Rights shall be reckoned on the Shares registered in the name of the Shareholders as on that date. A person who is not a Member as on Cut Off date (Record Date) should treat this notice for information purpose only.
2. In terms of section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules 2014, the business set out in the notice above is sought to be passed by Postal Ballot.
3. The Board has appointed Mr. Naresh Verma, Proprietor of M/s Naresh Verma and Associates, Company Secretaries (Membership No. FCS - 5403, CP No. 4424) as Scrutinizer for conducting the Postal Ballot voting process in accordance with the Law and in a fair and transparent manner.

4. An explanatory statement as required under Section 102 of the Companies Act 2013 stating all material facts and the reasons for the proposal is annexed herewith.
5. Resolutions passed by the shareholders by means of Postal Ballot including e-voting is deemed to have been passed at a General Meeting of the shareholders.
6. The Postal Ballot Notice is being sent electronically to all the shareholders who have registered their email ids with the Company and is also being forwarded to all of the shareholders through courier.
7. The members can opt for only one mode of voting i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
8. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during the business hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/e-voting.
9. The Notice is also placed on the Website of the Company: www.ricoh.co.in and website of CDSL www.evotingindia.com.
10. The shareholders are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed Business Reply envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 5.00 P.M. on Wednesday, the 21st September 2016 or before. Any postal ballot form received after this date and time shall be treated as if the reply from the shareholders had not been received. If any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
11. The shareholders are requested to exercise their voting rights by using the attached postal ballot form. Shareholders who do not receive the postal ballot form may apply to the Company/ Registrars and Transfer Agents, M/s MCS Share Transfer Agent Limited, F-65, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110 020, Tel. No. 011- 41406149; E-mail: helpdeskdelhi@mcsregistrars.com and obtain a duplicate thereof.
12. The Scrutinizer will submit the report to the Chairman of the Company or in his absence to any other Director or any other authorized person of the Company, after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman or in his absence any one of the Director or any other authorized person of the Company on Friday, the 23rd September 2016 at the Corporate office of the Company located at 2nd Floor Salcon Aurum Building, Plot No.4, District Centre, Jasola, New Delhi-110025 at 4.00 pm.
13. The result of the postal ballot will be displayed on the Notice Board of the company at its Registered Office and its Corporate Office at 2nd Floor, Salcon Aurum Building, Plot No. 4, District Centre, Jasola, New Delhi-110025 besides being communicated to the Stock Exchange. The results will also be displayed on the website of the Company i.e. www.ricoh.co.in
14. In compliance with the provisions of Section 110 of the Companies Act 2013, read with Rule 22 of Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically.
15. The Shareholders can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.
16. In case of e-voting on the website: www.evotingindia.com, voting will commence on and from 9.00 A.M. on Tuesday, the 23rd August 2016 and end at 5.00 p.m. on Wednesday, the 21st September 2016. Members are informed that the voting shall not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL for voting thereafter.
17. Please see the instructions for voting by postal ballot (including e-voting) which have been printed herein.
18. Any queries/grievances pertaining to voting by postal ballot including the remote e-voting process can be addressed to Mr. Sunny Malhotra, Assistant Company Secretary of the Company, at 2nd Floor, Salcon Aurum Building, Plot No.4 District Centre, Jasola, New Delhi-110025 or by sending an e-mail at nil.secretarial@ricoh.co.in.
19. Voting through electronic means:
In Compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 or any amendment or re-enactment thereof,

the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the shareholders to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The process and instructions for e-voting are as under:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on <Tuesday, 23rd August 2016 > and ends on <Wednesday, 21st September 2016 >. 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 <Friday, the 12th August 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.
- (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 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department [Applicable for both demat shareholders as well as physical shareholders] <ul style="list-style-type: none"> • 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 sunny.malhotra@ricoh.co.in kindly mention your Name, Registered address, folio Number/DP ID and client ID and number of shares held while communicating.
Dividend Bank Details OR Date of Birth [DOB]	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. <ul style="list-style-type: none"> • 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].

- (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 < Ricoh 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. 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.
- [xviii] **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
- [xix] 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 a toll free number 1800-200-5533 or you may write an email to helpdesk.evoting@cdslindia.com.
- [xxii] 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. 12th August 2016
- [xxiii] 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.
- [xxiv] The Scrutinizer shall after the conclusion of voting through Postal Ballot/E-voting, will first count the votes cast through physical postal ballot and thereafter, unblock the votes cast through e-voting in the presence of atleast two witnesses, not in the employment of the Company and shall make not later than three days from the last day of receipt of Postal Ballots, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of voting forthwith.
- [xxv] The results declared alongwith the Scrutinizer's report shall be placed on the Company's website www.ricoh.co.in and on the website of CDSL www.cdslindia.com immediately. 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.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

ITEM NO. 1:

The Board of Directors of the Company at its meeting held on 25th July, 2016 has, pursuant to the recommendation of the Nomination and Remuneration Committee, appointed Mr. Ian Peter Winham as an Additional Director who shall hold office on the Board of the Company till the date of the next Annual General Meeting pursuant to the provisions of the Section 161 of the Act.

The Company has received a notice from a shareholder signifying the intention to propose Mr. Ian Peter Winham as a candidate for the office of Director of the Company along with the deposit of requisite amount as stipulated under the provisions of Section 160 of the Companies Act, 2013.

The Board of Directors of the Company commends the ordinary resolution set out in item No. 1 of this notice for approval of the Shareholders.

Other than Mr. Ian Peter Winham 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. 1 Notice.

Additional information of the proposed appointee Director under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015**Brief Resume of the Director**

Mr. Ian Winham joined the Ricoh Group in EMEA in 2002 as CFO and was appointed Executive Vice President, CIO and CFO of Ricoh Europe in 2007. In 2014 Mr. Ian Winham took on a global role as head of Global Capital Management and in April 2016 he was appointed Corporate Vice President of Ricoh Company, Limited.

During his time at Ricoh Europe, Mr. Ian Winham led the transformation of the EMEA Region's IT and process infrastructure. This resulted in the development of Ricoh's private cloud and transformation from an organisation with multiple ERPs, data and process models to an Organisation with standardised processes, data and systems that enable Ricoh Europe to deliver improved customer services both externally and internally.

Mr. Ian Winham has worked extensively in India over the last six years during the multi-national IT System deployment and recently, working with an Indian partner, has secured a global multi-year ITS contract with a Fortune Global 500 company.

Mr. Ian Winham is an FCA.

Nature of Expertise of in specific functional areas

Strategic Management and Corporate Finance.

Disclosure of relationships between directors inter-se

Mr. Ian Winham is not related to any Director of the Company

Names of listed entities in which the person also holds the directorship and the membership of Committees of the board

Not Applicable.

Shareholding of proposed Director in the Company

NIL

ITEMS NO.2 and 3:

The Board of Directors of the Company at its meeting held on 13th April, 2016 has pursuant to the recommendation of the Nomination and Remuneration Committee, appointed Mr. AT Rajan as an Additional Director who shall hold office on the Board of the Company till the date of the next Annual General Meeting pursuant to the provisions of the Section 161 of the Act.

Mr. AT Rajan was further appointed as the Managing Director and CEO of the Company by the Board of Directors of the company in terms of the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act and subject to the approval of the Shareholders of the Company with effect from 13th April 2016 to 31st March 2017.

The Company has received a notice from a shareholder signifying the intention to propose Mr. AT Rajan as a candidate for the office of Director of the Company along with the deposit of requisite amount as stipulated under the provisions of Section 160 of the Companies Act, 2013.

It is further proposed to obtain consent of Shareholders of the company for appointment of Mr. AT Rajan as Managing Director & CEO of the Company. Mr. AT Rajan shall also be a Key Managerial Personnel under Section 203 of the Companies Act, 2013.

Mr. AT Rajan, Managing Director and CEO shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted by the Board of Directors from time to time subject to supervision, control and directions of the Board in connection with and in the best interest of the Company.

STATEMENT CONTAINING THE PRESCRIBED INFORMATION AS REQUIRED IN TERMS OF RELEVANT SECTION OF SCHEDULE V OF THE COMPANIES ACT, 2013**I. GENERAL INFORMATION****Nature of Industry:**

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

Date or expected date of commencement of commercial production:

The Company was incorporated on 22nd 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 3 years is as follows:

(Rupees in Lakhs)

Particulars	For the year ended 31st March 2015	For the year ended 31st March 2014	For the year ended 31st March 2013
Net sales and other income	1,65,462	1,05,047	63,464
EBITDA (Earnings before Interest, Tax, Depreciation and Amortization)	15,165	8,274	2,126
Profit/(Loss) before Tax	5,049	3012	39
Net Profit/(Loss) after tax	3390	1723	[132]

* The financials for the year ended 31st March 2016 has not yet been audited. Accordingly, the Financial Performance indicators provided are based on the last three years audited financial statements i.e. for FY 2012-13, FY 2013-14 and FY 2014-15.

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 53 years is a Graduate in Mechanical Engineering with Post Graduate Diploma in Materials Management.

Mr. A.T. Rajan has over 28 years of experience in various technical, commercial and managerial functions across industries. At Ricoh India, as the Senior Vice President and Chief strategy Officer, he was responsible for Corporate Strategy, Marketing, Human Resources, Supply Chain Management and Corporate Social Responsibility.

He has been with Ricoh India Limited for over 22 years, where he has held various senior management positions across functions. He was actively involved in the development of Ricoh India's Growth strategy, since 2011. He was also responsible for several Business Expansion project 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 a remuneration of Rs. 57,31,909 (Rupees Fifty Seven Lacs Thirty one Thousand Nine hundred Nine only) while working as Senior Vice President and Chief Strategy Officer of the Company.

Recognition or Awards:

Mr. A.T. Rajan was last year was awarded as Marketing Leader in 100 marketing leaders by CMO Council.

Job profile and his suitability:

Mr. AT Rajan has been associated with Ricoh India Limited for more than twenty two years as of now and since then he has held various responsible positions in the Company. He has a rich experience of more than two decades in various fields like technical, commercial and managerial functions across industries.

Remuneration proposed:

Full information towards the remuneration so proposed to be paid to Mr. AT Rajan is mentioned in the text of proposed resolution at item No. 3 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):

The proposed remuneration so to be given to Mr. AT Rajan commensurate with the size of the Company and nature of the Industry. The salary structure of the Managerial personnel's has undergone major change in the Industry in the recent past. Keeping in view the type of the Industry, size of the Company, the responsibilities and capabilities of Mr. AT Rajan, the proposed remuneration is competitive with the remuneration being paid by other Companies to such similar positions.

Hence, the remuneration so proposed to be paid to Mr. AT Rajan is in line and in consonance with the current trend in the Industry.

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

Nil

III OTHER INFORMATION**1. Reasons of Loss or Inadequate Profits**

Not Applicable

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 and shall result in growth in the revenue, controlling costs and improving productivity.

The Company is increasing Brand awareness and brand equity through various forums including advertisement campaigns. The Company is focusing on revenue enhancement.

3. Expected increase in productivity and profits in measurable terms

It is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that productivity and profitability may improve.

IV. DISCLOSURES

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

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

The Board of Directors of the Company commends the resolutions set out in Items No. 2 and 3 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 resolutions set out in Items No. 2 and 3 of the Notice.

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

Date: 17th August, 2016
Place: New Delhi

Manish Sehgal
Company Secretary

RICOH INDIA LIMITED

Registered Office: 801, 8th Floor, Ackruti Star, MIDC Central Road,
Near Marol Telephone Exchange, MIDC, Andheri-East, Mumbai-400 0093
CIN: L74940MH1993PLC074694
Tel: + 91-22-66833000, Fax: + 91-22-67032099;
Email: nil.secretarial@ricoh.co.in, website: www.ricoh.co.in

POSTAL BALLOT FORM

SEQ. NO.

1. Name[s] and Registered
Address of the Sole/ First
Named Shareholder :
2. Name[s] of the Joint
Holder[s], (if any) :
3. Registered Folio No./
(DP ID No.* and Client ID No.
*[*Applicable to shareholders
holding shares in dematerialized form]*)
4. Number of Equity Share[s] held :
5. I/ We hereby exercise my/our vote[s] in respect of the Ordinary and Special resolution to be passed through Postal Ballot for the business enumerated in the Notice dated 17th August 2016, by conveying my/our assent or dissent to the said resolutions by placing a tick mark [√] at the appropriate box below:

Item No.	Brief description of the resolution	No. of Shares held by me	I assent to the resolution (For)	I dissent to the resolution (Against)
1.	Appointment of Mr. Ian Peter Winham as a Director [Ordinary Resolution]			
2.	Appointment of Mr. AT Rajan as a Director [Ordinary Resolution]			
3.	Appointment of Mr. AT Rajan as Managing Director and Chief Executive Officer [Special Resolution]			

Place:

Date:

.....
[Signature of the Shareholder]

Note : Last date for receipt of Postal Ballot Form by the Scrutinizer: Wednesday, the 21st September 2016, on or before 5:00 p.m. IST.

Please read the instructions printed overleaf before exercising your vote.

INSTRUCTIONS:

1. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Naresh Verma, Practicing Company Secretary, in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the members will also be accepted.
2. The self-addressed business reply envelope is addressed to the Scrutinizer.
3. This Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours (i.e. upto 5:00 P.M.) on Wednesday, the 21st September 2016. All Postal Ballot Forms received after this date will be strictly treated as if reply from such member has not been received.
5. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint-holders.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter/Power of Attorney.
7. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., upto 5:00 p.m. on Wednesday, the 21st September 2016.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members as on the Record date i.e. Friday, 12th August 2016. Members are requested not to send any other paper along with the Postal Ballot Form in the attached self-addressed business reply envelope. Any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
9. A Member need not use all the votes nor needs to cast all the votes in the same way.
10. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
12. The exercise of vote under Postal Ballot process is not permitted through proxy.
13. The results of the Postal Ballot will be declared on Friday, the 23rd September 2016 at 4:00 P.M. at the Corporate Office of the Company located at 2nd Floor, Salcon Aurum Building, District Centre, Jasola, New Delhi-110025. The result of the postal ballot will be posted on the Company's website: www.ricoh.co.in besides communicating the same to the Bombay Stock Exchange Limited. The result of the postal ballot shall also be announced through newspaper advertisement.

OPTION OF E-VOTING

As an alternative to voting through Postal Ballot, the Company is pleased to offer e-Voting facility to all the Members of the Company to enable them to cast their votes electronically instead of through Postal Ballot Forms. The detailed procedure for e-Voting is explained in the Notes to the Notice of Postal Ballot.