

Registered Office: 1132, 3rd Floor, Building No. 11, Solitaire Corporate Park, Guru Hargovindji Marg, Andheri Ghatkopar Link Road, Chakala, Andheri East, Mumbai – 400 093, Telephone Number: + 91 - 22-66833000, Fax: + 91-22-67032099; Email: ril.secretarial@ricoh.co.in, website: www.ricoh.co.in

Corporate Office: 7th and 11th Floors, Tower 'B', Windsor IT Park, A-1, Sector – 125, Expressway, Noida, Gautam Budh Nagar, Uttar Pradesh – 201 301, Tele No : + 91- 120 – 4988 200, CIN: L74940MH1993PLC074694

NOTICE OF POSTAL BALLOT

PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Ricoh India Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016 in terms of Order passed by the Hon'ble National Company Law Tribunal, Mumbai with effect from 14th May 2018. Its affairs, business and assets are being managed by the Resolution Professional Mr. Krishna Chamadia appointed as Interim Resolution Professional by the Hon'ble National Company Law Tribunal, Mumbai by Order dated 14th May 2018 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 15th June 2018 under provisions of the Insolvency and Bankruptcy Code 2016. In view thereof this Postal Ballot is being conducted by the Resolution Professional.

Dear Members

NOTICE is hereby given pursuant to provisions of Section 110 of the Companies Act, 2013 ("Act") read with Section 108 of the Companies Act, 2013 and Rules 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 and all other applicable provisions of the Companies Act, 2013 as the case may be, Ricoh India Limited (the Company) is seeking consent of its Members for passing a Resolution by means of Voting by Postal Ballot (including Voting through Electronic means).

Accordingly, the said Resolution and the relevant Explanatory Statement pursuant to requirement of Section 102(1) of the Companies Act 2013 setting out material facts concerning the Resolution mentioned in this Postal Ballot Notice is stated herein along with a Postal Ballot Form for your kind consideration. The Company has appointed Mr. Naresh Verma (FCS:5403, CP No 4424) Proprietor of M/s Naresh Verma & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot process including E-Voting in a Fair and Transparent manner.

Members have the option to vote either physically through Postal Ballot Form or through E voting.

Members desiring to exercise their Vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and record their Assent (For) or Dissent (Against) 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 (IST), Tuesday, 22 October 2019. 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 facility 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 either to the Resolution Professional or to the Chief Executive Officer/Director or the Chief

Financial Officer or the Company Secretary of the Company or to any other person of the Company authorized by the Resolution Professional as the case may be after the completion of the scrutiny of the Postal Ballot (including E-voting).

The result of the Postal Ballot shall be declared on Thursday, 24 October 2019 at the Corporate Office of the Company located at 7th Floor, Tower 'B', Windsor IT Park, A-1, Sector 125, Expressway, Noida, Gautam Budh Nagar, Uttar Pradesh – 201 301 on or before 5:00 PM and shall be communicated to BSE Limited, CDSL and shall also be displayed on the Company's website www.ricoh.co.in

SPECIAL BUSINESS:-

- 1. Appointment of M/s. Khimji Kunverji and Co LLP, Chartered Accountants (LLPIN AAP – 2267, Firm Registration No – 105146 W) as Statutory Auditors of the Company to fill up the Casual Vacancy caused due to resignation of M/s. B S R & Co. LLP, Chartered Accountants.**

The Shareholders are requested to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act 2013 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the appointment made by the Resolution Professional of the Company on the basis of the approval as received from the Committee of Creditors of the Company in accordance with Section 28 (1) (m) of the Insolvency and Bankruptcy Code, 2016 of M/s. Khimji Kunverji and Co LLP, Chartered Accountants (LLPIN AAP – 2267, Firm Registration No – 105146 W) as Statutory Auditor of the Company to fill the Casual Vacancy caused by the resignation of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248 W/W – 100022) and they shall hold Office till the conclusion of the ensuing Annual General Meeting of the Company at such a remuneration as decided by the Resolution Professional in consultation with the Statutory Auditor.

"RESOLVED FURTHER THAT the Resolution Professional of the Company be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writings as in his absolute discretion it may be considered necessary, expedient or desirable to give effect to the aforesaid resolution.

For **Ricoh India Limited**

(Company under Corporate Insolvency Resolution Process)

Krishna Chamadia
Resolution Professional

IP Registration No. IBBI/IPA-001/IP-P00694/2017-2018/1120

(Ricoh India Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Krishna Chamadia appointed by the Hon'ble National Company Law Tribunal

vide its Order dated 14th May 2018 under the provisions of the Code as Interim Resolution Professional and subsequently as per Section 22 of the Code as the Resolution Professional of the Company i.e. Ricoh India Limited).

Date: 11 September 2019

Place: Noida

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

ITEM No 1

M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248 W/W – 100022) resigned as Statutory Auditors of the Company with effect from 14 August 2019 resulting into a Casual Vacancy in the Office of Statutory Auditors of the Company as envisaged under Section 139(8) of the Companies Act, 2013.

The Resolution Professional of the Company on the basis of the approval received from the Committee of Creditors of the Company appointed M/s Khimji Kunverji and Co LLP, Chartered Accountants (LLPIN AAP – 2267, Firm Registration No – 105146 W) as the Statutory Auditors of the Company on 30 August 2019 to fill the Casual Vacancy caused by the resignation of M/s B S R & Co. LLP, Chartered Accountants.

M/s. Khimji Kunverji and Co LLP, Chartered Accountants (LLPIN AAP – 2267, Firm Registration No – 105146 W) have given a confirmation to the Company that their appointment, if made by the Members of the Company would be within the limits prescribed under Section 141(3) (g) of the Companies Act, 2013 and that they are not disqualified for the appointment.

M/s. Khimji Kunverji and Co LLP, Chartered Accountants (LLPIN AAP – 2267, Firm Registration No – 105146 W) will be holding Office of Statutory Auditors of the Company till the conclusion of the ensuing Annual General Meeting of the Company.

Khimji Kunverji and Co LLP, Chartered Accountants was established in the year 1936. Its Head Office is in Mumbai. The Firm has 9 Partners in its Mumbai Office with more than 130 Members. Khimji Kunverji and Co LLP, Chartered Accountants is a Member Firm of HLB International. HLB International is a World Wide network of independent Professional Accounting Firms and Business Advisers.

In view of the above, Members are requested to grant their consent to the Ordinary Resolution as set out in the Postal Ballot Notice dated 11 September 2019.

None of the Director, Key Managerial Personnel or their Relatives in any way, concerned or interested financially or otherwise in the said Resolution.

For Ricoh India Limited

(Company under Corporate Insolvency Resolution Process)

Krishna Chamadia
Resolution Professional

IP Registration No. IBBI/IPA-001/IP-P00694/2017-2018/1120

(Ricoch India Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Krishna Chamadia appointed by the Hon'ble National Company Law Tribunal vide its Order dated 14th May 2018 under the provisions of the Code as Interim Resolution Professional and subsequently as per Section 22 of the Code as the Resolution Professional of the Company i.e Ricoh India Limited).

Date: 11 September 2019

Place: Noida

NOTES:

1. The consent of the Shareholders is solicited by passing a Resolution by way of a Postal Ballot as detailed in Item No. 1 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, 6 September 2019 ('Cut-Off Date') 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 Cut Off Date. A person who is not a Member as on Cut Off date (Record Date) should treat this notice for information purpose only. The Voting Rights for the Equity Shares are One Vote per Equity Share registered in the name of the Member.

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 Company has appointed Mr. Naresh Verma (FCS: 5403, CP No : 4424) Proprietor of M/s. Naresh Verma & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot process including E-Voting in a Fair and Transparent manner.
4. An Explanatory Statement as required under Section 102(1) of the Companies Act 2013 relating to the Special Business under Item No. 1 stating all material facts and the reasons for the proposal is annexed herewith and forms part of the Notice.
5. Resolution 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 along with the Postal Ballot Form is being sent in Electronic Form to the Members who have registered their e-mail addresses with the Registrars and Transfer Agents of the Company namely M/s. MCS Share Transfer Agent Limited (in case of Physical Shareholding) / with their Depository Participants (in case of Electronic Shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to Members whose e-mail addresses are not registered by Permitted Mode along with a Self-Addressed Postage Pre-Paid Business Reply Envelope.
7. Members who have received this Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot may indicate their option to receive the Physical Ballot Form from the Company by sending an email on – ril.secretarial@ricoh.co.in or alternatively can download the Postal Ballot Form from the Company's website : www.ricoh.co.in where the Postal Ballot Notice is displayed or can correspond with the Company in this regard by writing a letter to the Company Secretary, Ricoh India Limited at its Corporate Office.
8. In case a Member is desirous of obtaining a duplicate copy of a Postal Ballot Form he/she may send an email to Ricoh India Limited at ril.secretarial@ricoh.co.in or contact Company Secretary, Ricoh India Limited at 7th Floor, Tower 'B', Windsor IT Park Building, A-1, Sector 125, Expressway, Noida, Gautam Budh Nagar, Uttar Pradesh – 201 301 or alternatively can also contact the RTA of the Company, MCS Share Transfer Agent Limited, F-65, 1st Floor, Okhla Industrial Area Phase I, New Delhi – 110020 at helpdeskdelhi@mcsregistrars.com. The Company / RTA shall forthwith forward the same along with Postage pre-paid self – addressed Business Reply Envelope to the Member.
9. 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.
10. 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 relevant/material documents referred to in the Explanatory Statement will be available for inspection at the Registered Office of the Company during the normal business hours on all working days (except Saturdays, Sundays and Public Holidays) from the date of dispatch until the last date for receipt of votes by Postal Ballot/E-Voting i.e. Tuesday, 22 October 2019.

11. The Notice is also placed on the Website of the Company: www.ricoh.co.in and website of CDSL www.evotingindia.com
12. The Shareholders are requested to carefully read the instructions printed on 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. (IST) on Tuesday, 22 October 2019 or before. Any Postal Ballot form received after this date and time shall be treated as if the reply from the Shareholder 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.
13. The Scrutinizer will submit his Report to the Resolution Professional or to the Chief Executive Officer/Director or to the Chief Financial Officer or to the Company Secretary of the Company or to any other person of the Company as authorized by the Resolution Professional after completion of the scrutiny and the results of the postal ballot will be announced by either the Resolution Professional or by the Chief Executive Officer/Director or by the Chief Financial Officer or by the Company Secretary of the Company or by any other person of the Company as authorized by the Resolution Professional of the Company on Thursday, 24 October 2019 at the Corporate office of the Company located at 7th Floor, Tower 'B', Windsor IT Park Building, A-1, Sector 125, Expressway, Noida, Gautam Budh Nagar, Uttar Pradesh – 201 301.
14. The result of the Postal Ballot will be displayed on the Notice Board of the Company at its Registered Office and also at its Corporate Office beside being communicated to the BSE Limited and CDSL. The results will also be displayed on the website of the Company i.e. www.ricoh.co.in
15. In compliance with the provisions of Sections 108, 110 of the Companies Act 2013 read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their Votes through Electronic means and Vote on the Resolution through E-Voting services provided by Central Depository Services (India) Limited (CDSL).
16. In case of e-voting on the website: www.evotingindia.com voting will commence on and from 9.00 A.M. (IST) on Monday, 23 September 2019 and ends at 5.00 P.M. (IST) on Tuesday, 22 October 2019. 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 remote e-voting process can be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, 'A' Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compounds, NM Joshi Marg, Lower Parel (E), Mumbai – 400 013, Maharashtra or by sending an e-mail at helpdesk.evoting@cdslindia.com, Telephone No: 18002 2553.
19. Queries/grievances pertaining to Voting by Postal Ballot can be addressed to the Company Secretary, Ricoh India Limited at 7th Floor, Tower 'B', Windsor IT Park Building, A-1, Sector 125, Expressway, Noida, Gautam Budh Nagar, Uttar Pradesh – 201 301, email: ril.secretarial@ricoh.co.in or Telephone: + 91- 120 – 4988 200
20. The Vote (through Physical Postal Ballot / E-Voting) in this Postal Ballot process cannot be exercised through Proxy.
21. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot will be Final.
22. Resolution passed by the Members through Postal Ballot including Voting by Electronic means shall be deemed to have been passed at a General Meeting of the Members convened in that behalf.
23. Members who have not registered their E-mail addresses are requested to register the same with the Company's Registrars and Transfer Agent M/s MCS Share Transfer Agent Limited for sending future communications to them in Electronic form.
24. In case Shares of the Company are jointly held, the Postal Ballot Form should be completed and signed by the first named Member and in his/her absence by the next named Member.
25. In case of Shares held by Companies, Trusts, Societies etc, the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority Letter together with attested specimen signature(s) of the duly authorized Signatory (ies) giving requisite authority to the person voting on the Postal Ballot Form.

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 <Monday 23 September 2019 at 9:00 AM (IST)> and ends on <Tuesday 22 October 2019 at 5:00 PM (IST)>. During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Friday, 6 September 2019> 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	<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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
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"> • 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 < Company Name> 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 login 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.**
- (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 scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- 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 write an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- (xx) 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. Friday, 6 September 2019.
- (xxi) Mr. Naresh Verma has been appointed as the Scrutinizer to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.
- (xxii) 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 at least two witnesses, not in the employment of the Company and shall make not later than 48 hours of conclusion of voting through Postal Ballot, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any to the Resolution Professional/or to the Chief Executive Officer/Director or to the Chief Financial Officer or to the Company Secretary of the Company or to any other person of the Company authorized by the Resolution Professional and declare the result of voting forthwith.
- (xxiii) 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 along with the Scrutinizer’s report shall also be communicated to BSE Limited where the shares of the Company are listed.

RICOH INDIA LIMITED

Registered Office: 1132, 3rd Floor, Building No. 11, Solitaire Corporate Park, Guru Hargovindji Marg,
Andheri Ghatkopar Link Road, Chakala, Andheri East, Mumbai – 400 093

CIN: L74940MH1993PLC074694

Tel: +91-22-66833000 , Fax: +91-22-67032099: Email: ril.secretarial@ricoh.co.in, website: www.ricoh.co.in

Corporate Office: 7th and 11th Floors, Tower 'B', Windsor IT Park, A-1, Sector – 125, Expressway, Noida,
Gautam Budh Nagar, Uttar Pradesh – 201 301 Telephone Number :+ 91- 120 – 4988 200

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POSTAL BALLOT FORM

1. Name 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 Resolution to be passed through Postal Ballot for the business enumerated in the Notice dated 11 September 2019 by conveying my/our assent or dissent to the said Resolution 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 M/s. Khimji Kunverji and Co LLP, Chartered Accountants as the Statutory Auditor of the Company to fill up the Casual Vacancy (Ordinary Resolution)			

Place :

Date :

.....
Signature of the Shareholder

Note : Last date for receipt of Postal Ballot Form by the Scrutinizer: Tuesday, 22 October 2019 on or before 5:00 P.M. (IST)
Please read the instructions printed overleaf before exercising your vote.

GENERAL INSTRUCTIONS FOR VOTING BY POSTAL BALLOT FORM

1. There will be only one Postal Ballot Form/E-voting for every client ID No. / Folio No. irrespective of the number of Joint Holders.
2. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot then please do not cast your vote by E-voting and vice-versa. In case members cast their votes both by Postal Ballot and E-voting, the vote cast through E-voting shall prevail and the vote casted through Postal Ballot form shall be considered invalid.
3. Voting rights in the Postal Ballot / E-voting cannot be exercised by a proxy.
4. The E-voting period commences on Monday, 23 September 2019 from 9:00 A.M (IST) and ends on Tuesday, 22 October 2019 at 5:00 PM (IST)
5. 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.
6. The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns will render the Postal Ballot Form invalid.
7. **The self-addressed business reply envelope is addressed to the Scrutinizer.**
8. This Postal Ballot Form should be completed and signed by the Member as per specimen signature registered with the R & T Agent/ Depository Participant (DP) as the case may be. 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.
9. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours (i.e. up to 5:00 P.M.) on Tuesday, 22 October 2019. All Postal Ballot Forms received after this date will be strictly treated as if reply from such member has not been received.
10. 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 together with attested specimen signature of the duly authorized Signatory.
11. 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., up to 5:00 P.M. (IST) on Tuesday, 22 October 2019.
12. 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, 6 September 2019. 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.
13. A Member need not use all the votes nor needs to cast all the votes in the same way.
14. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
15. **Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.**
16. The results of the Postal Ballot will be declared on Thursday, 24 October 2019 on or before 5:00 PM at the Corporate Office of the Company located at 7th Floor, Tower 'B', Windsor IT Park Building, Sector 125, Expressway, Noida, Gautam Budh Nagar, Uttar Pradesh – 201 301. The result of the postal ballot will be posted on the Company's website: www.ricoh.co.in besides communicating the same to BSE Limited and CDSL. The result of the postal ballot shall also be announced through newspaper advertisement.
17. The vote(s) of a Member will be considered invalid inter alia, on any of the following grounds:
 - a. If the Member's signature does not tally;
 - b. If the member has marked his or her or their vote both for 'Assent' and 'Dissent' to the resolution in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held;
 - c. If the postal ballot form is unsigned, incomplete or incorrectly filled;
 - d. if the postal ballot form is torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent' or if the signature could not be verified or one or more of the above grounds;
 - e. A form other than one issued by the Company has been used;
 - f. The envelope containing the Postal Ballot Form is received after the last date prescribed;
 - g. It has not been signed by or on behalf of the Member;
 - h. Neither assent nor dissent is mentioned;
 - i. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of a Member;
 - j. The postal ballot form signed in a representative capacity is not accompanied by a certified copy of the relevant specific authority;
 - k. It is received from a Member who is in arrears of payment of calls;
 - l. Member has made any amendment to the Resolution or imposed any condition while exercising his or her or its vote.
 - m. A Postal Ballot Form which is otherwise complete in all respects and is lodged within the prescribed time limit but is undated shall be considered valid.

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.