

**RICO AUTO INDUSTRIES LIMITED**

REGD. & CORP. OFFICE : 38 K.M. STONE, DELHI-JAIPUR HIGHWAY, GURUGRAM -122001, HARYANA (INDIA)  
EMAIL : rico@ricoauto.in WEBSITE : www.ricoauto.in TEL.: +91 124 2824000 FAX : +91 124 2824200  
CIN : L34300HR1983PLC023187

RAIL:SEC:2019

September 11, 2019

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400001  Scrip Code - <b>520008</b>	National Stock Exchange of India Limited Exchange Plaza, 5 <sup>th</sup> Floor, Plot No.C/1, G Block Bandra-Kurla Complex Bandra (E) Mumbai - 400051  Scrip Code - <b>RICOAUTO</b>
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**Sub : Declaration of Result of Postal Ballot**

Dear Sir/Madam,

In continuation to our letter dated 9<sup>th</sup> August, 2019, we would like to inform that a Special Resolution for re-appointment of Shri Arvind Kapur (DIN:00096308), as Chairman, CEO & Managing Director and payment of Remuneration, as set out in the Notice of Postal Ballot dated 2<sup>nd</sup> August, 2019, has been passed by the requisite majority of the Shareholders of the Company pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find enclosed Voting Results (including remote e-voting) as per the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, together with Scrutinizer's Report dated 11<sup>th</sup> September, 2019.

The results of the Postal Ballot and e-voting along with Scrutinizer's Report are also available on the Website of the Company [www.ricoauto.in](http://www.ricoauto.in) and on NSDL's website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and records.

Thanking you,

Yours faithfully,  
for Rico Auto Industries Limited

**B.M. Jhamb**  
Company Secretary  
FCS : 2446

Encl : As above

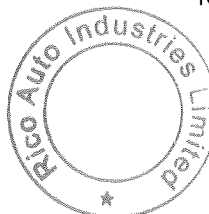
## RICO AUTO INDUSTRIES LIMITED

Result of e-voting and Postal Ballot process pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	
Date of Declaration of Voting Results of Postal Ballot	11/09/2019
Total No. of Shareholders on Record Date (26/07/2019)	64366
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoters Group : Public :	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoters Group : Nil Public : Nil	Not Applicable

Resolution Required (Ordinary/Special)		Special Resolution						
1) Re-appointment of Shri Arvind Kapur (DIN:00096308), Chairman, CEO & Managing Director and payment of Remuneration								
Whether Promoter/Promoter Group are interested in the Agenda/ Resolution		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	%age of votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	%age of votes in favour on votes polled	%age of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	67925661	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		55167701	81.22	55167701	-	100.00	-
	<b>Total</b>		<b>55167701</b>	<b>81.22</b>	<b>55167701</b>	-	<b>100.00</b>	-
Public-Institutional holders	E-Voting	11635835	10736538	92.27	4240470	6496068	39.50	60.50
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>10736538</b>	<b>92.27</b>	<b>4240470</b>	<b>6496068</b>	<b>39.50</b>	<b>60.50</b>
Public-others	E-Voting	55723504	343981	0.62	282887	61094	82.24	17.76
	Poll		-	-	-	-	-	-
	Postal Ballot		2802378	5.03	2802033	345	99.99	0.01
	<b>Total</b>		<b>3146359</b>	<b>5.65</b>	<b>3084920</b>	<b>61439</b>	<b>98.05</b>	<b>1.95</b>
<b>Total</b>		<b>135285000</b>	<b>69050598</b>	<b>51.04</b>	<b>62493091</b>	<b>6557507</b>	<b>90.50</b>	<b>9.50</b>

**Note:** Number of invalid votes are 150

for Rico Auto Industries Limited



*Bijukhan*  
B.M. Jhamb  
Company Secretary  
FCS : 2446



## K K SACHDEVA & ASSOCIATES

Company Secretaries

201, 3<sup>rd</sup> Floor, Dr. Mukherjee Nagar, Delhi-110009

Ph. 011 27608683, 9811071577, E-mail: kks445@gmail.com

### SCRUTINIZER REPORT

The Chairman  
Rico Auto Industries Limited  
38 KM Stone, Delhi-Jaipur Highway  
Gurugram - 122001  
Haryana

Sub: Scrutinizer's Report on Postal Ballot process including voting by electronic means conducted pursuant to Section 108 and 110 of the Companies Act, 2013 ('The Act') read with Rules framed there under, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2)

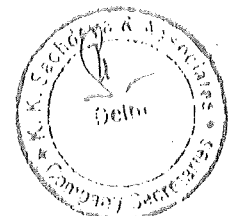
I, K K Sachdeva, (Practicing Company Secretary), have been appointed as the Scrutinizer by the Board of Directors of Rico Auto Industries Limited having its registered office at 38 KM Stone, Delhi-Jaipur Highway, Gurugram - 122001, Haryana for the purpose of scrutinizing the Postal Ballot process including electronic means (e-voting) in a fair and transparent manner and ascertaining requisite majority on Postal Ballot process including e-voting carried out in respect of the item/ resolution as set out in the Notice of Postal Ballot and E-Voting of the Company dated 2<sup>nd</sup> August, 2019.

The Company has appointed National Securities Depository Limited (NSDL) as the Service Provider for extending the facility of electronic voting to the Shareholders. The remote e-voting period commenced on Sunday, 11<sup>th</sup> August, 2019, at 9:00 AM IST and ended on Monday, 9<sup>th</sup> September, 2019, at 5:00 PM IST.

The Company has also provided voting by Postal Ballot and provided Physical Ballot Form along with a self-addressed Business Reply Envelope to the Shareholders, Completed Forms are to be sent to the Company by post/courier or physically depositing the Forms at the address given on self-addressed Business Reply Envelope.

The Management of the Company was responsible to ensure the compliances with requirements of the Companies Act, 2013 and Rules framed thereunder relating to Postal Ballot process including e-voting on the item/resolution contained in Notice of Postal Ballot of the Company dated 2<sup>nd</sup> August, 2019 including the dispatch of Notice to all the members of the Company as prescribed in the Act and Rules. My responsibility as a Scrutinizer for Postal Ballot process including e-voting is restricted to scrutinize the results and present the Report for the votes cast "in favour" or "against" the resolution.

Further to above, I submit my report as under:





- a. The e-voting period remained open from 9.00 AM on Sunday, 11<sup>th</sup> August, 2019 up to 5.00 PM on Monday, 9<sup>th</sup> September, 2019 and the e-voting platform was blocked thereafter.
- b. Votes cast through postal ballots/physical ballot forms received upto 5.00 PM Monday, 9<sup>th</sup> September, 2019 were considered.
- c. Accordingly, the results of the Postal Ballot forms including e-voting is as under:

**1. Resolution to be passed as a Special Resolution - Item No. 1.**

Re-appointment of Shri Arvind Kapur (DIN 00096308) Chairman, CEO & Managing Director and payment of Remuneration.

**I. Voted in favour of the Resolution:**

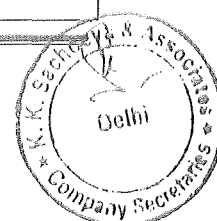
	Number of Members who voted through E-Voting and Postal Ballot Process	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	152	4523357	6.55
Postal Ballot	113	57969734	83.95
<b>Total</b>	<b>265</b>	<b>62493091</b>	<b>90.50</b>

**II. Voted against the Resolution:**

	Number of Members who voted through E-Voting and Postal Ballot Process	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	32	6557162	9.50
Postal Ballot	2	345	0.00
<b>Total</b>	<b>34</b>	<b>6557507</b>	<b>9.50</b>

**III. Invalid Votes:**

	Number of Members who voted through E-Voting and Postal Ballot Process	Number of votes cast (Shares)
E-Voting	-	-
Postal Ballot	3	150
<b>Total</b>	<b>3</b>	<b>150</b>



**Summary of Total Valid Votes for Resolution No. 1**

Particulars	Number of votes cast by members	% of total number of valid votes
Votes in favour	62493091	90.50
Votes against	6557507	9.50

**Result: Resolution Approved**

The register, all other papers and relevant records relating to electronic voting and physical ballot shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Postal Ballot including E-voting process and thereafter the same will be handed over to Company Secretary.

Thanking you,

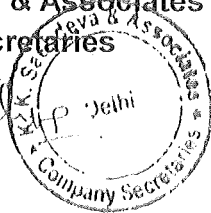
Yours faithfully,

For K K Sachdeva & Associates  
Company Secretaries

(K K Sachdeva)

Proprietor

FCS: 7153, C.P No. 4721



For Rico Auto Industries Limited



B.M. Jhamb  
Company Secretary  
FCS No. 2446

Dated: 11<sup>th</sup> September, 2019

Place: Gurugram, Haryana