

RICO RICO AUTO INDUSTRIES LIMITED

REGD. & CORP. OFFICE : 38 KM 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:2023

September 30, 2023

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400001 Scrip Code - 520008	National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No.C/1, G Block Bandra-Kurla Complex Bandra (E), Mumbai - 400 051 Scrip Code - RICOAUTO
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Sub : **Disclosure of Voting Results of the 40th Annual General Meeting of the Company held on 29th September, 2023**

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015, details of the Voting Results (i.e. remote e-voting, e-voting and poll) of the 40th Annual General Meeting (AGM) of the Company held on Friday, the 29th day of September, 2023 at 12.00 Noon at the Registered Office of the Company at 38 KM Stone, Delhi-Jaipur Highway, Gurugram - 122001, Haryana alongwith the facility to attend the meeting through Video Conferencing (VC)/Other Audio Visual Means (OAVM), are enclosed in the prescribed format alongwith the Consolidated Scrutinizer's Report as Annexure-I.

We wish to further inform that all the 5 (Five) resolutions as set out in notice convening the said AGM have been passed by the Members with the requisite majority.

This may also be considered as compliance of Regulation 30 of the SEBI (LODR) Regulations, 2015.

Thanking you,

Yours faithfully,
for **Rico Auto Industries Limited**

B.M. Jhamb
Company Secretary
FCS : 2446

Encl : As above

RICO AUTO INDUSTRIES LIMITED

Voting Results of AGM

Details of E-voting at the AGM and Remote E-voting Results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions

Date of the AGM	29/09/2023
Total No. of Shareholders on Record Date (22/09/2023)	77625
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoters Group : 5 Public : 14	19
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoters Group : 6 Public : 60	66

AGENDA-WISE DISCLOSURE

Resolution No. 1 - Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2023 including the Reports of Directors' and Auditors' thereon.

Resolution Required (Ordinary/Special)			Ordinary Resolution					
Whether Promoter/promoter group are interested in the agenda/resolution?			No					
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	68096246	68092246	99.99	68092246	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	68096246	68092246	99.99	68092246	0	100.00	0.00
Public-Institutional holders	E-Voting	1687244	1031050	61.11	1031050	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	1687244	1031050	61.11	1031050	0	100.00	0.00
Public-others	E-Voting	65501510	4281464	6.54	4280394	1070	99.98	0.02
	Poll		16186	0.02	16186	0	100.00	0.00
	Total	65501510	4297650	6.56	4296580	1070	99.98	0.02
Total		135285000	73420946	54.27	73419876	1070	100.00	0.00

Resolution No. 2 - Declaration of dividend @ 75 per cent i.e. Re.0.75 (Seventy five paise) per Equity Share of Re.1/- each for the financial year ended 31st March, 2023 as recommended by the Board of Directors.

Resolution Required (Ordinary/Special) Ordinary Resolution

Whether Promoter/promoter group are interested in the agenda/resolution? No

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	68096246	68092246	99.99	68092246	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	68096246	68092246	99.99	68092246	0	100.00	0.00
Public-Institutional holders	E-Voting	1687244	1065485	63.15	1065485	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	1687244	1065485	63.15	1065485	0	100.00	0.00
Public-others	E-Voting	65501510	4281464	6.54	4280394	1070	99.98	0.02
	Poll		16186	0.02	16186	0	100.00	0.00
	Total	65501510	4297650	6.56	4296580	1070	99.97	0.02
Total		135285000	73455381	54.30	73454311	1070	100.00	0.00

Resolution No. 3 - Shri Samarth Kapur, who retires by rotation and being eligible, offers himself for re-appointment.

Resolution Required (Ordinary/Special) Ordinary Resolution

Whether Promoter/promoter group are interested in the agenda/resolution? No

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	68096246	68092246	99.99	68092246	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	68096246	68092246	99.99	68092246	0	100.00	0.00
Public-Institutional holders	E-Voting	1687244	1065485	63.15	32733	1032752	3.07	96.93
	Poll		0	0.00	0	0	0.00	0.00
	Total	1687244	1065485	63.15	32733	1032752	3.07	96.93
Public-others	E-Voting	65501510	4281464	6.54	4279961	1503	99.96	0.04
	Poll		16186	0.02	16186	0	100.00	0.00
	Total	65501510	4297650	6.56	4296147	1503	99.98	0.04
Total		135285000	73455381	54.30	72421126	1034255	98.59	1.41

Resolution No. 4 - Ratification of Remuneration of the Cost Auditors M/s. MM & Associates, Cost Accountants for the Financial Year 2023-24.

Resolution Required (Ordinary/Special)			Ordinary Resolution					
Whether Promoter/promoter group are interested in the agenda/resolution?			No					
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	68096246	68092246	99.99	68092246	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	68096246	68092246	99.99	68092246	0	100.00	0.00
Public-Institutional holders	E-Voting	1687244	1065485	63.15	1065485	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	1687244	1065485	63.15	1065485	0	100.00	0.00
Public-others	E-Voting	65501510	4281464	6.54	4279971	1493	99.97	0.03
	Poll		16186	0.02	16186	0	100.00	0.00
	Total	65501510	4297650	6.56	4296157	1493	99.97	0.03
Total		135285000	73455381	54.30	73453888	1493	100.00	0.00

Resolution No. 5 - Appointment of Shri Yogesh Kapur as an Independent Director of the Company for a term of five years.

Resolution Required (Ordinary/Special)			Special Resolution					
Whether Promoter/promoter group are interested in the agenda/resolution?			No					
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	68096246	68092246	99.99	68092246	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	68096246	68092246	99.99	68092246	0	100.00	0.00
Public-Institutional holders	E-Voting	1687244	1065485	63.15	1065485	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	1687244	1065485	63.15	1065485	0	100.00	0.00
Public-others	E-Voting	65501510	4281464	6.54	4279761	1703	99.96	0.04
	Poll		16186	0.02	16186	0	100.00	0.00
	Total	65501510	4297650	6.56	4295947	1703	99.96	0.04
Total		135285000	73455381	54.30	73453678	1703	100.00	0.00



Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014 as amended]

To,
The Chairman
RICO AUTO INDUSTRIES LIMITED
38 KM Stone, Delhi-Jaipur Highway,
Gurugram - 122001, Haryana

Subject: Scrutinizer's Report on 40th Annual General Meeting ("AGM") of Members of the Company held on Friday, 29th day of September 2023 at 12.00 Noon (IST) at the Registered Office of the Company along with facility to attend the AGM through Video Conferencing (VC)/ Other Audio Visual Means ('OAVM').

Dear Sir,

1. I, Vimal Chadha, Proprietor of M/s. Vimal Chadha & Associates, Practicing Company Secretary, having office at H No. 1362, Dr. Mukherjee Nagar, Delhi - 110009, has been appointed as the Scrutinizer by the Board of Directors of the **RICO AUTO INDUSTRIES LIMITED ("the Company")**, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and The Ministry of Corporate Affairs ("MCA") has vide its general circular No. 20/2020 dated 5th May, 2020, general circular No. 02/2021 dated 13th January, 2021, general circular No. 19/2021 dated 8th December, 2021, general circular No. 21/2021 dated 14th December, 2021, general circular No. 02/2022 dated 5th May, 2022, general circular No. 10/2022 dated 28th December, 2022 and Securities and Exchange Board of India ("SEBI") vide its circular No. SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 dated 12th May, 2020 read with SEBI/ HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 (hereinafter collectively referred to as "Circulars") permitted to conduct the remote e-Voting and e-Voting process at AGM in respect of the below mentioned resolutions proposed at the 40th AGM of the members of the Company held on Friday September 29, 2023 at 12:00 Noon (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

In the above matter, I submit my Report as under:





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- (i) The notice dated 25th August, 2023 was sent to the shareholders through electronic mode to all those Members whose email addresses were registered with the Company/ Depositories, in compliance with the Circulars.
- (ii) The Company had availed the e-Voting facility offered by National Securities Depository Limited ("NSDL") for conducting e-Voting by the Shareholders of the Company.
- (iii) The voting period for remote e-Voting commenced on Tuesday, 26th September, 2023 (9.00 a.m. IST) and ends on Thursday, 28th September, 2023 (5.00 p.m. IST) and the remote e-Voting module was disabled by NSDL for voting thereafter.
- (iv) The Company had also provided e-Voting facility to the shareholders attending the AGM through VC / OAVM and who had not cast their vote earlier and shareholders were also given the facility to cast their votes by ballot papers.
- (v) The shareholders of the Company holding shares as on the "cut-off" date i.e., Friday, 22nd September, 2023, were entitled to vote on the resolutions as stated in the Notice of the AGM.
- (vi) I have scrutinized and reviewed the process for remote e-Voting and e-Voting at AGM/ voting through ballot papers and votes cast therein based on the data downloaded from the NSDL e-Voting system.
- (vii) I had monitored the process of remote e-Voting through Scrutinizer's secured link provided by NSDL on the designated website.
- (viii) My responsibility as a Scrutinizer for the e-Voting is restricted to provide a Scrutinizer's Report of the votes cast "in favour" or "against" the Ordinary Resolution and Special Resolution stated in Notice dated 25th August, 2023 based on the reports generated from the e-Voting system provided by NSDL, the Authorized agency engaged to provide e-Voting facilities, to the company.
- (ix) Particulars of all remote e-Voting received from the members have been entered in the register maintained for that purpose.



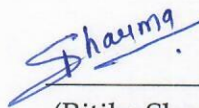


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- (x) The Company had also published advertisements in the newspaper on 08th September, 2023 for completion of dispatch of AGM Notice and Annual Report and e-Voting information in Business Standard (English edition) and Veer Arjun (Hindi edition in English).
- (xi) After the Conclusion of the e-Voting at the 40th AGM, the votes cast by the members through remote e-Voting system and through remote e-Voting at the AGM were downloaded on September 29, 2023 at around 02:30 P.M. (IST) in the presence of two witnesses namely, Ms. Neha Parveen, R/o Shivpuri Part II, Deenpur, Najafgarh, New Delhi - 110043 and Mr. Ms Ritika Sharma, R/o Near Girls MCD School, NSG Gate No. 4, Samalka, New Delhi - 110037, both of whom are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence.



(Neha Parveen)



(Ritika Sharma)

- (xii) The notice of AGM provided the following resolutions for approval by the members:

Resolution No.	Particulars	Type of Resolution
1.	To receive, consider and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 including the Reports of Directors' and Auditors' thereon; and b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 including the Reports of Auditors' thereon.	Ordinary Resolution



2	To declare dividend @ 75 per cent i.e. Re. 0.75 (Seventy five paise) per Equity Share of Re.1/- each for the financial year ended 31 st March, 2023 as recommended by the Board of Directors.	Ordinary Resolution
3	To appoint a Director in place of Shri Samarth Kapur (DIN:01525517), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
4	Ratification of Remuneration payable to Cost Auditors	Ordinary Resolution
5	Appointment of Shri Yogesh Kapur (DIN: 00070038) as an Independent Director	Special Resolution

ORDINARY BUSINESS:-

1) Ordinary Resolution

To receive, consider and adopt:

- a) the audited standalone financial statement of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon; and
- b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of the Auditors thereon.

Based on the scrutiny, the summary of the results under remote e-Voting is as under:-

(A) Number of Votes cast through remote e-Voting for the Resolution No. 1



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S. No.	Particulars	No. of Members voted	Total No. of shares
1	Valid Votes cast by shareholders through remote e-Voting and e-voting	257	73404760
2	Votes cast by Poll	3	16186

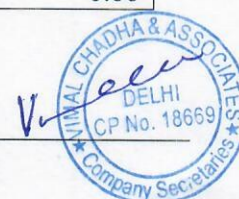
(B) Summary of votes cast through remote e-Voting and e-Voting at AGM in favour and against the Ordinary Resolution is as under:

I. Voted in favor of the Resolution :

Mode of voting	Number of Members who voted through Remote E-voting, E-voting during AGM, and physically at AGM	Number of votes cast (in proportion to shareholding)	% of total number of valid votes cast (favor & Against)
Remote E-voting and E-voting during AGM	243	73403690	99.98
Poll	3	16186	0.02
Total	246	73419876	100.00

II. Voted against the Resolution :

Mode of voting	Number of Members who voted through Remote E-voting, E-voting during AGM, and physically at AGM	Number of votes cast (in proportion to shareholding)	% of total number of valid votes cast (favor & Against)
Remote E-voting and E-voting during AGM	14	1070	0.00
Poll	0	0	0.00
Total	14	1070	0.00





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- Number of members whose votes were declared invalid, and number of invalid votes cast by them-NIL

2) Ordinary Resolution

To declare dividend @ 75 per cent i.e. Re. 0.75 (Seventy five paise) per Equity Share of Re. 1/- each for the financial year ended 31st March, 2023 as recommended by the Board of Directors.

Based on the scrutiny, the summary of the results under remote e-Voting is as under:-

(A) Number of Votes cast through remote e-Voting for the Resolution No. 2

S. No.	Particulars	No. of Members voted	Total No. of shares
1	Valid Votes cast by shareholders through remote e-Voting and e-voting	258	73439195
2	Votes cast by Poll	3	16186

(B) Summary of votes cast through remote e-Voting and e-Voting at the AGM in favour and against the Ordinary Resolution is as under:

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

Mode of voting	Number of Members who voted through Remote E-voting, E-voting during AGM, and physically at AGM	Number of votes cast (in proportion to shareholding)	% of total number of valid votes cast (favor & Against)
Remote E-voting and E-voting during AGM	244	73438125	99.08
Poll	3	16186	0.02
Total	247	73454311	100.00

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II. Voted against the Resolution :

Mode of voting	Number of Members who voted through Remote E-voting, E-voting during AGM, and physically at AGM	Number of votes cast (in proportion to shareholding)	% of total number of valid votes cast (favour & Against)
Remote E-voting and E-voting during AGM	14	1070	0.00
Poll	0	0	0.00
Total	14	1070	0.00

- Number of members whose votes were declared invalid, and number of invalid votes cast by them-NIL

3) Ordinary Resolution

To appoint a Director in place of Shri Samarth Kapur (DIN:01525517), who retires by rotation and being eligible, offers himself for re-appointment.

Based on the scrutiny, the summary of the results under remote e-Voting is as under:-

(A) Number of Votes cast through remote e-Voting for the Resolution No. 3

S. No.	Particulars	No. of Members voted	Total No. of shares
1	Valid Votes cast by shareholders through remote e-Voting and e-voting	258	73439195
2	Votes cast by Poll	3	16186

(B) Summary of votes cast through remote e-Voting and e-Voting at the AGM in favour and against the Ordinary Resolution is as under:





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I. Voted in favor of the Resolution :

Mode of voting	Number of Members who voted through Remote E-voting, E-voting during AGM, and physically at AGM	Number of votes cast (in proportion to shareholding)	% of total number of valid votes cast (favor & Against)
Remote E-voting and E-voting during AGM	231	72404940	98.57
Poll	3	16186	0.02
Total	234	72421126	98.59

II. Voted against the Resolution :

Mode of voting	Number of Members who voted through Remote E-voting, E-voting during AGM, and physically at AGM	Number of votes cast (in proportion to shareholding)	% of total number of valid votes cast (favour & Against)
Remote E-voting and E-voting during AGM	27	1034255	1.41
Poll	0	0	0.00
Total	27	1034255	1.41

- Number of members whose votes were declared invalid, and number of invalid votes cast by them-NIL

4) Ordinary Resolution

Ratification of Remuneration payable to Cost Auditors

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Based on the scrutiny, the summary of the results under remote e-Voting is as under:-

(A) Number of Votes cast through remote e-Voting for the Resolution No. 4

S. No.	Particulars	No. of Members voted	Total No. of shares
1	Valid Votes cast by shareholders through remote e-Voting and e-voting	258	73439195
2	Votes cast by Poll	3	16186

(B) Summary of votes cast through remote e-Voting and e-Voting at the AGM in favour and against the Ordinary Resolution is as under:

I. Voted in favor of the Resolution :

Mode of voting	Number of Members who voted through Remote E-voting, E-voting during AGM, and physically at AGM	Number of votes cast (in proportion to shareholding)	% of total number of valid votes cast (favor & Against)
Remote E-voting and E-voting during AGM	243	73437702	99.98
Poll	3	16186	0.02
Total	246	73453888	100

II. Voted against the Resolution :

Mode of voting	Number of Members who voted through Remote E-voting, E-voting during AGM, and physically at AGM	Number of votes cast (in proportion to shareholding)	% of total number of valid votes cast (favour & Against)
Remote E-voting and E-voting during AGM	15	1493	0.00
Poll	0	0	0.00
Total	15	1493	0.00

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- Number of members whose votes were declared invalid, and number of invalid votes cast by them-NIL

5) **Special Resolution**

Appointment of Shri Yogesh Kapur (DIN: 00070038) as an Independent Director

Based on the scrutiny, the summary of the results under remote e-Voting is as under:-

(A) Number of Votes cast through remote e-Voting for the Resolution No. 5

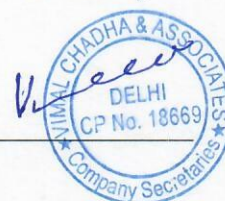
S. No.	Particulars	No. of Members voted	Total No. of shares
1	Valid Votes cast by shareholders through remote e-Voting and e-voting	258	73439195
	Votes cast by Poll	3	16186

(B) Summary of votes cast through remote e-Voting and e-Voting at the AGM in favour and against the Ordinary Resolution is as under:

I. Voted in favor of the Resolution :

Mode of voting	Number of Members who voted through Remote E-voting, E-voting during AGM, and physically at AGM	Number of votes cast (in proportion to shareholding)	% of total number of valid votes cast (favor & Against)
Remote E-voting and E-voting during AGM	241	73437492	99.98
Poll	3	16186	0.02
Total	244	73453678	100.00

Contd...p.11





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II. Voted against the Resolution:

Mode of voting	Number of Members who voted through Remote E-voting, E-voting during AGM, and physically at AGM	Number of votes cast (in proportion to shareholding)	% of total number of valid votes cast (favour & Against)
Remote E-voting and E-voting during AGM	17	1703	0.00
Poll	0	0	0.00
Total	17	1703	0.00

- Number of members whose votes were declared invalid, and number of invalid votes cast by them-NIL

I have on the reckoning of voting rights of the shareholders based on the paid up value of the shares registered in their names found that the above five Resolutions have been duly passed as Ordinary Resolution and Special Resolution with requisite majority. You may accordingly declare the result of the remote e-Voting and ballot paper.

The voting results as per Regulation 44 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 is enclosed.

Thanking you,

Yours truly

For Vimal Chadha & Associates
Company Secretaries

Vimal Chadha

Membership No.: F5758, C.P. No.: 18669

Peer Review : 1889/2022

UDIN: F005758E001137548

Place: New Delhi

Date: 30th September, 2023

