

# 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:2024

December 13, 2024

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 11<sup>th</sup> November, 2024, we would like to inform that the following Special Resolutions, as set out in the Notice of Postal Ballot dated 11<sup>th</sup> November, 2024, 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:

1. Appointment of Shri Prabhakar Kadapa (DIN:00059374) as an Independent Director.
2. Appointment of Shri Kanav Monga (DIN:01058097) as an Independent Director.
3. Re-appointment of Shri Arvind Kapur (DIN:00096308), Chairman, CEO & Managing Director and payment of Remuneration.

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 13<sup>th</sup> December, 2024.

The results of the Postal Ballot and e-voting along with Scrutinizer's Report are also available on the Website of the Company at [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**

**Ruchika Gupta**  
**Company Secretary**  
**FCS : 6456**

Encl : As above

## RICO AUTO INDUSTRIES LIMITED

### Voting Results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of declaration of the results of Postal Ballot	13/12/2024
Total No. of Shareholders on Cut-off-Date (08/11/2024)	113412
No. of Shareholders present in the meeting either in person or through proxy: i) Promoters and Promoters Group ii) Public	NA
No. of Shareholders present in the meeting through Video Conferencing: i) Promoters and Promoters Group ii) Public	NA

#### Resolution No. 1 - Appointment of Shri Prabhakar Kadapa (DIN:00059374) as an Independent Director

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	Remote E-Voting	6,80,96,246	6,80,92,246	99.99	6,80,92,246	-	100.00	-
	Postal Ballot		-	-	-	-	-	
	<b>Total</b>	<b>6,80,96,246</b>	<b>6,80,92,246</b>	<b>99.99</b>	<b>6,80,92,246</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public-Institutional holders	Remote E-Voting	25,09,618	14,38,926	57.34	14,38,926	-	100.00	-
	Postal Ballot		-	-	-	-	-	
	<b>Total</b>	<b>25,09,618</b>	<b>14,38,926</b>	<b>57.34</b>	<b>14,38,926</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public-others	Remote E-Voting	6,46,79,136	46,96,650	7.26	46,92,440	4,210	99.91	0.09
	Postal Ballot		-	-	-	-	-	
	<b>Total</b>	<b>6,46,79,136</b>	<b>46,96,650</b>	<b>7.26</b>	<b>46,92,440</b>	<b>4,210</b>	<b>99.91</b>	<b>0.09</b>
<b>Total</b>		<b>13,52,85,000</b>	<b>7,42,27,822</b>	<b>54.87</b>	<b>7,42,23,612</b>	<b>4,210</b>	<b>99.99</b>	<b>0.01</b>

<b>Resolution No. 2 - Appointment of Shri Kanav Monga (DIN:01058097) as an Independent Director</b>								
<b>Resolution Required (Ordinary/Special)</b>			Special Resolution					
<b>Whether Promoter/promoter group are interested in the agenda/resolution?</b>			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	Remote E-Voting	6,80,96,246	6,80,92,246	99.99	6,80,92,246	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>6,80,96,246</b>	<b>6,80,92,246</b>	<b>99.99</b>	<b>6,80,92,246</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public-Institutional holders	Remote E-Voting	25,09,618	14,38,926	57.34	14,38,926	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>25,09,618</b>	<b>14,38,926</b>	<b>57.34</b>	<b>14,38,926</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public-others	Remote E-Voting	6,46,79,136	46,95,800	7.26	46,90,837	4,963	99.89	0.11
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>6,46,79,136</b>	<b>46,95,800</b>	<b>7.26</b>	<b>46,90,837</b>	<b>4,963</b>	<b>99.89</b>	<b>0.11</b>
<b>Total</b>		<b>13,52,85,000</b>	<b>7,42,26,972</b>	<b>54.87</b>	<b>7,42,22,009</b>	<b>4,963</b>	<b>99.99</b>	<b>0.01</b>
<b>Resolution No. 3 - Re-appointment of Shri Arvind Kapur (DIN:00096308), Chairman, CEO &amp; Managing Director and payment of Remuneration</b>								
<b>Resolution Required (Ordinary/Special)</b>			Special Resolution					
<b>Whether Promoter/promoter group are interested in the agenda/resolution?</b>			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	Remote E-Voting	6,80,96,246	6,80,92,246	99.99	6,80,92,246	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>6,80,96,246</b>	<b>6,80,92,246</b>	<b>99.99</b>	<b>6,80,92,246</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public-Institutional holders	Remote E-Voting	25,09,618	13,74,912	54.79	-	13,74,912	-	100.00
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>25,09,618</b>	<b>13,74,912</b>	<b>54.79</b>	<b>-</b>	<b>13,74,912</b>	<b>-</b>	<b>100.00</b>
Public-others	Remote E-Voting	6,46,79,136	46,95,610	7.26	46,90,714	4,896	99.90	0.10
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>6,46,79,136</b>	<b>46,95,610</b>	<b>7.26</b>	<b>46,90,714</b>	<b>4,896</b>	<b>99.90</b>	<b>0.10</b>
<b>Total</b>		<b>13,52,85,000</b>	<b>7,41,62,768</b>	<b>54.82</b>	<b>7,27,82,960</b>	<b>13,79,808</b>	<b>98.14</b>	<b>1.86</b>



**LEXNEXUS CORPORATE SOLUTIONS LLP**  
*(Formerly Known as CORPNEXUS SERVICES LLP)*  
Company Secretaries & legal consultants

**Unit No. 671, Aggarwal Cyber Plaza II**  
**Netaji Subhash Place, Pitampura, Delhi-110034**  
**Ph: 91- 9811555848, 011- 41354447**  
**Email: [csmilanmalik@gmail.com](mailto:csmilanmalik@gmail.com)**

## REPORT OF SCRUTINIZER

*[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 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 Postal Ballot held through remote e-voting in respect of passing of resolutions as set out in the postal ballot notice dated November 11, 2024**

Dear Sir,

1. I, Milan Malik, Partner of **M/s. LEXNEXUS CORPORATE SOLUTIONS LLP (Formerly Known as CORPNEXUS SERVICES LLP)**, Company Secretaries & Legal Consultants, having registered office at 671, Aggarwal Cyber Plaza - II, Netaji Subhash Place, Pitampura, Delhi - 110034, have been appointed as the Scrutinizer by the Board of Directors of the Rico Auto Industries Limited ("the Company"), to conduct postal ballot process through remote e-voting in a fair and transparent manner for seeking approval of members for the resolutions mentioned in the postal ballot notice dated November 11, 2024 issued through electronic mode under section 110 and other applicable provisions of Companies Act, 2013 read with the Companies (Management and Administration) Rule 2014, as amended from time to time and in compliance with General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable circulars.
2. The Company Secretary has in pursuance to provisions of Section 110 of the Companies Act, 2013 read with Rule 22(9) of the Companies (Management and Administration) Rules, 2014 vide Notice dated November 11, 2024, the following Resolution circulated to the members of the Company:

<b>Resolution No.</b>	<b>Type of Resolution</b>	<b>Particulars</b>
1.	Special Resolution	Appointment of Shri Prabhakar Kadapa (DIN: 00059374) as an Independent Director of the Company.
2.	Special Resolution	Appointment of Shri Kanav Monga (DIN:01058097) as an Independent Director of the Company.
3.	Special Resolution	Re-appointment of Shri Arvind Kapur (DIN:00096308), Chairman, CEO & Managing Director and payment of Remuneration.

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

- (i) The Postal Ballot Notice was sent through electronic mode to all those Members whose names appeared in the Register of Members and who have registered their email addresses with the Company/RTA/Depositories as on cut-off date i.e. Friday, November 08, 2024 ("Cut-off date") in compliance with the MCA Circulars.

The Members of the Company had cast their votes through electronic voting ('remote e-voting') facility. The Company had engaged the services of National Securities Depository Limited (hereinafter referred to as the "NSDL") for facilitating remote e-voting.

- (ii) I had monitored the process of remote e-voting through Scrutinizer's secured link provided by NSDL on the designated website.
- (iii) My responsibility as a Scrutinizer for the remote e-voting is restricted to provide a Scrutinizer's Report for the votes cast "in favour" or "against" the Special Resolutions stated in the Postal Ballot Notice dated November 11, 2024, based on the reports generated from the remote e-voting system provided by NSDL.
- (iv) The remote e-voting period commenced on Wednesday, November 13, 2024 from 09:00 A.M. (IST) and completed on Thursday, December 12, 2024 at 05:00 P.M. (IST).
- (v) I have scrutinized and reviewed the process for remote e-voting and votes cast therein based on the data downloaded from the NSDL e-voting system.
- (vi) Particulars of all remote e-voting received from the members have been entered in the register maintained for that purpose.
- (vii) The Company had also published a Notice in the newspaper on November 12, 2024 in Business Standard, Mumbai (English), Business Standard, New Delhi (English) and Veer Arjun (Hindi) for dispatch of Postal Ballot Notice through electronically to members.
- (viii) All votes casted through remote e-voting facility starting at 09:00 A.M. (IST) on Wednesday, November 13, 2024 and up to 05:00 P.M. (IST) on Thursday, December 12, 2024 were considered for my scrutiny.
- (ix) In accordance with the MCA and SEBI Circulars, the Company has sent this Notice for Postal Ballot to the members in electronic form only. Physical copies of the Notice along with Postal Ballot Form and pre-paid business reply envelope were not sent to members for this Postal Ballot. Accordingly, the communication of the Assent or Dissent of the Members took place through the remote e-voting system only.
- (x) The Company has completed the dispatch of Notice of Postal Ballot dated November 11, 2024 electronically to all the members whose name appeared in the Register of Member/Beneficial owners as on Friday, November 08, 2024, the cut-off date.
- (xi) The remote e-voting system was unblocked at 05:03 P.M. (IST) on December 12, 2024 in the presence of two witnesses namely Ms. Amanpreet Kaur, R/o. J-Block, H. No. 751, Vikas Puri, Delhi - 110018 and Mr. Nipun Sharma, R/o. H. No. 110, Balbir Nagar, Shahdara, Delhi - 110032, who are not in the employment of the Company.

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

**SEPCIAL BUSINESS:**

**Item No. 1: Special Resolution**

**Appointment of Shri Prabhakar Kadapa (DIN: 00059374) as an Independent Director of the Company.**

<b>S. No.</b>	<b>Particulars</b>	<b>No. of members who casted valid votes</b>	<b>Number of valid votes cast</b>	<b>% of total number of valid votes cast</b>
1	Total number of votes cast in favour of the Resolution	343	7,42,23,612	99.9943
2	Total number of votes cast against the Resolution	29	4,210	0.0057
<b>Total</b>		<b>372</b>	<b>7,42,27,822</b>	<b>100.00</b>

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

**Item No. 2: Special Resolution**

**Appointment of Shri Kanav Monga (DIN:01058097) as an Independent Director of the Company**

<b>S. No.</b>	<b>Particulars</b>	<b>No. of members who casted valid votes</b>	<b>Number of valid votes cast</b>	<b>% of total number of valid votes cast</b>
1	Total number of votes cast in favour of the Resolution	338	7,42,22,009	99.9933
2	Total number of votes cast against the Resolution	31	4,963	0.0067
<b>Total</b>		<b>369</b>	<b>7,42,26,972</b>	<b>100.00</b>

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

### **Item No. 3: Special Resolution**

#### **Re-appointment of Shri Arvind Kapur (DIN:00096308), Chairman, CEO & Managing Director and Payment of Remuneration**

<b>S. No.</b>	<b>Particulars</b>	<b>No. of members who casted valid votes</b>	<b>Number of valid votes cast</b>	<b>% of total number of valid votes cast</b>
1	Total number of votes cast in favour of the Resolution	322	7,27,82,960	98.1395
2	Total number of votes cast against the Resolution	46	13,79,808	1.8605
<b>Total</b>		<b>368</b>	<b>7,41,62,768</b>	<b>100.00</b>

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

3. Based on the data furnished to us and verified by us as above, all the aforesaid resolutions mentioned in the Postal Ballot Notice dated November 11, 2024, have been passed with requisite majority of the members as specified under the Companies Act, 2013 and Listing Regulations. You may accordingly declare the result of the remote e-voting.
4. The voting results as per Regulation 44(3) of Listing Regulations are enclosed.

Thanking you,

Yours truly,

**For LEXNEXUS CORPORATE SOLUTIONS LLP  
(Formerly Known as Corpnexus Services LLP)  
LLPIN: ACF-9341  
Practicing Company Secretaries**

**MILAN** Digitally signed  
by MILAN MALIK  
Date: 2024.12.13  
**MALIK** 11:58:32 +05'30'

**Milan Malik  
(Partner)  
FCS: 9888  
COP: 16614  
UDIN: F009888F003365231**

**Date: 13<sup>th</sup> December, 2024  
Place: New Delhi**