

**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:2018

September 29, 2018

| | |
|---|--|
| 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 |
|---|--|

Sub : Disclosure of Voting Results of the 35th Annual General Meeting of the Company held on 29th September, 2018

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015, details of the Voting Results (i.e. e-voting and poll) of the 35th Annual General Meeting (AGM) of the Company held on Saturday, the 29th day of September, 2018 at 12.00 Noon at the Registered Office of the Company at 38 KM Stone, Delhi-Jaipur Highway, Gurugram - 122001, Haryana, are enclosed in the prescribed format alongwith the Consolidated Scrutinizer's Report as Annexure-1.

Further we also inform that all the 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

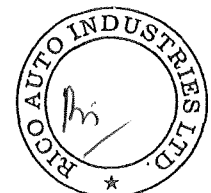

B.M. Jhamb
Company Secretary
FCS : 2446

Encl : As above

RICO AUTO INDUSTRIES LIMITED

| Voting Results of AGM | |
|--|------------|
| Details of poll at the AGM and 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 | 29/09/2018 |
| Total No. of Shareholders on Record Date (21/09/2018) | 66170 |
| No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoters Group : 12 Public : 66 | 78 |
| No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoters Group : Nil Public : Nil | Nil |

| Resolution Required (Ordinary/Special) | | Ordinary Resolution | | | | | | |
|--|----------------|---------------------|---------------------|--|------------------------|----------------------|---|---------------------------------------|
| 1) Adoption of Audited Standalone and Consolidated Financial Statements for the year ended 31 st March, 2018 including the Reports of Directors' and Auditors' thereon. | | | | | | | | |
| 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 | 67769978 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 67686978 | 99.878 | 67686978 | 0 | 100.00 | 0 |
| | Total | | 67686978 | 99.878 | 67686978 | 0 | 100.00 | 0 |
| Public-Institutional holders | E-Voting | 12816514 | 8858404 | 69.117 | 8858404 | 0 | 100.00 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | |
| | Total | | 8858404 | 69.117 | 8858404 | 0 | 100.00 | 0 |
| Public-others | E-Voting | 54698508 | 821722 | 1.502 | 821712 | 10 | 99.999 | 0.0012 |
| | Poll | | 2637709 | 4.823 | 2637709 | 0 | 100.00 | 0 |
| | Total | | 3459431 | 6.325 | 3459421 | 10 | 100.00 | 0.0003 |
| Total | | 135285000 | 80004813 | 59.138 | 80004803 | 10 | 100.00 | 0 |



| Resolution Required (Ordinary/Special) | | Ordinary Resolution | | | | | | |
|---|----------------|---------------------|---------------------|--|------------------------|----------------------|---|---------------------------------------|
| 2) Confirmation of payment of 40% Interim Dividend i.e. ₹0.40 (Forty paise) per Equity Share of ₹1/- each already paid and declaration of 40% Final Dividend i.e. ₹0.40 (Forty paise) per Equity Share of ₹1/- each on Equity Shares for the financial year ended 31 st March, 2018. | | | | | | | | |
| 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 | 67769978 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 67686978 | 99.878 | 67686978 | 0 | 100.00 | 0 |
| | Total | | 67686978 | 99.878 | 67686978 | 0 | 100.00 | 0 |
| Public-Institutional holders | E-Voting | 12816514 | 8858404 | 69.117 | 8858404 | 0 | 100.00 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 8858404 | 69.117 | 8858404 | 0 | 100.00 | 0 |
| Public-others | E-Voting | 54698508 | 857707 | 1.568 | 857697 | 10 | 99.999 | 0.0012 |
| | Poll | | 2637709 | 4.822 | 2637709 | 0 | 100.00 | 0.00 |
| | Total | | 3495416 | 6.390 | 3495406 | 10 | 100.00 | 0.0003 |
| Total | | 135285000 | 80040798 | 59.165 | 80040788 | 10 | 100.00 | 0.00 |

| Resolution Required (Ordinary/Special) | | Ordinary Resolution | | | | | | |
|--|----------------|---------------------|---------------------|--|------------------------|----------------------|---|---------------------------------------|
| 3) Appointment of a Director in place of Smt. Upasna Kapur (DIN: 00327461), who retires by rotation and being eligible, offers herself for re-appointment. | | | | | | | | |
| 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 | 67769978 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 67686978 | 99.878 | 67686978 | 0 | 100.00 | 0 |
| | Total | | 67686978 | 99.878 | 67686978 | 0 | 100.00 | 0 |
| Public-Institutional holders | E-Voting | 12816514 | 8858404 | 69.117 | 8844136 | 14268 | 99.839 | 0.161 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 8858404 | 69.117 | 8844136 | 14268 | 99.839 | 0.161 |
| Public-others | E-Voting | 54698508 | 853407 | 1.560 | 803349 | 50058 | 94.134 | 5.866 |
| | Poll | | 2637709 | 4.823 | 2637709 | 0 | 100.00 | 0 |
| | Total | | 3491116 | 6.383 | 3441058 | 50058 | 98.566 | 1.434 |
| Total | | 135285000 | 80036498 | 59.161 | 79972172 | 64326 | 99.920 | 0.080 |



| Resolution Required (Ordinary/Special) | | Ordinary Resolution | | | | | | |
|--|----------------|---------------------|---------------------|--|------------------------|----------------------|---|---------------------------------------|
| 4) Ratification of Remuneration of Cost Auditors, M/s. J.K. Kabra & Co., Cost Accountants (Firm Registration No. 000009) for the financial year 2018-19. | | | | | | | | |
| 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 | 67769978 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 67686978 | 99.878 | 67686978 | 0 | 100.00 | 0 |
| | Total | | 67686978 | 99.878 | 67686978 | 0 | 100.00 | 0 |
| Public-Institutional holders | E-Voting | 12816514 | 8858404 | 69.117 | 8858404 | 0 | 100.00 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | |
| | Total | | 8858404 | 69.117 | 8858404 | 0 | 100.00 | 0 |
| Public-others | E-Voting | 54698508 | 857707 | 1.568 | 856597 | 1110 | 99.871 | 0.129 |
| | Poll | | 2637709 | 4.822 | 2637709 | 0 | 100.00 | 0 |
| | Total | | 3495416 | 6.390 | 3494306 | 1110 | 99.968 | 0.032 |
| Total | | 135285000 | 80040798 | 59.165 | 80039688 | 1110 | 99.999 | 0.001 |

| Resolution Required (Ordinary/Special) | | Ordinary Resolution | | | | | | |
|---|----------------|---------------------|---------------------|--|------------------------|----------------------|---|---------------------------------------|
| 5) Approval of Related Party Transactions for the financial year 2018-19. | | | | | | | | |
| 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 | 67769978 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Institutional holders | E-Voting | 12816514 | 8858404 | 69.117 | 8858404 | 0 | 100.00 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | |
| | Total | | 8858404 | 69.117 | 8858404 | 0 | 100.00 | 0 |
| Public-others | E-Voting | 54698508 | 857507 | 1.568 | 806949 | 50558 | 94.104 | 5.896 |
| | Poll | | 2637709 | 4.822 | 2637709 | 0 | 100.00 | 0 |
| | Total | | 3495216 | 6.390 | 3444658 | 50558 | 98.554 | 1.447 |
| Total | | 135285000 | 12353620 | 9.132 | 12303062 | 50558 | 99.591 | 0.409 |



| Resolution Required (Ordinary/Special) | | Ordinary Resolution | | | | | | |
|--|----------------|---------------------|---------------------|--|------------------------|----------------------|---|---------------------------------------|
| 6) Approval of increase in payment of Commission to Non-Executive Directors from ₹70.00 Lakhs to ₹1.00 Crore w.e.f. 1 st April, 2018 for remaining two years upto the financial year ending 31 st March, 2020. | | | | | | | | |
| 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 | 67769978 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Institutional holders | E-Voting | 12816514 | 8858404 | 69.117 | 8858404 | 0 | 100.00 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | |
| | Total | | 8858404 | 69.117 | 8858404 | 0 | 100.00 | 0 |
| Public-others | E-Voting | 54698508 | 857661 | 1.568 | 789756 | 67905 | 92.083 | 7.918 |
| | Poll | | 2637709 | 4.822 | 2637709 | 0 | 100.00 | 0 |
| | Total | | 3495370 | 6.390 | 3427465 | 67905 | 98.057 | 1.943 |
| Total | | 135285000 | 12353774 | 9.132 | 12285869 | 67905 | 99.450 | 0.550 |

| Resolution Required (Ordinary/Special) | | Ordinary Resolution | | | | | | |
|---|----------------|---------------------|---------------------|--|------------------------|----------------------|---|---------------------------------------|
| 7) Approval of payment of remuneration to Shri Arun Kapur (DIN: 00100270), Joint Managing Director for remaining tenure of his service w.e.f. 1 st April, 2018 to 1 st May, 2020. | | | | | | | | |
| 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 | 67769978 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Institutional holders | E-Voting | 12816514 | 8858404 | 69.117 | 8165571 | 692833 | 92.179 | 7.821 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | |
| | Total | | 8858404 | 69.117 | 8165571 | 692833 | 92.179 | 7.821 |
| Public-others | E-Voting | 54698508 | 857557 | 1.568 | 805714 | 51843 | 93.955 | 6.045 |
| | Poll | | 2637709 | 4.822 | 2637709 | 0 | 100.00 | 0 |
| | Total | | 3495266 | 6.390 | 3443423 | 51843 | 98.517 | 1.483 |
| Total | | 135285000 | 12353670 | 9.132 | 11608994 | 744676 | 93.972 | 6.028 |





K K SACHDEVA & ASSOCIATES

Company Secretaries

201, 3rd 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: Resolutions passed through E-Voting and Poll conducted at the 35th Annual General Meeting of Rico Auto Industries Limited

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 electronic voting process and votes through poll at the Annual General Meeting held on 29th September, 2018.

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 Wednesday, 26th September, 2018, at 09:00 A.M. IST and ended on Thursday, 28th September, 2018, at 05:00 P.M. IST.

The Company has also provided voting facility by poll (Ballot Paper) at the 35th Annual General Meeting of the Company, to the members present in person or by proxy, who did not exercised their right to vote through electronic voting facility.

The Management of the Company is responsible to ensure the compliances with requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on resolutions specified in the notice of the 35th Annual General Meeting. My responsibility as a Scrutinizer for the e-voting process and poll is restricted to scrutinize the results and present the Report for the votes cast "in favour" or "against" the resolutions.

All the resolutions for the Ordinary and Special Business as set out in Item No.1 to 7 in the Notice of the 35th Annual General Meeting were duly approved by the members with requisite majority.



The Consolidated Summary of result of the Remote E-Voting together with that of Poll at AGM is as follows:

1. As an Ordinary Resolution- Item No. 1.

Adoption of Audited Standalone and Consolidated Financial Statements for the year ended 31st March, 2018 including the Reports of Directors' and Auditors' thereon.

I. Voted in favour of the Resolution:

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of valid votes cast |
|--------------|---|-------------------------------|---------------------------------------|
| E-Voting | 80 | 9680116 | 12.099 |
| Poll | 78 | 70324687 | 87.901 |
| Total | 158 | 80004803 | 100.000 |

II. Voted against the Resolution

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of valid votes cast |
|--------------|---|-------------------------------|---------------------------------------|
| E-Voting | 1 | 10 | 0.000 |
| Poll | 0 | 0 | 0.000 |
| Total | 1 | 10 | 0.000 |

III. Invalid Votes:

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) |
|--------------|---|-------------------------------|
| E-Voting | 0 | 0 |
| Poll | 0 | 0 |
| Total | 0 | 0 |

Result: Resolution Approved

2. As an Ordinary Resolution – Item No.2

Confirmation of payment of 40% Interim Dividend i.e. ₹0.40 (Forty paise) per Equity Share of ₹1/- each already paid and declaration of 40% Final Dividend i.e. ₹0.40 (Forty paise) per Equity Share of ₹1/- each on Equity Shares for the financial year ended 31st March, 2018.

I. Voted in favour of the Resolution:

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of valid votes cast |
|--------------|---|-------------------------------|---------------------------------------|
| E-Voting | 82 | 9716101 | 12.139 |
| Poll | 78 | 70324687 | 87.861 |
| Total | 160 | 80040788 | 100.000 |

II. Voted against the Resolution:

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of valid votes cast |
|--------------|---|-------------------------------|---------------------------------------|
| E-Voting | 1 | 10 | 0.000 |
| Poll | 0 | 0 | 0.000 |
| Total | 1 | 10 | 0.000 |

III. Invalid Votes:

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) |
|--------------|---|-------------------------------|
| E-Voting | 0 | 0 |
| Poll | 0 | 0 |
| Total | 0 | 0 |

Result: Resolution Approved

3. As an Ordinary Resolution - Item No.3

Appointment of a Director in place of Smt. Upasna Kapur (DIN: 00327461), who retires by rotation and being eligible, offers herself for re-appointment.

I. Voted in favour of the Resolution:

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of valid votes cast |
|--------------|---|-------------------------------|---------------------------------------|
| E-Voting | 77 | 9647485 | 12.054 |
| Poll | 78 | 70324687 | 87.866 |
| Total | 155 | 79972172 | 99.920 |

II. Voted against the Resolution:

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of valid votes cast |
|--------------|---|-------------------------------|---------------------------------------|
| E-Voting | 4 | 64326 | 0.080 |
| Poll | 0 | 0 | 0.000 |
| Total | 4 | 64326 | 0.080 |

III. Invalid Votes:

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) |
|--------------|---|-------------------------------|
| E-Voting | 0 | 0 |
| Poll | 0 | 0 |
| Total | 0 | 0 |

Result: Resolution Approved

4. As an Ordinary Resolution - Item No.4

Ratification of Remuneration of Cost Auditors, M/s. J.K. Kabra & Co., Cost Accountants (Firm Registration No. 000009) for the financial year 2018-19.

I. Voted in favour of the Resolution:

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of valid votes cast |
|--------------|---|-------------------------------|---------------------------------------|
| E-Voting | 76 | 9715001 | 12.138 |
| Poll | 78 | 70324687 | 87.861 |
| Total | 154 | 80039688 | 99.999 |

II. Voted against the Resolution:

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of valid votes cast |
|--------------|---|-------------------------------|---------------------------------------|
| E-Voting | 7 | 1110 | 0.001 |
| Poll | 0 | 0 | 0.000 |
| Total | 7 | 1110 | 0.001 |

III. Invalid Votes:

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) |
|--------------|---|-------------------------------|
| E-Voting | 0 | 0 |
| Poll | 0 | 0 |
| Total | 0 | 0 |

Result: Resolution Approved

5. As an Ordinary Resolution - Item No.5

Approval of Related Party Transactions for the financial year 2018-19.

I. Voted in favour of the Resolution:

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of valid votes cast |
|--------------|---|-------------------------------|---------------------------------------|
| E-Voting | 76 | 9665353 | 78.239 |
| Poll | 66 | 2637709 | 21.352 |
| Total | 142 | 12303062 | 99.591 |

II. Voted against the Resolution:

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of valid votes cast |
|--------------|---|-------------------------------|---------------------------------------|
| E-Voting | 6 | 50558 | 0.409 |
| Poll | 0 | 0 | 0.000 |
| Total | 6 | 50558 | 0.409 |

III. Invalid Votes:

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) |
|--------------|---|-------------------------------|
| E-Voting | 0 | 0 |
| Poll | 0 | 0 |
| Total | 0 | 0 |

Result: Resolution Approved

6. As an Ordinary Resolution - Item No.6

Approval of increase in payment of Commission to Non-Executive Directors from ₹70.00 Lakhs to ₹1.00 Crore w.e.f. 1st April, 2018 for remaining two years upto the financial year ending 31st March, 2020.

I. Voted in favour of the Resolution:

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of valid votes cast |
|--------------|---|-------------------------------|---------------------------------------|
| E-Voting | 59 | 9648160 | 78.099 |
| Poll | 66 | 2637709 | 21.351 |
| Total | 125 | 12285869 | 99.450 |

II. Voted against the Resolution:

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of valid votes cast |
|--------------|---|-------------------------------|---------------------------------------|
| E-Voting | 23 | 67905 | 0.550 |
| Poll | 0 | 0 | 0.000 |
| Total | 23 | 67905 | 0.550 |

III. Invalid Votes:

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) |
|--------------|---|-------------------------------|
| E-Voting | 0 | 0 |
| Poll | 0 | 0 |
| Total | 0 | 0 |

Result: Resolution Approved

7. As an Ordinary Resolution - Item No.7

Approval of payment of remuneration to Shri Arun Kapur (DIN: 00100270), Joint Managing Director for remaining tenure of his service w.e.f. 1st April, 2018 to 1st May, 2020.

I. Voted in favour of the Resolution:

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of valid votes cast |
|--------------|---|-------------------------------|---------------------------------------|
| E-Voting | 64 | 8971285 | 72.620 |
| Poll | 66 | 2637709 | 21.352 |
| Total | 130 | 11608994 | 93.972 |

II. Voted against the Resolution:

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) | % of total number of valid votes cast |
|--------------|---|-------------------------------|---------------------------------------|
| E-Voting | 18 | 744676 | 6.028 |
| Poll | 0 | 0 | 0.000 |
| Total | 18 | 744676 | 6.028 |

III. Invalid Votes

| | Number of Members who voted through E-Voting Process and Poll | Number of votes cast (Shares) |
|--------------|---|-------------------------------|
| E-Voting | 0 | 0 |
| Poll | 0 | 0 |
| Total | 0 | 0 |

Result: Resolution Approved

The register, all other papers and relevant records relating to electronic voting and physical poll shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting.


Thanking You,

Yours faithfully,
for K K Sachdeva & Associates



(K K Sachdeva)
Proprietor
FCS 7153, C.P No. 4721

For Rico Auto Industries Limited



B.M. Jhamb
Company Secretary
FCS No. 2448

Dated : 29th September, 2018
Place : Gurugram, Haryana