

RAIL:SEC:2024

May 15, 2024

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| BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400001 Scrip Code - 520008 | National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No.C/1, G Block Bandra-Kurla Complex, Bandra (E) Mumbai - 400 051 Scrip Code - RICOAUTO |
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Subject: **Postal Ballot Notice**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations') as amended from time to time, we attach herewith a copy of the Postal Ballot Notice ('Notice') along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 ('the Act') read with the Listing Regulations, for seeking approval of the members of the Company by way of an Ordinary Resolution for appointment of Ms. Shikha Kapur (DIN:01537250) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

In compliance with the various General Circulars issued by the Ministry of Corporate Affairs as disclosed in the Notice, this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories/ Depository Participants/ the Company's Registrars and Transfer Agents ('RTA') and whose names are recorded in the register of members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 10th May, 2024 ('cut-off date'). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid Business Reply Envelope, are not being sent to the members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide remote e-voting facility to its members. The remote e-voting period commences on Saturday, 18th May, 2024 from 9:00 a.m. (IST) and ends on Sunday, 16th June, 2024 at 5:00 p.m. (IST). The e-voting module shall be disabled by NSDL thereafter. Voting rights of the members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date. Please note that communication of assent or dissent of the members would take place only through the remote e-voting system. The instructions for remote e-voting are provided in the Notice.

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

The said Postal Ballot Notice is also available on the website of the Company (<https://www.ricoauto.in/investor-relation.html>), on the e-Voting website of NSDL (www.evoting.nsdl.com) and website of the Stock Exchanges i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com).

The results of remote e-voting will be declared on or before Tuesday, 18th June, 2024 by the Chairman of the Company or any person duly authorized by him. The remote e-voting results alongwith the Scrutinizer's Report shall forthwith be communicated to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) and also be available on the website of the Company <http://www.ricoauto.in/investor-relation.html> and NSDL www.evoting.nsdl.com.

You are requested to kindly take the above information on your records.

Thanking you,

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

B M Jhamb
Company Secretary
FCS No. 2446

Encl. As above

RICO AUTO INDUSTRIES LIMITED

CIN: L34300HR1983PLC023187

Regd. & Corp. Office: 38 KM Stone, Delhi-Jaipur Highway, Gurugram - 122001, Haryana
Tel: +91 124 2824000, Fax: +91 124 2824200, E-mail: cs@ricoauto.in, Website: www.ricoauto.in**NOTICE OF POSTAL BALLOT****[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]****To the Members of Rico Auto Industries Limited,**

Notice is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (as amended) (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), General Circular No. 09/2023 dated 25th September, 2023 and other relevant Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time ("MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), Revised Secretarial Standard on General Meetings ("SS-2") issued by the ICSI, seeking approval of the Members of Rico Auto Industries Limited (the "Company") for the Resolution set out hereinafter by means of Postal Ballot, only through remote e-voting (voting through electronic means). Statement pursuant to Section 102 of the Act pertaining to the said Resolution is annexed.

The MCA has clarified that for Companies that are required to provide remote e-voting facility under the Act, while transacting any business only by postal ballot upto 30th September, 2024, the framework provided in the MCA Circulars as well as the provisions of Rule 20 of the Rules will be applicable mutatis mutandis. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The Board of Directors of the Company (the "Board") has appointed Shri Milan Malik (C.P. No.16614, FCS No.9888), Partner Cornexus Services LLP failing him Shri Subhash Chander Setia (C.P. No. 23681, FCS No. 3019), Partner Cornexus Services LLP as the Scrutinizer, for scrutinizing the process of Postal Ballot (remote e-voting) in a fair and transparent manner.

Members are requested to carefully read the Notes (including instructions for remote e-voting) forming part of this Postal Ballot Notice. **The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the said remote e-voting facility which will commence on Saturday, 18th May, 2024 (9:00 A.M. IST) and will end on Sunday, 16th June, 2024 (5:00 P.M. IST).** Members are requested to cast their votes through remote e-voting not later than 5:00 P.M. (IST) on Sunday, 16th June, 2024, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the concerned members. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Scrutinizer will submit his report, on or before Tuesday, 18th June, 2024, to the Chairman of the Board or in his absence, to such Director/KMP of the Company, duly authorized in this regard. The results of Postal Ballot shall be declared forthwith on or before Tuesday, 18th June, 2024, by the Chairman of the Board or in his absence, by such Director/KMP of the Company, duly authorised in this regard and the results declared will be displayed, for at least 3 (three) days, along with the Scrutinizer's Report at the Registered & Corporate Office of the Company at 38 KM Stone, Delhi-Jaipur Highway, Gurugram - 122001, Haryana and will also be uploaded on the website of the Company

(<https://www.ricoauto.in/investor-relation.html>) and on the e-voting website of NSDL (www.evoting.nsdl.com) and will also be simultaneously forwarded to the Stock Exchanges (the National Stock Exchange of India Limited and BSE Limited) where the equity shares of the Company are listed. The resolution as mentioned in this Notice, if passed with requisite majority, shall be deemed to have been passed on Sunday, 16th June, 2024, being the last date specified for remote e-voting.

SPECIAL BUSINESS**Appointment of Ms. Shikha Kapur (DIN:01537250) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, Ms. Shikha Kapur (DIN:01537250) who was appointed by the Board of Directors as an Additional (Non-Executive Non-Independent) Director of the Company w.e.f. 1st April, 2024, subject to the approval of shareholders within three months from the date of appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director (Non-Executive Non-Independent) of the Company, whose period of office shall be liable to retire by rotation."





By Order of the Board
for **Rico Auto Industries Limited**

B.M. JhambCompany Secretary
FCS No. 2446Place : Gurugram
Date : 28th March, 2024**NOTES:**

- Statement pursuant to Section 102 of the Companies Act, 2013 (as amended) (the "Act") and the rules made thereunder, setting out the material facts and the reasons for the proposed resolution is appended hereto (hereinafter referred to as "the Statement"). The Statement also contains the recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations"). Necessary information of the Director as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the ICSI is annexed to this Notice. **The Statement read together with the Annexure hereto and these Notes form an integral part of this Notice.**

2. In accordance with the Act, read with the rules made thereunder and the General Circular No. 09/2023 dated 25th September, 2023 and other relevant Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time ("MCA Circulars"), this Postal Ballot Notice is being sent electronically to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, 10th May, 2024 as received from the Depositories i.e. Central Depository Services (India) Limited ("CDSL") and National Securities Depository Limited ("NSDL") and who already have their email addresses registered with the Company/its Registrar and Share Transfer Agent (M/s. MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase I, New Delhi - 110020) (the "RTA")/ the Depositories. The physical copy of the Notice, postal ballot forms and postage pre-paid reply envelope will not be sent to the Members for this Postal Ballot in accordance with the MCA Circulars.
 3. A copy of this Postal Ballot Notice will be available on the website of the Company (<https://www.ricoauto.in/investor-relation.html>) and on the e-voting website of NSDL (www.evoting.nsd.com) and also website of the Stock Exchanges i.e. BSE Limited (www.bseindia.com) & National Stock Exchange of India Limited (www.nseindia.com).
 4. In terms of Sections 108 and 110 and other applicable provisions, if any, of the Act, read together with the rules made thereunder, the MCA Circulars and in compliance with Regulation 44 of the Listing Regulations, the Company is pleased to offer remote e-voting facility to all the Members of the Company. The Company has appointed NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically. Accordingly, the communication of the assent or dissent of the Members would take place through remote e-voting only.
 5. The Members of the Company whose names appear in the Register of Members/List of Beneficial Owners as on Friday, 10th May, 2024, as received from the Depositories i.e. CDSL & NSDL (including those Members who may not have received this Postal Ballot Notice due to non-registration of the email addresses with the Company/the RTA/the Depositories), shall only be entitled to vote in relation to the resolution specified in this Postal Ballot Notice. **Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on Friday, 10th May, 2024 ("cut-off date"). A person who is in receipt of this Notice but was not a member on the cut-off date should treat this Notice for information purpose only.**
 6. The remote e-voting shall open from Saturday, 18th May, 2024 (9:00 A.M. IST) and shall end on Sunday, 16th June, 2024 (5:00 P.M. IST). E-voting shall be disabled by NSDL at 5:00 P.M. (IST) on Sunday, 16th June, 2024 and shall not be allowed beyond the said date and time.
 7. Members cannot exercise votes by proxy on the Postal Ballot.
 8. The Scrutinizer's decision on the validity of remote e-voting will be final.
- KYC and Nomination Facility**
9. In its continuous efforts to enhance the ease of doing business for investors in the securities market, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated 26th September, 2023 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 (the "SEBI Circulars") mandated furnishing of PAN, full KYC details and Nomination by the holders of physical securities. The Company has intimated the concerned security holders about the folios which are incomplete in terms of the SEBI Circular dated 16th March, 2023. A copy of the said intimation can be downloaded from the Company's website, i.e. <https://www.ricoauto.in/investor-relation.html>. Accordingly, the Members are hereby requested to kindly comply with the SEBI Circulars.
 10. Members holding shares in physical mode and whose email addresses are not registered, may cast their votes through e-voting system, after registering their email addresses by sending the following documents to the Company at cs@ricoauto.in or to the RTA at helpdeskdelhi@mcsregistrars.com:
 - (i) Scanned copy of a signed request letter, mentioning the name, folio number & number of shares held and complete postal address;
 - (ii) Self-attested scanned copy of PAN Card; and
 - (iii) Self-attested scanned copy of any document (such as AADHAAR card/latest Electricity Bill/latest Telephone Bill/ Driving License/Passport/Voter ID Card/Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding.
 11. Members holding shares in the demat mode should update their email addresses directly with their respective Depository Participants.
 12. Members who have not registered their email addresses either with the Company, its RTA or the Depositories and wish to receive the Postal Ballot Notice and/or cast their votes through remote e-voting may also write to the Company at cs@ricoauto.in or to the RTA at helpdeskdelhi@mcsregistrars.com or to NSDL at evoting@nsdl.com and obtain their User ID and Password for remote e-voting by sending the following documents:
 - (i) Scanned copy of a signed request letter mentioning their name and DP ID and Client ID/folio number;
 - (ii) Self-attested scanned copy of PAN Card; and
 - (iii) Self-attested scanned copy of any document (such as AADHAAR card/latest Electricity Bill/latest Telephone Bill/ Driving License/Passport/Voter ID Card/Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding.
- The process and manner for remote e-voting are as under:**
- How to cast vote electronically using NSDL e-voting system?**
- The way to cast vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:
- Step 1: Access to NSDL e-voting system <https://www.evoting.nsd.com>**
- A) Login method for e-voting for Individual shareholders holding securities in demat mode:**
- In terms of SEBI circular dated 9th December, 2020 on e-voting facility provided by the Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of Shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> Existing IDEAS user can visit the e-services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User Id and Password. After successful authentication, you will be able to see e-voting services under value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period. If you are not registered for IDEAS e-services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL. Open web browser by typing the URL:https://www.evoting.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You have to enter your User Id (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> |

| Type of Shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Existing users who have opted for Easi/Easiest, they can login through their user Id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://www.web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective e-voting service provider i.e. NSDL where the e-voting is in progress. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. |

Important note: Members who are unable to retrieve User Id/ Password are advised to use Forget User Id and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at no. 022-48867000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

B) Login Method for e-voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

How to Login to NSDL e-voting website?:

- I. Visit the e-voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsd.com> either on a personal computer or on a mobile.
- II. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholders/Member’ section.
- III. A new screen will open. You have to enter your User Id, Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. **IDeAS**, you can login at <https://e-services.nsd.com> with your existing **IDeAS** login. Once you login to NSDL e-services after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

IV. Your User Id details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User Id is: |
|--|--|
| a) For Members who hold shares in demat account with NSDL | 8 Character DP Id followed by 8 Digit Client Id. For example if your DP Id is IN300*** and Client Id is 12***** then your user Id is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL | 16 Digit Beneficiary Id. For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form | EVEN Number followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 128547 then user ID is 128547001***. |

V. Your password details are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - i) If your e-mail Id is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your e-mail Id. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a pdf file. The password to open the pdf file is your 8-digit Client Id for

NSDL account, last 8 digits of Client Id for CDSL account or folio number for shares held in physical form. The pdf file contains your ‘User Id’ and your ‘Initial Password’.

- ii) The Member(s) whose e-mail Id is not registered with the Company/Depository Participants, and they are not having their user Id and password, may obtain a login Id and password for casting his/her vote by remote e-voting by sending a request at evoting@nsdl.com or by contacting NSDL at no. **022-48867000** mentioning their Demat Account No./Folio No.
- VI. If you are unable to retrieve or have not received the “Initial Password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- VII. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- VIII. Now, you have to click on “Login” button.
- IX. After you click on the “Login” button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system:

How to cast your vote electronically on NSDL e-voting system?

- I. After successful login at Step 1, you will be able to see all the Companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- II. Select “EVEN” of Rico Auto Industries Limited which is 128547 You wish to cast your vote during the remote e-voting period.
- III. Now you are ready for e-voting as the voting page opens.
- IV. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- V. Upon confirmation, the message “Vote cast successfully” will be displayed.
- VI. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- VII. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders:

- I. Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are requested to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at csmilanmalik@gmail.com with a copy marked to evoting@nsdl.com. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-voting" tab in their login.
- II. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on no.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013 at evoting@nsdl.com.

Process for those shareholders whose e-mail ids are not registered with the depositories/company for procuring user Id and password and registration of e-mail ids for e-voting for the Resolutions set out in this notice:

- I. In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by e-mail to cs@ricoauto.in.
- II. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary Id), Name, client master or copy of Consolidated Account Statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@ricoauto.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- III. Alternatively, Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

Other Notes

1. There will be one vote for every Client ID/registered folio number irrespective of the number of joint holders.
2. Once a member casts the votes on the Resolution(s), no change shall be allowed subsequently.

By Order of the Board
for **Rico Auto Industries Limited**

B.M. Jhamb
Company Secretary
FCS No. 2446

Place : Gurugram
Date : 28th March, 2024

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**Appointment of Ms. Shikha Kapur as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation**

Ms. Shikha Kapur (DIN:01537250) was appointed by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee (the "NRC") as an Additional (Non-Executive Non-Independent) Director of the Company w.e.f. 1st April, 2024 to hold such office in terms of Section 161(1) of the Companies Act, 2013 (as amended) (the "Act"). Notice under Section 160 of the Act has been received by the Company from a member proposing the candidature of Ms. Shikha Kapur as a Director of the Company.

Based on the recommendation received from the NRC and consent of Ms. Shikha Kapur to act as a Director of the Company and other statutory disclosures, it is proposed to appoint Ms. Shikha Kapur as a Director of the Company whose period of office shall be liable to retire by rotation.

Further as per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the listed company shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Further as per the declarations received by the Company, Ms. Shikha Kapur is not disqualified under Section 164 of the Act. The directorship(s) held by Ms. Shikha Kapur are within the limits prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). The said proposal is in compliance with the Nomination and Remuneration Policy (Revised) of the Company. A summary on profile of Ms. Shikha Kapur is attached to this Notice as Annexure-1.

The necessary documents relating to her appointment shall be made available for inspection, electronically by the Members of the Company, without payment of fees, on a virtual platform (e.g. Microsoft Teams, Webex, etc.,) in a presentable form, during 11:00 A.M. to 1:00 P.M. (IST) on any working day, upto and including the last date of receipt of votes through the e-voting process. Members desirous of inspecting the same may send their requests at cs@ricoauto.in from their registered e-mail addresses mentioning their names and folio numbers/demat account numbers, with a self-attested copy of their PAN Card or AADHAAR Card or Voter ID Card.

Keeping in view of her vast experience, the Board considers that her association would be of immense benefit to the Company. Accordingly, the Board recommends the Resolution as an Ordinary Resolution, in relation to the appointment of Ms. Shikha Kapur as a Director (Non-Executive Non-Independent), for the approval of the Members of the Company.

Except Ms. Shikha Kapur, being an appointee, no other Director, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the Resolution as set out in the accompanying notice.

The Board recommends the Ordinary Resolution for your approval.

By Order of the Board
for **Rico Auto Industries Limited**

B.M. Jhamb
Company Secretary
FCS No. 2446

Place : Gurugram
Date : 28th March, 2024

As per the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Clause 1.2.5 of the Secretarial Standard-2 (Revised) as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Director is given below:

| | |
|---|--|
| Name and DIN | Ms. Shikha Kapur (DIN:01537250) |
| Position in the Company | Non-Executive Non-Independent Director |
| Date of Birth/Age/Nationality | 13 th December, 1978/45years/Indian |
| Date of appointment on the Board | 1 st April, 2024 |
| Profile/Background details, Recognition or awards, Qualifications and other details | She holds a Bachelor of Business Administration, with distinction – Accounting & Finance from ROSS SCHOOL OF BUSINESS, UNIVERSITY OF MICHIGAN, Ann Arbor, MI and Master of Business Administration – Finance & Management from THE WHARTON SCHOOL, UNIVERSITY OF PENNSYLVANIA, Philadelphia, PA. |
| Experience and Expertise in specific functional areas | She is Global business leader with more than 20 years of experience in finance, strategy and operations. Consistent track record in increasing shareholder value across a breadth of companies and industries, including scaling early-stage high growth startups to driving transformational growth at Fortune 100 businesses. Proven leadership experience and track record of building and managing high performing teams, and partnering with the business and across functions to deliver superior strategies and execution. Significant experience interacting with Boards and key stakeholders both as an advisor and member of the leadership team. She has worked in the Companies namely (i) WALMART, INC., Bentonville, AR; (ii) WHIRLPOOL, Benton Harbor, MI; (iii) ERNST & YOUNG (EY), Chicago, IL etc. |
| Terms and conditions of appointment | Retirement by rotation |
| Remuneration last drawn by such person, if applicable | Nil |
| Remuneration sought to be paid | Nil |
| Directorships in Unlisted Companies, other Listed Companies (excluding Foreign Companies) and Membership/ Chairmanship of Committees of other Boards, Listed Companies from which resigned in the past three years | Nil |
| No. of shares held in the Company including as beneficial owner | Nil |
| Relationship with other Directors, Manager and other KMP of the Company | Daughter of Mr. Arvind Kapur, Chairman, CEO & Managing Director |

Other Notes

- The above information is as on the date of this Notice.
- Ms. Shikha Kapur is not disqualified under the Companies Act, 2013 (as amended) and/or debarred by virtue of any order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Reserve Bank of India, any Court or any other competent Statutory Authority, to be appointed as a Director in the Company.

By Order of the Board
for **Rico Auto Industries Limited**

B.M. Jhamb
Company Secretary
FCS No. 2446

Place : Gurugram
Date : 28th March, 2024