

RAIL:SEC:2017

1<sup>st</sup> February, 2017

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 26<sup>th</sup> December, 2016, we would like to inform that the following resolution(s) as set out in the Notice of Postal Ballot and E-Voting dated 9<sup>th</sup> November, 2016 have been passed by the requisite majority of 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.

**Brief Particulars of the Resolution(s):**

1. Approval of Scheme of Amalgamation of Uttarakhand Automotives Limited with Rico Auto Industries Limited.
2. Approval of Shifting of Registered Office of the Company from 69 KM Stone, Delhi-Jaipur Highway, Dharuhera, Distt. Rewari - 122106, Haryana to 38 KM Stone, Delhi-Jaipur Highway, Gurugram - 122001, Haryana.

Please find enclosed Voting Results as per the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with Scrutinizer's Report dated 1<sup>st</sup> February, 2017.

The results of the Postal Ballot and E-Voting along with Scrutinizer's Report are also available on the Website of the Company [www.ricoauto.com](http://www.ricoauto.com).

The above may please be treated as compliance of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III of said Regulations.

Thanking you,

Yours faithfully,  
for Rico Auto Industries Limited  
**B.M. Jhamb**  
Company Secretary  
FCS : 2446

## RICO AUTO INDUSTRIES LIMITED

Result of E-voting and Postal Ballot Process pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Date of Declaration of Voting Results of Postal Ballot	1st February, 2017
Total Number of Shareholders on cut off date (16 <sup>th</sup> December, 2016)	50032
Number of Shareholders present in the meeting either in person or through proxy:	
Promoter & Promoter Group	Not Applicable
Public	Not Applicable
Number of shareholders attended the meeting through Video Conferencing	
Promoter & Promoter Group	Not Applicable
Public	Not Applicable



### AGENDA-WISE DISCLOSURE

Resolution No. 1 - Approval of Scheme of Amalgamation of Uttarakhand Automotives Limited with Rico Auto Industries Limited								
Resolution Required (Ordinary/Special)			Public Shareholders with requisite majority					
Whether Promoter/Promoter Group are interested in the agenda/resolution?			Not Applicable					
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	67779978	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public-Institutional holders	E-Voting	8630412	5670227	65.70	5670227	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>5670227</b>	<b>65.70</b>	<b>5670227</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-others	E-Voting	58874610	499634	0.85	498678	956	99.81	0.19
	Postal Ballot		3377486	5.74	3377486	0	100.00	0.00
	<b>Total</b>		<b>3877120</b>	<b>6.59</b>	<b>3876164</b>	<b>956</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>135285000</b>	<b>9547347</b>	<b>7.06</b>	<b>9546391</b>	<b>956</b>	<b>99.99</b>	<b>0.01</b>

Resolution No. 2 - Approval of Shifting of Registered Office of the Company from 69 KM Stone, Delhi-Jaipur Highway, Dharuhera, Distt. Rewari – 122106, Haryana to 38 KM Stone, Delhi-Jaipur Highway, Gurugram – 122001, Haryana								
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	67779978	0	0.00	0	0	0.00	0.00
	Postal Ballot		67775978	99.99	67775978	0	100.00	0.00
	<b>Total</b>		<b>67775978</b>	<b>99.99</b>	<b>67775978</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutional holders	E-Voting	8630412	5670227	65.70	5670227	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>5670227</b>	<b>65.70</b>	<b>5670227</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-others	E-Voting	58874610	500204	0.85	499863	341	99.93	0.07
	Postal Ballot		3376186	5.73	3376186	0	100.00	0.00
	<b>Total</b>		<b>3876390</b>	<b>6.58</b>	<b>3876049</b>	<b>341</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>135285000</b>	<b>77322595</b>	<b>57.16</b>	<b>77322254</b>	<b>341</b>	<b>100.00</b>	<b>0.00</b>





## K K SACHDEVA & ASSOCIATES

Company Secretaries

445, Dr. Mukherjee Nagar, Delhi-110009

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

### SCRUTINIZER REPORT

The Chairman  
Rico Auto Industries Limited  
69 KM Stone, Delhi-Jaipur Highway  
Dharuhera, Distt. Rewari - 122106  
Haryana

Sub: **Scrutinizer's Report on Postal Ballot process including voting by electronic means conducted pursuant to Section 108 and 110 of the Companies Act, 2013 ('The Act') read with Rules framed there under, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No CIR/CFD/CMD/16/2015 dated 30<sup>th</sup> November 2015 and Secretarial Standard 2 (SS-2)**

I, **K KSachdeva, (Practicing Company Secretary)**, have been appointed as the Scrutinizer by the Board of Directors of **Rico Auto Industries Limited** having its registered office at 69 KM Stone, Delhi-Jaipur Highway, Dharuhera, Distt. Rewari - 122106, Haryana for the purpose of scrutinizing the Postal Ballot process including electronic means (e-voting) in a fair and transparent manner and ascertaining requisite majority on Postal Ballot process including e-voting carried out in respect of the items/resolutions as set out in the Notice of Postal Ballot and E-Voting of the Company dated 9<sup>th</sup> November, 2016.

The Company has appointed National Securities Depository Limited (NSDL) as the Service Provider for extending the facility of electronic voting to the Shareholders. The remote e-voting period commenced on Sunday, 1<sup>st</sup> January, 2017, at 9:00 AM IST and ended on Monday, 30<sup>th</sup> January, 2017, at 5:00 PM IST.

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

The Management of the Company was responsible to ensure the compliances with requirements of the Companies Act, 2013 and Rules framed there under relating to Postal Ballot process including e-voting on the items/resolutions contained in Notice of Postal Ballot of the Company dated 9<sup>th</sup> November, 2016 including the dispatch of Notice to all the members of the Company as prescribed in the Act and Rules. My responsibility as a Scrutinizer for Postal Ballot process including e-voting is restricted to scrutinize the results and present the Report for the votes cast "in favour" or "against" the resolutions.



Further to above, I submit my report as under:

- a. The e-voting period remained open from 9.00 AM on Sunday, 1<sup>st</sup> January, 2017 up to 5.00 PM on Monday, 30<sup>th</sup> January, 2017 and the e-voting platform was blocked thereafter.
  - b. Votes cast through postal ballots/physical ballot forms received upto 5.00 PM Monday, 30<sup>th</sup> January, 2017 were considered.
  - c. Accordingly, the results of the Postal Ballot forms including e-voting is as under:
1. **Resolution to be passed by the Public Shareholders with requisite majority as per the requirement of SEBI Circular - Item No. 1.**

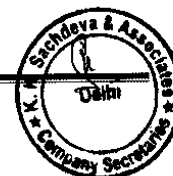
Approval of the scheme of Amalgamation of UttarakhandAutomotives Limited with Rico Auto Industries Limited and their respective shareholders and creditors under Section 391 to 394 of the Companies Act, 1956 or any other corresponding provisions of the Companies Act, 2013.

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

	Number of Members who voted through E-Voting and Postal Ballot Process	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	182	6168905	64.61%
Postal Ballot	117	3377486	35.38%
<b>Total</b>	<b>299</b>	<b>9546391</b>	<b>99.99%</b>

**II. Voted against the Resolution:**

	Number of Members who voted through E-Voting and Postal Ballot Process	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	7	956	0.01%
Postal Ballot	0	0	0
<b>Total</b>	<b>7</b>	<b>956</b>	<b>0.01%</b>



**III. Invalid Votes:**

	Number of Members who voted through E-Voting and Postal Ballot Process	Number of votes cast (Shares)
E-Voting	0	0
Postal Ballot	5	60618
<b>Total</b>	<b>5</b>	<b>60618</b>

**Result: Resolution Approved**

**2. As a Special Resolution – Item No.2**

Approval to shift the Registered Office of the Company from 69 KM Stone, Delhi-Jaipur Highway, Dharuhera, Distt. Rewari -122106, Haryana to 38 KM Stone, Delhi-Jaipur Highway, Gurugram (old name Gurgaon) -122001, Haryana.

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

	Number of Members who voted through E-Voting and Postal Ballot Process	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	188	6170090	7.98%
Postal Ballot	131	71152164	92.02%
<b>Total</b>	<b>319</b>	<b>77322254</b>	<b>100.00%</b>

**II. Voted against the Resolution:**

	Number of Members who voted through E-Voting and Postal Ballot Process	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	4	341	0
Postal Ballot	0	0	0
<b>Total</b>	<b>4</b>	<b>341</b>	<b>0</b>



**III. Invalid Votes:**

	<b>Number of Members who voted through E-Voting and Postal Ballot Process</b>	<b>Number of votes cast (Shares)</b>
E-Voting	0	0
Postal Ballot	5	60618
<b>Total</b>	<b>5</b>	<b>60618</b>


**Result: Resolution Approved**

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

Thanking you,

Yours faithfully,

For K K Sachdeva & Associates  
Company Secretaries

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



Dated: 1<sup>st</sup> February, 2017  
Place: Gurugram, Haryana