

MERAKI MANUFACTURING AND FINVEST ADVISORS PVT. LTD.

REGD. OFF.: FLAT NO. 802, BLOCK NO. B4, SECTOR - 30, THE WORLD SPA WEST, GURUGRAM - 122001, HARYANA (INDIA)
E-MAIL : arunkapur@ricoauto.in TEL. : +91 124 44285558 CIN : U28994HR2017PTC067960

Date: 16th March, 2017

To, The General Manager, Department of Corporate Services, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	To, The Manager, Listing Compliance Department National Stock Exchange of India Limited (NSE) Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051
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Sub: **Disclosure under Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Dear Sir

Please find enclosed the disclosure under Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 regarding proposed acquisition (inter-se transfer) by way of gift of 1,17,90,841 equity shares of Re.1/- each fully paid up of M/s. Rico Auto Industries Limited ("Target Company"), being 8.716% of the paid up capital.


The above acquisition is inter-se transfer of equity shares of the Target Company amongst qualifying persons, within the meaning of Regulation 10(1)(a)(iii) of (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

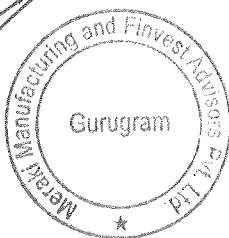
This is for your information and records.

Kindly acknowledge the receipt.

Thanking you,
Yours faithfully

for Meraki Manufacturing and Finvest Advisors Private Limited


Arun Kapur
Director
DIN: 00100270



Encl. as above

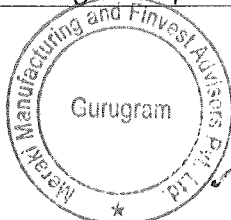
Cc 1) Rico Auto Industries Limited
38 KM Stone, Delhi-Jaipur Highway,
Gurugram – 122001, Haryana

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Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) (iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Rico Auto Industries Limited 38 KM Stone, Delhi-Jaipur Highway, Gurugram – 122001, Haryana
2.	Name of the acquirer(s)	Meraki Manufacturing and Finvest Advisors Private Limited
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	No, Acquirer namely Meraki Manufacturing and Finvest Advisors Private Limited was not a Promoter Group Company, prior to this transaction. The persons holding more than 50% of the share capital of the Acquirer are the same persons who hold more than 50% share capital of the promoter, i.e., Kapsons Associates Investments Private Limited.
4.	Details of the proposed acquisition	
a.	Name of the person(s) from whom shares are to be acquired	Kapsons Associates Investments Private Limited (KAPSONS)
b.	Proposed date of acquisition	On or after Thursday, 23 rd March, 2017
c.	Number of shares to be acquired from each person mentioned in 4(a) above	1,17,90,841 Equity Shares of Re.1/- each (fully paid) being 8.716% of the paid up share capital of TC from KAPSONS.
d.	Total shares to be acquired as % of share capital of TC	8.716% (1,17,90,841 Equity Shares)
e.	Price at which shares are proposed to be acquired	Nil (since shares are proposed to be gifted)
f.	Rationale, if any, for the proposed transfer	Inter-se Transfer of Equity Shares through off market transaction by way of Gift among qualifying persons as a consequence of re-alignment of promoter shareholding pursuant to family settlement.
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(iii)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Not Applicable

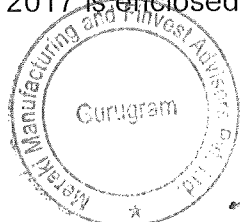


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7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable			
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Not Applicable (Since shares are acquired by way of gift)			
9.	(i) Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997) (ii) The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition be furnished.	(i) It is hereby declared that the transferor and transferee will comply with the applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011. (ii) Not Applicable. As the exemption is being availed under Regulation 10(1)(a)(iii) of the Takeover Regulations, 2011 wherein no filings for previous years are relevant.			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	It is hereby declared that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.			
11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares/ voting rights	% w.r.t total share capital of TC	No. of shares/ voting rights	% w.r.t total share capital of TC
a.	Acquirer(s) (other than sellers)(*) Refer Annexure – A				
	Meraki Manufacturing and Finvest Advisors Private Limited*	0	0.00	1,17,90,841	8.716
	Promoter Group (other than Seller)	3,51,50,816	25.983	3,51,50,816	25.983
b.	Seller (s)				
	Kapsons Associates Investments Private Limited**	3,26,29,162	24.119	2,08,38,321	15.403
	Total	67779978	50.102	67779978	50.102

*Shareholding Pattern of Meraki Manufacturing and Finvest Advisors Private Limited as on 15th March, 2017 is enclosed as **Annexure – B**



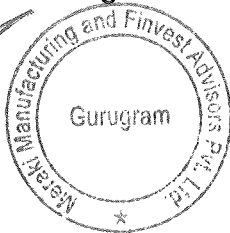
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Shareholding Pattern Kapsons Associates Investments Private Limited is enclosed as on 15th March, 2017 is enclosed as **Annexure – C

For **Meraki Manufacturing and Finvest Advisors Private Limited**


Arun Kapur
Director
DIN: 00100270



Place: Gurugram
Date: 16th March, 2017

Note:

- (*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

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Annexure - A

Details of Shareholding Pattern

S.No.	Name of the Shareholders	Before the proposed transaction		After the proposed transaction	
		No. of shares/ voting rights	% w.r.t total share capital of TC	No. of shares/ voting rights	% w.r.t total share capital of TC
Promoters and Promoters Group					
A Persons (other than Acquirer and Seller)					
1.	Arvind Kapur	1,26,52,460	9.352	1,26,52,460	9.352
2.	Arun Kapur	86,51,160	6.395	86,51,160	6.395
3.	Rakesh Kapur	23,98,720	1.773	23,98,720	1.773
4.	Shalini Kapur	13,66,148	1.010	13,66,148	1.010
5.	Upasna Kapur	9,66,920	0.715	9,66,920	0.715
6.	Ritu Kapur	7,23,140	0.535	7,23,140	0.535
7.	Nyla Kapur	3,54,040	0.262	3,54,040	0.262
8.	Samarth Kapur	1,94,800	0.144	1,94,800	0.144
9.	Shivani Kapur	1,89,800	0.140	1,89,800	0.140
10.	Romilla Bahl	79,000	0.058	79,000	0.058
11.	Promilla Sikka	4,000	0.003	4,000	0.003
12.	Higain Investments Private Limited*	75,70,628	5.596	75,70,628	5.596
B Seller(s)					
12.	Kapsons Associates Investments Private Limited	3,26,29,162**	24.119	2,08,38,321	15.403
C. Acquirer					
13.	Meraki Manufacturing and Finvest Advisors Private Limited	0	0.00	1,17,90,841	8.716
Total		6,77,79,978	50.102	6,77,79,978	50.102

*Disclosure under Regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 has been filed with the Stock Exchange on 16th March, 2017 by Higain Investments Private Limited in regard to acquisition (inter-se transfer) by way of gift of **1256100 Equity Shares** of Re.1/- each (fully paid) being 0.928% of the paid up share capital of TC from **Rico Castings Limited** and **62,87,888 Equity Shares** of Re.1/- each (fully paid) being 4.648% of the paid up capital of TC from **Kapsons Associates Investments Private Limited**, aggregating to 75,43,988 equity shares of Re.1/- each fully paid up of M/s. Rico Auto Industries Limited ("Target Company"), being 5.576% of the paid up capital, among the promoter group.

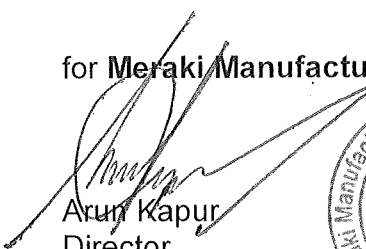


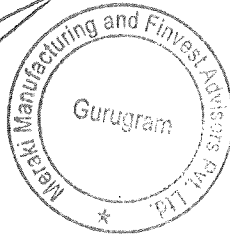
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**The holding of Kapsons Associates Investments Private Limited has been disclosed after the proposed inter se transfer of 62,87,888 Equity Shares of Re.1/- each (fully paid) being 4.648% of the paid up capital of TC from Kapsons Associates Investments Private Limited to Higain Investments Private Limited.

for **Meraki Manufacturing and Finvest Advisors Private Limited**


Arun Kapur
Director
DIN: 00100270



Place: Gurugram
Date: 16th March, 2017

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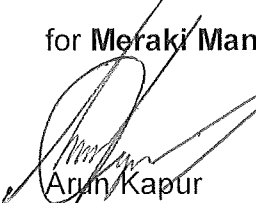
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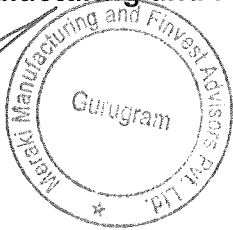
Annexure - B

Details of Shareholding Pattern of Meraki Manufacturing and Finvest Advisors Private Limited as on 15th March, 2017

S. No.	Name of the Allottees	No. of shares	% of Shares
1.	Shri Arun Kapur	5000	45.455
2.	Smt. Ritu Kapur	5000	45.455
3.	Shri Arvind Kapur	100	0.909
4.	Shri Rakesh Kapur	100	0.909
5.	Smt. Shalini Kapur	100	0.909
6.	Smt. Upasna Kapur	100	0.909
7.	Arvind Kapur HUF	100	0.909
8.	Arun Kapur HUF	100	0.909
9.	Rakesh Kapur HUF	100	0.909
10.	Ms. Nyla Kapur	100	0.909
11.	Smt. Shivani Kapur	100	0.909
12.	Shri Samarth Kapur	100	0.909
Total		11,000	100

for Meraki Manufacturing and Finvest Advisors Private Limited


Arun Kapur
Director
DIN: 00100270



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Annexure - C

Details of Shareholding Pattern of Kapsons Associates Investments Private Limited as on 15th March, 2017

S.No.	Name of the Allottees	No. of shares	% of Shares
1.	Shri Arvind Kapur	155000	9.04
2.	Shri Rakesh Kapur	155200	9.05
3.	Smt. Upasna Kapur	132335	7.72
4.	Rakesh Kapur HUF	38000	2.22
5.	Smt. Ritu Kapur	50000	2.92
6.	Arvind Kapur HUF	93439	5.45
7.	Arun Kapur HUF	21086	1.23
8.	Shri Arun Kapur	100000	5.83
9.	Ms. Nyla Kapur	164700	9.60
10.	Shri Samarth Kapur	144040	8.40
11.	Smt. Shivani Kapur	144040	8.40
12.	Smt. Shalini Kapur	192160	11.20
13.	Higain Investments Private Limited	155150	9.05
14.	Rico Castings Limited	170000	9.91
	Total	17,15,150	100



The image shows a handwritten signature in black ink on the left. To its right is a circular stamp. The stamp contains the text "Meraki Manufacturing and Finvest Advisors Pvt. Ltd." around the perimeter and "Gurugram" in the center. There is a small star symbol at the bottom of the stamp.