

## 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: 30<sup>th</sup> 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 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051
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**Sub: Intimation under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”)**

Dear Sir,

This is with reference to our intimation under Regulation 10(5) of Takeover Regulations submitted on 16<sup>th</sup> March, 2017.

Please find enclosed the disclosure under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 regarding acquisition (inter-se transfer) by way of gift of 1,17,90,841 equity shares of Re.1/- each (fully paid) M/s. Rico Auto Industries Limited (“Target Company”), being 8.716% of the paid up share capital of Target Company, from Kapsons Associates Investments Private Limited, promoter group of the Company as a consequence of re-alignment of promoter shareholding pursuant to family settlement.


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.

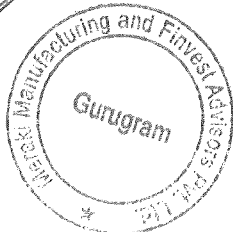
This is for your information and records.

Kindly acknowledge receipt.

Thanking you,  
Yours faithfully

for Meraki Manufacturing and Finvest Advisors Private Limited

  
Arun Kapur  
Director  
DIN: 00100270



Encl. as above

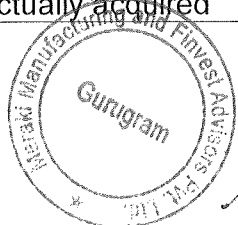
CC: Rico Auto Industries Limited  
38 KM Stone, Delhi-Jaipur Highway,  
Gurugram – 122001, Haryana

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### Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 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.	Name of the stock exchange where shares of the TC are listed	BSE Limited and National Stock Exchange of India Limited	
4.	Details of the transaction including rationale, if any, for the transfer/acquisition of shares.	Acquisition of 1,17,90,841 Equity Shares of Re.1/- each through Inter-se Transfer of Shares among qualifying persons by way of gift as a consequence of re-alignment of promoter shareholding pursuant to family settlement	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Takeover Regulations)	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so,  - whether disclosure was made and whether it was made within the timeline specified under the regulations.  - date of filing with the stock exchange.	Yes  Yes, the Company has made disclosure under Regulation 10(5) of Takeover Regulations to the Stock Exchanges within the timeline specified under the Takeover Regulations.  The said disclosure was made on 16-03-2017	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
a.	Name of the transferor / seller	Kapsons Associates Investments Private Limited ( <b>KAPSONS</b> )	Yes
b.	Date of acquisition	30 <sup>th</sup> March, 2017	Yes
c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	1,17,90,841 Equity Shares of Re.1/- each (fully paid) being 8.716% of the paid up capital of TC from <b>KAPSONS</b>	Yes
d.	Total shares proposed to be acquired/ actually acquired as a % of diluted share capital of TC	1,17,90,841 (8.716%)	Yes
e.	Price at which shares are proposed to be acquired / actually acquired	Nil (since shares are acquired by way of gift)	Yes



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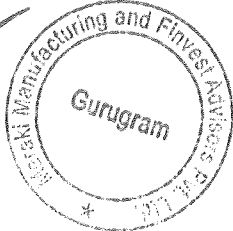
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
a.	Each Acquirer / Transferee(*) Refer <b>Annexure – A</b>				
	Meraki Manufacturing and Finvest Advisors Private Limited*	0	0.00	1,17,90,841	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
	<b>Total Promoter Shareholding</b>	<b>6,77,79,978</b>	<b>50.102</b>	<b>6,77,79,978</b>	<b>50.102</b>
	<b>Non-Promoter (Public Shareholding)</b>	<b>6,75,05,022</b>	<b>49.898</b>	<b>6,75,05,022</b>	<b>49.898</b>
	<b>Total Share Capital</b>	<b>13,52,85,000</b>	<b>100.00</b>	<b>13,52,85,000</b>	<b>100.00</b>

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

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

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

  
Arun Kapur  
Director  
DIN: 00100270



Date: 30<sup>th</sup> March, 2017  
Place: Gurugram

Note: (\*) Shareholding of each entity shall 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.

## MERAKI MANUFACTURING AND FINVEST ADVISORS PVT. LTD.

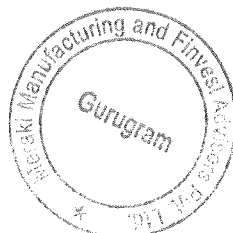
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### Annexure - A

#### 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
<b>Promoters and Promoters Group</b>					
<b>A</b>	<b>Persons (other than Acquirer and Seller)</b>				
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 Pvt. Ltd.*	75,70,628	5.596	75,70,628	5.596
	<b>Sub-Total (A)</b>	<b>3,51,50,816</b>	<b>25.983</b>	<b>3,51,50,816</b>	<b>25.983</b>
<b>B</b>	<b>Seller(s)</b>				
12.	Kapsons Associates Investments Pvt. Ltd.	3,26,29,162	24.119	2,08,38,321	15.403
	<b>Sub-Total (B)</b>	<b>3,26,29,162</b>	<b>24.119</b>	<b>2,08,38,321</b>	<b>15.403</b>
<b>C.</b>	<b>Acquirer</b>				
13.	Meraki Manufacturing and Finvest Advisors Private Limited	0	0.00	1,17,90,841	8.716
	<b>Sub-Total (C)</b>	<b>0</b>	<b>0.00</b>	<b>1,17,90,841</b>	<b>8.716</b>
	<b>Total (A+B+C)</b>	<b>6,77,79,978</b>	<b>50.102</b>	<b>6,77,79,978</b>	<b>50.102</b>

\*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 28<sup>th</sup> March, 2017 by Higain Investments Private Limited in regard to acquisition (inter-se transfer) by way of gift of **12,56,100 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.




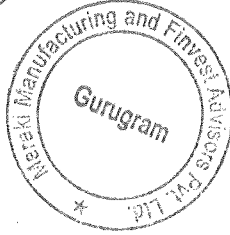
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\*\*The holding of Kapsons Associates Investments Private Limited has been disclosed after the inter se transfer of 62,87,888 Equity Shares of Re.1/- each (fully paid) being 4.648% of the paid up capital of TC to Higain Investments Private Limited.

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

  
Arun Kapur  
Director  
DIN: 00100270



Date: 30<sup>th</sup> March, 2017  
Place: Gurugram

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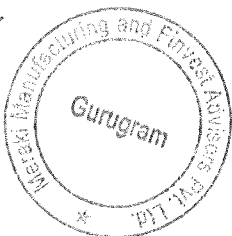
### Annexure - B

Details of Shareholding Pattern of Meraki Manufacturing and Finvest Advisors Private Limited as on 15<sup>th</sup> 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
	<b>Total</b>	<b>11,000</b>	<b>100</b>

for Meraki Manufacturing and Finvest Advisors Private Limited

  
Arun Kapur  
Director  
DIN: 00100270



Date: 30<sup>th</sup> March, 2017

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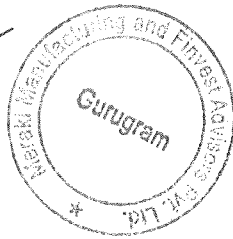
### Annexure - C

Details of Shareholding Pattern of Kapsons Associates Investments Private Limited as on 15<sup>th</sup> 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
	<b>Total</b>	<b>17,15,150</b>	<b>100</b>

for Meraki Manufacturing and Finvest Advisors Private Limited

  
Arun Kapur  
Director  
DIN: 00100270



Date: 30<sup>th</sup> March, 2017

Place: Gurugram