

RAIL:SEC:2017

September 01, 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 - 400 051  Scrip Code - <b>RICOAUTO</b>
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Sub : **Notice of AGM**

Dear Sir/Madam,

In continuation to our letter dated 8<sup>th</sup> August, 2017, attached herewith the soft copy of Notice of AGM to be held on Friday, 22<sup>nd</sup> day of September, 2017.

Also enclosed herewith the published copy of Notice of AGM, Book Closure and E-voting, in the following Newspapers:

- |     |  |   |            |
|-----|--|---|------------|
| i)  | Veer Arjun (Hindi Newspaper), New Delhi          | - | 01/09/2017 |
| ii) | Business Standard (English Newspaper), New Delhi | - | 01/09/2017 |

Thanking you,

Yours faithfully,  
for Rico Auto Industries Limited



**B.M. Jhamb**  
Company Secretary  
FCS : 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 ANNUAL GENERAL MEETING**

Notice is hereby given that the 34<sup>th</sup> ANNUAL GENERAL MEETING of the Members of RICO AUTO INDUSTRIES LIMITED will be held on Friday, the 22<sup>nd</sup> day of September, 2017 at 12.00 Noon at the Registered Office of the Company at 38 KM Stone, Delhi-Jaipur Highway, Gurugram - 122001, Haryana to transact the following business:

**ORDINARY BUSINESS**

- To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2017 including Audited Balance Sheet and the Statement of Profit and Loss for the year ended on that date together with the Reports of Directors' and Auditor's thereon.
- To declare Dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2017. The Board has recommended 75% Dividend i.e. ₹0.75 (Seventy Five paise) per Equity Share of ₹1/- each.
- To appoint a Director in place of Shri Rakesh Kapur (DIN: 00100359), who retires by rotation and being eligible, offers himself for re-appointment.

**4. Appointment of Statutory Auditors and to fix their Remuneration**

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

"Resolved that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] M/s. Walker Chandok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) be and are hereby re-appointed as Statutory Auditors of the Company, to hold such office for a term of five consecutive years i.e. from the conclusion of this 34<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the 39<sup>th</sup> AGM of the Company, subject to ratification by the Members of the Company at every AGM held after this AGM, on such remuneration as may be mutually agreed between the Board of Directors or any Committee thereof and the Statutory Auditors."

**SPECIAL BUSINESS****5. Ratification of Remuneration of the Cost Auditors**

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

"Resolved that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the total remuneration of ₹1.50 lakhs (Rupees One lakh fifty thousand only) plus applicable taxes and out of pocket expenses payable to M/s. J.K. Kabra & Co., Cost Accountants (Firm Registration No. 000009), for carrying out Cost Audit of the Company be and is hereby ratified for the financial year 2017-18."

"Resolved further that the Board of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**6. Approval of Related Party Transactions**

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

"Resolved that pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Section 188 of the Companies Act, 2013, read with relevant Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and subject to such other approvals, sanctions as may be required from other authorities under any laws or regulations or guidelines and after such alterations and modifications as may be specified by such other authorities while according the approval or sanction, wherever applicable, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall unless repugnant to the context and meaning, be deemed to include duly constituted committee thereof or any person authorized by the Board in this behalf) to continue to enter into ongoing related party contracts/arrangements/transactions with Rico Aluminium and Ferrous Auto Components Limited, a step-down subsidiary of the Company, relating to sale, purchase or supply of products, goods or materials or availing or rendering of services and leasing of property of any kind (movable or

immovable) up to an amount of ₹500.00 crores (Rupees Five hundred crores only) for the financial year 2017-18 on such terms and conditions as may be decided by the Board."

"Resolved further that the Board of the Company be and is hereby authorized to do and perform all such acts, matters, deeds and things as may be necessary, without further referring to the Members of the Company in order to give effect to this resolution."

"Resolved further that all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects."

**7. Approval of payment of Remuneration to Shri Arvind Kapur (DIN:00096308), Chairman, CEO & Managing Director of the Company**

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

"Resolved that pursuant to the provisions of Sections 197, 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] and subject to the approval of the Central Government and other statutory approvals, if any, the consent of the Company be and is hereby accorded to the payment of remuneration to Shri Arvind Kapur (DIN:00096308), Chairman, CEO & Managing Director of the Company for remaining tenure of his service w.e.f. 17<sup>th</sup> December, 2017 to 16<sup>th</sup> December, 2019 on the following terms and conditions:

- Salary : ₹325.00 lakhs per annum
- Perquisites and Allowances : ₹50.00 lakhs per annum

The perquisites and allowances payable shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/or allowance for utilisation of gas, electricity, water, furnishing and repairs; medical reimbursement and leave travel concession for self and family including dependents, club fees, medical insurance and personal accident insurance; and such other perquisites and/or allowances as may be determined from time to time up to the amounts specified above.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any rules thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force]. However, the Company's Contribution to Provident Fund and Superannuation Fund or Annuity Fund to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961, Gratuity, if payable, under the Company's rules shall not exceed half a month's salary for each completed year of service, Earned Leave and its Encashment on full pay and allowances as per the rules of the Company, but not exceeding one month's leave for every eleven months of service. Provision of car with driver for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.

**Ceiling on Remuneration:** The aggregate remuneration shall not exceed the limits provided in Section 197 of the Companies Act, 2013 except with the previous approval of the Central Government.

Pursuant to Sub-paragraph A of Section II of Part II of Schedule V and other applicable provisions of the Companies Act, 2013, if any, and subject to such approvals as may be necessary, wherein, in any financial year during the tenure of his service, the Company has no profits or its profits are inadequate, the Company may pay to Shri Arvind Kapur, Chairman, CEO & Managing Director remuneration by way of salary, perquisites and other benefits as mentioned above as minimum remuneration or such other limits as may be approved by the Central Government from time to time in this regard.

- Commission: Commission shall be paid over and above the total remuneration based on net profits of the Company in a particular year, which put together with salary and perquisites shall be subject to the overall ceiling specified in Section 197 and Section I of Part II of Schedule V of the Companies Act, 2013."

"Resolved further that the Board be and is hereby authorised to do all

such acts, deeds, matters and things as may be necessary, expedient or desirable including seeking approvals of the Government and/or other authorities as may be applicable and to settle any question that may arise in relation thereto, in order to give effect to this resolution."

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

**B.M. Jhamb**

Company Secretary  
FCS No. 2446

Place : New Delhi  
Date : August 04, 2017

**NOTES:**

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING (BY 12.00 NOON ON 20<sup>TH</sup> SEPTEMBER, 2017).**

**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

- The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, concerning the Special Business in the Notice is annexed and forms part of this Notice.
- The Register of Members and the Share Transfer Books of the Company will remain closed from 16<sup>th</sup> September, 2017 to 22<sup>nd</sup> September, 2017 (both days inclusive).
- Dividend to Members as recommended by the Board of Directors for the year ended 31<sup>st</sup> March, 2017, when declared at the meeting, will be paid:
  - to those Members whose names appear in the Register of Members of the Company, after giving effect to all valid share transfers in physical form lodged with the Company or its Registrar on or before 15<sup>th</sup> September, 2017; and
  - in respect of shares held in electronic form, to those "beneficiaries" whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), at the end of business hours on 15<sup>th</sup> September, 2017.

The Company will dispatch the dividend warrants on or after 27<sup>th</sup> September, 2017 onwards.

- Members are requested to notify change in their address, if any.
- Members are requested to send their queries at least ten days before the date of the meeting to the Company Secretary of the Company at its Registered Office so that information can be made available at the Annual General Meeting.
- Members holding shares in physical form, who have not yet forwarded details either of their Bank Account or National Electronic Clearing Service (NECS) mandates, are requested to furnish the same to the Company.
- In case of jointholders attending the meeting only such jointholder who is higher in the order of names will be entitled to vote.
- Members holding shares in dematerialized mode are requested to intimate all changes with respect to their Bank details, NECS mandates, nomination and address to their Depository Participant (DP).
- The amount of unclaimed dividend for and upto the financial year ended 31<sup>st</sup> March, 1994 has already been transferred to the General Revenue Account of the Central Government. Members who have so far not claimed dividend upto the aforesaid financial year may claim their dividend from the Registrar of Companies, NCT of Delhi and Haryana by submitting an application in the prescribed form.
  - Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 (the Act), the amount of dividend which remains unpaid/unclaimed for a period of 7 years is transferred to the "Investor Education and Protection Fund" (IEPF), constituted by the Central Government. As such, Member(s) who have not yet encashed their dividend warrant(s) are requested in their own interest to write to the

Company for claiming outstanding dividend declared by the Company from the financial year 2009-10 or any subsequent financial years. It may be noted that once the unclaimed dividend is transferred, on the expiry of seven years, to the IEPF, as stated herein, no claim with the Company shall lie in respect thereof.

The amount of unpaid or unclaimed dividend relating to the financial year ended 31<sup>st</sup> March, 1995 to 31<sup>st</sup> March, 2009, have already been transferred to the IEPF.

- Pursuant to Rule 5(8) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, your Company has uploaded the Form IEPF-2 containing the details of amount of Dividend lying unclaimed/un-encashed, as on the date of last Annual General Meeting, on the website of MCA as well as on its own website: <http://www.ricoauto.com/investor-relation.html>
- Attention is drawn to the provisions of section 124(6) of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 which require a Company to transfer to the DEMAT Account of IEPF authority all shares in respect of which dividends has not been paid or claimed for 7 (seven) consecutive years or more.

In accordance with the aforesaid provisions of the Act and read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already intimated those shareholders who had not encashed any dividend warrant for seven consecutive years or more, that their shares are liable to be transferred to DEMAT Account of IEPF Authority. Please note that claim shall lie against the Company in respect of the shares so transferred to IEPF.

- As required by the Clause F of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has already transferred the shares to "Unclaimed Shares Suspense Account" being maintained with the ICICI Bank Limited and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. The Members who are still holding the Equity Shares of face value of ₹10/- each or shares of the erstwhile Rico Agroils Limited are requested to surrender the respective Share Certificate(s) to the Company at its Registered Office, to enable the Company to issue the Equity Shares of face value of ₹1/- each out of the said account.
- Members must quote their Folio No./DP ID/Client ID No. and contact details such as e-mail ID, telephone number etc. in all correspondence with the Company/Registrar & Share Transfer Agent (RTA) of the Company.
- As per the Circulars issued by the Securities and Exchange Board of India (SEBI), it is mandatory to quote PAN for transfer, transmission or transposition of shares in physical form. Therefore, the Members are requested to furnish a self attested copy of their PAN Card to the Company/Registrar & Share Transfer Agent of the Company.
- All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days except Sundays and Public Holidays between 10.00 a.m. to 12.30 p.m. upto the date of the Annual General Meeting.
- The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 and the eligibility certificate from Auditors of the Company will be available for inspection at the Annual General Meeting.
- The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies, therefore, Members are requested to provide their e-mail IDs to the Company or to RTA or their Depository Participant (DP), as the case may be, for serving of documents by electronic mode.
- Corporate Members intending to send their Authorized Representative(s) are required to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at this Annual General Meeting.
- Pursuant to the provisions of Section 72 of the Companies Act, 2013, the Member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective DP for availing this facility.
- Electronic copy of the Notice is being sent to all Members holding shares in demat mode whose e-mail IDs are available with the Depository Participant(s) and to all Members holding shares in physical mode whose email IDs are registered with the Company/RTA for communication purposes unless any Member has requested for a physical copy of the same. For Members who have not registered their email IDs, physical

copies of the Notice of 34<sup>th</sup> Annual General Meeting are being sent through the permitted mode.

20. Members may also note that the Notice of the 34<sup>th</sup> Annual General Meeting is also available on the Company's website:

<http://www.ricoauto.com/investor-relation.html>

21. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members a facility to exercise their right to vote on resolutions proposed to be considered and passed at the 34<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- A) The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- B) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- C) The remote e-voting period commences on Tuesday, 19<sup>th</sup> September, 2017 (9.00 a.m. IST) and ends on Thursday 21<sup>st</sup> September, 2017 (5.00 p.m. IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 15<sup>th</sup> September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- D) The Member(s) whose e-mail ID is registered with the Company/ Depository Participant(s), an e-mail containing user ID and Password for casting votes by remote e-voting shall be sent by NSDL at the registered e-mail address of the Member(s).
- E) The Member(s) whose email 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.co.in](mailto:evoting@nsdl.co.in) or by contacting NSDL at the toll free no. **1800-222-990** mentioning their demat account no./folio no. If Members have their user ID and password they can use the same for voting. If they forget the same, then they can use the "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- F) The process and manner for remote e-voting are as under:

The Member(s) who receives an email from NSDL (for Members whose email addresses are registered with the Company/Depository) is advised to take the following steps for casting his/her vote by remote e-voting:

- i) Open email and open PDF file viz; "e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.  
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".
- ii) Launch internet browser by typing the following URL:  
<https://www.evoting.nsdl.com>
- iii) Click on "Shareholder - Login".
- iv) Enter user ID and password as initial password/PIN noted in step (i) above. Click Login.
- v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi) Home page of remote e-voting opens. Click on "remote e-voting: Active Voting Cycles".
- vii) Select "EVEN" (Electronic Voting Event Number) of "Rico Auto Industries Limited" and click on "SUBMIT".
- viii) Now you are ready for remote e-voting as "Cast Vote" page opens.

- ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii) Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are requested to send scanned copy (PDF/JPG 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 to [kks445@gmail.com](mailto:kks445@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. **1800-222-990**.

- G) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- H) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 15<sup>th</sup> September, 2017.
- I) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Friday, 15<sup>th</sup> September, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

However, If a Member is already registered with NSDL for remote e-voting, then he/she can use his/her existing user ID and password for casting the vote. If a Member forgets the password, the password can be reset by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or by contacting NSDL at the toll free no. **1800-222-990**.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID + Client ID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).

- J) Kindly note that the members can opt only one mode of voting i.e. either by Ballot Paper or E-voting. If you are opting E-voting, then please do not vote by Ballot Paper and vice versa. However, in case Members cast their vote through Physical Ballot and E-voting, then voting done through E-voting shall prevail and voting done by Physical Ballot will be treated as cancelled.
- K) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- L) The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.
- M) Shri K.K. Sachdeva, of M/s. K.K. Sachdeva & Associates, Company Secretaries (CP No.4721, FCS No.7153), has been appointed by the Board of Directors of the Company as Scrutinizer to scrutinize the remote e-voting and voting process at AGM in a fair and transparent manner.
- N) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- O) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company <http://www.ricoauto.com/investor-relation.html> and on the

website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and the same shall be communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results shall also be displayed on the Notice Board of the Company at the Registered Office of the Company.

22. The information/details as required by the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings in respect of Director seeking appointment/re-appointment at ensuing 34<sup>th</sup> AGM are given hereunder.

<b>Name of the Director</b>	Shri Rakesh Kapur
<b>DIN</b>	00100359
<b>Date of Birth</b>	9 <sup>th</sup> February, 1955
<b>Date of Appointment</b>	30 <sup>th</sup> January, 1985
<b>Qualifications</b>	B.Com
<b>Expertise in Specific Functional Area</b>	Shri Rakesh Kapur has about 39 years of Industrial and Administrative experience to his credit.
<b>List of Directorships in other Companies</b>	<ol style="list-style-type: none"> <li>1. Rico Castings Limited</li> <li>2. Rico Jinfei Wheels Limited</li> <li>3. Uttarakhand Automotives Limited</li> <li>4. Rico Auto Industries Inc., USA</li> <li>5. Kapsons Associates Investments Private Limited</li> <li>6. Higain Investments Private Limited</li> <li>7. Magpie Finvest Advisors Private Limited</li> <li>8. Meraki Manufacturing and Finvest Advisors Private Limited</li> <li>9. Ishvara Manufacturing and Finvest Advisors Private Limited</li> </ol>
<b>Chairman/Member of the Committee of the Board of Directors of Public Companies</b>	<b>Rico Auto Industries Limited:</b> <ol style="list-style-type: none"> <li>1. Corporate Social Responsibility Committee</li> <li>2. Stakeholders Relationship Committee</li> <li>3. Share Transfer Committee</li> <li>4. Finance Committee</li> </ol> <b>Uttarakhand Automotives Limited:</b> <ol style="list-style-type: none"> <li>1. Corporate Social Responsibility Committee</li> </ol>
<b>Shareholding in the Company</b>	23,98,720 (1.77%) Equity Shares of ₹1/- each
<b>Relation with other Directors of the Company</b>	Shri Rakesh Kapur is brother of Shri Arvind Kapur and Shri Arun Kapur and husband of Smt.Upasna Kapur.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item No. 4

This Explanatory Statement is provided though strictly not required as per Section 102 of the Companies Act, 2013.

M/s. Walker Chandio & Co LLP, Chartered Accountants, (Firm Registration No. 001076N/N500013) were appointed as Statutory Auditors of the Company for a period of three years at 31<sup>st</sup> Annual General Meeting (AGM) of the Company held on 30<sup>th</sup> September, 2014 and will complete three years as Statutory Auditors of the Company at this AGM. Before this term, they have served as Statutory Auditors for a term of two years, which was completed at 31<sup>st</sup> AGM held on 30<sup>th</sup> September, 2014. In aggregate, they have completed their first term of five years as the Statutory Auditors of the Company.

As per Section 139 of the Companies Act, 2013 (the Act), no listed Company can re-appoint an audit firm as Auditors for more than two terms of five consecutive years each. M/s. Walker Chandio & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) being eligible for re-appointment for their second term, have furnished their consent to act as Statutory Auditors and also provided a certificate to the effect that their re-appointment, if made, shall be in accordance with the conditions laid down in the Act and they satisfy the criteria provided under Section 141 of the Act. Accordingly, the approval of the members is being sought by means of an Ordinary Resolution for the re-appointment of M/s. Walker Chandio & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), as the Statutory Auditors of the Company for a period of five consecutive years effective from the conclusion of this AGM till the conclusion of the 39<sup>th</sup> AGM.

The Board, on the recommendation of the Audit Committee, recommends the re-appointment of the Statutory Auditors of the Company as set out in the Ordinary Resolution at Item No.4 for your approval.

None of the Directors and Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financially or otherwise, in the aforesaid resolution.

### Item No. 5

Pursuant to the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Board, on the recommendation of the Audit Committee, at its meeting held on 4<sup>th</sup> August, 2017, has approved the appointment of M/s. J. K. Kabra & Co., Cost Accountants (Firm Registration No. 000009) as the Cost Auditors of the Company for the financial year 2017-18 on a total remuneration of ₹1.50 lakhs (Rupees One lakh fifty thousand only) plus applicable tax and out of pocket expenses. The remuneration payable to the Cost Auditors is required to be ratified by the Shareholders in accordance with the provisions of the Act and Rules made thereunder.

Accordingly the consent of the Members is being sought for ratification of the remuneration payable to Cost Auditors for the financial year 2017-18.

The Board, therefore, recommends the Ordinary Resolution as set out at Item No.5 for your approval.

None of the Directors and Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financially or otherwise, in the aforesaid resolution.

### Item No. 6

M/s. Rico Aluminium and Ferrous Auto Components Limited (RAFA) having CIN:U34300HR2008PLC037956 is a step-down subsidiary of Rico Auto Industries Limited and is a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2 (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of the Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require approval of the Shareholders through resolution and the related parties shall abstain from voting on such resolutions whether the entity is a related party to a particular transaction or not.

For this purpose, the term "Material Transaction" means any transaction entered either individually or taken together with previous transactions during a financial year, that exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Moreover, the estimated value of the transactions relating to ongoing sale, purchase or receipt of products, goods and materials or availing or rendering of services and leasing of property of any kind (movable or immovable) with RAFA during the financial year 2017-18 are likely to exceed the threshold prescribed under Explanation to Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and will be considered material and therefore would require the approval of shareholders of the Company by way of Ordinary Resolution.

The particulars of the Contracts/Arrangements/Transactions pursuant to sub-rule (3) of Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

**Name of Related party:** M/s. Rico Aluminium and Ferrous Auto Components Limited

**Name of Director or Key Managerial Personnel who is related:** Except to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel and their relatives is interested or concerned, financially or otherwise, in the aforesaid resolution.

**Nature of Relationship:** M/s. Rico Aluminium and Ferrous Auto Components Limited is step-down subsidiary of M/s. Rico Auto Industries Limited.

**Material Terms of the Contract/Arrangements/Transactions:** Sale, purchase, or receipt of products, goods and materials or availing or rendering of services and leasing of property of any kind (movable or immovable) are in the ordinary course of business and on arm's length basis.

**Monetary Value:** In respect of Rico Aluminium and Ferrous Auto Components Limited, it is likely to grow up to an amount of ₹500.00 crores (Rupees Five hundred crores only) in the financial year 2017-18.

**Any other information relevant or important for the Members to make decision on proposed Transaction:** The proposed contracts/transactions/arrangements with the above mentioned related party have been approved by the Audit Committee and by the Board of Directors of the Company in their meetings duly held on 4<sup>th</sup> August, 2017 respectively for recommending the same to shareholders of the Company for their approval.

The Board, therefore, recommends the Ordinary Resolution as set out at Item No.6 for your approval.

## Item No. 7

Shri Arvind Kapur (DIN: 00096308) is the Managing Director of the Company since December, 1984. Present terms of appointment of Shri Arvind Kapur, Chairman, CEO & Managing Director were approved by the Shareholders by passing a special resolution through Postal Ballot on 14<sup>th</sup> March, 2015 for five years w.e.f. 17<sup>th</sup> December, 2014. The terms of his remuneration were also approved by the Shareholders for a period of three years effective from 17<sup>th</sup> December 2014 upto 16<sup>th</sup> December, 2017 and subsequently by the Central Government vide its letter dated 30<sup>th</sup> June, 2015.

In view of above, the terms of remuneration payable to Shri Arvind Kapur, Chairman, CEO & Managing Director needs to be approved w.e.f. 17<sup>th</sup> December, 2017 for the remaining tenure of his service. In terms of the provisions of Section 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, payment of remuneration of the Managing Director requires approval of the Shareholders.

Considering the increase in responsibilities being shouldered by Shri Arvind Kapur in the context of increased volume of business of the Company and continue to avail his services for carrying out the business operations of the Company, your Board of Directors felt it appropriate, subject to your approval to pay Shri Arvind Kapur, Chairman, CEO & Managing Director the remuneration as detailed in the resolution, which commensurate with the responsibilities undertaken by him. The remuneration payable to him is for a period of two years effective from 17<sup>th</sup> December, 2017 upto 16<sup>th</sup> December, 2019. The Nomination and Remuneration Committee in its meeting held on 4<sup>th</sup> August, 2017 has approved and recommended the proposed remuneration payable to him which is subject to your approval and approval of the Central Government.

The Board, therefore, recommends the Special Resolution as set out at Item No.7 of the Notice for your approval.

The Explanatory Statement together with the accompanying Notice should be treated as an abstract of the terms and memorandum of interest of the Directors under section 190 of the Companies Act, 2013.

Except Shri Arvind Kapur, Shri Arun Kapur and Shri Rakesh Kapur being relative, none of the Directors and Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financially or otherwise, in the aforesaid resolution.

The particulars required to be disclosed in the Explanatory Statement in accordance with the provisions of Sub-paragraph (B) of Section II of Part II of Schedule V of the Companies Act, 2013 are given below:

### I. GENERAL INFORMATION

#### 1. Nature of Industry

The Company is a part of Indian Auto Components Manufacturing Industry and is engaged in the business of manufacturing high precision fully machined aluminium and ferrous components and assemblies for Original Equipment Manufacturers (OEMs) across the globe.

#### 2. Date of Commercial Production

Commercial production has already commenced.

#### 3. Financial Performance

The financial performance of the Company (Audited) during the last five years is as under:

(₹ in Crores)

Financial Parameters	Year ended 31/03/2013	Year ended 31/03/2014	Year ended 31/03/2015	Year ended 31/03/2016	Year ended 31/03/2017
Gross Revenue	1185.57	1041.62	943.9	990.05	1036.05
Net Profit (As computed under Sec.198)	9.21	4.09	(58.65)	38.02	54.24
Net Profit as per Profit & Loss Account	10.16	2.63	171.87	27.07	42.59
Amount of dividend paid including tax	2.37	1.58	48.7	9.78	—
Rate of dividend declared	15% (Paise Fifteen per share)	10% (Paise Ten per share)	300% (₹3/- per share) (Interim 100% and Final 200%)	60% (Paise Sixty per share) (Interim 50% and Final 10%)	Proposed 75% (Paise Seventy five per share)

#### 4. Financial Performance based on given indicators

The Company's sales are impacted corresponding to growth of Indian Auto Component Industry.

#### 5. Foreign Investments or Collaborations, if any

Holding of FII's/NRI's/OCB's/Foreign Companies in the Company as on 31<sup>st</sup> March, 2017 is 2.37%. The Company has no foreign collaboration as on date. The Company has two Foreign Wholly Owned Subsidiaries namely:

- Rico Auto Industries Inc., USA
- Rico Auto Industries (UK) Limited, U.K.

### II. INFORMATION ABOUT THE APPOINTEE

#### 1. Background Details

Shri Arvind Kapur born on 5<sup>th</sup> July, 1950 is a Science Graduate from St. Stephen's College, University of Delhi and has done President Management Program from Harvard Business School, USA. He is the Co-promoter of the Company and is presently the Chairman, CEO & Managing Director of the Company.

Shri Arvind Kapur has an enriched and vast experience of more than four decades in the industry to his credit and has been instrumental in the growth of your Company. Under his leadership, your Company's turnover has been increased to ₹1036.05 crores from ₹0.87 crore since 1986.

#### 2. Past Remuneration

The remuneration drawn by Shri Arvind Kapur during the past five years is as under:

Financial Year Ended	Amount (₹ in Crores)
31 <sup>st</sup> March, 2013	— 1.39
31 <sup>st</sup> March, 2014	— 1.40
31 <sup>st</sup> March, 2015	— 1.35
31 <sup>st</sup> March, 2016	— 2.06
31 <sup>st</sup> March, 2017	— 2.92

#### 3. Recognition and Awards

He is also Director of the following Companies:

- Rico Auto Industries Limited
- Rico Jinfei Wheels Limited
- Rico Investments Limited
- Rico Auto Industries Inc., USA
- Rico Auto Industries (U.K.) Limited, U. K.
- Sandhar Technologies Limited
- Magna Rico Powertrain Private Limited
- Kapsons Associates Investments Private Limited
- Higain Investments Private Limited
- ASN Properties Private Limited
- Haridwar Estates Private Limited
- KDB Investments Private Limited
- Meraki Manufacturing and Finvest Advisors Private Limited
- AAK Manufacturing and Consultancy Private Limited

He is member of the Committees of following Companies:

- Rico Auto Industries Limited
  - Share Transfer Committee — Chairman
  - Finance Committee — Chairman
  - Budget & Investment Committee — Member
  - Nomination & Remuneration Committee — Member
- Sandhar Technologies Limited
  - Audit Committee — Member

He is member of the following Organisations/Concerns:

- Automotive Components Manufacturers Association of India (ACMA) — Past President Chairman – Trade Fairs & Auto Expo
- CII – Northern Regional Council — Chairman – Special Task Force & Make in India

#### 4. Job Profile & Suitability

Shri Arvind Kapur, Chairman, CEO & Managing Director is vested with substantial powers of the Company under the superintendence, control and directions of the Board of Directors. He has been associated with the Company since 1983 and has vast experience of more than four decades in the field of business strategy and development, planning, marketing and distribution, finance, production technology etc. Your Company has plants at Dharuhera, Gurugram, Haridwar, Bawal, Chennai and Sanand for Aluminium High Pressure Die Casting (HPDC) and the Ferrous Foundry at Gurugram and IMT Manesar. The other projects are also in pipe line. At present the Company has one Joint Venture Company engaged in the manufacturing of auto components. Considering the performance of existing projects and expansion plans, the Company is expected to register a growth in the years to come. He is devoting his full time in managing the business of the Company. He is, therefore, best suitable for the job.

#### 5. Remuneration Proposed (17/12/2017 to 16/12/2019)

- a) Salary : ₹325.00 lakhs per annum
- b) Perquisites and Allowances : ₹50.00 lakhs per annum

#### 6. Comparative Remuneration Profile with respect to industry, size of the Company, profile of the position and person

The remuneration proposed to be paid to Shri Arvind Kapur is in line with the remuneration paid to the managerial personnel in other Companies engaged in the similar Industry. At present, he is looking after our plants at Dharuhera, Gurugram, IMT Manesar, Haridwar, Bawal, Chennai and Sanand and one Joint Venture Company, five Subsidiary Companies and three step-down Subsidiary Companies.

All these plants and offices are under his supervision. Keeping in view his job profile and position and responsibilities being shouldered by Shri Arvind Kapur, remuneration being given is even below par. The Nomination and Remuneration Committee while recommending the proposed resolution has taken into account all these factors.

#### 7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Besides the remuneration proposed herein, Shri Arvind Kapur has no other pecuniary relationship with the Company. He is related to

Shri Arun Kapur, Joint Managing Director and Shri Rakesh Kapur, Director of the Company.

### III. OTHER INFORMATION

#### 1. Reasons of Inadequate Profits

The Company has a consistent profit and dividend track record. The Company has earned a net profit of ₹42.59 Crores for the financial year ended 31<sup>st</sup> March, 2017. Currently, the Company is into growth phase and investing on additional capacities and technical knowledge build up having a temporary impact on current margins. Hence, the profits are inadequate.

#### 2. Steps taken or proposed to be taken for improvement

The Company is taking series of strategic and operational measures to improve the profitability. Steps are being taken to reduce cost of inputs and increase the productivity and profits.

#### 3. Expected increase in Productivity and Profits in Measurable Terms

The aforesaid steps being taken by the Company would increase the productivity and profits of the Company. The Company would continue its endeavour to increase the revenues to improve the profitability in the coming years.

### IV. DISCLOSURES

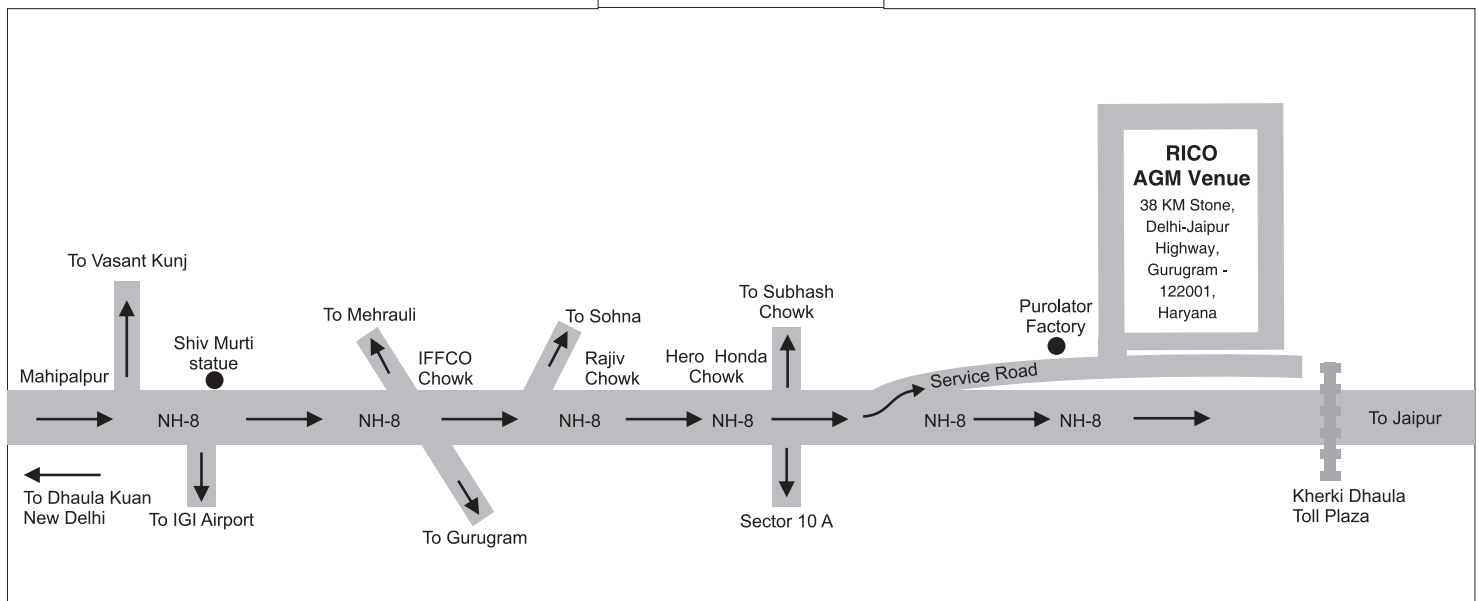
The requisite disclosures of remuneration package etc. have been mentioned in the Special Resolution at Item No.7 of the AGM Notice. At present, there is no stock option scheme available in the Company. The Disclosures are regularly provided in the Annual Report.

By Order of the Board  
for Rico Auto Industries Limited

**B.M. Jhamb**  
Company Secretary  
FCS No. 2446

Place : New Delhi  
Date : August 04, 2017

## ROUTE MAP



**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

**Attendance Slip**

(To be presented at the entrance)

I hereby record my presence at the 34<sup>th</sup> Annual General Meeting of the Company held on Friday, the 22<sup>nd</sup> day of September, 2017 at 12.00 Noon at the Registered Office of the Company at 38 KM Stone, Delhi-Jaipur Highway, Gurugram - 122001, Haryana.

Folio No. .... DP ID No. .... Client ID No. .... No. of Shares Held .....

Name of the Member.....Signature .....

Name of the Proxyholder.....Signature .....

1. Only Member/Proxyholder can attend the Meeting.
2. Signature of Member/Proxyholder should be as per specimen registered/recorded with the Company/Depository.

**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

**Proxy Form (MGT-11)**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : .....

Registered Address : .....

E-mail ID : .....

Folio No. : ..... DP ID No. : ..... Client ID No. : .....

I/We, being the Member(s) of Rico Auto Industries Limited, holding ..... Shares hereby appoint:

1. Name : ..... E-mail ID : .....  
Address : .....  
..... Signature : ....., or failing him/her
2. Name : ..... E-mail ID : .....  
Address : .....  
..... Signature : ....., or failing him/her
3. Name : ..... E-mail ID : .....  
Address : .....  
..... Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, the 22<sup>nd</sup> day of September, 2017 at 12.00 Noon at the Registered Office of the Company at 38 KM Stone, Delhi-Jaipur Highway, Gurugram - 122001, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
<b>Ordinary Business</b>			
1.	Adoption of the Audited Standalone and Consolidated Financial Statements for the year ended 31 <sup>st</sup> March, 2017 together with the Reports of Directors' and Auditor's thereon.		
2.	Declaration of 75% Dividend on Equity Shares for the financial year 2016-17.		
3.	Re-appointment of Shri Rakesh Kapur (DIN: 00100359) as Director.		
4.	Appointment of M/s. Walker Chandio & Co LLP (Firm Registration No. 001076N/N500013), Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration.		
<b>Special Business</b>			
5.	Ratification of Remuneration of Cost Auditors.		
6.	Approval of Related Party Transactions.		
7.	Approval of payment of Remuneration to Shri Arvind Kapur (DIN:00096308), Chairman, CEO & Managing Director of the Company.		

Signed this.....day of ..... 2017

Signature of the Member.....

Signature of Proxyholder(s).....

Affix Fifteen  
Paise Revenue  
Stamp

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting (by 12.00 Noon on 20<sup>th</sup> September, 2017).
2. For the Resolutions, Explanatory Statement and Notes please refer to the Notice of the 34<sup>th</sup> Annual General Meeting.
3. \*It is optional to put a tick (✓) mark in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of Member(s) in above box before submission to the Company.



7 वीर अर्जुन, नई दिल्ली, 1 सितम्बर, 2017

## **RIKO AUTO INDUSTRIES LIMITED**

Regd. & Corp. Office: 38 KM Stone, Delhi-Jaipur Highway, Gurugram-122001, Haryana (INDIA)  
Tel: 0124 2824000, Fax: 0124 2824200, Email: cs@ricoauto.in,  
Website: www.ricoauto.in, CIN: L34300HR1983PLC023187

### **NOTICE OF AGM, BOOK CLOSURE AND E-VOTING**

Notice is hereby given that the 34th Annual General Meeting (AGM) of the Company will be held on Friday, 22nd September, 2017 at 12.00 Noon at the Registered Office of the Company at 38 KM Stone, Delhi-Jaipur Highway, Gurugram - 122 001, Haryana to transact the business as mentioned in the Notice and Explanatory Statement alongwith Attendance Slip and Proxy Form has been sent on 28th August, 2017 to the Members individually through Registered Post whose e-mail ID is not registered and on 31st August, 2017 through e-mail whose e-mail ID is registered with the Depository/Registrar & Transfer Agent.

#### **Book Closure and Dividend**

Notice is also hereby given that the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 16th September, 2017 to Friday, 22nd September, 2017 (both days inclusive) for the purpose of AGM and ascertaining the entitlement of members for the payment of Dividend (75%) for the year ended 31st March, 2017. The dividend, if declared, will be paid on or after 27th September, 2017 to those Members, whose names appear as:

- i) Beneficial Owners as at the end of business hours on 15th September, 2017 in the lists to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of the shares held in electronic form; and
- ii) Members in the Register of Members of the Company as on 15th September, 2017, after giving effect to all valid share transfers in physical form lodged with the Company on or before 15th September, 2017.

Transfer Deeds, Advice for Change of Address, Bank Details, NECS Details, Dividend Mandates, if any, in case of Physical Shares should be lodged with the Registrar and Share Transfer Agent namely M/s. MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase I, New Delhi - 110 020, Phone: (011) 41406149, E-mail: admin@mcsregistrars.com.

#### **Remote E-voting Facility**

The Company is providing the Members a facility to cast their votes electronically through the remote e-voting services provided by NSDL in respect of items of business as detailed in the AGM Notice.

Members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e. Friday, 15th September, 2017 may cast their vote electronically or at the AGM. Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to vote at the AGM. Members who have acquired shares after the dispatch of the Notice of AGM and holding shares as on cut-off date i.e. Friday, 15th September, 2017, may obtain the user ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). The remote e-voting period will commence on Tuesday, 19th September, 2017 (9.00 a.m. IST) and will end on Thursday, 21st September, 2017 (5.00 p.m. IST), thereafter the remote e-voting module shall be disabled by NSDL. The detailed procedure/instructions for e-voting are contained in the Notice of the AGM which is also available on the Company's website <http://www.ricoauto.com/investor-relation.html> and at the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

In case of any queries relating to e-voting service, Members may refer the Frequently Asked Questions (FAQs) available at the "Help/FAQ's" section at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or write to Ms. Pallavi Mhatre, Assistant Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 at designated email IDs: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at telephone No.: 022-24994545 or at Toll Free No.: 1800-222-990.

For Rico Auto Industries Limited

Sd/-

B.M. Jhamb

Company Secretary

FCS No. 2446

Place: Gurugram  
Dated: 31st August, 2017

**RIKO AUTO INDUSTRIES LIMITED**

Regd. & Corp. Office: 38 KM Stone, Delhi-Jaipur Highway, Gurugram-122001, Haryana (INDIA)  
 Tel: 0124 2824000, Fax: 0124 2824200, Email: cs@ricoauto.in,  
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For Rico Auto Industries Limited  
Sd/

Place: Gurugram  
Dated: 31st August, 2017

**B.M. Jhamb**  
Company Secretary  
FCS No. 2446