

RAIL:SEC:2017

September 23, 2017

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400001 Scrip Code - 520008	National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No.C/1, G Block Bandra-Kurla Complex Bandra (E), Mumbai - 400 051 Scrip Code - RICOAUTO
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Sub : **Disclosure of Voting Results of the 34th Annual General Meeting of the Company held on 22nd September, 2017 pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015**

Dear Sir/Madam,


Pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015, details of the Voting Results (i.e. e-voting and poll) of the 34th Annual General Meeting (AGM) of the Company held on Friday, the 22nd 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, are enclosed in the prescribed format alongwith the Consolidated Scrutinizer's Report as Annexure-1.

Further we also inform that all the resolutions as set out in notice convening the said AGM have been passed by the Members with the requisite majority.

This may also be considered as compliance of Regulation 30 of the SEBI (LODR) Regulations, 2015.

Thanking you,

Yours faithfully,
for Rico Auto Industries Limited

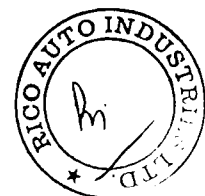

B.M. Jharib
Company Secretary
FCS : 2446

Encl : As above

RICO AUTO INDUSTRIES LIMITED

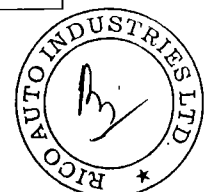
Voting Results of AGM	
Details of poll at the AGM and E-voting Results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:	
Date of the AGM	22/09/2017
Total No. of Shareholders on Record Date (15/09/2017)	49679
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoters Group : 12 Public : 55	67
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoters Group : Nil Public : Nil	Nil

Resolution Required (Ordinary/Special)		Ordinary Resolution						
1) To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the year ended 31 st 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.								
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
	Poll		67696978	99.88	67696978	0	100.00	0.00
	Total		67696978	99.88	67696978	0	100.00	0.00
Public-Institutional holders	E-Voting	12610508	12018992	95.31	12018992	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		12018992	95.31	12018992	0	100.00	0.00
Public-others	E-Voting	54894514	2669429	4.86	2669419	10	100.00	0.00
	Poll		796810	1.45	796810	0	100.00	0.00
	Total		3466239	6.31	3466229	10	100.00	0.00
Total		135285000	83182209	61.49	83182199	10	100.00	0.00



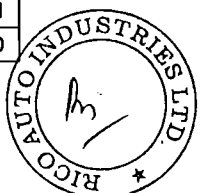
Resolution Required (Ordinary/Special)		Ordinary Resolution						
2) To declare Dividend (75%) on Equity Shares for the financial year ended 31 st March, 2017								
Whether Promoter/Promoter Group are interested in the Agenda/ Resolution		No						
Category	Mode of Voting	No. of shares held	No. of votes 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
	Poll		67696978	99.88	67696978	0	100.00	0.00
	Total		67696978	99.88	67696978	0	100.00	0.00
Public-Institutional holders	E-Voting	12610508	12018992	95.31	12018992	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		12018992	95.31	12018992	0	100.00	0.00
Public-others	E-Voting	54894514	2669539	4.86	2669539	0	100.00	0.00
	Poll		796810	1.45	796810	0	100.00	0.00
	Total		3466349	6.31	3466349	0	100.00	0.00
Total		135285000	83182319	61.49	83182319	0	100.00	0.00

Resolution Required (Ordinary/Special)		Ordinary Resolution						
3) To appoint a Director in place of Shri Rakesh Kapur (DIN: 00100359), who retires by rotation and being eligible, offers himself for re-appointment.								
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
	Poll		67696978	99.88	67696978	0	100.00	0.00
	Total		67696978	99.88	67696978	0	100.00	0.00
Public-Institutional holders	E-Voting	12610508	12018992	95.31	11157922	861070	92.84	7.16
	Poll		0	0.00	0	0	0.00	0.00
	Total		12018992	95.31	11157922	861070	92.84	7.16
Public-others	E-Voting	54894514	2669437	4.86	2661065	8372	99.69	0.31
	Poll		796810	1.45	796810	0	100.00	0.00
	Total		3466247	6.31	3457875	8372	99.76	0.24
Total		135285000	83182217	61.49	82312775	869442	98.95	1.05



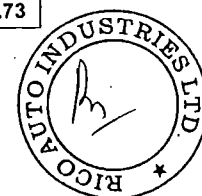
Resolution Required (Ordinary/Special)			Ordinary Resolution					
4) To appoint M/s. Walker Chandio & Co LLP, Chartered Accountants (Firm Registration No. 001076N/ N500013) as Statutory Auditors of the Company and to fix their remuneration								
Whether Promoter/Promoter Group are interested in the 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
	Poll		67696978	99.88	67696978	0	100.00	0.00
	Total		67696978	99.88	67696978	0	100.00	0.00
Public-Institutional holders	E-Voting	12610508	12018992	95.31	12018992	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		12018992	95.31	12018992	0	100.00	0.00
Public-others	E-Voting	54894514	2669639	4.86	2669399	240	99.99	0.01
	Poll		796810	1.45	796810	0	100.00	0.00
	Total		3466449	6.31	3466209	240	99.99	0.01
Total		135285000	83182419	61.49	83182179	240	100.00	0.00

Resolution Required (Ordinary/Special)			Ordinary Resolution					
5) Ratification of remuneration to be paid to Cost Auditors to conduct audit of cost accounting records of the Company for the financial year 2017-18								
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
	Poll		67696978	99.88	67696978	0	100.00	0.00
	Total		67696978	99.88	67696978	0	100.00	0.00
Public-Institutional holders	E-Voting	12610508	12018992	95.31	12018992	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		12018992	95.31	12018992	0	100.00	0.00
Public-others	E-Voting	54894514	2669639	4.86	2669320	319	99.99	0.01
	Poll		796810	1.45	796810	0	100.00	0.00
	Total		3466449	6.31	3466130	319	99.99	0.01
Total		135285000	83182419	61.49	83182100	319	100.00	0.00



Resolution Required (Ordinary/Special)			Ordinary Resolution					
6) Approval of Related Party Transactions								
Whether Promoter/Promoter Group are interested in the Agenda/ Resolution			Yes					
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
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Institutional holders	E-Voting	12610508	12018992	95.31	12018992	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		12018992	95.31	12018992	0	100.00	0.00
Public-others	E-Voting	54894514	2669439	4.86	2556368	113071	95.76	4.24
	Poll		796810	1.45	796810	0	100.00	0.00
	Total		3466249	6.31	3353178	113071	96.74	3.26
Total		135285000	15485241	11.45	15372170	113071	99.27	0.73

Resolution Required (Ordinary/Special)			Special Resolution					
7) Approval of Payment of Remuneration to Shri Arvind Kapur (DIN : 00096308), Chairman, CEO & Managing Director of the Company.								
Whether Promoter/Promoter Group are interested in the Agenda/ Resolution			Yes					
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
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Institutional holders	E-Voting	12610508	12018992	95.31	12018992	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		12018992	95.31	12018992	0	100.00	0.00
Public-others	E-Voting	54894514	2669639	4.86	2555918	113721	95.74	4.26
	Poll		796810	1.45	796810	0	100.00	0.00
	Total		3466449	6.31	3352728	113721	96.72	3.28
Total		135285000	15485441	11.45	15371720	113721	99.27	0.73





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
38 KM Stone, Delhi-Jaipur Highway
Gurugram - 122001
Haryana

Sub: Resolutions passed through E-Voting and Poll conducted at the 34th Annual General Meeting of Rico Auto Industries Limited

I, K. K. Sachdeva, (Practicing Company Secretary), have been appointed as the Scrutinizer by the Board of Directors of Rico Auto Industries Limited having its registered office at 38 KM Stone, Delhi-Jaipur Highway, Gurugram - 122001, Haryana for the purpose of scrutinizing the electronic voting process and votes through poll at the Annual General Meeting held on 22nd September, 2017.

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 Tuesday, 19th September, 2017, at 09:00 A.M. IST and ended on Thursday, 21st September, 2017, at 05:00 P.M. IST.

The Company has also provided voting facility by poll (Ballot Paper) at the 34th Annual General Meeting of the Company, to the members present in person or by proxy, who did not exercised their right to vote through electronic voting facility.

The Management of the Company is responsible to ensure the compliances with requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on resolutions specified in the notice of the 34th Annual General Meeting. My responsibility as a Scrutinizer for the e-voting process and poll is restricted to scrutinize the results and present the Report for the votes cast "in favour" or "against" the resolutions.

All the resolutions for the Ordinary and Special Business as set out in Item No.1 to 7 in the Notice of the 34th Annual General Meeting were duly approved by the members with requisite majority.



The Consolidated Summary of result of the Remote E-Voting together with that of Poll at AGM is as follows:

1. As an Ordinary Resolution- Item No. 1.

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the year ended 31st 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.

I. Voted in favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	129	14688411	17.66
Poll	59	68493788	82.34
Total	188	83182199	100.00

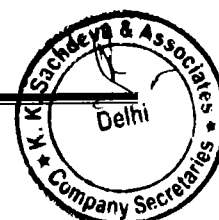
II. Voted against the Resolution

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	1	10	0
Poll	0	0	0
Total	1	10	0

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)
E-Voting	0	0
Poll	0	0
Total	0	0

Result: Resolution Approved



2. As an Ordinary Resolution – Item No.2

To declare the dividend (75%) on Equity Shares for the year ended 31st March, 2017.

I. Voted in favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	130	14688531	17.66
Poll	59	68493788	82.34
Total	189	83182319	100.00

II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)
E-Voting	0	0
Poll	0	0
Total	0	0

Result: Resolution Approved



3. As an Ordinary Resolution - Item No.3

Re-appointment of Shri Rakesh Kapur (DIN 00100359) as Director retiring by rotation.

I. Voted in favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	122	13818987	16.61
Poll	59	68493788	82.34
Total	181	82312775	98.95

II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	7	869442	1.05
Poll	0	0	0.00
Total	7	869442	1.05

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)
E-Voting	0	0
Poll	0	0
Total	0	0

Result: Resolution Approved



4. As an Ordinary Resolution - Item No.4

Appointment of M/s. Walker Chandio & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) as Statutory Auditors to hold such office for a term of five consecutive years i.e. from the conclusion of this 34th Annual General Meeting (AGM) till the conclusion of the 39th AGM of the Company.

I. Voted in favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	128	14688391	17.66
Poll	59	68493788	82.34
Total	187	83182179	100.00

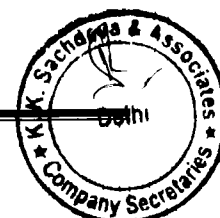
II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	3	240	0.00
Poll	0	0	0.00
Total	3	240	0.00

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)
E-Voting	0	0
Poll	0	0
Total	0	0

Result: Resolution Approved



5. As an Ordinary Resolution - Item No.5

Ratification of Remuneration of Cost Auditors, M/s. J. K. Kabra & Co., Cost Accountants (Firm Registration No. 000009) for the financial year 2017-18.

I. Voted in favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	127	14688312	17.66
Poll	59	68493788	82.34
Total	186	83182100	100.00

II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	4	319	0.00
Poll	0	0	0.00
Total	4	319	0.00

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)
E-Voting	0	0
Poll	0	0
Total	0	0

Result: Resolution Approved



6. As an Ordinary Resolution- Item No.6

Approval of Related Party Transactions pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act 2013 read with relevant Rules made thereunder [including any statutory modification(s) or re-enactment thereof].

I. Voted in favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	121	14575360	94.12
Poll	47	796810	5.15
Total	168	15372170	99.27

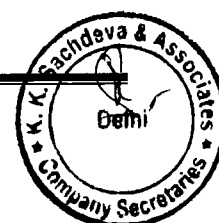
II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	9	113071	0.73
Poll	0	0	0.00
Total	9	113071	0.73

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)
E-Voting	0	0
Poll	0	0
Total	0	0

Result: Resolution Approved



7. As a Special Resolution - Item No.7

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

I. Voted in favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	120	14574910	94.12
Poll	47	796810	5.15
Total	167	15371720	99.27

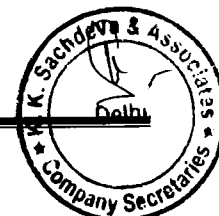
II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	11	113721	0.73
Poll	0	0	0.00
Total	11	113721	0.73

III. Invalid Votes

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)
E-Voting	0	0
Poll	0	0
Total	0	0

Result: Resolution Approved



The register, all other papers and relevant records relating to electronic voting and physical poll shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting.

Thanking You,

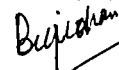
Yours Faithfully,

For K KSachdeva & Associates



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

For Rico Auto Industries Ltd.



B M THAMB
Company Secretary
FCS : 2446

Dated: 22nd September, 2017
Place: Gurugram, Haryana
