

RAIL:SEC:2018

October 05, 2018

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 : **Minutes of 35th Annual General Meeting held on 29th September, 2018**

Dear Sir/Madam,

Please find enclosed herewith the Minutes of 35th Annual General Meeting held on 29th September, 2018 for your reference and record.

Thanking you,

Yours faithfully,
for **Rico Auto Industries Limited**


B.M. Jhamb
Company Secretary
FCS : 2446

Encl : As above

**MINUTES OF THE 35TH ANNUAL GENERAL MEETING OF THE COMPANY HELD
ON SATURDAY, THE 29TH DAY OF SEPTEMBER, 2018 AT 12.00 NOON AT THE
REGISTERED OFFICE OF THE COMPANY AT 38 KM STONE, DELHI-
JAIPUR HIGHWAY, GURUGRAM - 122001 (HARYANA) AND THE
RESULT OF E-VOTING HELD FROM 26TH SEPTEMBER, 2018
TO 28TH SEPTEMBER, 2018 AND POLL CONDUCTED
ON 29TH SEPTEMBER, 2018**

PRESENT

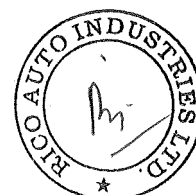
1. Shri Arvind Kapur - Chairman, CEO & Managing Director
2. Shri Amarjit Chopra - Independent Director (Chairman of the Audit Committee, Stakeholders Relationship Committee and Member of Nomination & Remuneration Committee)
3. Shri Arun Kapur - Joint Managing Director
4. Shri Rakesh Kapur - Director
5. Smt. Upasna Kapur - Director
6. Shri Rakesh Kumar Sharma - Chief Financial Officer
7. Shri B.M. Jhamb - Company Secretary (in Attendance)
8. 42 Members were present (including Directors who were also Members) in person and 36 Members through their proxies representing 5203200 equity shares as recorded in the Register of Proxies and as per the record of attendance of the meeting kept by the Company.

INVITEES

1. Shri Ashish Gupta } - Representatives of M/s. Walker
2. Shri Arun Tandon } Chandiook & Co LLP, Statutory Auditors
3. Shri K.K. Sachdeva - Secretarial Auditors & Scrutinizer representing of M/s. K.K. Sachdeva & Associates, Company Secretaries

Chairman

Shri Arvind Kapur, Chairman took the chair. After ascertaining that the requisite quorum for the meeting was present, he called the meeting to order and started the proceedings. The Chairman then formally extended a warm welcome to the Shareholders present.



Introduction of persons sitting on the Dais

The Chairman introduced the persons seated on the Dais. He also informed that Chairman of Audit Committee, Stakeholder Relationship Committee and duly authorized Member of the Nomination and Remuneration Committee, Statutory Auditors and Secretarial Auditors were present in the meeting. He briefed about the absence of other Directors.

I. Notice of Meeting and Directors' Report

With the permission of the members, the Notice of the meeting and Directors' Report alongwith annexures, having already been circulated, were taken as read. The Chairman also informed the members that all the required Registers/Documents were available for their inspection.

II. Auditors' Report

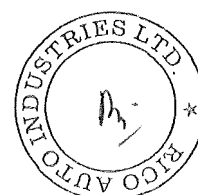
The Auditors' Report for the financial year ended 31st March, 2018 was read by Shri B.M. Jhamb, Company Secretary. It was further informed that the Auditor' Report and the Secretarial Audit Report included in the Annual Report 2017-18, as circulated to the members, did not contain any qualification, observation or comments which have any adverse effect on the functioning of the Company.

III. Chairman Address

The Chairman gave a brief review of the Company's operations during the financial year ended 31st March, 2018 and the future outlook. The Chairman also addressed the queries raised by the members and then stated that some of the suggestions made by them would be considered by the management of the Company at appropriate time in future. Copies of the Chairman's Speech were circulated among the members present.

IV. E-voting Facility

The Chairman informed the members that as per the provisions of the Companies Act, 2013, rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, the Company had provided remote e-voting facility to the members to cast their vote on AGM agenda items between Wednesday, 26th September, 2018 (9.00 AM) to Friday, 28th September, 2018 (5.00 PM) in proportion to their shareholding as on cut-off date i.e. Friday, 21st September, 2018. He further informed that the members, who have not casted their vote via remote e-voting can vote via Ballot paper at the AGM. He also informed that Shri K.K. Sachdeva of M/s. K.K. Sachdeva & Associates, Practicing Company Secretaries (CP No.4721) was appointed as Scrutinizer in the said process.



V. Voting through Poll by Ballot Paper

The Chairman then suggested to the members and proxy present and who had not voted electronically, to cast their vote through poll and instructed the Company Secretary to carry out the poll process for all the 7 resolutions specified in the AGM Notice. He declared that Shri K.K. Sachdeva of M/s. K.K. Sachdeva & Associates, Practising Company Secretaries will act as the Scrutinizer in the poll process. The Chairman further informed that the Scrutinizer will count the votes and sign and submit the consolidated report to the Company within 48 hours from the conclusion of the meeting.

VI. Result of E-voting and Poll

The Chairman then informed the meeting that the result would be declared by the Company to the Stock Exchanges within 48 hours from the conclusion of the meeting and would be displayed on the website <http://www.ricoauto.in/investor-relation.html> of the Company and be intimated to NSDL, BSE & NSE. He also mentioned that the reports of the Scrutinizer on E-voting and the Poll would be available for inspection at the Registered Office of the Company.

VII. Conduct of Poll

As advised by the Chairman, the Company Secretary then conducted the voting procedure by distributing ballot papers after showing empty ballot box to the members, locking and sealing the empty ballot box in the presence of the members and proxy holders.

After ensuring that all members present had casted their votes, the Scrutinizer closed the voting and took custody of the ballot box. The quorum was present throughout the meeting.

VIII. Vote of thanks

The Chairman then thanked the members and declared the meeting as concluded at 1.20 PM.

IX. Declaration of Result of the E-Voting and the Poll on the Ordinary and Special Business.

On the basis of the Consolidated Scrutinizer Report dated 29th September, 2018 for the E-voting and the Poll held at the Annual General Meeting on 29th September, 2018, the Company Secretary on behalf of the Chairman declared the results on 29th September, 2018 that all the 7 (Seven) resolutions for the Ordinary and Special Business specified in the AGM Notice have been duly approved by the members with requisite majority. The details of duly passed resolutions alongwith voting results are as under:



1. **Adoption of Audited Standalone and Consolidated Financial Statements for the year ended 31st March, 2018 including the Reports of Directors' and Auditors' thereon.**

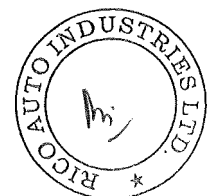
“Resolved that the Audited Standalone and Consolidated Financial Statements for the year ended 31st March, 2018 including Audited Balance Sheet and the Statement of Profit & Loss Account for the year ended on that date together with Reports of Directors' and Auditors' thereon be and are hereby received, approved and adopted.”

The resolution was passed by requisite majority as under:

Resolution Required		Ordinary Resolution						
Whether Promoter/Promoter Group are interested in the 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	67769978	0	0	0	0	0	0
	Poll		67686978	99.878	67686978	0	100.00	0
	Total		67686978	99.878	67686978	0	100.00	0
Public-Institutional holders	E-Voting	12816514	8858404	69.117	8858404	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		8858404	69.117	8858404	0	100.00	0
Public-others	E-Voting	54698508	821722	1.502	821712	10	99.999	0.0012
	Poll		2637709	4.823	2637709	0	100.00	0
	Total		3459431	6.325	3459421	10	100.00	0.0003
Total		135285000	80004813	59.138	80004803	10	100.00	0

2. **Confirmation of payment of 40% Interim Dividend i.e. ₹0.40 (Forty paise) per Equity Share of ₹1/- each already paid and declaration of 40% Final Dividend i.e. ₹0.40 (Forty paise) per Equity Share of ₹1/- each on Equity Shares for the financial year ended 31st March, 2018.**

“Resolved that the payment of Interim Dividend @40 percent i.e. Re.0.40 per Equity Share of Re.1/- each aggregating to Rs.5,41,14,000/- be and is hereby confirmed.”



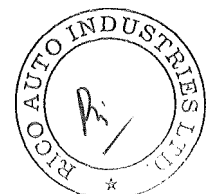
“Resolved that as recommended by the Board of Directors Final Dividend @40 per cent i.e. Re.0.40 per Equity Share of Re.1/- each aggregating to Rs.5,41,14,000/- be and is hereby declared on the paid-up Equity Share Capital of Rs.13,52,85,000/- for the year ended 31st March, 2018 and the same be paid to the members, holding shares in electronic form, whose names appear in the list of Beneficiary Owners provided by the Depositories as at the end of business hours on 21st September, 2018 and for those holding shares in physical form whose names appear in the Register of Members as on 21st September, 2018.”

The resolution was passed by requisite majority as under:

Resolution Required		Ordinary Resolution						
Whether Promoter/Promoter Group are interested in the 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	67769978	0	0	0	0	0	0
	Poll		67686978	99.878	67686978	0	100.00	0
	Total		67686978	99.878	67686978	0	100.00	0
Public-Institutional holders	E-Voting	12816514	8858404	69.117	8858404	0	100.00	0
	Poll		0	0	0	0	0	
	Total		8858404	69.117	8858404	0	100.00	0
Public-others	E-Voting	54698508	857707	1.568	857697	10	99.999	0.0012
	Poll		2637709	4.822	2637709	0	100.00	0.00
	Total		3495416	6.390	3495406	10	100.00	0.0003
Total		135285000	80040798	59.165	80040788	10	100.00	0.00

3. **Appointment of a Director in place of Smt. Upasna Kapur (DIN: 00327461), who retires by rotation and being eligible, offers herself for re-appointment.**

“Resolved that Smt. Upasna Kapur (DIN: 00327461), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”



The resolution was passed by requisite majority as under:

Resolution Required		Ordinary Resolution						
Whether Promoter/Promoter Group are interested in the 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	67769978	0	0	0	0	0	0
	Poll		67686978	99.878	67686978	0	100.00	0
	Total		67686978	99.878	67686978	0	100.00	0
Public-Institutional holders	E-Voting	12816514	8858404	69.117	8844136	14268	99.839	0.161
	Poll		0	0	0	0	0	0
	Total		8858404	69.117	8844136	14268	99.839	0.161
Public-others	E-Voting	54698508	853407	1.560	803349	50058	94.134	5.866
	Poll		2637709	4.823	2637709	0	100.00	0
	Total		3491116	6.383	3441058	50058	98.566	1.434
Total		135285000	80036498	59.161	79972172	64326	99.920	0.080

4. **Ratification of Remuneration of Cost Auditors, M/s. J.K. Kabra & Co., Cost Accountants (Firm Registration No. 000009) for the financial year 2018-19.**

“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 Rs.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 2018-19.”

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

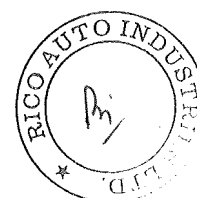


The resolution was passed by requisite majority as under:

Resolution Required			Ordinary Resolution					
Whether Promoter/Promoter Group are interested in the 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	67769978	0	0	0	0	0	0
	Poll		67686978	99.878	67686978	0	100.00	0
	Total		67686978	99.878	67686978	0	100.00	0
Public-Institutional holders	E-Voting	12816514	8858404	69.117	8858404	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		8858404	69.117	8858404	0	100.00	0
Public-others	E-Voting	54698508	857707	1.568	856597	1110	99.871	0.129
	Poll		2637709	4.822	2637709	0	100.00	0
	Total		3495416	6.390	3494306	1110	99.968	0.032
Total		135285000	80040798	59.165	80039688	1110	99.999	0.001

5. **Approval of Related Party Transactions for the financial year 2018-19.**

“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 Rs.500.00 crores (Rupees Five hundred crores only) for the financial year 2018-19 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.”

The resolution was passed by requisite majority as under:

Resolution Required			Ordinary Resolution					
Whether Promoter/Promoter Group are interested in the 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	67769978	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Institutional holders	E-Voting	12816514	8858404	69.117	8858404	0	100.00	0
	Poll		0	0	0	0	0	
	Total		8858404	69.117	8858404	0	100.00	0
Public-others	E-Voting	54698508	857507	1.568	806949	50558	94.104	5.896
	Poll		2637709	4.822	2637709	0	100.00	0
	Total		3495216	6.390	3444658	50558	98.554	1.447
Total		135285000	12353620	9.132	12303062	50558	99.591	0.409



6. **Approval of increase in payment of Commission to Non-Executive Directors from ₹70.00 Lakhs to ₹1.00 Crore w.e.f. 1st April, 2018 for remaining two years upto the financial year ending 31st March, 2020.**

“Resolved that pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] the commission payable to the Directors other than Executive Directors of the Company, at the rate of one per cent of the net profits of the Company subject to maximum of Rs.70.00 lakhs (Rupees Seventy lakhs) in each financial year, as approved, by the Shareholders vide Special Resolution passed in their meeting held on 29th September, 2015, for five years w.e.f. 1st April, 2015 be and is hereby increased to Rs.1.00 Crore (Rupees One Crore) from Rs.70.00 lakhs (Rupees Seventy lakhs), within overall limit of one percent (1%) of the net profits of the Company as computed under Section 198 of the Act, w.e.f. 1st April, 2018 for remaining two years upto the financial year ending 31st March, 2020 on the existing terms and conditions as already approved.”

“Resolved further that the Board of Directors of the Company be and are hereby authorized to take all such steps as may be found necessary, desirable or expedient to give effect to this Resolution.”

The resolution was passed by requisite majority as under:

Resolution Required		Ordinary Resolution						
Whether Promoter/Promoter Group are interested in the 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	67769978	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Institutional holders	E-Voting	12816514	8858404	69.117	8858404	0	100.00	0
	Poll		0	0	0	0	0	
	Total		8858404	69.117	8858404	0	100.00	0
Public-others	E-Voting	54698508	857661	1.568	789756	67905	92.083	7.918
	Poll		2637709	4.822	2637709	0	100.00	0
	Total		3495370	6.390	3427465	67905	98.057	1.943
Total		135285000	12353774	9.132	12285869	67905	99.450	0.550



7. **Approval of payment of remuneration to Shri Arun Kapur (DIN: 00100270), Joint Managing Director for remaining tenure of his service w.e.f. 1st April, 2018 to 1st May, 2020.**

“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 other statutory approvals, if any, consent of the Company be and is hereby accorded to the payment of remuneration to Shri Arun Kapur (DIN: 00100270), Joint Managing Director of the Company for the remaining tenure of his service w.e.f. 1st April, 2018 to 1st May, 2020 on the following terms and conditions:

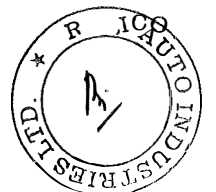
- I. Salary: Rs.5.00 lakhs per month (from 01/04/2018 to 01/05/2020) including Perquisites & Allowances.
- II. Perquisites & Allowances are classified into the following three categories:

PART-A

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 admissible to him from time to time within the overall amount of salary and perquisites specified above.

PART-B

- i) 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.
- ii) Gratuity, if payable under the Company's Rules shall not exceed half a month's salary for each completed year of service.
- iii) 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.



PART-C

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.

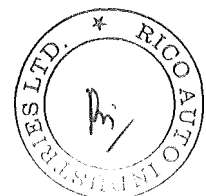
The perquisites mentioned above in Part 'A' will be included in the computation of ceiling on remuneration whereas Part 'B' and 'C' will not be included.

Ceiling on Remuneration: The aggregate remuneration shall not exceed the limits provided in Section 197 read with Schedule V of the Companies Act, 2013 except with the approval, if any.

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 Arun Kapur, Joint Managing Director remuneration by way of salary, perquisites and other benefits as mentioned above as minimum remuneration or under such other limits as may be approved by the Shareholders from time to time in this regard.

- III. Commission: Commission shall be paid over and above the total remuneration based on net profits of the Company in a particular financial year as may be determined by the Nomination and Remuneration Committee and Board of Directors of the Company, which put together with salary and perquisites shall be subject to the ceiling specified in Section 197 and Section I of Part II of Schedule V of the Companies Act, 2013."

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



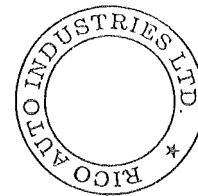
The resolution was passed by requisite majority as under:

Resolution Required		Ordinary Resolution						
Whether Promoter/Promoter Group are interested in the 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	67769978	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Institutional holders	E-Voting	12816514	8858404	69.117	8165571	692833	92.179	7.821
	Poll		0	0	0	0	0	0
	Total		8858404	69.117	8165571	692833	92.179	7.821
Public-others	E-Voting	54698508	857557	1.568	805714	51843	93.955	6.045
	Poll		2637709	4.822	2637709	0	100.00	0
	Total		3495266	6.390	3443423	51843	98.517	1.483
Total		135285000	12353670	9.132	11608994	744676	93.972	6.028

The Consolidated Results of the E-voting and Poll alongwith Scrutinizer Report were also uploaded on the website <http://www.ricoauto.in/investor-relation.html> of the Company and websites of BSE/NSE/NSDL.

ARVIND KAPUR
CHAIRMAN
DIN:00096308

Place : Gurugram
Date of Entry in the Minutes Book and Date of signing : 5th October, 2018



CERTIFIED TO BE TRUE COPY
FOR RICO AUTO INDUSTRIES LTD.

Bijeshan
COMPANY SECRETARY