
HIGAIN INVESTMENTS PRIVATE LIMITED

REGD. OFFICE: 181-C, WESTERN AVENUE, SAINIK FARMS, NEW DELHI-110062 CIN : U74899DL1990PTC038893

Date: 16th March, 2017

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

Dear Sir

Please find enclosed the disclosure under Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 regarding proposed acquisition (inter-se transfer) by way of gift of 1256100 Equity Shares of Re.1/- each (fully paid) being 0.928% of the paid up share capital of M/s. Rico Auto Industries Limited ("Target Company") from Rico Castings Limited and 62,87,888 Equity Shares of Re.1/- each (fully paid) being 4.648% of the paid up capital of TC from Kapsons Associates Investments Private Limited, aggregating to 75,43,988 equity shares of Re.1/- each fully paid up of, being 5.576% of the paid up capital of TC, among the promoter group.

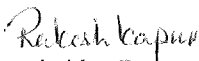
The above acquisition is inter-se transfer of equity shares of the Target Company amongst qualifying persons, within the meaning of Regulation 10(1)(a)(ii) of (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This is for your information and records.

Kindly acknowledge the receipt.

Thanking you,
Yours faithfully

for Higain Investments Private Limited


Rakesh Kapur
Director
DIN: 00100359



Encl. as above

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

HIGAIN INVESTMENTS PRIVATE LIMITED

REGD. OFFICE: 181-C, WESTERN AVENUE, SAINIK FARMS, NEW DELHI-110062 CIN : U74899DL1990PTC038893

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

1.	Name of the Target Company (TC)	Rico Auto Industries Limited 38 KM Stone, Delhi-Jaipur Highway, Gurugram – 122001, Haryana
2.	Name of the acquirer(s)	Higain Investments Private Limited
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes. Higain Investments Private Limited is part of the Promoter Group of the Target Company, as disclosed in Shareholding Pattern filed by the TC.
4.	Details of the proposed acquisition	
a.	Name of the person(s) from whom shares are to be acquired	Promoters of the TC: (i) Rico Castings Limited (RCL) (ii) Kapsons Associates Investments Private Limited (KAPSONS)
b.	Proposed date of acquisition	On or after Thursday, 23 rd March, 2017
c.	Number of shares to be acquired from each person mentioned in 4(a) above	(i) 1256100 Equity Shares of Re.1/- each (fully paid) being 0.928% of the paid up share capital of TC from RCL (ii) 62,87,888 Equity Shares of Re.1/- each (fully paid) being 4.648% of the paid up capital of TC from KAPSONS
d.	Total shares to be acquired as % of share capital of TC	5.576% (75,43,988 Equity Shares)
e.	Price at which shares are proposed to be acquired	Nil (since shares are proposed to be gifted)
f.	Rationale, if any, for the proposed transfer	Inter-se Transfer of Equity Shares through off market transaction by way of Gift among qualifying persons as a consequence of re-alignment of promoter shareholding pursuant to family settlement.
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(ii)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Not Applicable (since shares are proposed to be gifted)

OFFICE: 38 KM STONE, DELHI-JAIPUR HIGHWAY, GURUGRAM - 122001 (HARYANA) Ph. No.0124-2824000



Rakesh Kapur

HIGAIN INVESTMENTS PRIVATE LIMITED

REGD. OFFICE: 181-C, WESTERN AVENUE, SAINIK FARMS, NEW DELHI-110062 CIN : U74899DL1990PTC038893

7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable (since shares are proposed to be gifted)			
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Not Applicable (since shares are proposed to be gifted)			
9.	(i) Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997) (ii) The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition be furnished.	(i) It is hereby declared that the transferor and transferee have complied with the applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011. (ii) Copies of the disclosures made during previous 3 years prior to the date of the proposed acquisition are enclosed as Annexure – A			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	It is hereby declared that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.			
11.	Shareholding details	Before the proposed transaction	After the proposed transaction		
		No. of shares/ voting rights	% w.r.t total share capital of TC	No. of shares/ voting rights	% w.r.t total share capital of TC
a.	Acquirer(s) and PACs (other than sellers)(*) Refer Annexure – B				
	Higain Investments Private Limited	26640	0.020	7570628	5.596
	Promoters Group (other than Seller)	27580188	20.387	27580188	20.387
b.	Seller (s)				
	RCL	1256100	0.928	0	0.00
	KAPSONS	38917050	28.767	32629162	24.119
	Total	67779978	50.102	67779978	50.102

for Higain Investments Private Limited

Rakesh Kapur
Rakesh Kapur
Director
DIN: 00100359



HIGAIN INVESTMENTS PRIVATE LIMITED

REGD. OFFICE: 181-C, WESTERN AVENUE, SAINIK FARMS, NEW DELHI-110062 CIN : U74899DL1990PTC038893

Place: Gurugram

Date: 16th March, 2017

Note:

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



Rakesh Kapur

Sanjeev Soin

From: Sanjeev Soin
Sent: Friday, April 4, 2014 5:38 PM
To: 'netra.sahani@bseindia.com'; 'corp.relations@bseindia.com'
Subject: SEBI Disclosures
Attachments: Disclosures under Regulation 30(1) & (2).pdf

Dear Sir,

Please find attached herewith the scanned copy of disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as on 31/03/2014.

Arvind Kapur
Promoter
Rico Auto Industries Limited



Rakesh Kapur

Sanjeev Soin

From: Sanjeev Soin
Sent: Friday, April 4, 2014 5:37 PM
To: 'cmllist@nse.co.in'
Subject: SEBI Disclosures
Attachments: Disclosures under Regulation 30(1) & (2).pdf

Dear Sir,

Please find attached herewith the scanned copy of disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as on 31/03/2014.

Arvind Kapur
Promoter
Rico Auto Industries Limited

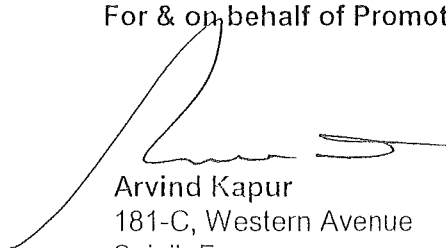


Arvind Kapur

Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as on 31/03/2014

1. Name of Target Company(TC)	Rico Auto Industries Limited		
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed	1. Bombay Stock Exchange Limited 2. National Stock Exchange of India Limited		
3. Particulars of the shareholder(s): a. Name of the person together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC. or b. Name(s) of Promoter(s), member of the promoter group and Persons Acting in Concert (PAC) with him.	As per Annexure enclosed		
4. Particulars of the Shareholding of persons mentioned at (3) above	Number of Shares	% w.r.t. total shares/ voting capital wherever applicable	% of total diluted share/ voting capital of TC
As of March 31, 2014, holding of:			
(a) Shares	67779978	50.10	50.10
(b) Voting Rights (otherwise than by shares)	---	---	---
(c) Warrants	---	---	---
(d) Convertible Securities	---	---	---
(e) Any other instrument that would entitle the holder to receive shares in the TC.	---	---	---
Total	67779978	50.10	50.10

For & on behalf of Promoters and PACs


Arvind Kapur
 181-C, Western Avenue
 Sainik Farms,
 New Delhi-110062

Date: 02.04.2014



Arvind Kapur

ANNEXURE

**List of Promoters and Persons Acting in Concern (PAC) of
Rico Auto Industries Limited as on 31/03/2014**

S.No	Name of the Promoter/PAC	Number of Shares	% w.r.t. total Shares
A.	DIRECTORS:		
1.	ARVIND KAPUR	12652460	9.35
2.	ARUN KAPUR	8651160	6.39
3.	RAKESH KAPUR	2398720	1.77
B.	RELATIVES:		
4.	SHALINI KAPUR	986180	0.73
5.	UPASNA KAPUR	965920	0.72
6.	RITU KAPUR	723140	0.54
7.	SHIKHA KAPUR	379968	0.28
8.	NYLA KAPUR	354040	0.26
9.	SAMARTH KAPUR	194800	0.14
10.	SHIVANI KAPUR	189800	0.14
11.	SUHAIL KAPUR	1000	0.00
12.	ROMILLA BAHL	79000	0.06
13.	PROMILLA SIKKA	4000	0.00
C.	COMPANY:		
14.	KAPSONS ASSOCIATES INVESTMENTS PRIVATE LIMITED	38917050	28.77
15.	RICO CASTINGS LIMITED	1256100	0.93
16.	HIGAIN INVESTMENTS PRIVATE LIMITED	26640	0.02
	TOTAL	67779978	50.10



Rakesh Kapur

Ajitha Prabhu

From: Ajitha Prabhu
Sent: Saturday, April 04, 2015 11:03 AM
To: cmlist@nse.co.in
Subject: SEBI Disclosures
Attachments: NSE.pdf

Dear Sir,

Please find attached herewith the scanned copy of disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as on 31/03/2015.

Arvind Kapur
Promoter
Rico Auto Industries Limited



Arvind Kapur

Ajitha Prabhu

From: Ajitha Prabhu
Sent: Saturday, April 04, 2015 11:01 AM
To: Mumbai Stock Exchange; intern.kruthika@bseindia.com
Subject: SEBI Disclosures
Attachments: BSE0001.pdf

Dear Sir,

Please find attached herewith the scanned copy of disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as on 31/03/2015.

Arvind Kapur
Promoter
Rico Auto Industries Limited



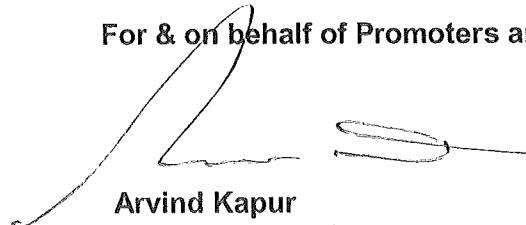
Arvind Kapur

Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as on 31/03/2015

Part-A – Details of Shareholding

1. Name of Target Company (TC)	Rico Auto Industries Limited		
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed	1. Bombay Stock Exchange Limited 2. National Stock Exchange of India Limited		
3. Particulars of the shareholder(s): a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC. or b. Name(s) of Promoter(s), member of the promoter group and Persons Acting in Concert (PAC) with him.	As per Annexure enclosed		
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(c) Warrants	---	---	---
(d) Convertible Securities	---	---	---
(e) Any other instrument that would entitle the holder to receive shares in the TC.	---	---	---
Total	67779978	50.10	50.10

For & on behalf of Promoters and PACs



Arvind Kapur
181-C, Western Avenue
Sainik Farms,
New Delhi-110062

Date: 03.04.2015



Rakish Kapur

Rj

ANNEXURE

**Name(s) of Promoter(s), member of the promoter group and Persons
Acting in Concert (PAC) with him as on 31/03/2015**

S. No.	Name of the Promoter/PAC	Number of Shares	% w.r.t. total Shares
A.	DIRECTORS:		
1.	ARVIND KAPUR	12652460	9.35
2.	ARUN KAPUR	8651160	6.39
3.	RAKESH KAPUR	2398720	1.77
B.	RELATIVES:		
4.	SHALINI KAPUR	986180	0.73
5.	UPASNA KAPUR	965920	0.72
6.	RITU KAPUR	723140	0.54
7.	SHIKHA KAPUR	379968	0.28
8.	NYLA KAPUR	354040	0.26
9.	SAMARTH KAPUR	194800	0.14
10.	SHIVANI KAPUR	189800	0.14
11.	SUHAIL KAPUR	1000	0.00
12.	ROMILLA BAHL	79000	0.06
13.	PROMILLA SIKKA	4000	0.00
C.	COMPANY:		
14.	KAPSONS ASSOCIATES INVESTMENTS PRIVATE LIMITED	38917050	28.77
15.	RICO CASTINGS LIMITED	1256100	0.93
16.	HIGAIN INVESTMENTS PRIVATE LIMITED	26640	0.02
	TOTAL	67779978	50.10



Ajitha Prabhu

From: Ajitha Prabhu
Sent: Wednesday, April 06, 2016 4:35 PM
To: B M Jhamb
Subject: SEBI Disclosures
Attachments: NSE.PDF.pdf

From: Ajitha Prabhu
Sent: Wednesday, April 06, 2016 4:33 PM
To: 'takeover@nse.co.in'
Subject: SEBI Disclosures

Dear Sir,

Please find attached herewith the scanned copy of disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as on 31/03/2016.

Arvind Kapur
Promoter
Rico Auto Industries Limited



Ajitha Prabhu

From: Ajitha Prabhu
Sent: Wednesday, April 06, 2016 4:33 PM
To: 'takeover@nse.co.in'
Subject: SEBI Disclosures
Attachments: NSE.PDF.pdf

Dear Sir,

Please find attached herewith the scanned copy of disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as on 31/03/2016.

Arvind Kapur
Promoter
Rico Auto Industries Limited



Rakesh Kapur

Ajitha Prabhu

From: Ajitha Prabhu
Sent: Wednesday, April 06, 2016 4:29 PM
To: Mumbai Stock Exchange
Subject: SEBI Disclosures
Attachments: BSE.PDF.pdf

Dear Sir,

Please find attached herewith the scanned copy of disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as on 31/03/2016.

Arvind Kapur
Promoter
Rico Auto Industries Limited

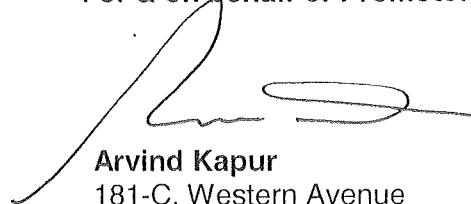


Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as on 31/03/2016

Part-A – Details of Shareholding

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3. Particulars of the shareholder(s): a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC. or b. Name(s) of Promoter(s), member of the promoter group and Persons Acting in Concert (PAC) with him.	As per Annexure enclosed		
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As of March 31, 2016, holding of:			
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(c) Warrants	---	---	---
(d) Convertible Securities	---	---	---
(e) Any other instrument that would entitle the holder to receive shares in the TC.	---	---	---
Total	67779978	50.10	50.10

For & on behalf of Promoters and PACs


Arvind Kapur

181-C, Western Avenue
Sainik Farms,
New Delhi-110062

Date: 05.04.2016



Rakesh Kapur

ANNEXURE

**Name(s) of Promoter(s), member of the promoter group and Persons
Acting in Concert (PAC) with him as on 31/03/2016**

S. No.	Name of the Promoter/PAC	Number of Shares	% w.r.t. total Shares
A.	DIRECTORS:		
1.	ARVIND KAPUR	12652460	9.35
2.	ARUN KAPUR	8651160	6.39
3.	RAKESH KAPUR	2398720	1.77
B.	RELATIVES:		
4.	SHALINI KAPUR	1366148	1.01
5.	UPASNA KAPUR	966920	0.72
6.	RITU KAPUR	723140	0.54
7.	NYLA KAPUR	354040	0.26
8.	SAMARTH KAPUR	194800	0.14
9.	SHIVANI KAPUR	189800	0.14
10.	ROMILLA BAHL	79000	0.06
11.	PROMILLA SIKKA	4000	0.00
C.	COMPANY:		
12.	KAPSONS ASSOCIATES INVESTMENTS PRIVATE LIMITED	38917050	28.77
13.	RICO CASTINGS LIMITED	1256100	0.93
14.	HIGAIN INVESTMENTS PRIVATE LIMITED	26640	0.02
	TOTAL	67779978	50.10

For & on behalf of Promoters and PACs


Arvind Kapur

181-C, Western Avenue
Sainik Farms,
New Delhi-110062

Date: 05.04.2016




Rakesh Kapur

HIGAIN INVESTMENTS PRIVATE LIMITED

REGD. OFFICE: 181-C, WESTERN AVENUE, SAINIK FARMS, NEW DELHI-110062 CIN : U74899DL1990PTC038893

Annexure - B

Details of Persons named as Promoters in the Shareholding Pattern filed by the Target Company in terms of Listing Agreement or these Regulations for not less than three years prior to the proposed acquisition.

S.No.	Name of the Shareholders	Before the proposed transaction		After the proposed transaction	
		No. of shares/ voting rights	% w.r.t total share capital of TC	No. of shares/ voting rights	% w.r.t total share capital of TC
Promoters and Promoters Group					
A	Persons (other than Acquirer and Seller)				
1.	Arvind Kapur	1,26,52,460	9.352	1,26,52,460	9.352
2.	Arun Kapur	86,51,160	6.395	86,51,160	6.395
3.	Rakesh Kapur	23,98,720	1.773	23,98,720	1.773
4.	Shalini Kapur	13,66,148	1.010	13,66,148	1.010
5.	Upasna Kapur	9,66,920	0.715	9,66,920	0.715
6.	Ritu Kapur	7,23,140	0.535	7,23,140	0.535
7.	Nyla Kapur	3,54,040	0.262	3,54,040	0.262
8.	Samarth Kapur	1,94,800	0.144	1,94,800	0.144
9.	Shivani Kapur	1,89,800	0.140	1,89,800	0.140
10.	Romilla Bahl	79,000	0.058	79,000	0.058
11.	Promilla Sikka	4,000	0.003	4,000	0.003
B	Seller(s)				
12.	Kapsons Associates Investments Pvt. Ltd.	3,89,17,050	28.767	3,26,29,162	24.119
13.	Rico Castings Limited	12,56,100	0.928	0	0.00
C.	Acquirer				
14.	Higain Investments Pvt. Ltd.	26640	0.020	75,70,628	5.596
Total		6,77,79,978	50.102	6,77,79,978	50.102

for Higain Investments Private Limited

Rakesh Kapur
Rakesh Kapur
Director
DIN: 00100359

