

HIGAIN INVESTMENTS PRIVATE LIMITED

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

Date: 28th 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
--	--

Sub: Intimation under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir,

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

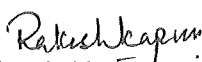
Please find enclosed the disclosure under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 regarding acquisition (inter-se transfer) by way of gift of 12,56,100 Equity Shares of Re.1/- each (fully paid) being 0.928% of the paid up share capital of M/s. Rico 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 share capital of Target Company from Kapsons Associates Investments Private Limited, aggregating to 75,43,988 equity shares of Re.1/- each (fully paid), being 5.576% of the paid up share capital of Target Company, among the promoter group, as a consequence of re-alignment of promoter shareholding pursuant to family settlement.

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

This is for your information and records.

Kindly acknowledge receipt.

Thanking you,
Yours faithfully
for Higain Investments Private Limited


Rakesh Kapur
Director
DIN: 00100359



Encl. as above

CC: 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(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Rico Auto Industries Limited 38 KM Stone, Delhi-Jaipur Highway, Gurugram – 122001, Haryana	
2.	Name of the acquirer(s)	Higain Investments Private Limited	
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited and National Stock Exchange of India Limited	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Acquisition of 75,43,988 Equity Shares of Re.1/- each through Inter-se Transfer of Shares among qualifying persons by way of gift as a consequence of re-alignment of promoter shareholding pursuant to family settlement.	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "Takeover Regulations")	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. -date of filing with the stock exchange.	Yes Yes, The Company has made disclosure under Regulation 10(5) of the Takeover Regulations to the Stock Exchanges within the timeline specified therein The said disclosure was made on 16-03-2017	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
a.	Name of the transferor / seller	Promoters as disclosed in Shareholding Pattern filed by the TC: (i) Rico Castings Limited (RCL) (ii) Kapsons Associates Investments Private Limited (KAPSONS)	Yes
b.	Date of acquisition	27 th March, 2017	Yes
c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	(i) 12,56,100 Equity Shares of Re.1/- each (fully paid) being 0.928% of the paid up share capital of TC from RCL and	Yes



Rikesh Kapur

HIGAIN INVESTMENTS PRIVATE LIMITED

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

		(ii) 62,87,888 Equity Shares of Re.1/- each (fully paid) being 4.648% of the paid up share capital of TC from KAPSONS			
d.	Total shares proposed to—be acquired / actually acquired as a % of diluted share capital of TC	75,43,988 Equity Shares of Re.1/- each (fully paid) being 5.576% of the paid up share capital of TC acquired by way of inter se transfer amongst promoters by way of gift			Yes
e.	Price at which shares are proposed to be acquired / actually acquired	Nil (since shares are acquired by way of gift)			Yes
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
a.	Each Acquirer / Transferee(*) Refer Annexure – A				
	Higain Investments Private Limited	26,640	0.020	75,70,628	5.596
	Promoters Group (other than Seller)	2,75,80,188	20.387	2,75,80,188	20.387
b.	Seller (s)				
	RCL	12,56,100	0.928	0	0.00
	KAPSONS	3,89,17,050	28.767	3,26,29,162	24.119
	Total Promoter Shareholding	6,77,79,978	50.102	6,77,79,978	50.102
	Non-Promoter (Public Shareholding)	6,75,05,022	49.898	6,75,05,022	49.898
	Total Share Capital	13,52,85,000	100.00	13,52,85,000	100.00

for Higain Investments Private Limited

Rakesh Kapur
Rakesh Kapur
Director
DIN: 00100359



Date: 28th March, 2017
Place: Gurugram

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

HIGAIN INVESTMENTS PRIVATE LIMITED

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

Annexure - A

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
	Sub-Total (A)	2,75,80,188	20.387	2,75,80,188	20.387
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
	Sub-Total (B)	4,01,73,150	29.695	3,26,29,162	24.119
C.	Acquirer				
14.	Higain Investments Pvt. Ltd.	26,640	0.020	75,70,628	5.596
	Sub-Total (C)	26,640	0.020	75,70,628	5.596
	Total (A+B+C)	6,77,79,978	50.102	6,77,79,978	50.102

for Higain Investments Private Limited



 Rakesh Kapur
 Director
 DIN: 00100359

Date: 28th March, 2017
 Place: Gurugram