RICO AUTO INDUSTRIES LIMITED
CORP. OFF.: 38 K.M. STONE, DELHI - JAIPUR HIGHWAY, GURGAON 122001, HARYANA. INDIA
TEL.: +91 124 2824000, +91 124 4032200 FAX : +91 124 2824200
email : rico@ricoauto.in website : www.ricoauto.com CIN :L34300HR1983PLC023187

RAIL:SEC:2016

August 23, 2016

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400001 Scrip Code - **520008**	National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No.C/1, G Block Bandra-Kurla Complex Bandra (E) Mumbai - 400 051 Scrip Code - **RICOAUTO**

Sub : **Notice of AGM**

Dear Sir/Madam,

In continuation to our letter dated 22nd August, 2016, attached herewith the soft copy of Notice of AGM to be held on Friday, 23rd day of September, 2016.

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. Office: 69 KM Stone, Delhi-Jaipur Highway, Dharuhera, Distt. Rewari - 122106, Haryana
Corp. Office: 38 KM Stone, Delhi-Jaipur Highway, Gurgaon - 122001, Haryana
Tel: +91 124 2824000, Fax: +91 124 2824200, E-mail: cs@ricoauto.in, Website: www.ricoauto.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd ANNUAL GENERAL MEETING of the Members of RICO AUTO INDUSTRIES LIMITED will be held on Friday, the 23rd day of September, 2016 at 12.00 Noon at the Registered Office of the Company at 69 KM Stone, Delhi-Jaipur Highway, Dharuhera, Distt. Rewari-122106, Haryana to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the year ended 31st March, 2016 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.

2. To confirm the payment of Interim Dividend of Re.0.50 (Fifty paise) per Equity Share of Re.1/- each (50%) already paid and declare the Final Dividend of Re.0.10 (Ten paise) per Equity Share of Re.1/- each (10%) for the financial year ended 31st March, 2016.

3. To appoint a Director in place of Shri Arun Kapur (DIN: 00100270), who retires by rotation and being eligible, offers himself for re-appointment.

4. **Ratification of Appointment of Auditors**

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

   "Resolved that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, the appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No.N500013) be and is hereby ratified as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting to audit the accounts of the Company for the financial year 2016-17, on such remuneration as may be agreed upon between the Board of Directors or any Committee thereof and the Auditors."

SPECIAL BUSINESS

5. **Ratification of Remuneration of 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 thereof for the time being in force], the total remuneration of Rs.1.50 lacs (Rupees One lac fifty thousand only) plus service tax 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 2016-17."

   "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."

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 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 thereto [including any statutory modification(s) or re-enactment 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 be deemed to include any committee thereof) 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 2016-17 on such terms and conditions as may be decided by the Board."

   "Resolved further that the Board of Directors of the Company be and are 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. **Increase in Remuneration of Shri Arun Kapur (DIN:00100270), Joint Managing Director of the Company**

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

   "Resolved that pursuant to the provisions of Sections 196, 197, 203 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, the following component in the remuneration of Shri Arun Kapur (DIN:00100270), Joint Managing Director of the Company be and is hereby revised on recommendation of the Nomination and Remuneration Committee and the Board effective from 1st April, 2016 with all other terms and conditions of his appointment and remuneration approved by the shareholders at the 32nd Annual General Meeting held on 29th September, 2015 remaining unaltered:

   Salary: (Rs./Month) – 5.00 lacs (for remaining two years i.e. 1st April, 2016 to 31st March, 2018) including perquisites."

   "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."

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

B.M. Jhamb
Company Secretary
FCS No. 2446

Place : Gurgaon
Date : July 29, 2016

NOTES:

1. **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 21ST SEPTEMBER, 2016).**

   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.

2. 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.

3. The Register of Members and the Share Transfer Books of the Company will remain closed from 17th September, 2016 to 23rd September, 2016 (both days inclusive).

4. Dividend to Members as recommended by the Board of Directors for the year ended 31st March, 2016, when declared at the meeting, will be paid:
   a) 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 16th September, 2016; and
   b) 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 16th September, 2016.

   The Company will dispatch the dividend warrants on or after 28th September, 2016 onwards.
5. Members are requested to notify change in their address, if any.
6. 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 Corporate Office so that information can be made available at the Annual General Meeting.
7. 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.
8. In case of joint holders attending the meeting only such joint holder who is higher in the order of names will be entitled to vote.
9. 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).
10. a) The amount of unclaimed dividend for and upto the financial year ended 31st 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.
    b) Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, 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 and Member(s) would not be able to claim any amount of dividend so transferred to IEPF. As such, Member(s) who have not yet encashed his/their dividend warrant(s) is/are requested in his/their own interest to write to the Company for claiming outstanding dividend declared by the Company from the financial year 2008-09 and onwards.

    The amount of unpaid or unclaimed dividend relating to the financial year ended 31st March, 1995 to 31st March, 2008, have already been transferred to the IEPF.
    c) Pursuant to Circular No. G.S.R.352(E) dated 10th May, 2012 issued by Ministry of Corporate Affairs (MCA) with respect to IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, your Company has uploaded the Form 5INV 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
11. As required by the Clause F of Schedule V of the Securities and Exchange Board of India (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 Rs.10/- each or shares of the erstwhile Rico Agroils Limited are requested to surrender the respective Share Certificate(s) to the Company at its Corporate Office, to enable the Company to issue the Equity Shares of face value of Re.1/- each out of the said account.
12. 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.
13. 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.
14. 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.
15. 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.
16. 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.
17. Corporate Members intending to send their Authorized Representative(s) are required to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote at this Annual General Meeting.
18. 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.
19. 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 hard copy of the same. For Members who have not registered their email IDs, physical copies of the Notice of 33rd Annual General Meeting are being sent through the permitted mode.
20. Members may also note that the Notice of the 33rd 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 the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the 33rd 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, 20th September, 2016 (9.00 a.m. IST) and ends on Thursday, 22nd September, 2016 (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, 16th September, 2016, 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 physical copy of this Notice is being sent to Members not having valid e-mail ID. The Members 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** 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" option available on **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 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.

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" 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** with a copy marked to **evoting@nsdl.co.in**

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 forget the password, the password can be reset by using "Forgot User Details/Password" option available on **www.evoting.nsdl.com** or by contacting NSDL at the toll free no. **1800-222-990.**

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** 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, 16th September, 2016.

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, 16th September, 2016, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in**

J) A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

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 as Scrutinizer for providing facility to the Members of the Company to scrutinize the voting at AGM and remote e-voting process 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 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** immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

22. The information as required by the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard–2 on General Meetings regarding appointment/re-appointment of Directors is also given hereunder.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND RELEVANT INFORMATION ABOUT DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS PER LISTING REGULATIONS.

Item No. 4

Pursuant to the provisions of Section 139(1) of the Act, M/s. Walker Chandiok & Co LLP, Chartered Accountants, (Firm Registration No.N500013) was appointed as Statutory Auditors of the Company for a period of three years at 31st Annual General Meeting (AGM) of the Company held on 30th September, 2014 till conclusion of the 34th Annual General Meeting subject to ratification by Members at every AGM. Accordingly, ratification of the Members is being sought for the proposal contained in the Resolution set out at Item No.4 of the Notice.

The Board, therefore, recommends the Ordinary Resolution as set out at Item No.4 for your approval.

None of the Directors and Key Managerial Personnel (KMP) of the Company or their relatives are 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 19th May, 2016, 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 2016-17 on a total remuneration of Rs.1.50 lacs (Rupees One lac fifty thousand only) plus service 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 2016-17.

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 are concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No. 6

M/s. Rico Aluminium and Ferrous Auto Components Limited (RAAFA) 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of the Regulation 23(4) of the Securities and Exchange Board of India (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 RAAFA during the financial year 2016-17 are likely to exceed the threshold prescribed under Explanation to Regulation 23(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and will be considered material and therefore would require the approval of shareholders of the Company by an 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 are 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 Rs.500.00 crores (Rupees Five hundred crores only) in the financial year 2016-17.

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 meeting duly held on 29th July, 2016 for recommending the same to shareholders of the Company for their approval.

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

Item No. 7

The Shareholders at the 32nd AGM held on 29th September, 2015 had approved the re-appointment of Shri Arun Kapur (DIN: 00100270) as the Joint Managing Director of the Company for a term commencing from 2nd May, 2015 to 1st May, 2020. The remuneration approved by the Shareholders at the 32nd AGM includes the following:

1. Salary: (Rs./Month) – 4.00 lacs (for three years)
2. Perquisites: These are classified into the following three categories:
   a) Housing, Medical Expenses, Leave Travel Concession, Club fees and Personal Accident Insurance.
   b) Provident Fund, Gratuity and Leave Encashment
   c) Provision of car with driver for use on Company's business and telephone at residence.

The aggregate remuneration including salary, allowances, perquisites and commission shall be subject to the overall ceiling of 5% of the net profits of the Company.

Shri Arun Kapur's current salary is Rs.4.00 lacs per month. In order to confer future increments to him in recognition to his contribution to the performance of the Company, the limit fixed by the shareholders at the last AGM is proposed to be revised as stated in the resolution.

The Nomination and Remuneration Committee and Board of Directors in their meeting held on 29th July, 2016 have approved the proposed remuneration payable to him, which is further subject to your approval.

The details of the remuneration paid to Shri Arun Kapur, Joint Managing Director for the financial year 2015-16 are provided in the financial statements of the Company for the year ended 31st March, 2016 and the Corporate Governance Report forming part of the Directors' Report.

The Board, therefore, recommends the Ordinary Resolution as set out at Item No.7 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 102 of the Companies Act, 2013.

Except Shri Arun Kapur, being appointee and Shri Arvind Kapur and Shri Rakesh Kapur, being relatives, none of the Directors, Key Managerial Personnel or their relatives, are interested or concerned, financially or otherwise, in the aforesaid resolution.

Relevant details, in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard–2 of General Meeting in respect of the Director seeking Appointment/Re-appointment at the ensuing 33rd Annual General Meeting are as follows:

Name of the Director	Shri Arun Kapur
DIN	00100270
Date of Birth	14th February, 1954
Date of Appointment	10th March, 1983
Qualifications	B.A.
Expertise in Specific Functional Area	Shri Arun Kapur has vast experience of about 39 years in the Engineering Industry particularly in marketing, export and administration.
List of Directorships in other Companies	1. Rico Castings Limited 2. Uttarakhand Automotives Limited 3. Octan Media Limited 4. KAPBROS Engineering Industries Limited 5. Kapsons Associates Investments Pvt. Ltd. 6. Higain Investments Private Limited 7. Magpie Finvest Advisors Private Limited (Formerly Magpie Properties Pvt. Ltd.)
Chairman/Member of the Committee of the Board of Directors of Public Companies	1. Rico Auto Industries Limited: a) Corporate Social Responsibility Committee – Member b) Share Transfer Committee – Member 2. Rico Castings Limited: a) Audit Committee – Member b) Remuneration Committee – Member 3. Kapsons Associates Investments Pvt. Ltd.: a) Audit Committee – Member
Shareholding in the Company	86,51,160 (6.39%) Equity Shares of Re.1/- each
Relation with other Directors or KMP of the Company	Shri Arun Kapur is brother of Shri Arvind Kapur and Shri Rakesh Kapur

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

B.M. Jhamb
Company Secretary
FCS No. 2446

Place : Gurgaon
Date : July 29, 2016

RICO AUTO INDUSTRIES LIMITED

CIN : L34300HR1983PLC023187

Regd. Office: 69 KM Stone, Delhi-Jaipur Highway, Dharuhera, Distt. Rewari - 122106, Haryana
Corp. Office: 38 KM Stone, Delhi-Jaipur Highway, Gurgaon - 122001, Haryana
Tel: +91 124 2824000, Fax: +91 124 2824200, E-mail: cs@ricoauto.in, Website: www.ricoauto.com

Attendance Slip

(To be presented at the entrance)

I hereby record my presence at the 33rd Annual General Meeting of the Company held on Friday, the 23rd day of September, 2016 at 12.00 Noon at the Registered Office of the Company at 69 KM Stone, Delhi-Jaipur Highway, Dharuhera, Distt. Rewari - 122106, Haryana.

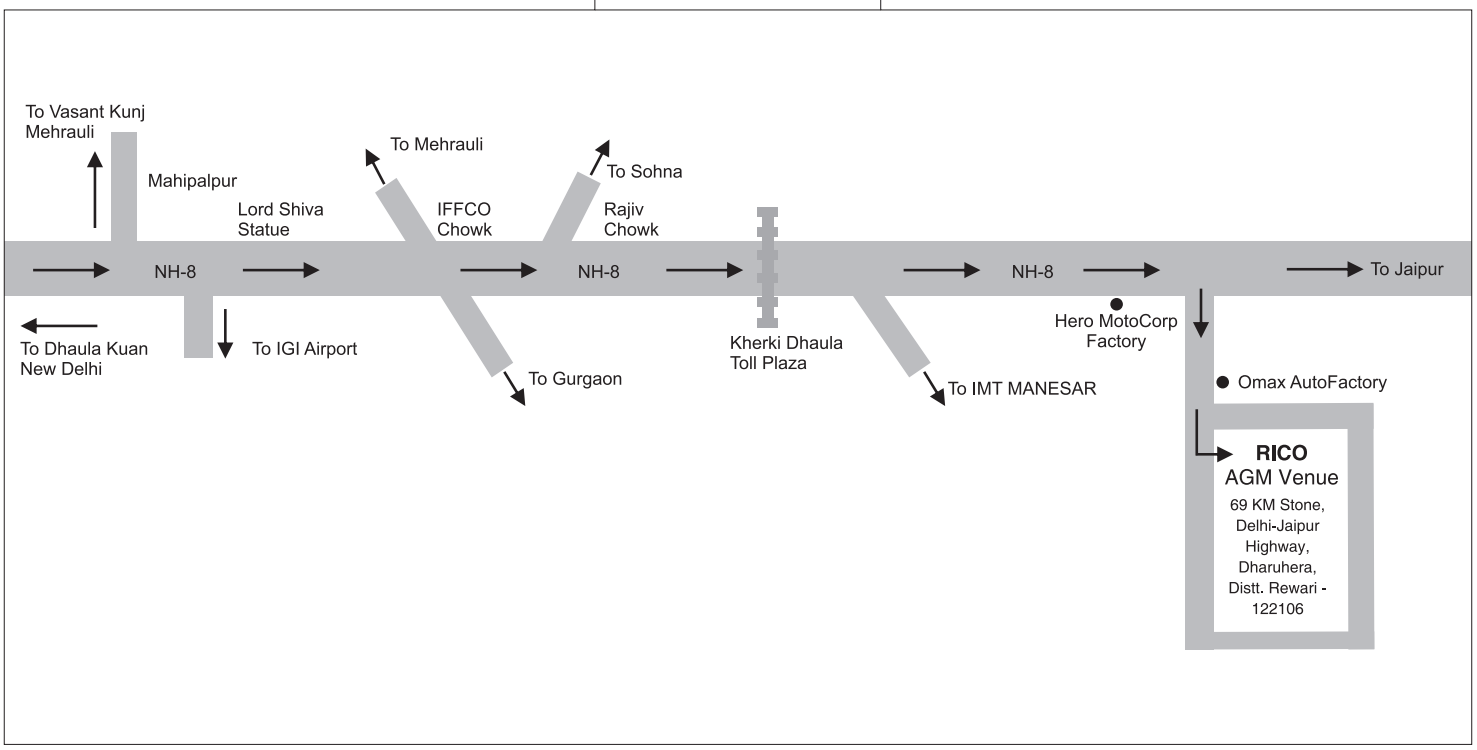
Folio No. .....DP ID No. .....Client ID No. .....No. of Shares Held .....

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.

ROUTE MAP



NOTES

RICO AUTO INDUSTRIES LIMITED

CIN : L34300HR1983PLC023187

Regd. Office: 69 KM Stone, Delhi-Jaipur Highway, Dharuhera, Distt. Rewari - 122106, Haryana
Corp. Office: 38 KM Stone, Delhi-Jaipur Highway, Gurgaon - 122001, Haryana
Tel: +91 124 2824000, Fax: +91 124 2824200, E-mail: cs@ricoauto.in, Website: www.ricoauto.com

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 33rd Annual General Meeting of the Company, to be held on Friday, the 23rd day of September, 2016 at 12.00 Noon at the Registered Office of the Company at 69 KM Stone, Delhi-Jaipur Highway, Dharuhera, Distt. Rewari - 122106, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1.	Adoption of the Audited Standalone and Consolidated Financial Statements for the year ended 31st March, 2016 together with the Reports of Directors' and Auditor's thereon.		
2.	Declaration of Final Dividend (10%) on Equity Shares in addition to the 50% Interim Dividend already paid for the financial year 2015-16.		
3.	Re-appointment of Shri Arun Kapur (DIN: 00100270) as Director.		
4.	Ratification of Appointment of M/s. Walker Chandiok & Co LLP (Firm Registration No. N500013), Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration.		
Special Business			
5.	Ratification of Remuneration of Cost Auditors.		
6.	Approval of Related Party Transactions.		
7.	Increase in Remuneration of Shri Arun Kapur (DIN:00100270), Joint Managing Director of the Company.		

Signed this.....day of 2016

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 21st September, 2016).
2. For the Resolutions, Explanatory Statement and Notes please refer to the Notice of the 33rd 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.