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:2017

1st February, 2017

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 - 400051 Scrip Code - **RICOAUTO**

Sub : **Declaration of Result of Postal Ballot**

Dear Sir/Madam,

In continuation to our letter dated 26th December, 2016, we would like to inform that the following resolution(s) as set out in the Notice of Postal Ballot and E-Voting dated 9th November, 2016 have been passed by the requisite majority of Shareholders of the Company pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief Particulars of the Resolution(s):

1. Approval of Scheme of Amalgamation of Uttarakhand Automotives Limited with Rico Auto Industries Limited.
2. Approval of Shifting of Registered Office of the Company from 69 KM Stone, Delhi-Jaipur Highway, Dharuhera, Distt. Rewari - 122106, Haryana to 38 KM Stone, Delhi-Jaipur Highway, Gurugram - 122001, Haryana.

Please find enclosed Voting Results as per the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with Scrutinizer's Report dated 1st February, 2017.

The results of the Postal Ballot and E-Voting along with Scrutinizer's Report are also available on the Website of the Company www.ricoauto.com.

The above may please be treated as compliance of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III of said Regulations.

Thanking you,

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

B.M. Jhamb
Company Secretary
FCS : 2446

RICO AUTO INDUSTRIES LIMITED	
Result of E-voting and Postal Ballot Process pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	
Date of Declaration of Voting Results of Postal Ballot	1st February, 2017
Total Number of Shareholders on cut off date (16th December, 2016)	50032
Number of Shareholders present in the meeting either in person or through proxy:	
Promoter & Promoter Group	Not Applicable
Public	Not Applicable
Number of shareholders attended the meeting through Video Conferencing	
Promoter & Promoter Group	Not Applicable
Public	Not Applicable



AGENDA-WISE DISCLOSURE

Resolution No. 1 - Approval of Scheme of Amalgamation of Uttarakhand Automotives Limited with Rico Auto Industries Limited								
Resolution Required (Ordinary/Special)			Public Shareholders with requisite majority					
Whether Promoter/Promoter Group are interested in the agenda/resolution?			Not Applicable					
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
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
Public-Institutional holders	E-Voting	8630412	5670227	65.70	5670227	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**5670227**	**65.70**	**5670227**	**0**	**100.00**	**0.00**
Public-others	E-Voting	58874610	499634	0.85	498678	956	99.81	0.19
	Postal Ballot		3377486	5.74	3377486	0	100.00	0.00
	Total		**3877120**	**6.59**	**3876164**	**956**	**99.98**	**0.02**
Total		**135285000**	**9547347**	**7.06**	**9546391**	**956**	**99.99**	**0.01**

Resolution No. 2 - Approval of Shifting of Registered Office of the Company from 69 KM Stone, Delhi-Jaipur Highway, Dharuhera, Distt. Rewari – 122106, Haryana to 38 KM Stone, Delhi-Jaipur Highway, Gurugram – 122001, Haryana								
Resolution Required (Ordinary/Special)			Special Resolution					
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**
	Postal Ballot		67775978	99.99	67775978	0	100.00	0.00
	Total		**67775978**	**99.99**	**67775978**	**0**	**100.00**	**0.00**
Public-Institutional holders	E-Voting	8630412	5670227	65.70	5670227	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**5670227**	**65.70**	**5670227**	**0**	**100.00**	**0.00**
Public-others	E-Voting	58874610	500204	0.85	499863	341	99.93	0.07
	Postal Ballot		3376186	5.73	3376186	0	100.00	0.00
	Total		**3876390**	**6.58**	**3876049**	**341**	**99.99**	**0.01**
Total		**135285000**	**77322595**	**57.16**	**77322254**	**341**	**100.00**	**0.00**

RICO AUTO INDUSTRIES LTD.

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
69 KM Stone, Delhi-Jaipur Highway
Dharuhera, Distt. Rewari - 122106
Haryana

Sub: **Scrutinizer's Report on Postal Ballot process including voting by electronic means conducted pursuant to Section 108 and 110 of the Companies Act, 2013 ('The Act')read with Rules framed there under, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No CIR/CFD/CMD/16/2015 dated 30th November 2015 and Secretarial Standard 2 (SS-2)**

I, **K KSachdeva, (Practicing Company Secretary)**, have been appointed as the Scrutinizer by the Board of Directors of **Rico Auto Industries Limited** having its registered office at 69 KM Stone, Delhi-Jaipur Highway, Dharuhera, Distt. Rewari - 122106, Haryana for the purpose of scrutinizing the Postal Ballot process including electronic means (e-voting) in a fair and transparent manner and ascertaining requisite majority on Postal Ballot process including e-voting carried out in respect of the items/ resolutions as set out in the Notice of Postal Ballot and E-Voting of the Company dated 9th November, 2016.

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 Sunday, 1st January, 2017, at 9:00 AM IST and ended onMonday, 30th January, 2017, at 5:00 PM IST.

The Company has also provided voting by Postal Ballot and provided Physical Ballot Form along with a self addressed Business Reply Envelope to the Shareholders, Completed Forms are to be sent to the Company by post/courier or physically depositing the Forms at the address given onself addressed Business Reply Envelope.

The Management of the Company was responsible to ensure the compliances with requirements of the Companies Act, 2013 and Rules framed there under relating to Postal Ballot process including e-voting on the items/resolutions contained in Notice of Postal Ballot of the Company dated 9th November, 2016 including the dispatch of Notice to all the members of the Company as prescribed in the Act and Rules. My responsibility as a Scrutinizer for Postal Ballot process including e-voting is restricted to scrutinize the results and present the Report for the votes cast "in favour" or "against" the resolutions.



Further to above, I submit my report as under:

a. The e-voting period remained open from 9.00 AM on Sunday, 1st January, 2017 up to 5.00 PM on Monday, 30th January, 2017 and the e-voting platform was blocked thereafter.

b. Votes cast through postal ballots/physical ballot forms received upto 5.00 PM Monday, 30th January, 2017 were considered.

c. Accordingly, the results of the Postal Ballot forms including e-voting is as under:

1. **Resolution to be passed by the Public Shareholders with requisite majority as per the requirement of SEBI Circular - Item No. 1.**

Approval of the scheme of Amalgamation of UttarakhandAutomotives Limited with Rico Auto Industries Limited and their respective shareholders and creditors under Section 391 to 394 of the Companies Act, 1956 or any other corresponding provisions of the Companies Act, 2013.

I. Voted in favour of the Resolution:

	Number of Members who voted through E-Voting and Postal Ballot Process	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	182	6168905	64.61%
Postal Ballot	117	3377486	35.38%
Total	**299**	**9546391**	**99.99%**

II. Voted against the Resolution:

	Number of Members who voted through E-Voting and Postal Ballot Process	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	7	956	0.01%
Postal Ballot	0	0	0
Total	**7**	**956**	**0.01%**

III. Invalid Votes:

	Number of Members who voted through E-Voting and Postal Ballot Process	Number of votes cast (Shares)
E-Voting	0	0
Postal Ballot	5	60618
Total	5	60618

Result: Resolution Approved

2. As a Special Resolution – Item No.2

Approval to shift the Registered Office of the Company from 69 KM Stone, Delhi-Jaipur Highway, Dharuhera, Distt. Rewari -122106, Haryana to 38 KM Stone, Delhi-Jaipur Highway, Gurugram (old name Gurgaon) -122001, Haryana.

I. Voted in favour of the Resolution:

	Number of Members who voted through E-Voting and Postal Ballot Process	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	188	6170090	7.98%
Postal Ballot	131	71152164	92.02%
Total	**319**	**77322254**	**100.00%**

II. Voted against the Resolution:

	Number of Members who voted through E-Voting and Postal Ballot Process	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	4	341	0
Postal Ballot	0	0	0
Total	**4**	**341**	**0**

III. Invalid Votes:

	Number of Members who voted through E-Voting and Postal Ballot Process	Number of votes cast (Shares)
E-Voting	0	0
Postal Ballot	5	60618
Total	5	60618

Result: Resolution Approved

The register, all other papers and relevant records relating to electronic voting and physical ballot shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Postal Ballot including E-voting process and thereafter the same will be handed over to Company Secretary.

Thanking you,

Yours faithfully,
For **K K Sachdeva & Associates**
Company Secretaries

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

Dated:1st February, 2017
Place:Gurugram, Haryana