RICO AUTO INDUSTRIES LIMITED
REGD. & CORP. OFFICE : 38 K.M. STONE, DELHI-JAIPUR HIGHWAY, GURUGRAM -122001, HARYANA (INDIA)
EMAIL : rico@ricoauto.in WEBSITE : www.ricoauto.in TEL.: +91 124 2824000 FAX : +91 124 2824200
CIN : L34300HR1983PLC023187

RAIL:SEC:2018

September 06, 2018

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 35th AGM**

Dear Sir/Madam,

In continuation to our letter dated 24th August, 2018, attached herewith the soft copy of Notice of 35th AGM to be held on Saturday, 29th day of September, 2018.

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. & Corp. Office: 38 KM Stone, Delhi-Jaipur Highway, Gurugram - 122001, Haryana

Tel: +91 124 2824000, Fax: +91 124 2824200, E-mail: cs@ricoauto.in, Website: www.ricoauto.in

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 35th ANNUAL GENERAL MEETING of the Members of RICO AUTO INDUSTRIES LIMITED will be 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) 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, 2018 including the Reports of Directors' and Auditors' thereon.
2. To confirm the payment of 40% Interim Dividend i.e. ₹0.40 (Forty paise) per Equity Share of ₹1/- each already paid and declare final dividend on Equity Shares for the financial year ended 31st March, 2018. The Board has recommended 40% Final Dividend i.e. ₹0.40 (Forty paise) per Equity Share of ₹1/- each.
3. To appoint a Director in place of Smt. Upasna Kapur (DIN: 00327461), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

4. **Ratification of Remuneration of the 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(s) thereof for the time being in force], the total remuneration of ₹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."

5. **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 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 ₹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."

6. **Increase in payment of Commission to Non-Executive Directors**

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

   "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 ₹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 ₹1.00 Crore (Rupees One Crore) from ₹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."

7. **Approval of payment of Remuneration to 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 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: ₹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."

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

B.M. Jhamb
Company Secretary
FCS No. 2446

Place : New Delhi
Date : 3rd August, 2018

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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 27TH SEPTEMBER, 2018).**

   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 22nd September, 2018 to 29th September, 2018 (both days inclusive).

4. Dividend to Members as recommended by the Board of Directors for the year ended 31st March, 2018, 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 21st September, 2018; and

   b) in respect of shares held in electronic form, to those Beneficial Owners 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 21st September, 2018.

   The dividend will be paid on or after 4th October, 2018 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 so that information can be made available at the Annual General Meeting.

7. The SEBI vide its circular dated 20th April, 2018 has mandated all Companies to credit the dividends electronically to the member's Bank Account. Members holding shares in physical form, who have not yet forwarded their bank details are requested to furnish a copy of original cancelled cheque leaf/attested bank passbook showing name of the account holder and other details viz. Account No., IFS Code and MICR Code to the RTA/Company. 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).

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. a) Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 (the Act), the amount of dividend which remains unpaid/ unclaimed for a period of 7 years is transferred to the "Investor Education and Protection Fund" (IEPF). As such, Member(s) who have not yet encashed their dividend warrant(s) are requested in their own interest to write to the Company for claiming outstanding dividend declared by the Company from the financial year 2010-11 or any subsequent financial years. It may be noted that once the unclaimed dividend is transferred, on the expiry of seven years, to the IEPF, as stated herein, no claim with the Company shall lie in respect thereof.

   The amount of unpaid or unclaimed dividend upto the financial year ended 31st March, 2010, have already been transferred to the IEPF.

   b) Pursuant to Rule 5(8) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, your Company has uploaded the Form IEPF-2 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.in/investor-relation.html**

   c) Attention is drawn to the provisions of section 124(6) of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 which require a Company to transfer to the DEMAT Account of IEPF Authority, all shares in respect of which dividends has not been paid or claimed for 7 (seven) consecutive years or more.

   The Company during the financial year 2017-18 had, accordingly, transferred the 38492 shares pertaining to the financial year 2009-10 to the IEPF Authority within the stipulated time period.

   The Company has uploaded details of shares transferred to IEPF Authority on the website of the IEPF Authority viz. **www.iepf.gov.in** and on the website of the Company, at **http://www.ricoauto.in/investor-relation.html**

   Further, all the shareholders who have not claimed/encashed their dividends in the last seven consecutive years from 2011 are requested to claim the same. The concerned members are requested to verify the details of their unclaimed amounts, if any, from the website of the Company and IEPF and write to the Company or the Company's Registrar before the same becoming due for transfer to the IEPF Authority. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF Authority.

10. As required by the Clause F of Schedule V of the SEBI (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 ₹10/- each or shares of the erstwhile Rico Agroils Limited are requested to surrender the respective Share Certificate(s) to the Company at its Registered Office, to enable the Company to issue the Equity Shares of face value of ₹1/- each out of the said account.

11. Members must quote their Folio No./DP ID/Client ID No. and contact details such as e-mail ID, Mobile No./Phone No. etc. in all correspondence with the Company/Registrar & Share Transfer Agent (RTA) of the Company.

12. 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.

13. Members may further note that in order to curb the malpractices related to physical share transfers, SEBI vide its Notification dated 8th June, 2018 has restricted all the Listed Companies from undertaking any physical transfers of the securities w.e.f. 5th December, 2018 and thereafter, only dematerialized securities will be allowed to be transferred. However, transmission or transposition of the securities will continue to be accepted in physical form. Therefore, we would like to suggest you to kindly get your shareholding converted into Dematerialized Form to eliminate the risk associated with the physical share certificates. In case you do not have any demat account, you may contact nearest Depository Participant (DP) who will guide you in opening the same.

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. Corporate Members intending to send their Authorized Representative(s) are required to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at this Annual General Meeting.

17. 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 e-mail IDs are registered with the Company/RTA for communication purposes unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail IDs, physical copies of the Notice of 35th Annual General Meeting are being sent through the permitted mode.

18. Members may also note that the Notice of the 35th Annual General Meeting is also available on the Company's website: **http://www.ricoauto.in/investor-relation.html**

19. 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 to date and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members a facility to exercise their right to vote on resolutions proposed to be considered and passed at the 35th 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) as detailed hereunder:

    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 Wednesday, 26th September, 2018 (9.00 a.m. IST) and ends on Friday, 28th September, 2018 (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, 21st September, 2018, 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 process and manner for remote e-voting are as under:

        i) The Member(s) whose e-mail 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.

        ii) The Member(s) who receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depository) is advised to take the following steps for casting his/her vote by remote e-voting:

How to cast vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-voting system at:
https://www.evoting. nsdl.com

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

I. Visit the e-voting website of NSDL. Open web browser by typing the following URL:https://www.evoting.nsdl.com either on a personal computer or on a mobile.

II. Once the home page of e-voting system is launched, click on the icon "Login" which is available under **'Shareholders'** section.

III. A new screen will open. You will have to enter your User ID, Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. **IDEAS**, you can log-in at **https://e-services.nsdl.com** with your existing **IDEAS** login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

IV. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 109479 then user ID is 109479001***

V. Your password details are given below:

a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

i) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'Initial Password'.

ii) The Member(s) whose e-mail 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.

VI. If you are unable to retrieve or have not received the "Initial Password" or have forgotten your password:

a) Click on "**Forgot User Details/Password**?" (If you are holding shares in your demat account with NSDL or CDSL) option available on **www.evoting.nsdl.com**.

b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on **www.evoting.nsdl.com**.

c) If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.co.in** mentioning your demat account number/folio number, your PAN, your name and your registered address.

VII. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

VIII. Now, you have to click on "Login" button.

IX. After you click on the "Login" button, Home page of e-voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-voting system?

I. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.

II. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

III. Select "EVEN" of Rico Auto Industries Limited which is 109479.

IV. Now you are ready for e-voting as the voting page opens.

V. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

VI. Upon confirmation, the message "Vote cast successfully" will be displayed.

VII. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

VIII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders:

I. 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.**

II. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on **www.evoting.nsdl.com** to reset the password.

III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of **www.evoting.nsdl.com** or call on toll free no.: **1800-222-990** or send a request at **evoting@nsdl.co.in**.

E) 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, 21st September, 2018.

F) 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, 21st September, 2018, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in.**

G) Kindly note that the Members can opt only one mode of voting i.e. either by Ballot Paper or E-voting. If you are opting E-voting, then please do not vote by Ballot Paper and vice versa. However, in case Members cast their vote through Physical Ballot and E-voting, then voting done through E-voting shall prevail and voting done by Physical Ballot will be treated as cancelled.

H) 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.

I) 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.

J) Shri K.K. Sachdeva, of M/s. K.K. Sachdeva & Associates, Company Secretaries (CP No.4721, FCS No.7153), has been appointed by the Board of Directors of the Company as Scrutinizer to scrutinize the remote e-voting and voting process at AGM in a fair and transparent manner.

K) 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.

L) The Scrutinizer shall, immediately 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 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.in/investor-relation.html** and on the website of NSDL **www.evoting.nsdl.com** and the same shall be communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results shall also be displayed on the Notice Board of the Company at the Registered Office of the Company.

20. Smt. Upasna Kapur is not debarred from holding the office of Director pursuant to any SEBI Order. The information/details as required by the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings in respect of Director seeking appointment/re-appointment at ensuing 35th AGM are given hereunder:

Name of the Director	Smt. Upasna Kapur
DIN	00327461
Date of Birth	20th March, 1961
Date of Appointment	19th June, 2015
Qualifications	M.A. (English)
Expertise in Specific Functional Area	She has an experience of about 26 years in the policy formulation and administration
List of Directorships in other Companies	1. Rico Jinfei Wheels Limited 2. Higain Investments Private Limited 3. Ishvara Manufacturing and Finvest Advisors Private Limited
Chairman/ Member of the Committee of the Board of Directors of Public Companies	Nil
Shareholding in the Company	966920 (0.715%) Equity Shares of ₹1/- each
Relation with other Directors of the Company	Shri Rakesh Kapur is husband of Smt. Upasna Kapur.
No. of Board Meeting Attended during the year (2017-18)	4 (Four)

21. The requirement to place the matter relating to ratification of the appointment of Statutory Auditors by Members at every Annual General Meeting has been done away with pursuant to the provisions of the Companies Amendment Act, 2017 notified on 7th May, 2018 by the Ministry of Corporate Affairs. Accordingly, the resolution for ratification of the appointment of Statutory Auditors made in the 34th Annual General Meeting held on 22nd September, 2017 for a period of five years on such remuneration as may be mutually agreed between the Board of Directors or any committee thereof and the Statutory Auditors, is not required to be placed in this meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

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 3rd August, 2018, 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 2018-19 on a total remuneration of ₹1.50 lakhs (Rupees One lakh fifty thousand) plus applicable 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 2018-19.

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

Item No. 5

M/s. Rico Aluminium and Ferrous Auto Components Limited (RAFA) 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of the Regulation 23(4) of the SEBI (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 RAFA during the financial year 2018-19 are likely to exceed the threshold prescribed under Explanation to Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and will be considered material and therefore would require approval of the shareholders of the Company by way of 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 is 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 ₹500.00 crores (Rupees Five hundred crores only) in the financial year 2018-19.

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 respective meetings held on 3rd August, 2018 and recommended the same to the shareholders for their approval.

The Board, therefore, recommends the Ordinary Resolution as set out at Item No.5 for your approval.

Item No. 6

The Members had at the 32nd Annual General Meeting held on 29th September, 2015 approved the payment of remuneration to the Non-Executive Directors of the Company, by way of commission not exceeding one percent (1%) of the net profits of the Company subject to maximum limit of ₹70.00 lakhs (Rupees Seventy lakhs) for the period of each financial year with effect from 1st April, 2015 to 31st March, 2020 in such manner as the Board of Directors may determine from time to time.

The responsibility of the Non-Executive Directors has increased considerably over the years. Non-Executive Directors contribute their wealth of knowledge, strategies and experience to the business of the Company. In view of the dynamic changes in Company Law and the Corporate Governance Norms, the role and liabilities of Non Executive Directors have significantly been highlighted. There has been greater demand for competent Non-Executive Directors in recent times. In view of the onerous responsibilities shouldered and contribution made by the Non-Executive Directors, it has become incumbent on the Corporates to remunerate them appropriately.

Accordingly, your Company keeping in view the role and responsibilities of the Directors as stated above proposes to increase the quantum of commission being paid to the Non-Executive Directors of the Company from ₹70.00 lakhs (Rupees Seventy lakhs) to ₹1.00 Crore (Rupees One Crore) in each financial year within the overall ceiling of one per cent of the net profit of the Company computed in accordance with the applicable provisions of the Companies Act, 2013 and Rules made thereunder for the remaining period of two financial years starting from 1st April, 2018 to 31st March, 2020. This remuneration will be distributed amongst the Non-Executive Directors in accordance with the applicable provisions of the Companies Act, 2013. This remuneration shall be in addition to sitting fee payable to the Directors for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever, as may be decided by the Board.

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

All the Non-Executive Directors are interested in the Resolution at Item No.6 to the extent of commission that may be received by them. The relatives of the Non-Executive Directors may be deemed to be interested in the Resolution at Item No.6 to the extent of their shareholding interest, if any, in the Company. The Key Managerial Personnel of the Company or their respective relatives are not interested in the aforesaid resolution.

Item No. 7

Shri Arun Kapur (DIN: 00100270) is the Joint Managing Director of the Company since May, 1985. Present terms of his appointment were approved by the Shareholders in their meeting held on 29th September, 2015 for five years w.e.f. 2nd May, 2015 to 1st May, 2020. The terms of his remuneration were also approved by the shareholders for a period of three years effective from 1st April, 2015 to 31st March, 2018 and were further revised for remaining two years w.e.f. 1st April, 2016 to 31st March, 2018 by shareholders in their meeting held on 23rd September, 2016.

In view of above, the terms of remuneration payable to Shri Arun Kapur, Joint Managing Director needs to be approved w.e.f. 1st April, 2018 to 1st May, 2020 for the remaining tenure of his service. Pursuant to the provisions of section 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, payment of remuneration to the Joint Managing Director requires approval of the shareholders.

Considering the enhanced responsibilities being shouldered by Shri Arun Kapur in the context of increased volume of business of the Company, the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on 9th February, 2018 has considered, approved and recommended the proposed remuneration payable to him, as detailed in the resolution subject to the approval of the shareholders. Shri Arun Kapur is not debarred from holding the office of Director pursuant to any SEBI Order.

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

The information/details as required by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard--2 on General Meetings are given hereunder:

I. **INFORMATION ABOUT THE APPOINTEE**

1. **Background Details**

Shri Arun Kapur born on 14th February, 1954 is an Arts Graduate from Punjab University. He is the co-promoter of the Company and is presently the Joint Managing Director of the Company. Shri Arun Kapur has vast experience of more than three decades in the industry. He has been instrumental in the growth of the Company.

2. **Past Remuneration**

The remuneration drawn by Shri Arun Kapur during the past five years is as under:

Financial Year Ended	Amount (₹ in Crores)
31st March, 2014	0.48
31st March, 2015	0.48
31st March, 2016	0.62
31st March, 2017	0.87
31st March, 2018	1.02

3. **Recognition and Awards**

He is also Director of the following Companies:

i) Rico Castings Limited
ii) Magpie Finvest Advisors Private Limited
iii) Meraki Manufacturing and Finvest Advisors Private Limited

He is member of the Committees of the following Company:

Rico Auto Industries Limited

i) Share Transfer Committee – Member
ii) Corporate Social Responsibility Committee – Member

4. **Board Meeting Attended**

He regularly attends the Board and Committee Meetings. During the year 2017-18 he attended Four Board Meetings.

5. **Shareholding in the Company**

He is holding 8651160 (6.395 %) equity shares of ₹1/- each.

6. **Job Profile & Suitability**

Shri Arun Kapur, Joint Managing Director is vested with substantial powers of the Company under the superintendence, control and directions of the Board of Directors. He has contributed immensely in devising Company policies and strategies for long term development activities of the Company and under his leadership, your Company has reached to its present position. Your Company has plants at Dharuhera, Gurugram, Haridwar, Bawal, Chennai and Sanand for Aluminium High Pressure Die Casting (HPDC) and Ferrous Foundry at Gurugram and IMT Manesar. The other projects are also in pipe line. At present, the Company has one Joint Venture Company engaged in manufacturing of auto components. Considering the performance of existing projects and expansion plans, the Company is expected to register a growth in the years to come. He is devoting his full time in managing the business of the Company and is considered best suitable for the job.

7. **Remuneration proposed (01/04/2018 to 01/05/2020)**

As set out in the proposed Ordinary Resolution at Item No.7.

8. **Comparative Remuneration Profile with respect to industry, size of the Company, profile of the position and person**

The remuneration proposed to be paid to Shri Arun Kapur is in line with the remuneration paid to the managerial personnel in other companies engaged in the similar industry. At present he is looking after plants at Dharuhera, Gurugram, IMT Manesar, Haridwar, Bawal, Sanand and Chennai, one Joint Venture Company, Four Subsidiary Companies and three Step-down Subsidiaries.

All these plants and offices are working under his supervision. Keeping in view of his job profile, position and responsibilities being undertaken by Shri Arun Kapur, remuneration being proposed is justified. The Nomination and Remuneration Committee while recommending the proposed resolution has taken into account all these factors.

9. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any**

Besides the remuneration proposed herein, Shri Arun Kapur has no other pecuniary relationship with the Company. He is related to Shri Arvind Kapur, Chairman, CEO & Managing Director and Shri Rakesh Kapur, Director of the Company.

II. **DISCLOSURES**

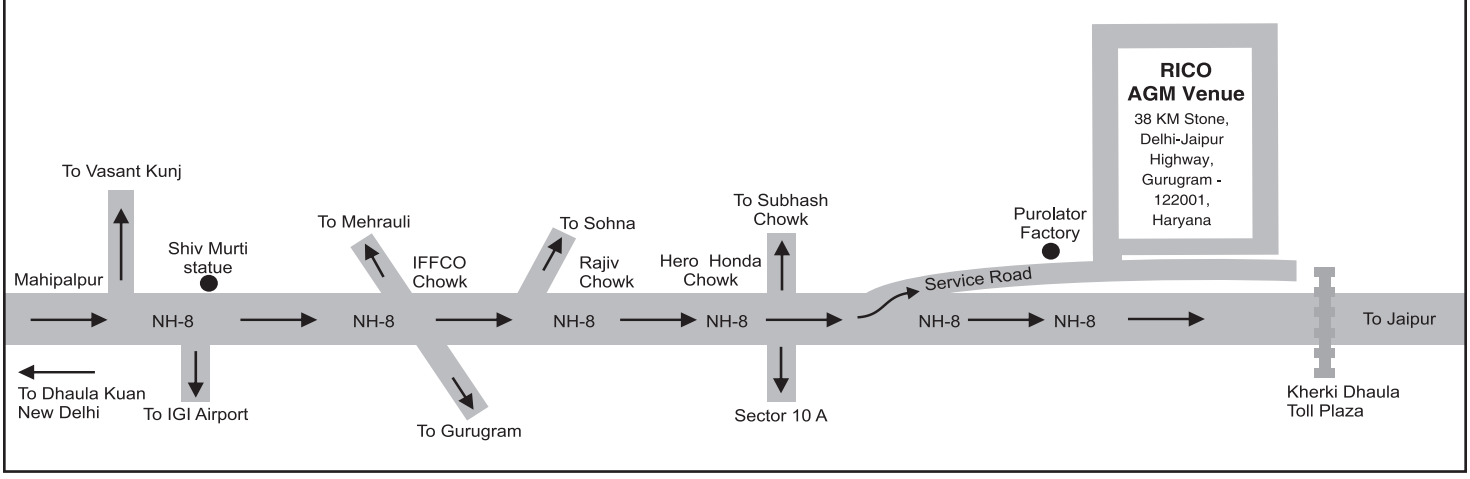
The requisite disclosures of remuneration package etc. have been mentioned in the Ordinary Resolution at Item No. 7 of the Notice of Annual General Meeting. At present, there is no stock option scheme available in the Company. The Disclosures are regularly provided in the Annual Report.

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

B.M. Jhamb
Company Secretary
FCS No. 2446

Place : New Delhi
Date : 3rd August, 2018

A ROUTE MAP SHOWING DIRECTION TO REACH THE VENUE OF 35TH AGM



RICO AUTO INDUSTRIES LIMITED

CIN : L34300HR1983PLC023187

Regd. & Corp. Office: 38 KM Stone, Delhi-Jaipur Highway, Gurugram - 122001, Haryana
Tel: +91 124 2824000, Fax: +91 124 2824200, E-mail: cs@ricoauto.in, Website: www.ricoauto.in

Attendance Slip

(To be presented at the entrance)

I hereby record my presence at 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.

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.

RICO AUTO INDUSTRIES LIMITED

CIN : L34300HR1983PLC023187

Regd. & Corp. Office: 38 KM Stone, Delhi-Jaipur Highway, Gurugram - 122001, Haryana
Tel: +91 124 2824000, Fax: +91 124 2824200, E-mail: cs@ricoauto.in, Website: www.ricoauto.in

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 35th Annual General Meeting of the Company, to be 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 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, 2018 together with the Reports of Directors' and Auditor's thereon.		
2.	To confirm the payment of 40% Interim Dividend i.e. ₹0.40 (Forty paise) per Equity Share of ₹1/- each already paid and declare final dividend on Equity Shares for the financial year ended 31st March, 2018. The Board has recommended 40% Final Dividend i.e. ₹0.40 (Forty paise) per Equity Share of ₹1/- each.		
3.	Re-appointment of Smt. Upasna Kapur (DIN: 00327461) as Director.		
Special Business			
4.	Ratification of Remuneration of Cost Auditors.		
5.	Approval of Related Party Transactions.		
6.	Increase in payment of Commission to Non-Executive Directors.		
7.	Approval of payment of Remuneration to Shri Arun Kapur (DIN:00100270), Joint Managing Director of the Company.		

Signed this.....day of 2018

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 27th September, 2018).
2. For the Resolutions, Explanatory Statement and Notes please refer to the Notice of the 35th 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.