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:2015 September 04, 2015

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
5th Floor, Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai – 400 051

Ref : **Symbol – RICOAUTO & Series – EQ**

Dear Sir,

Attached herewith the soft copy of Notice of AGM to be held on Tuesday, 29th day of September, 2015 for the financial year 2014-2015.

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

Notice is hereby given that the 32nd ANNUAL GENERAL MEETING of the Members of RICO AUTO INDUSTRIES LIMITED will be held on Tuesday, the 29th day of September, 2015 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 Financial Statements for the year ended 31st March, 2015 including Balance Sheet and the Profit and Loss Account 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 Rupee One per Equity Share (100%) already paid and declare the Final Dividend of Rupees Two per Equity Share (200%) for the financial year ended 31st March, 2015.
3. To appoint a Director in place of Shri Rakesh Kapur (DIN: 00100359), 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 2015-16, on such remuneration as may be agreed upon between the Board of Directors or any Committee thereof and the Auditors."

SPECIAL BUSINESS

5. **Appointment of Mrs. Upasna Kapur (DIN: 00327461) as Director**

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

   "Resolved that Mrs. Upasna Kapur (DIN: 00327461), who was appointed as an Additional Director of the Company with effect from 19th June, 2015 by the Board of Directors and who holds office upto the date of the Annual General Meeting under Section 161(1) of the Companies Act, 2013 and who being eligible for appointment as a Director and in respect of whom the Company has received a notice in writing from a Member, under Section 160 of the Companies Act, 2013 signifying her intention to propose the candidature of Mrs. Upasna Kapur for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation, with effect from the date of this meeting."

   "Resolved further that the Board of Directors of the Company be and are hereby authorized to take all such steps as may be necessary, desirable or expedient to give effect to this Resolution."

6. **Payment of Commission to Non-Executive Directors**

   To consider and if thought fit, to pass the following Resolution as a Special 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 Directors (other than Executive Directors) of the Company, be paid remuneration by way of commission not exceeding an amount equal to one percent (1%) of the net profits of the Company subject to maximum limit of Rs.70.00 lacs (Rupees Seventy lacs only) for each financial year as computed under Section 198 of the Act commencing from 1st April, 2015 upto the year ending 31st March, 2020."

   "Resolved further that the Board of Directors be and are hereby authorized to decide, from time to time, the quantum and manner of distribution of the amount of commission to one or more Directors within the limits prescribed and in terms of the Act."

   "Resolved further that the aforesaid commission shall be exclusive of the sitting fees payable to such Directors for attending the meetings of the Board and the Committees thereof."

   "Resolved further that consent of the Company be and is hereby accorded for payment of the aforesaid commission to such Directors who may be relatives of other Directors."

   "Resolved further that the Board of Directors of the Company be and are hereby authorized to take all such steps as may be necessary, desirable or expedient to give effect to this Resolution."

7. **Re-appointment of Shri Arun Kapur (DIN:00100270) as Joint Managing Director and Payment of Remuneration**

   To consider and if thought fit, to pass the following Resolution as a Special 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 consent of the Company be and is hereby accorded to the re-appointment of Shri Arun Kapur (DIN:00100270) as Joint Managing Director of the Company for a further period of five years w.e.f. 2nd May, 2015."

   "Resolved further that Shri Arun Kapur, Joint Managing Director be paid remuneration effective from 1st April, 2015 for a period of three years (i.e. 01/04/2015 to 31/03/2018) on the following terms and conditions:

   A. Salary: (Rs./Month) – 4.00 lacs (for three years)

   B. Perquisites: These are classified into the following three categories:

      PART-A

      i) Housing:

         a) The expenditure by the Company, on hiring furnished accommodation shall be subject to the following ceilings:

            Sixty per cent of the Basic Salary, over and above ten per cent payable by him.

         b) If the Company does not provide accommodation, he shall be entitled to House Rent Allowance subject to the ceiling laid down in (a) above.

            Explanation: The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962. This shall, however, be subject to a ceiling of ten percent of the Salary.

      ii) Medical Expenses: Reimbursement of expenses incurred for self and family in accordance with the rules of the Company for the time being in force and as amended from time to time.

      iii) Leave Travel Concession: Leave travel concession for self and family once in a year incurred in accordance with the rules of the Company.

      iv) Club Fees: Fees of clubs subject to a maximum of two clubs.

      v) Personal Accident Insurance: Personal Accident Insurance of an amount, the annual premium of which shall not exceed Rs.10,000/-.

         NOTE: For the purpose of perquisites stated hereinabove, 'family' means the spouse and the dependent children of the appointee.

      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 previous approval of the Central Government.

Pursuant to Sub-paragraph A of Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to such compliances and 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.

C. Commission: Commission shall be paid over and above the total remuneration stated herein based on net profits of the Company in a particular financial year as may be determined by the Board of Directors and Nomination and Remuneration Committee of the Company, which put together with salary and perquisites shall be subject to the overall 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."

8. **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 remuneration payble to M/s. J.K. Kabra & Co. (Firm Registration No. 000009), Cost Accountants, be and is hereby ratified for the financial year 2015-2016 for carrying out Cost Audit on a total remuneration of Rs.1.50 lacs (Rupees One lac fifty thousand only) plus service tax."

"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."

9. **Approval of Related Party Transactions**

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

"Resolved that pursuant to the provisions of Clause 49 (VII) of the Listing Agreement entered into with the Stock Exchanges (including any amendment or modification thereof) 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 contract/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.350.00 Crores (Rupees Three hundred and fifty crores only) for the financial year 2015-16 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."

10. **Adoption of new set of Articles of Association of the Company Pursuant to the Companies Act, 2013**

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

"Resolved that pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act [including any statutory modification(s) or re-enactment thereof for the time being in force] consent of Members of the Company be and is hereby accorded to alter the existing set of Articles of Association of the Company by replacing it with the new set of Articles of Association, and the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in exclusion and substitution of the existing Articles of Association of the Company."

"Resolved further that for the purpose of giving effect to this resolution, the Board of Directors of Company be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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

B.M. Jhamb
Company Secretary
FCS No. 2446

Place : Gurgaon
Dated: August 12, 2015

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 27TH SEPTEMBER, 2015).**

   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 PER CENT 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 23/09/2015 to 29/09/2015 (both days inclusive).

4. Dividend to Members as recommended by the Board of Directors for the year ended 31st March, 2015, 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 22nd September, 2015; and

   b) in respect of shares held in electronic form, to those "beneficiaries" whose names appear on 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 22nd September, 2015.

The Company will dispatch the dividend warrants on or after 5th October, 2015 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, change of 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 final dividend declared by the Company for the financial years 2007-2008 and onwards.

    The amount of unpaid or unclaimed dividend relating to the financial year ended 31st March, 1995 to 31st March, 2007, 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 www.ricoauto.com.
11. As required by the Clause 5A of Listing Agreement, 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 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 e-mail 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 e-mail IDs, physical copies of the Notice of 32nd Annual General Meeting are being sent through the permitted mode.
20. Members may also note that the Notice of the 32nd Annual General Meeting will also be available on the Company's website www.ricoauto.com.
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 Clause 35B of the Listing Agreement, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the 32nd 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 Saturday, 26th September, 2015 (9.00 a.m. IST) and ends on Monday, 28th September, 2015 (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. Tuesday, 22nd September, 2015, 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) In case a Member receives an e-mail from NSDL [for Members whose e-mail IDs are registered with the Company/Depository Participants(s)] :

            i) Open e-mail and open PDF file viz; "remote 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) Put 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" which is 102716.

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 required 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) In case a Member receives physical copy of the Notice of AGM [for Members whose e-mail IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

i) Initial password is provided in the enclosed Particulars of E-voting: EVEN (E-Voting Event Number), user ID and password.

ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

E) 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 number 1800-222-990.

F) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

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. Tuesday, 22nd September, 2015.

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. Tuesday, 22nd September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the toll free number 1800-222-990.

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) Shri K.K. Sachdeva, a Practicing Company Secretary (CP No.4721, FCS No.7153), has been appointed as Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

M) 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.

N) 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 three days 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 www.ricoauto.com 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 Clause 49 of the Listing Agreement 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 CLAUSE 49 OF THE LISTING AGREEMENT.

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 upto 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

The Board of Directors by way of circular resolution had appointed Mrs. Upasna Kapur as an Additional Director with effect from 19th June, 2015. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Upasna Kapur will hold office upto the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a Member alongwith a deposit of Rs.1,00,000/- proposing the candidature of Mrs. Upasna Kapur for the office of Director of the Company, liable to retire by rotation. The Company has received from Mrs. Upasna Kapur (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014; and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Brief resume of Mrs. Upasna Kapur, nature of her expertise in specific functional areas and other Directorships and Committee Memberships/Chairpersonships, if any, and shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided alongwith the Notice.

The Board considers that the appointment of Mrs. Upasna Kapur as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends her appointment as a Director of the Company whose period of office is liable to determination by retirement of directors by rotation for your approval.

Except Mrs. Upasna Kapur, being appointee and Mr. Rakesh Kapur, being relative, none of the Directors, Key Managerial Personnel or their relatives, are interested or concerned, financially or otherwise, in the aforesaid resolution.

Item No. 6

The Members had at the 27th Annual General Meeting held on 30th September, 2010 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 Rs.24.00 lacs (Rupees Twenty four lacs only) for the period of each financial year with effect from 1st April, 2010 to 31st March, 2015 in such manner as the Board of Directors may from time to time determine. In view of the coming into force of Sections 149, 197 and other relevant provisions of the Companies Act, 2013 from 1st April, 2014, approval of the Members is presently sought by way of a Special Resolution under the applicable provisions of the said Act.

Taking into consideration the role of Non-Executive Directors in achieving good performance and establishment of good governance. The responsibility of the Non-Executive Directors has increased considerably over the years. In view of the dynamic changes in Company Law and the Corporate Governance Norms, there is a greater demand on the Non-Executive Directors in terms of time and preparation for the Board and Committee Meetings. Keeping in view the requirement in terms of time and quality on the part of the Non-Executive Directors, it is necessary to remunerate them appropriately.

It is proposed taking into account the role and responsibilities of the Directors as stated above, that the Directors of the Company (other than Executive Directors) be paid for each financial year, commencing from 1st April, 2015 upto the financial year ending on 31st March, 2020 a remuneration not exceeding one percent (1%) per annum of the net profits of the Company subject to a maximum of Rs.70.00 lacs (Rupees Seventy lacs only) computed in accordance with the provisions of the Companies Act, 2013 and applicable Rules, if any, thereunder. This remuneration will be distributed amongst the Directors in accordance with the Section 197 and subject to any other applicable requirements under the Companies Act, 2013 and the Rules thereunder. 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 Special 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 is the Joint Managing Director of the Company since May, 1985. The terms of appointment of Shri Arun Kapur, Joint Managing Director were approved by the Shareholders in their meeting held on 30th September, 2009 for a period of five years w.e.f. 02/05/2010 to 01/05/2015. The terms of his remuneration were also approved by the Shareholders in their meeting held on 30th September, 2009 for a period of five years w.e.f. 02/05/2010 to 01/05/2015. The Board felt that for the sake of efficient running of the Company the services of Shri Arun Kapur, Joint Managing Director should be available to the Company for a further period of five years with effect from the expiry date of his present tenure.

Considering the increase in responsibilities being shouldered by the Joint Managing Director in the context of increased volume of business of the Company, your Board of Directors felt it appropriate subject to shareholders approval to re-appoint Shri Arun Kapur, Joint Managing Director on remuneration as detailed in the resolutions, which commensurate with the responsibilities undertaken by him. The remuneration previously payable to him was approved for three years effective from 1st April, 2012 upto 31st March, 2015. The Remuneration Committee has approved the proposed re-appointment and remuneration payable to him which is further subject to your approval.

The Board, therefore, recommends the Special 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.

The particulars required to be disclosed in the Explanatory Statement in accordance with the provisions of Sub-paragraph (A) of Section II of Part II of Schedule V of the Companies Act, 2013 are given below:

I. **GENERAL INFORMATION**

1. **Nature of the Industry**

The Company is a part of Indian Auto Components Manufacturing Industry and is engaged in the business of manufacturing high precision fully machined aluminium and ferrous components and assemblies for Original Equipment Manufacturers (OEMs) across the globe.

2. **Date of Commercial Production**

Commercial production has already commenced.

3. **Financial Performance**

The financial performance of the Company (Audited) during the last five years is as under:

(Rs. in Crores)

Financial Parameters	Year ended 31/03/2011	Year ended 31/03/2012	Year ended 31/03/2013	Year ended 31/03/2014	Year ended 31/03/2015
Gross Revenue	1085.21	1225.95	1185.57	1041.62	943.90
Net Profit/ (Loss) as computed under Sec.198	12.07	10.96	9.21	4.09	(58.65)
Net Profit/ (Loss) as per Profit & Loss Account	26.51	(3.94)	10.16	2.63	171.87
Amount of dividend paid including tax	3.15	2.35	2.37	1.58	48.70
Rate of dividend declared	20% (Paise Twenty per share)	15% (Paise Fifteen per share)	15% (Paise Fifteen per share)	10% (Paise Ten per share)	300% (Rupees Three per share) Interim dividend of rupee one per share and proposed rupees two per share

4. **Financial Performance based on given indicators**

The Company's sales are affected corresponding to growth of Indian Auto Component Industry.

5. **Export performance and net Foreign Exchange Collaborations**

The exports and earning in foreign currency, during the previous five years are as under:

Financial Year Ended		Amount (Rs. in Crores)
31st March, 2011	—	193.97
31st March, 2012	—	196.19
31st March, 2013	—	177.64
31st March, 2014	—	190.44
31st March, 2015	—	184.36

6. **Foreign Investments or Collaborations, if any**

Holding of FIIs/NRIs in paid-up share capital of the Company as on 30th June, 2015 is 3.25%. The Company has no foreign collaboration as on date. The Company has two Foreign Wholly Owned Subsidiaries namely:

a) Rico Auto Industries Inc., USA
b) Rico Auto Industries (UK) Limited, U.K.

II. **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 (Rs. in Crores)
31st March, 2011	—	1.27
31st March, 2012	—	1.27
31st March, 2013	—	0.48
31st March, 2014	—	0.48
31st March, 2015	—	0.48

3. **Recognition and Awards**

He is also Director of the following Companies:

1. Rico Castings Limited
2. Uttarakhand Automotives Limited
3. Rasa Autocom Limited
4. Rico Aluminium and Ferrous Auto Components Limited (formerly RAA Autocom Limited)
5. KAPBROS Engineering Industries Limited
6. Octan Media Limited
7. Kapsons Associates Investments Private Limited
8. Higain Investments Private Limited
9. Magpie Properties Private Limited

He is member of the Committees of the following Companies:

1. Rico Auto Industries Limited
   - i) Share Transfer Committee – Member
   - ii) Corporate Social Responsibility Committee – Member
2. Kapsons Associates Investments Private Limited
   - i) Audit Committee – Member
3. Rico Castings Limited
   - i) Audit Committee – Member
   - ii) Remuneration Committee – Member

4. **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. His planning, vision, strategies and long term development activities under his leadership, your Company has reached to its present position. Your Company has plants at Dharuhera, Gurgaon, Haridwar, Bawal, Sanand and Chennai. 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. Therefore, he is best suitable for the job.

5. **Remuneration proposed**

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

6. **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, Gurgaon, IMT Manesar, Haridwar, Bawal, Sanand and Chennai, one Joint Venture Company, five Subsidiary Companies and three Step-down Subsidiaries.

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

7. **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.

III. **OTHER INFORMATION**

1. **Reasons of Loss or Inadequate Profits**

The Company during the financial year 2014-15 could not earn the operational profits as was earning in the past. The financial performance of the Company was impacted due to slowdown in Indian economy, negative market sentiment, high interest rates, severe volatility in the forex markets and increase in commodity prices. Due to these main reasons profits earned are inadequate.

2. **Steps taken or proposed to be taken for improvement**

The Company is taking series of strategic and operational measures to improve the profitability. Steps are being taken to reduce cost of inputs and increase the productivity and profits.

3. **Expected increase in Productivity and Profits in Measurable Terms**

The aforesaid steps being taken by the Company would increase the productivity and profits of the Company. The Company would continue its endeavour to increase the revenues to improve the profitability in the coming years.

IV. **Disclosures**

The requisite disclosures of remuneration package etc. have been mentioned in the Special 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.

Item No. 8

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 28th May, 2015, 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 2015-16 at a total remuneration of Rs.1.50 lacs (Rupees One lac fifty thousand only) plus service tax. The remuneration payable to the Cost Auditors are required to be ratified by the Shareholders in accordance to 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 2015-16.

The Board, therefore, recommends the Ordinary Resolution as set out at Item No.8 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. 9

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 Clause 49-VII (B) of the Listing Agreement.

In terms of the proviso to Clause 49-VII (C) of the Listing Agreement, all transactions with related parties, which are material in nature, are subject to the approval of the Members of the Company by way of Special Resolution and the related parties shall abstain from voting on such resolutions.

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 2015-16 are likely to exceed the threshold prescribed under Clause 49(VII)(C) of the Listing Agreement and will be considered material and therefore would require the approval of shareholders of the Company by a Special 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: Rico Aluminium and Ferrous Auto Components Limited

Name of Director or Key Management 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 except.

1. Shri Arun Kapur, Director of RAAFA is also Joint Managing Director of the Company.
2. Shri Rakesh Kapur, Director of RAAFA is also Director on the Board of the Company.
3. Shri Arvind Kapur, being relative of Shri Arun Kapur and Shri Rakesh Kapur.

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 Arms 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. 350.00 Crores (Rupees Three hundred fifty crores only) in the financial year 2015-16.

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 Audit Committee and considered by the Board of Directors of the Company in their meeting duly held on 12th August, 2015 for recommending the same to shareholders of the Company for their approval.

The Board, therefore, recommends the Special Resolution as set out at Item No.9 for your approval.

Item No. 10

After the enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association (AOA) of the Company need to be re-aligned as per the provisions of the Companies Act, 2013.

The Board of Directors at its meeting held on 12th August, 2015 decided to incorporate/substitute/alter certain provisions as per the Companies Act, 2013. As this would result in a number of changes in the existing AOA of the Company, it is, therefore, desirable to adopt a new set of AOA in place of and in exclusion to the existing AOA of the Company. The new AOA to be substituted in place of the existing AOA is based on Table "F" of Schedule I of the Companies Act, 2013 which sets out the model AOA for a Company limited by shares.

The proposed new draft of AOA is available on the website of the Company at www.ricoauto.com and is also available for inspection by the Members at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting and shall be available at the Annual General Meeting. The proposed set of AOA of the Company is aligned to the Companies Act, 2013 and will therefore help in smooth transitioning and management of the Company as per the Companies Act, 2013 and other applicable laws.

The Board, therefore, recommends the Special Resolution as set out at Item No.10 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.

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

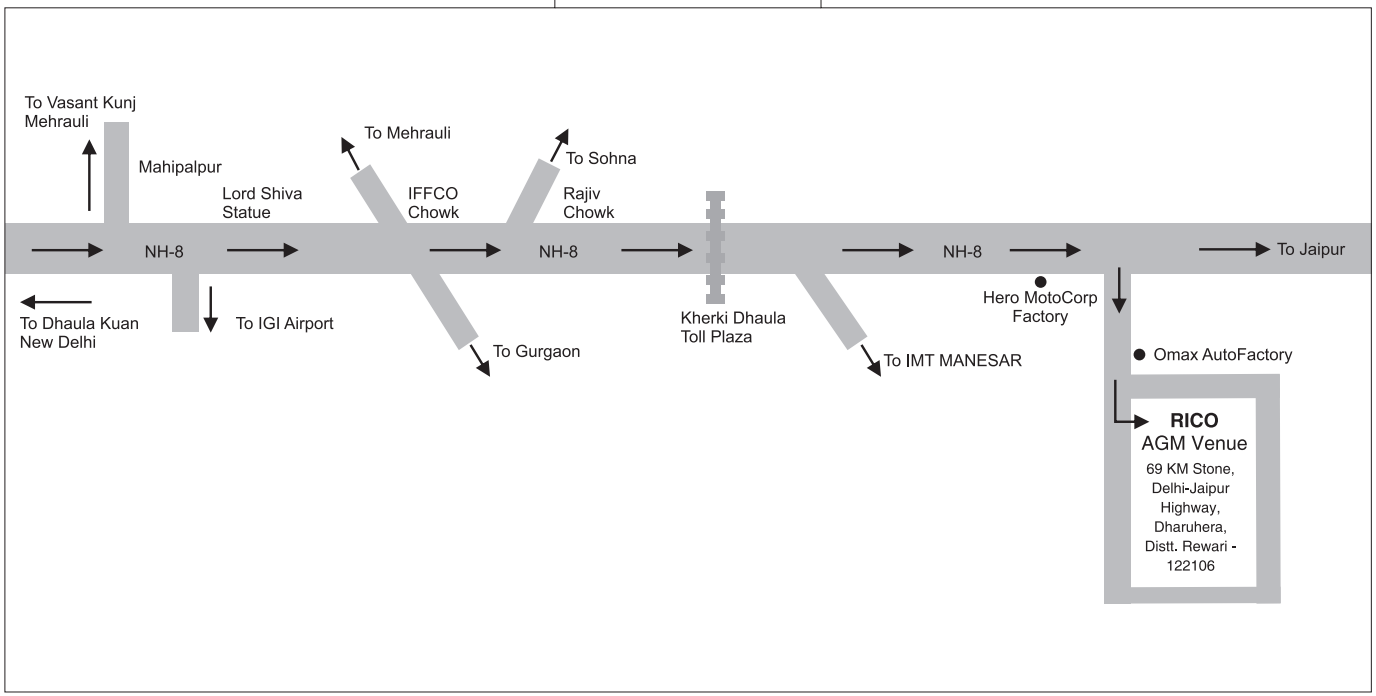
B.M. Jhamb
Company Secretary
FCS No. 2446

Place : Gurgaon
Dated: August 12, 2015

Relevant details, in terms of Clause 49 of the Listing Agreement, in respect of the Directors seeking Appointment/Re-appointment at the ensuing 32nd Annual General Meeting are as follows:

Name of the Director	Shri Rakesh Kapur	Mrs. Upasna Kapur	Shri Arun Kapur
DIN	00100359	00327461	00100270
Date of Birth	09th February, 1955	20th March, 1961	14th February, 1954
Date of Appointment	30th January, 1985	19th June, 2015	10th March, 1983
Qualifications	B.Com	M.A (English)	B.A.
Expertise in Specific Functional Area	Shri Rakesh Kapur has about 37 years of Industrial and Administrative experience to his credit.	Mrs. Upasna Kapur has an experience of about 23 years in the policy formulation and administration.	Shri Arun Kapur has vast experience of about 38 years in the Engineering Industry particularly in marketing, export and administration.
List of Directorships in other Companies	1. Rico Castings Limited 2. Rico Jinfei Wheels Limited 3. Rasa Autocom Limited 4. Octan Media Limited 5. Uttarakhand Automotives Limited 6. KAPBROS Engineering Industries Limited 7. Rico Aluminium and Ferrous Auto Components Limited (formerly RAA Autocom Limited) 8. Rico Auto Industries Inc. USA 9. Kapsons Associates Investments Private Limited 10. Higain Investments Private Limited 11. Magpie Properties Private Limited	1. Kapsons Associates Investments Private Limited	1. Rico Castings Limited 2. Rasa Autocom Limited 3. Octan Media Limited 4. Uttarakhand Automotives Limited 5. KAPBROS Engineering Industries Limited 6. Rico Aluminium and Ferrous Auto Components Limited (formerly RAA Autocom Limited) 7. Kapsons Associates Investments Private Limited 8. Higain Investments Private Limited 9. Magpie Properties Private Limited
Chairman/Member of the Committee of the Board of Directors of Public Companies	Rico Auto Industries Limited: 1. Corporate Social Responsibility Committee 2. Stakeholders Relationship Committee 3. Share Transfer Committee 4. Finance Committee	NIL	Rico Auto Industries Limited: 1. Corporate Social Responsibility Committee 2. Share Transfer Committee Rico Castings Limited: 1. Audit Committee 2. Remuneration Committee
Shareholding in the Company	23,98,720 (1.77%) Equity Shares of Re.1/- each	9,66,920 (0.72%) Equity Shares of Re.1/- each	86,51,160 (6.39%) Equity Shares of Re.1/- each
Relation with other Directors of the Company	Shri Rakesh Kapur is brother of Shri Arvind Kapur & Shri Arun Kapur and husband of Mrs. Upasna Kapur	Mrs. Upasna Kapur is wife of Shri Rakesh Kapur	Shri Arun Kapur is brother of Shri Arvind Kapur & Shri Rakesh Kapur

ROUTE MAP


To Vasant Kunj
Mehrauli
Mahipalpur
Lord Shiva
Statue
To Mehrauli
IFFCO
Chowk
To Sohna
Rajiv
Chowk
NH-8
NH-8
NH-8
To Jaipur
To Dhaula Kuan
New Delhi
To IGI Airport
To Gurgaon
Kherki Dhaula
Toll Plaza
To IMT MANESAR
Hero MotoCorp
Factory
Omax AutoFactory
RICO
AGM Venue
69 KM Stone,
Delhi-Jaipur
Highway,
Dharuhera,
Distt. Rewari -
122106

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 32nd Annual General Meeting of the Company held on Tuesday, the 29th day of September, 2015 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.

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, in case of a poll, for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Tuesday, the 29th day of September, 2015 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:

ORDINARY BUSINESS	SPECIAL BUSINESS
1. Adoption of the Audited Financial Statements for the year ended 31st March, 2015 together with the Reports of Directors' and Auditor's thereon.	5. Appointment of Mrs. Upasna Kapur as Woman Director of the Company.
2. Declaration of Final Dividend (200%) on Equity Shares in addition to the 100% Interim Dividend already paid for the financial year 2014-2015.	6. Payment of Commission to Non-Executive Directors.
3. Re-appointment of Shri Rakesh Kapur (DIN: 00100359) as Director.	7. Re-appointment of Shri Arun Kapur (DIN:00100270) as Joint Managing Director and Payment of Remuneration.
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.	8. Ratification of Remuneration of Cost Auditors.
	9. Approval of Related Party Transactions.
	10. Adoption of new set of Alteration of Articles of Association of the Company Pursuant to the Companies Act, 2013.

Signed this..... day of 2015

Signature of the Member.....

Signature of Proxyholder(s).....

Affix Fifteen Paise Revenue Stamp

Note: 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, 2015).