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 October 01, 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**

Sub : **Details of Resolutions passed at 32nd Annual General Meeting of Members of the Company held on Tuesday, the 29th day of September, 2015**

Dear Sir ,

In continuation to our earlier letter No. RAIL:SEC:2015 dated 29th September, 2015, we are enclosing herewith the details of Resolutions passed alongwith the Scrutinizer's Report.

Thanking you,

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

B.M. Jhamb
Company Secretary
FCS : 2446

Encl : As above

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RESULTS OF E-VOTING AND POLL AT THE 32ND AGM ON 29.09.2015

	FOR			AGAINST			INVALID		RESULT
	NO. OF MEMBERS	NO. OF VOTES	% OF NO. OF VOTES CAST	NO. OF MEMBERS	NO. OF VOTES	% OF NO. OF VOTES CAST	NO. OF MEMBERS	NO. OF VOTES	
ITEM NO. 1 - ADOPTION OF BALANCE SHEET FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015									
E-VOTING	43	5289882	7.081%	3	166035	0.222%	0	0	
POLL	66	69253250	92.697%	0	0	0.000%	0	0	APPROVED
TOTAL	109	74543132	99.778%	3	166035	0.222%	0	0	
ITEM NO. 2 - DECLARATION OF 200% DIVIDEND AND CONFIRMATION OF 100% INTERIM DIVIDEND									
E-VOTING	47	5456017	7.303%	0	0	0.000%	0	0	
POLL	66	69253250	92.697%	0	0	0.000%	0	0	APPROVED
TOTAL	113	74709267	100.000%	0	0	0.000%	0	0	
ITEM NO.3 - RE-APPOINTMENT OF SHRI RAKESH KAPUR (DIN:00100359) AS DIRECTOR									
E-VOTING	42	5289036	7.080%	4	166881	0.223%	0	0	
POLL	66	69253250	92.697%	0	0	0.000%	0	0	APPROVED
TOTAL	108	74542286	99.777%	4	166881	0.223%	0	0	
ITEM NO. 4- RATIFICATION OF APPOINTMENT OF M/S. WALKER CHANDIOK & CO LLP, AS AUDITORS									
E-VOTING	44	5455067	7.302%	2	850	0.001%	0	0	
POLL	66	69253250	92.697%	0	0	0.000%	0	0	APPROVED
TOTAL	110	74708317	99.999%	2	850	0.001%	0	0	
ITEM NO. 5 - APPOINTMENT OF MRS. UPASNA KAPUR (DIN:00327461) AS WOMAN DIRECTOR									
E-VOTING	40	5261032	7.042%	6	194885	0.261%	0	0	
POLL	66	69253250	92.697%	0	0	0.000%	0	0	APPROVED
TOTAL	106	74514282	99.739%	6	194885	0.261%	0	0	
ITEM NO. 6 - PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS									
E-VOTING	37	5450794	7.290%	6	4273	0.006%	0	0	
POLL	66	69253250	92.698%	0	0	0.000%	0	0	APPROVED
TOTAL	103	74704044	99.988%	6	4273	0.006%	0	0	
ITEM NO. 7- RE-APPOINTMENT OF SH. ARUN KAPUR (DIN:00100270) AS JT. MANAGING DIRECTOR AND PAYMENT OF REMUNERATION									
E-VOTING	39	5288386	75.421%	5	167181	2.384%	0	0	
POLL	53	1556272	22.195%	0	0	0.000%	13	67696978	APPROVED
TOTAL	92	6844658	97.616%	5	167181	2.384%	13	67696978	
ITEM NO. 8 - RATIFICATION OF REMUNERATION OF COST AUDITORS									
E-VOTING	42	5455163	7.302%	2	204	0.000%	0	0	
POLL	66	69253250	92.698%	0	0	0.000%	0	0	APPROVED
TOTAL	108	74708413	100.000%	2	204	0.000%	0	0	
ITEM NO. 9 - APPROVAL OF RELATED PARTY TRANSACTIONS									
E-VOTING	42	5454167	77.784%	3	1450	0.021%	0	0	
POLL	53	1556272	22.195%	0	0	0.000%	0	966920	APPROVED
TOTAL	95	7010439	99.979%	3	1450	0.021%	0	966920	
ITEM NO. 10 - ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY									
E-VOTING	47	5455942	7.303%	0	0	0.000%	0	0	
POLL	66	69253250	92.697%	0	0	0.000%	0	0	APPROVED
TOTAL	113	74709192	100.000%	0	0	0.000%	0	0	

K K SACHDEVA & ASSOCIATES

Company Secretaries

201, 3rd Floor, Dr. Mukherjee Nagar, Delhi-110009

Ph. 011 27608683, 9811071577, E-mail: kks445@gmail.com

SCRUTINIZER REPORT

To,
The Chairman,
RICO AUTO INDUSTRIES LIMITED
69 K M Stone, Delhi-Jaipur Highway,
Dharuhera, Distt. Rewari,
Haryana-122106

Sub: **Resolutions passed through E-Voting and Poll conducted at the 32nd Annual General Meeting of Rico Auto Industries Limited**

I, **K K Sachdeva, (Practicing Company Secretary)**, have been appointed as the Scrutinizer by the Board of Directors of **Rico Auto Industries Limited** having its registered office at 69 K M Stone, Delhi-Jaipur Highway, Dharuhera, Distt. Rewari, Haryana-122106, for the purpose of scrutinizing the electronic voting process and votes through poll at the Annual General Meeting held on 29th September, 2015.

The Company had appointed National Securities Depository Limited (NSDL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company from Saturday, 26th September, 2015 at 09.00 A.M. till Monday, 28th September, 2015 at 05.00 P.M.

The Company had also provided voting facility by poll at the 32nd Annual General Meeting of the Company, to the members present in person or by proxy; who did not exercise their right to vote through electronic voting facility.

The Management of the Company is responsible to ensure the compliances with requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on resolutions specified in the notice of the 32nd Annual General Meeting. My responsibility as a Scrutinizer for the e-voting process and poll is restricted to scrutinize the results and present the Report for the votes cast "in favour" or "against" the resolutions.

All the resolutions for the Ordinary and Special business as set out in Item No.1 to 10 in the Notice of the 32nd Annual General Meeting were duly approved by the members with requisite majority. The result of the E-Voting together with that of Poll is as follows:



1. **As an Ordinary Resolution- Item No. 1.**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015, including Balance Sheet and the Profit & Loss Account for the year ended on that date together with the reports of the Director's and Auditor's thereon

I. Voted in favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	43	5289882	7.081%
Poll	66	69253250	92.697%
Total	**109**	**74543132**	**99.778%**

II. Voted against the Resolution

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	3	166035	0.222%
Poll	0	0	0.000%
Total	**3**	**166035**	**0.222%**

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)
E-Voting	0	0
Poll	0	0
Total	0	0

Result: Resolution Approved

K. K. Sachdeva & Associates * Delhi * Company Secretaries *

2. **As an Ordinary Resolution- Item No.2.**

To declare final dividend of 200% on Equity Shares and confirmation of the 100% interim dividend already paid for the financial year 2014-2015

I. Voted in favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	47	5456017	7.303%
Poll	66	69253250	92.697%
Total	**113**	**74709267**	**100.000%**

II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0.000%
Poll	0	0	0.000%
Total	0	0	0.000%

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)
E-Voting	0	0
Poll	0	0
Total	0	0

Result: Resolution Approved

K. K. Sachdeva & Associates * Company Secretaries * Delhi

3. **As an Ordinary Resolution- Item No.3.**

To appoint a Director in place of ShriRakesh Kapur (DIN 00100359) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.

I. Voted in favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	42	5289036	7.080%
Poll	66	69253250	92.697%
Total	**108**	**74542286**	**99.777%**

II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	4	166881	0.223%
Poll	0	0	0.000%
Total	**4**	**166881**	**0.223%**

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)
E-Voting	0	0
Poll	0	0
Total	0	0

Result: Resolution Approved

K. K. Sachdeva & Associates * Company Secretaries * Delhi

4. **As an Ordinary Resolution- Item No.4.**
Ratification of Appointment of M/s Walker Chandiok& Co LLP (Firm Registration No.N500013) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company to audit the accounts of the Company for the financial years 2015-16.

I. Voted in favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	44	5455067	7.302%
Poll	66	69253250	92.697%
Total	**110**	**74708317**	**99.999%**

II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	2	850	0.001%
Poll	0	0	0.000%
Total	**2**	**850**	**0.001%**

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)
E-Voting	0	0
Poll	0	0
Total	0	0

Result: Resolution Approved

K. K. Sachdeva & Associates Delhi Company Secretaries

5. **As an Ordinary Resolution- Item No.5.**
Appointment of Mrs. UpasnaKapur (DIN 00327461) who was appointed as anAdditional Director of the Companyfrom 19th June 2015 and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director of the Company, liable to retire by rotation.

I. Voted in favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	40	5261032	7.042%
Poll	66	69253250	92.697%
Total	**106**	**74514282**	**99.739%**

II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	6	194885	0.261%
Poll	0	0	0.000%
Total	**6**	**194885**	**0.261%**

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)
E-Voting	0	0
Poll	0	0
Total	0	0

Result: Resolution Approved



6. **As a Special Resolution- Item No.6.**

Payment of Remuneration to Non-Executive Directors of the Company by way of commission not exceeding one percent (1%) of the net profits of the Company subject to a maximum of Rs.70.00 lacs for each financial year commencing from 01.04.2015 to 31.03.2020 computed in accordance with the provisions of Section 197 and other applicable provisions of the Companies act, 2013 and the rules made thereunder.

I. Voted in favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	37	5450794	7.290%
Poll	66	69253250	92.698%
Total	**103**	**74704044**	**99.988%**

II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	6	4273	0.006%
Poll	0	0	0.000%
Total	**6**	**4273**	**0.006%**

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)
E-Voting	**0**	**0**
Poll	**0**	**0**
Total	**0**	**0**

Result: Resolution Approved

K. K. Sachdeva & Associates Delhi Company Secretaries

7. **As a Special Resolution- Item No.7.**

Re-appointment of ShriArunKapur (DIN 00100270)as Joint Managing Director for a further period of 5 (Five) years w.e.f. 2nd May 2015 and payment of Remuneration.

I. Voted in favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	39	5288386	75.421%
Poll	53	1556272	22.195%
Total	92	6844658	97.616%

II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	5	167181	2.384%
Poll	0	0	0.000%
Total	5	167181	2.384%

III. Invalid Votes

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)
E-Voting	0	0
Poll	13	67696978
Total	13	67696978

Result: Resolution Approved

K. Sachdeva & Associates * Company Secretaries * Delhi

8. **As an Ordinary Resolution - Item No.8.**

Ratification of remuneration of Rs.1.50 lacs to Cost Auditor 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 modifications or re-enactment thereof for the time being in force.

I. Voted in favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	42	5455163	7.302%
Poll	66	69253250	92.698%
Total	108	74708413	100.000%

II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	2	204	0.000%
Poll	0	0	0.000%
Total	2	204	0.000%

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)
E-Voting	0	0
Poll	0	0
Total	0	0

Result: Resolution Approved

K. Sachdeva & Associates * Delhi * Company Secretaries

9. **As a Special Resolution - Item No.9**

Approval of related party transactions pursuant to the provisions of Clause 49(VII) of the Listing Agreement entered into with the Stock Exchanges and applicable provisions of the Companies Act, 2013 and the relevant Rules thereto.

I. Voted in favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	42	5454167	77.784%
Poll	53	1556272	22.195%
Total	**95**	**7010439**	**99.979%**

II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	3	1450	0.021%
Poll	0	0	0.000%
Total	**3**	**1450**	**0.021%**

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)
E-Voting	0	0
Poll	1	966920
Total	1	966920

Result: Resolution Approved

K. K. Sachdeva & Associates * Delhi * Company Secretaries

10. **As a Special Resolution - Item No.10.**

Adoption of new set of Articles of Association of the Company pursuant to Sections 5 and 14 of the Companies Act, 2013, Schedule 1 made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions of the Companies Act, 2013.

I. Voted in favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	47	5455942	7.303%
Poll	66	69253250	92.697%
Total	**113**	**74709192**	**100.000%**

II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0.000%
Poll	0	0	0.000%
Total	0	0	0.000%

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)
E-Voting	0	0
Poll	0	0
Total	0	0

Result: Resolution Approved

K. K. Sachdeva & Associates * Company Secretaries * Delhi

The register, all other papers and relevant records relating to electronic voting and physical poll shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting.

Thanking You,

Yours Faithfully,

For K K Sachdeva & Associates

(K KSachdeva)

Proprietor

FCS 7153, C.P No. 4721

Dated: 01.10.2015

Place: Gurgaon