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

RAIL:SEC:2016 September 24, 2016

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

Sub: **Disclosure of Voting Results of AGM held on 23rd September, 2016 under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

In continuation to our earlier letter No. RAIL:SEC:2016 dated 23rd September, 2016, we hereby submit the details of voting results at the 33rd Annual General Meeting held on 23rd September, 2016 under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirments) Regulations, 2015 in the prescribed format. The Scrutinizer's Report on consolidated results of e-voting and voting done by way of poll at the AGM is also enclosed.

All the resolutions were passed with the requisite majority by the Shareholders.

Kindly take the same on record.

Thanking you,

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

B.M. Jhamb
Company Secretary
FCS : 2446

Encl : As above

RICO AUTO INDUSTRIES LIMITED			
Details of e-voting and poll conducted at the 33rd Annual General Meeting of held on 23rd September, 2016 at 12.00 Noon at the Registered Office of the Company at 69 K.M. Stone, Delhi-Jaipur Highway, Dist. Rewari, Dharuhera - 122106 (Haryana)			
Date of Annual General Meeting	23rd September, 2016		
Total number of shareholders on Record Date (16/09/2016)	46216		
Number of shareholders present in the meeting either in person or through proxy:			
	Present in Person	**Present through Proxy**	**Total**
Promoter & Promoter Group	8	4	12
Public	52	30	82
Total	**60**	**34**	**94**
Number of shareholders attended the meeting through Video Conferencing			
Promoter & Promoter Group	Not Applicable		
Public	Not Applicable		



AGENDA-WISE DISCLOSURE

Resolution No. 1 - To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the year ended 31st March, 2016 including Audited Balance Sheet and the Statement of Profit and Loss for the year ended on that date together with the Reports of Directors' and Auditor's thereon.

Resolution Required (Ordinary/Special)	Ordinary Resolution
Whether Promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	%age of votes polled on outstanding shares	No. of votes in favour	No. of votes against	%age of votes in favour on votes polled	%age of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	0	0.000	0	0	0.00	0.00
	Poll	-	67696978	99.878	67696978	0	100.00	0.00
	Total	**67779978**	**67696978**	**99.878**	**67696978**	**0**	**100.00**	**0.00**
Public-Institutional holders	E-Voting	-	5481627	90.903	5481627	0	100.00	0.00
	Poll	-	0	0.000	0	0	0.00	0.00
	Total	**6030220**	**5481627**	**90.903**	**5481627**	**0**	**100.00**	**0.00**
Public-others	E-Voting	-	32487	0.053	32487	0	100.00	0.00
	Poll	-	801959	1.305	801959	0	100.00	0.00
	Total	**61474802**	**834446**	**1.357**	**834446**	**0**	**100.00**	**0.00**
Total		**135285000**	**74013051**	**54.709**	**74013051**	**0**	**100.00**	**0.00**



Resolution No. 2 - To confirm the payment of interim dividend (50%) already paid and declare the final dividend (10%) on Equity Shares for the year ended 31st March, 2016								
Resolution Required (Ordinary/Special)			Ordinary Resolution					
Whether Promoter/promoter group are interested in the agenda/resolution?			No					
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**%age of votes polled on outstanding shares**	**No. of votes in favour**	**No. of votes against**	**%age of votes in favour on votes polled**	**%age of votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	-	**0**	**0.000**	**0**	**0**	**0.00**	**0.00**
	Poll	-	67696978	99.878	67696978	0	100.00	0.00
	Total	**67779978**	**67696978**	**99.878**	**67696978**	**0**	**100.00**	**0.00**
Public-Institutional holders	E-Voting	-	5481627	90.903	5481627	0	100.00	0.00
	Poll	-	0	0.000	0	0	0.00	0.00
	Total	**6030220**	**5481627**	**90.903**	**5481627**	**0**	**100.00**	**0.00**
Public-others	E-Voting	-	32987	0.054	32987	0	100.00	0.00
	Poll	-	801959	1.305	801959	0	100.00	0.00
	Total	**61474802**	**834946**	**1.358**	**834946**	**0**	**100.00**	**0.00**
Total		**135285000**	**74013551**	**54.709**	**74013551**	**0**	**100.00**	**0.00**

RICO AUTO INDUSTRIES LTD.

Resolution No. 3 - Re-appointment of Shri Arun Kapur (DIN 00100270) as Director retiring by rotation.								
Resolution Required (Ordinary/Special)		Ordinary Resolution						
Whether Promoter/promoter group are interested in the agenda/resolution?		No						
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**%age of votes polled on outstanding shares**	**No. of votes in favour**	**No. of votes against**	**%age of votes in favour on votes polled**	**%age of votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	-	0	0.000	0	0	0.00	0.00
	Poll	-	59045818	87.114	59045818	0	100.00	0.00
	Total	**67779978**	**59045818**	**87.114**	**59045818**	**0**	**100.00**	**0.00**
Public-Institutional holders	E-Voting	-	5481627	90.903	5481627	0	100.00	0.00
	Poll	-	0	0.000	0	0	0.00	0.00
	Total	**6030220**	**5481627**	**90.903**	**5481627**	**0**	**100.00**	**0.00**
Public-others	E-Voting	-	31487	0.051	31147	340	98.92	1.08
	Poll	-	801959	1.305	801959	0	100.00	0.00
	Total	**61474802**	**833446**	**1.356**	**833106**	**340**	**99.96**	**0.04**
Total		**135285000**	**65360891**	**48.313**	**65360551**	**340**	**100.00**	**0.00**

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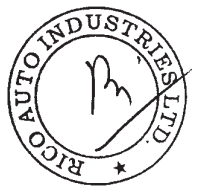
Resolution No. 4 - Ratification of appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration No. N500013) as Statutory Auditors to hold the office until the conclusion of next Annual General Meeting.								
Resolution Required (Ordinary/Special)		Ordinary Resolution						
Whether Promoter/promoter group are interested in the agenda/resolution?		No						
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**%age of votes polled on outstanding shares**	**No. of votes in favour**	**No. of votes against**	**%age of votes in favour on votes polled**	**%age of votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	-	0	0.000	0	0	0.00	0.00
	Poll	-	67696978	99.878	67696978	0	100.00	0.00
	Total	**67779978**	**67696978**	**99.878**	**67696978**	**0**	**100.00**	**0.00**
Public-Institutional holders	E-Voting	-	5481627	90.903	5481627	0	100.00	0.00
	Poll	-	0	0.000	0	0	0.00	0.00
	Total	**6030220**	**5481627**	**90.903**	**5481627**	**0**	**0.00**	**0.00**
Public-others	E-Voting	-	31487	0.051	31487	0	100.00	0.00
	Poll	-	801959	1.305	801959	0	100.00	0.00
	Total	**61474802**	**833446**	**1.356**	**833446**	**0**	**100.00**	**0.00**
Total		**135285000**	**74012051**	**54.708**	**74012051**	**0**	**100.00**	**0.00**

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Resolution No.5 - Ratification of Remuneration of Cost Auditors, M/s. J.K. Kabra & Co., Cost Accountants (Firm Registration No. 000009)								
Resolution Required (Ordinary/Special)		Ordinary Resolution						
Whether Promoter/promoter group are interested in the agenda/resolution?		No						
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**%age of votes polled on outstanding shares**	**No. of votes in favour**	**No. of votes against**	**%age of votes in favour on votes polled**	**%age of votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	-	0	0.000	0	0	0.00	0.00
	Poll	-	67696978	99.878	67696978	0	100.00	0.00
	Total	**67779978**	**67696978**	**99.878**	**67696978**	**0**	**100.00**	**0.00**
Public-Institutional holders	E-Voting	-	5481627	90.903	5481627	0	100.00	0.00
	Poll	-	0	0.000	0	0	0.00	0.00
	Total	**6030220**	**5481627**	**90.903**	**5481627**	**0**	**0.00**	**0.00**
Public-others	E-Voting	-	31487	0.051	31147	340	98.92	1.08
	Poll	-	801959	1.305	801959	0	100.00	0.00
	Total	**61474802**	**833446**	**1.356**	**833106**	**340**	**99.96**	**0.04**
Total		**135285000**	**74012051**	**54.708**	**74011711**	**340**	**100.00**	**0.00**



Resolution No.6 - Approval of Related Party Transactions pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 and applicable provisions of the Companies Act 2013 read with relevant Rules thereto (including any statutory modification(s) or re-enactment thereof.								
Resolution Required (Ordinary/Special)		Ordinary Resolution						
Whether Promoter/promoter group are interested in the agenda/resolution?		No						
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**%age of votes polled on outstanding shares**	**No. of votes in favour**	**No. of votes against**	**%age of votes in favour on votes polled**	**%age of votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	-	0	0.000	0	0	0.00	0.00
	Poll	-	0	0.000	0	0	0.00	0.00
	Total	**67779978**	**0**	**0.000**	**0**	**0**	**0.00**	**0.00**
Public-Institutional holders	E-Voting	-	5481627	90.903	5481627	0	100.00	0.00
	Poll	-	0	0.000	0	0	0.00	0.00
	Total	**6030220**	**5481627**	**90.903**	**5481627**	**0**	**0.00**	**0.00**
Public-others	E-Voting	-	30947	0.050	29957	990	96.80	3.20
	Poll	-	801959	1.305	801959	0	100.00	0.00
	Total	**61474802**	**832906**	**1.355**	**831916**	**990**	**99.88**	**0.12**
Total		**135285000**	**6314533**	**4.668**	**6313543**	**990**	**99.98**	**0.02**



Resolution No.7 - Increase in Remuneration of Sh. Arun Kapur (DIN 00100270) Joint Managing Director of the Company.								
Resolution Required (Ordinary/Special)		Ordinary Resolution						
Whether Promoter/promoter group are interested in the agenda/resolution?		No						
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**%age of votes polled on outstanding shares**	**No. of votes in favour**	**No. of votes against**	**%age of votes in favour on votes polled**	**%age of votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	-	0	0.000	0	0	0.00	0.00
	Poll	-	0	0.000	0	0	0.00	0.00
	Total	**67779978**	**0**	**0.000**	**0**	**0**	**0.00**	**0.00**
Public-Institutional holders	E-Voting	-	5481627	90.903	5481627	0	100.00	0.00
	Poll	-	0	0.000	0	0	0.00	0.00
	Total	**6030220**	**5481627**	**90.903**	**5481627**	**0**	**0.00**	**0.00**
Public-others	E-Voting	-	31343	0.051	29132	2211	92.95	7.05
	Poll	-	801959	1.305	801959	0	100.00	0.00
	Total	**61474802**	**833302**	**1.356**	**831091**	**2211**	**99.73**	**0.27**
Total		**135285000**	**6314929**	**4.668**	**6312718**	**2211**	**99.96**	**0.04**

RICO AUTO INDUSTRIES LTD.

K K SACHDEVA & ASSOCIATES
Company Secretaries
445, Dr. Mukherjee Nagar, Delhi-110009
Ph. 011 27608683, 9811071577, E-mail: kks445@gmail.com

SCRUTINIZER REPORT

The Chairman
Rico Auto Industries Limited
69 KM Stone, Delhi-Jaipur Highway
Dharuhera, Distt. Rewari - 122106
Haryana

Sub: **Resolutions passed through E-Voting and Poll conducted at the 33rd 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 KM Stone, Delhi-Jaipur Highway, Dharuhera, Distt. Rewari - 122106, Haryana for the purpose of scrutinizing the electronic voting process and votes through poll at the Annual General Meeting held on23rdSeptember, 2016.

The Company has appointed National Securities Depository Limited (NSDL) as the Service Provider for extending the facility of electronic voting to the Shareholders. The remote e-voting period commenced on Tuesday, 20th September, 2016, at 09:00 A.M. IST and ended onThursday, 22ndSeptember, 2016, at 05:00 P.M. IST.

The Company has also provided voting facility by poll (Ballot Paper) at the 33rd Annual General Meeting of the Company, to the members present in person or by proxy, who did not exercised 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 33rdAnnual 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 7 in the Notice of the 33rd Annual General Meeting were duly approved by the members with requisite majority.

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

The Consolidated Summary of result of the Remote E-Voting together with that of Poll at AGM is as follows:

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

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the year ended 31st March, 2016 including Audited Balance Sheet and the Statement of Profit and Loss for the year ended on that date together with the Reports of Directors' and Auditor's thereon.

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	81	5514114	7.450%
Poll	79	68498937	92.550%
Total	**160**	**74013051**	**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
Poll	0	0	0
Total	**0**	**0**	**0**

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**	**5**
Total	**1**	**5**

Result: Resolution Approved

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

2. As an Ordinary Resolution – Item No.2

To confirm the payment of interim dividend (50%) already paid and declare the final dividend (10%) on Equity Shares for the year ended 31st March, 2016

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	82	5514614	7.451%
Poll	79	68498937	92.549%
Total	**161**	**74013551**	**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
Poll	0	0	0
Total	**0**	**0**	**0**

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	5
Total	**1**	**5**

Result: Resolution Approved

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

3. As an Ordinary Resolution - Item No.3

Re-appointment of Shri Arun Kapur (DIN 00100270) as Director retiring 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	80	5512774	8.434%
Poll	78	59847777	91.565%
Total	**158**	**65360551**	**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	1	340	0.001%
Poll	0	0	0
Total	**1**	**340**	**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	1	5
Total	1	**5**

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, Chartered Accountants (Firm Registration No.N500013) as Statutory Auditors to hold the office until the conclusion of next Annual General Meeting.

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	81	5513114	7.449%
Poll	79	68498937	92.551%
Total	**160**	**74012051**	**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
Poll	0	0	0
Total	**0**	**0**	**0**

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	5
Total	**1**	**5**

Result: Resolution Approved

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

5. As an Ordinary Resolution - Item No.5

Ratification of Remuneration of Cost Auditors, M/s. J.K. Kabra & Co., Cost Accountants (Firm Registration No. 000009)

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	80	5512774	7.448%
Poll	79	68498937	92.551%
Total	**159**	**74011711**	**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	1	340	0.001%
Poll	0	0	0
Total	**1**	**340**	**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	1	5
Total	**1**	**5**

Result: Resolution Approved

K. K. Sachdeva & Associates ★ Company Secretaries ★

6. As an Ordinary Resolution- Item No.6

Approval of Related Party Transactions pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 and applicable provisions of the Companies Act 2013 read with relevant Rules thereto (including any statutory modification(s) or re-enactment thereof.

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	76	5511584	87.284%
Poll	67	801959	12.700%
Total	**143**	**6313543**	**99.984%**

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	990	0.016%
Poll	0	0	0
Total	**3**	**990**	**0.016%**

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	5
Total	**1**	**5**

Result: Resolution Approved

7. As an Ordinary Resolution - Item No.7

Increase in Remuneration of Sh. Arun Kapur (DIN 00100270) Joint Managing Director of the Company.

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	71	5510759	87.266%
Poll	67	801959	12.699%
Total	**138**	**6312718**	**99.965%**

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	9	2211	0.035%
Poll	0	0	0
Total	**9**	**2211**	**0.035%**

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	5
Total	**1**	**5**

Result: Resolution Approved

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 KSachdeva& Associates**

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

Dated: 24.09.2016
Place:Gurgaon, Haryana