

RICO RICO AUTO INDUSTRIES LIMITED

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

RAIL:SEC:2022

May 30, 2022

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400001 Scrip Code - 520008	National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No.C/1, G Block Bandra-Kurla Complex, Bandra (E) Mumbai - 400 051 Scrip Code - RICOAUTO
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Sub : **Outcome of Board Meeting held on 30th May, 2022**

Dear Sir/Madam,

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors have approved the following in the aforesaid meeting:

1. Audited Financial Results (Standalone & Consolidated) alongwith Auditor's Report for the financial year ended 31st March, 2022 (copy enclosed).
2. Declaration pursuant to Regulation 33(3)(d) of the Listing Regulations regarding unmodified opinion of the Statutory Auditors on the Financial Results (Standalone & Consolidated) for the financial year ended 31st March, 2022 (copy enclosed).
3. The Board of Directors have also recommended a dividend of Re.0.40 (40%) per Equity Share of Rupee One each, subject to the approval of Shareholders, for the financial year 2021-22.
4. Recommended the appointment of M/s. BSR & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company for the period of five years from Financial Year 2022-2023 to Financial Year 2026-2027 i.e. from the conclusion of 39th Annual General Meeting till the conclusion of 44th Annual General Meeting, subject to approval of the shareholders, a brief profile of M/s BSR & Co. LLP (Copy Enclosed).

The Board Meeting commenced at 4.25 PM and concluded at 5.15 PM.

Thanking you,

Yours faithfully,
for Rico Auto Industries Limited


B.M. Jhamb
Company Secretary
FCS : 2446

Encl : As above



RICO AUTO INDUSTRIES LIMITED

Regd. & Corp. Office : 38 KM Stone, Delhi - Jaipur Highway, Gurugram - 122001 (Haryana) CIN:L34300HR1983PLC023187

STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2022

(Rs. in Crores)

Particulars	Quarter ended			Year ended	
	31.03.2022	31.12.2021	31.03.2021	31.03.2022	31.03.2021
	Refer note 9	Unaudited	Refer note 9	Audited	Audited
1 Revenue from operations	440.63	411.41	417.76	1,603.08	1,276.36
2 Other income	4.87	3.47	9.79	20.08	28.34
3 Total income (1 + 2)	445.50	414.88	427.55	1,623.16	1,304.70
4 Expenses					
Cost of raw material consumed	293.46	290.04	280.27	1,077.32	838.30
Change in inventories of work in progress, stock-in-trade and finished goods	(5.85)	(23.86)	(2.74)	(57.78)	(25.12)
Other manufacturing expenses	39.72	30.31	33.89	137.55	103.80
Employee benefits expense	50.18	48.86	44.97	187.58	162.54
Finance costs	8.80	9.94	7.54	36.67	34.96
Depreciation and amortisation expense	19.92	18.94	18.41	74.69	62.98
Other expenses	24.19	30.70	30.64	127.34	131.84
Total expenses	430.42	404.93	412.98	1,583.37	1,309.30
5 Profit / (Loss) before exceptional items and tax (3 - 4)	15.08	9.95	14.57	39.79	(4.60)
6 Exceptional items (refer note 5)	0.27	0.04	1.74	5.48	4.25
7 Profit / (Loss) before tax (5 - 6)	14.81	9.91	12.83	34.31	(8.85)
8 Tax expense :					
a) Current tax	2.42	1.73	(0.28)	5.84	(0.28)
b) Deferred tax charge / (credit)	2.29	1.65	3.80	5.62	(2.81)
9 Profit / (Loss) for the year (7 - 8)	10.10	6.53	9.31	22.85	(5.76)
10 Other Comprehensive Income					
a (i) Items that will not be reclassified to profit or loss	1.60	(0.06)	(1.34)	0.64	(1.48)
a (ii) Income tax relating to above items	(0.51)	(0.02)	0.48	(0.21)	0.53
b (i) Items that will be reclassified to profit or loss	(0.93)	2.93	8.04	5.19	6.02
b (ii) Income tax relating to above items	0.33	(1.02)	(2.82)	(1.81)	(2.11)
Other Comprehensive Income	0.49	1.83	4.36	3.81	2.96
11 Total Comprehensive Income for the period / year (9+10)	10.59	8.36	13.67	26.66	(2.80)
12 Paid up equity share capital (face value of Re.1/- per share)	13.53	13.53	13.53	13.53	13.53
13 Basic and diluted earning / (loss) per equity share *	0.75*	0.48*	0.69*	1.69	(0.43)
[nominal value of share: Re.1/-]					

* Not annualised

NOTES

1) The above standalone and consolidated financial results were reviewed by the Audit Committee in their meeting held on 30th May, 2022 and thereafter were approved and taken on record by the Board of Directors in their meeting held on 30th May, 2022. Further, the review of aforesaid financial results have been completed by the statutory auditors of the Company and the Group.

2) The Board of Directors have recommended a dividend of Re. 0.40 per Equity Share of Re.1/- each for the financial year 2021-22, subject to the approval of Shareholders.

3) As per Indian Accounting Standard (Ind AS) 108 "Operating Segments", the Company's and the Group's businesses falls within a single business segment viz. "Automotive Components".

4) The above standalone and consolidated financial results of the Company and the Group have been prepared in accordance with the Indian Accounting Standards notified under the Companies (Indian Accounting Rules) 2015, as amended from time to time specified under section 133 of the Companies Act, 2013.

5) Exceptional items represents expenditure incurred pursuant to Voluntary Retirement Scheme of the Company and the Group.

6) The list of entities included in the above consolidated financial results are as follows:

- i. Rico Auto Industries Inc. USA - Wholly Owned Subsidiary
- ii. Rico Auto Industries (UK) Limited - Wholly Owned Subsidiary
- iii. AAN Engineering Industries Limited - Wholly Owned Subsidiary
- iv. Rico Investments Limited - Wholly Owned Subsidiary (w.e.f. 7th July, 2021)
- v. Rico Fluidtronics Limited - Wholly Owned Subsidiary
- vi. Rico Friction Technologies Limited - Subsidiary
- vii. Rico Jinfei Wheels Limited - Step-down Subsidiary
- viii. Rasa Autocom Limited - Step-down Subsidiary
- ix. Rico Aluminium and Ferrous Auto Components Limited - Step-down Subsidiary
- x. Roop Ram Industries Private Limited - Associate (refer note 7) (w.e.f. 11th August, 2021)

7) During the year, the Company has invested Rs. 2.43 crores by way of purchase of 2,434,640 fully paid up equity shares of Rs. 10 each of Roop Ram Industries Private Limited ("Roop Ram") constituting 26% of the paid-up equity share capital of the said company on 11 August 2021. Also, the Company had entered the Power Purchase Agreement ("PPA") with Roop Ram to procure their output of solar power on subsidized rates. As per the agreements entered, in the event of termination of the contracts or completion of the contract term, the Company will receive the investment made by it without any share of profit/loss in associate. As the Company has significant influence in Roop Ram, such investment amount has been accounted as Investment in Associate as per Ind AS 28 "Investment in associates and joint ventures". However, the Company does not have any share of profit/loss in Roop Ram and hence, there is no impact on consolidated profit/loss of the Group.

8) Scheme of amalgamation:

a) The Board of Directors of the Company, based on the recommendation of Audit Committee, in its meeting held on 26th July, 2021, have considered and approved the Scheme of Amalgamation ("Scheme") for merger of its subsidiary company namely M/s. Rico Investments Limited and step down subsidiary companies namely M/s. RASA Autocom Limited and M/s. Rico Aluminium and Ferrous Auto Components Limited ("Transferor Companies") with the Company, pursuant to Sections 230 to 232 of the Companies Act, 2013, with effect from Appointed Date i.e. 1st April, 2021. The Scheme is subject to necessary statutory and regulatory approvals including the approvals of National Company Law Tribunal "NCLT", the shareholders and creditors of each of the companies. The same was filed with the NCLT on 29th September, 2021. Thereafter, pursuant to Hon'ble NCLT directions, the shareholders and creditors have approved the scheme with requisite majority. Now, the second motion petition has been filed and scheduled for hearing on 25th July, 2022.

b) Rico Jinfei Wheels Limited (RJWL), a step-down Subsidiary Company has in its meeting held on 26th July, 2021 approved the Scheme of Amalgamation ("Scheme") for merger of Rico Castings Limited with the RJWL, pursuant to Sections 230 to 232 of the Companies Act, 2013, with effect from Appointed Date i.e. 1st April, 2021. The Scheme is subject to necessary statutory and regulatory approvals including the approvals of National Company Law Tribunal, the shareholders and creditors of each of the companies. The same was filed with the NCLT on 30th September, 2021. Thereafter, pursuant to Hon'ble NCLT directions, the shareholders and creditors have approved the scheme with requisite majority. Now, the second motion petition has been filed and scheduled for hearing on 22nd July, 2022.

9) Figures for quarter ended 31st March, 2022 are the balancing figures between the audited figures for the full financial year and reviewed year to date figures upto the third quarter of the financial year.

10) Previous quarter and year ended amounts have been re-grouped/re-classified, wherever considered necessary to make them comparable with those of the current quarter / period.

11) Results are available at Company's website www.ricoauto.in and at www.bseindia.com and www.nseindia.com.

for RICO AUTO INDUSTRIES LIMITED



Arvind Kapur
Chairman, CEO & Managing Director
DIN : 00096308

Place : Gurugram
Date: 30th May 2022





RICO AUTO INDUSTRIES LIMITED

Regd. & Corp. Office : 38 KM Stone, Delhi - Jaipur Highway, Gurugram - 122001 (Haryana) CIN:L34300HR1983PLC023187

CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2022

(Rs. in Crores)

Particulars	Quarter ended			Year ended	
	31.03.2022	31.12.2021	31.03.2021	31.03.2022	31.03.2021
	Refer note 10	Unaudited	Refer note 10	Audited	Audited
1 Revenue from operations	513.39	473.22	483.17	1,859.77	1,469.94
2 Other income	5.05	3.11	7.45	19.09	18.50
3 Total income (1 + 2)	518.44	476.33	490.62	1,878.86	1,488.44
4 Expenses	306.35	302.90	293.96	1,123.37	866.26
Cost of raw material consumed	-	-	-	-	1.69
Purchase of stock-in-trade	-	-	-	-	-
Change in inventories of work in progress, stock-in-trade and finished goods	(1.20)	(30.94)	(14.53)	(62.60)	(62.17)
Other manufacturing expenses	61.24	52.39	59.13	223.02	185.11
Employee benefits expense	69.15	68.77	66.51	265.91	237.62
Finance costs	10.36	11.37	8.70	42.17	38.61
Depreciation and amortisation expense	23.99	22.43	23.31	90.58	80.08
Other expenses	33.47	36.37	37.32	152.28	152.80
Total expenses	503.36	463.29	474.40	1,834.73	1,500.00
5 Profit / (Loss) before exceptional items and tax (3 - 4)	15.08	13.04	16.22	44.13	(11.56)
6 Exceptional items (refer note 5)	0.27	0.12	1.73	6.15	4.36
7 Profit / (Loss) before tax (5 - 6)	14.81	12.92	14.49	37.98	(15.92)
8 Tax expense :					
a) Current tax	4.00	2.64	(0.66)	10.32	2.41
b) Deferred tax charge / (credit)	2.09	0.80	4.55	3.89	(4.26)
9 Profit / (Loss) for the year (7 - 8)	8.72	9.48	10.60	23.77	(14.07)
10 Other comprehensive income	2.05	(0.16)	(1.26)	0.83	(1.75)
a (i) Items that will not be reclassified to profit or loss	(0.51)	(0.02)	0.48	(0.21)	0.53
a (ii) Income tax relating to above items	(1.18)	3.02	8.04	5.19	7.30
b (i) Items that will be reclassified to profit or loss	0.33	(1.02)	(2.93)	(1.81)	(2.67)
b (ii) Income tax relating to above items	0.69	1.82	4.33	4.00	3.41
Other comprehensive income	9.41	11.30	14.93	27.77	(10.66)
11 Total comprehensive income (9+10)					
a. Net Profit / (Loss) attributable to :					
(i) Owners of the Company	8.74	9.42	10.50	23.67	(14.18)
(ii) Non-controlling interests	(0.02)	0.06	0.10	0.10	0.11
b. Other Comprehensive Income attributable to :					
(i) Owners of the Company	0.70	1.82	4.33	4.01	3.41
(ii) Non-controlling interests #	(0.01)	0.00	(0.00)	(0.01)	(0.00)
c. Total Comprehensive Income attributable to :					
(i) Owners of the Company	9.44	11.24	14.83	27.68	(10.77)
(ii) Non-controlling interests	(0.03)	0.06	0.10	0.09	0.11
12 Net Profit/(Loss) for the year after non-controlling interest	8.74	9.42	10.50	23.67	(14.18)
13 Paid up equity share capital (face value of Re.1/- per share)	13.53	13.53	13.53	13.53	13.53
14 Basic and diluted earning / (loss) per equity share *	0.65*	0.70*	0.78*	1.75	(1.05)

Amounts have been rounded off to zero

* Not annualised

STATEMENT OF ASSETS AND LIABILITIES				
CONSOLIDATED		PARTICULARS	STANDALONE	
31.03.2022	31.03.2021		31.03.2022	31.03.2021
Audited	Audited		Audited	Audited
I. ASSETS				
(1) NON-CURRENT ASSETS				
822.29	715.81	(a) Property, plant and equipment	687.21	604.69
83.67	60.52	(b) Capital work-in-progress	79.61	55.98
-	14.18	(c) Investment property	-	-
2.99	3.47	(d) Other intangible assets	1.95	2.60
4.65	2.24	(e) Intangible assets under development	4.65	2.24
2.43	-	(f) Investment accounted for using the equity method	2.43	-
(g) Financial assets				
0.05	-	(i) Investment	147.03	137.57
42.24	54.12	(ii) Loans	11.61	27.50
14.54	16.19	(iii) Other financial assets	13.45	12.20
14.27	10.68	(h) Deferred tax assets (net)	-	-
39.50	26.60	(i) Other non-current assets	35.31	23.53
2.92	5.58	(j) Non-current tax assets	3.51	3.51
1,029.55	909.39		986.76	869.82
(2) CURRENT ASSETS				
289.78	264.37	(a) Inventories	210.91	189.70
(b) Financial assets				
360.41	352.25	(i) Trade receivable	360.34	337.24
7.59	13.86	(ii) Cash and cash equivalent	2.35	4.47
18.70	7.34	(iii) Bank balances other than (ii) above	12.55	3.41
1.24	1.56	(iv) Loans	0.61	0.81
43.56	43.63	(v) Other financial assets	29.89	37.48
44.12	51.21	(c) Other current assets	25.57	36.16
765.40	734.22		642.22	609.27
1,794.95	1,643.61	TOTAL	1,628.98	1,479.09
II EQUITY AND LIABILITIES				
(1) EQUITY				
13.53	13.53	(a) Equity share capital	13.53	13.53
620.09	592.30	(b) Other equity	588.82	564.87
633.62	605.83	Equity attributable to owners of the Company	602.35	578.40
0.36	3.08	Non-controlling interests	-	-
633.98	608.91	Total equity	602.35	578.40
(2) NON-CURRENT LIABILITIES				
(a) Financial liabilities				
176.07	241.09	(i) Borrowings	192.07	225.30
24.37	10.83	(ii) Lease liabilities	17.00	3.70
19.87	26.65	(b) Provisions	8.18	15.06
16.72	7.22	(c) Deferred tax liabilities (net)	16.71	8.75
1.33	2.07	(d) Other non-current liabilities	1.18	1.67
238.36	287.86	Total non-current liabilities	235.14	254.48
(3) CURRENT LIABILITIES				
(a) Financial liabilities				
391.83	300.51	(i) Borrowings	333.14	275.71
6.87	1.53	(ii) Lease liabilities	6.76	1.00
(iii) Trade payables				
13.28	19.63	a) Total outstanding dues of micro and small enterprises.	7.97	4.24
431.90	342.59	b) Total outstanding dues of creditors other than micro and Small enterprises	384.08	302.41
41.77	51.65	(iv) Other financial liabilities	32.29	43.67
32.66	29.73	(b) Other current liabilities	25.44	19.18
0.84	0.57	(c) Provisions	-	-
3.46	0.63	(d) Current tax liabilities (net)	1.81	-
922.61	746.84		791.49	646.21
1,794.95	1,643.61	TOTAL	1,628.98	1,479.09

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CASH FLOW STATEMENT

CONSOLIDATED		PARTICULARS	STANDALONE	
Audited			Audited	Audited
31.03.2022	31.03.2021		31.03.2022	31.03.2021
		A. Cash flow from operating activities		
37.98	(15.92)	Net (loss)/profit before tax	34.31	(8.85)
		Adjustments for:		
90.58	80.08	Depreciation and amortisation expense	74.69	62.98
0.06	0.13	Provision for doubtful debts	0.06	0.09
-	-	Dividend income from subsidiary companies	(2.15)	(7.95)
(0.54)	(1.53)	Profit on sale of property, plant and equipment	(0.32)	(1.52)
1.45	3.63	Unrealised foreign exchange (gain) / loss, net	1.44	3.63
42.17	38.61	Finance costs	36.67	34.96
-	(1.23)	Amortisation of government grants	-	(1.24)
(7.37)	(8.46)	Interest income	(4.34)	(7.35)
164.33	95.31	Operating profit before working capital changes	140.36	74.75
		Changes in working capital:		
(25.41)	(79.35)	in inventories	(21.21)	(62.90)
(8.16)	(89.77)	in trade receivables	(24.60)	(90.18)
0.43	(4.36)	in other financial assets	4.47	(14.97)
(5.81)	(0.62)	in other assets	10.88	4.92
82.95	108.83	in trade payables	85.40	97.54
(9.88)	1.32	in other financial liabilities	(5.14)	10.91
(4.32)	(3.52)	in other liabilities and provisions	(1.10)	(8.89)
194.13	27.84		189.06	11.18
(5.39)	(5.17)	Direct taxes paid (net of refunds)	(2.19)	(1.56)
188.74	22.67	Net cash generated from operating activities	186.87	9.62
		B. Cash flow from investing activities		
(190.24)	(124.07)	Payments for purchase of property, plant and equipment (including	(178.24)	(115.31)
0.54	6.37	Sale of property, plant and equipment	1.58	5.92
(2.48)	(0.01)	Purchase of investments	(11.90)	(0.01)
-	0.20	Gain on acquisition of controlling interest	-	-
-	-	Dividend income from subsidiary companies	2.15	7.95
-	5.07	Loan repayments from related parties	14.78	33.97
8.66	10.63	Interest received	4.37	5.91
(183.52)	(101.81)	Net cash used in investing activities	(167.26)	(61.57)
		C. Cash flow from financing activities		
46.99	128.21	Proceeds from non-current borrowings	46.99	118.65
(7.95)	(1.39)	Payment for lease liabilities - principal and interest	(6.73)	(0.91)
(103.02)	(47.50)	Repayment of non-current borrowings	(77.99)	(57.39)
55.21	43.06	Proceeds from short term borrowings (net)	55.21	33.67
(2.71)	(4.19)	Dividend paid (including corporate dividend tax)	(2.71)	(4.06)
-	(38.38)	Interest paid	(36.49)	(34.81)
(11.48)	79.81	Net cash generated from financing activities	(21.72)	55.15
(6.26)	0.67	Net increase/(decrease) in cash and cash equivalents	(2.11)	3.20
	1.29	Effect of foreign currency fluctuation arising out of consolidation	-	-
13.86	11.83	Cash and cash equivalents at the beginning of the period	4.47	1.27
-	0.07	Cash and cash equivalents acquired on acquisition of subsidiary	-	-
7.59	13.86	Cash and cash equivalents at the close of the period	2.35	4.47

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Independent Auditor's Report on Standalone Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of Rico Auto Industries Limited

Opinion

1. We have audited the accompanying standalone annual financial results ('the Statement') of **Rico Auto Industries Limited** ('the Company') for the year ended 31 March 2022, attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations'), including relevant circulars issued by SEBI from time to time.
2. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
 - (i) presents financial results in accordance with the requirements of Regulation 33 of the Listing Regulations, and
 - (ii) gives a true and fair view in conformity with the applicable Indian Accounting Standards ('Ind AS') specified under section 133 of the Companies Act, 2013 ('the Act'), read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India, of the standalone net profit after tax and other comprehensive income and other financial information of the Company for the year ended 31 March 2022.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Statement* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('the ICAI') together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us, is sufficient and appropriate to provide a basis for our opinion.



Walker Chandiook & Co LLP

Responsibilities of Management and Those Charged with Governance for the Statement

4. This Statement has been prepared on the basis of the standalone annual financial statements and has been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit/loss and other comprehensive income and other financial information of the Company in accordance with the Ind AS specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that gives a true and fair view and is free from material misstatement, whether due to fraud or error.
5. In preparing the Statement, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
6. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Statement

7. Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing, specified under section 143(10) of the Act, will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Statement.
8. As part of an audit in accordance with the Standards on Auditing, specified under section 143(10) of the Act, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has in place an adequate internal financial controls with reference to financial statements and the operating effectiveness of such controls.



Walker Chandiook & Co LLP

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
 - Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
9. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
10. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

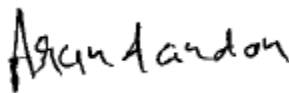
Other Matter

11. The Statement includes the financial results for the quarter ended 31 March 2022, being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subject to limited review by us.

For Walker Chandiook & Co LLP

Chartered Accountants

Firm Registration No.: 001076N/N500013



Arun Tandon

Partner

Membership No. 517273

UDIN: 22517273AJYBOI3438

Place: Gurugram

Date: 30 May 2022

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Gurugram – 122 002
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Independent Auditor's Report on Consolidated Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of Rico Auto Industries Limited

Opinion

1. We have audited the accompanying consolidated annual financial results ('the Statement') of Rico Auto Industries Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') and its associate company for the year ended 31 March 2022, attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations'), including relevant circulars issued by the SEBI from time to time.
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of other auditors on separate audited financial statements of the subsidiaries as referred to in paragraph 12 below, the Statement:
 - (i) includes the annual financial results of the entities in Annexure 1;
 - (ii) presents financial results in accordance with the requirements of Regulation 33 of the Listing Regulations, and
 - (iii) gives a true and fair view in conformity with the applicable Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India, of the consolidated net profit after tax and other comprehensive income and other financial information of the Group, for the year ended 31 March 2022.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in *the Auditor's Responsibilities for the Audit of the Statement* section of our report. We are independent of the Group, its associates, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('the ICAI') together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Act, and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us together with the audit evidence obtained by the other auditors in terms of their reports referred to in



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paragraph 12 of the Other Matter section below, is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Statement

4. The Statement, which is the responsibility of the Holding Company's management and has been approved by the Holding Company's Board of Directors, has been prepared on the basis of the consolidated annual financial statements. The Holding Company's Board of Directors is responsible for the preparation and presentation of the Statement that gives a true and fair view of the consolidated net profit or loss and other comprehensive income, and other financial information of the Group in accordance with the Ind AS prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of the Statement. Further, in terms of the provisions of the Act, the respective Board of Directors/ management of the companies included in the Group and its associates, covered under the Act, are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding of the assets of the Group, and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively, for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial results, that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial results have been used for the purpose of preparation of the Statement by the Directors of the Holding Company, as aforesaid.
5. In preparing the Statement, the respective Board of Directors of the companies included in the Group, are responsible for assessing the ability of the Group, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting, unless the respective Board of Directors/ management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
6. The respective Board of Directors of the companies included in the Group, are responsible for overseeing the financial reporting process of the companies included in the Group.

Auditor's Responsibilities for the Audit of the Statement

7. Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Act will always detect a material misstatement, when it exists. Misstatements can arise from fraud or error, and are considered material if, individually, or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Statement.
8. As part of an audit in accordance with the Standards on Auditing specified under section 143(10) of the Act, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



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- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system with reference to financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group, to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
 - Obtain sufficient appropriate audit evidence regarding the financial results/ financial information/ financial statements of the entities within the Group, to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Statement, of which we are the independent auditors. For the other entities included in the Statement, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
9. We communicate with those charged with governance of the Holding Company and such other entities included in the Statement, of which we are the independent auditors, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
10. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
11. We also performed procedures in accordance with SEBI Circular CIR/CFD/CMD1/44/2019 dated 29 March 2019, issued by the SEBI under Regulation 33 (8) of the Listing Regulations, to the extent applicable.

Other Matters

12. We did not audit the annual financial statements of 5 subsidiaries included in the Statement, whose financial information reflects total assets of ₹ 221.41 crores as at 31 March 2022, total revenues of ₹212.29 crores, total net loss after tax of ₹ 7.87 crores, total comprehensive loss of ₹ 7.95 crores, and cash flows (net) of ₹ 2.57 crore for the year ended 31 March 2022, as considered in the Statement.



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Further, of these subsidiaries 1 subsidiary, is located outside India, whose annual financial statements have been prepared in accordance with accounting principles generally accepted in their country, and which have been audited by other auditors applicable in their country. The Holding Company's management has converted the financial statements of such subsidiary company from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion, in so far as it relates to the balances and affairs of this subsidiary company, is based on the audit report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and the reports of the other auditors.

13. The Statement includes the consolidated financial results for the quarter ended 31 March 2022, being the balancing figures between the audited consolidated figures in respect of the full financial year and the published unaudited year-to-date consolidated figures up to the third quarter of the current financial year, which were subject to limited review by us.

For Walker ChandioK & Co LLP

Chartered Accountants

Firm Registration No.: 001076N/N500013



Arun Tandon

Partner

Membership No. 517273

UDIN: 22517273AJYCQF5850

Place: Gurugram

Date: 30 May 2022

Walker ChandioK &Co LLP

Annexure 1

List of entities included in the Statement

S.no Name of the Holding Company

1 Rico Auto Industries Limited

Name of the subsidiaries

1 Rico Auto Industries Inc (USA)

2 Rico Fluidtronics Limited

3 Rico Auto Industries (UK) Limited

4 AAN Engineering Industries Limited

5 Rico Investments Limited (wholly owned subsidiary w.e.f 7 July 2021)

6 Rico Friction Technologies Limited

7 Rico Aluminium and Ferrous Auto Components Limited

8 Rasa Autocom Limited

9 Rico Jinfei Wheels Limited

Name of Associate

1 Roop Ram Industries Private Limited (w.e.f . 11 August 2021) (Share of loss/profit not required to be considered)



RICO RICO AUTO INDUSTRIES LIMITED

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

RAIL:SEC:2022

May 30, 2022

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400001 Scrip Code - 520008	National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No.C/1, G Block Bandra-Kurla Complex Bandra (E) Mumbai - 400 051 Scrip Code - RICOAUTO
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Sub : Declaration with respect to unmodified opinion in the Auditor's Report on the Annual Financial Statements/Results (Standalone & Consolidated) for the financial year ended 31st March, 2022

Dear Sir/Madam,

I, Rakesh Kumar Sharma, Chief Financial Officer of the Company, hereby declare that the Auditors have expressed unmodified opinion on the Audited Financial Statements/Results (Standalone & Consolidated) for the financial year ended 31st March, 2022.

for Rico Auto Industries Limited



Rakesh Kumar Sharma
Chief Financial Officer

RICO RICO AUTO INDUSTRIES LIMITED

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

BRIEF PROFILE OF BSR & Co. LLP

BSR & Co. LLP (Firm registration no 101248W/W-100022), is a member of the BSR & Affiliates network of firms registered with the Institute of Chartered Accountants of India. BSR & Co LL P has its presence in 14 cities in India with over 120 partners and an employee strength of over 5000 professionals. The network firms are engaged in audit, tax, and advisory services. The Firm has a, client base spanning Indian businesses, multinationals, and listed companies in India across industry sectors.

