

# 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:2024

May 24, 2024

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

Sub : **Outcome of Board Meeting held on 24<sup>th</sup> May, 2024**

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 31<sup>st</sup> March, 2024 (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 31<sup>st</sup> March, 2024 (copy enclosed).
3. The Board of Directors have also recommended a dividend of Re.0.60 (60%) per Equity Share of Rupee One each, subject to the approval of Shareholders, for the financial year 2023-24.
4. The Company has been allotted land on lease situated at SIPCOT Industrial Park at Shoolagiri, Hosur (Future Mobility Park) admeasuring to total area of 12.31 Acre for a period of ninety-nine years to set up industrial unit for future expansion, to manufacture Auto Components with prime focus on South based Automotive OEM's.
5. Re-appointment of Internal Auditors M/s. Grant Thornton Bharat LLP for the financial year 2024-25.

The Board Meeting commenced at 10.30 AM and concluded at 1.05 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 AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2024

(Rs. in Crores)

Particulars	Quarter ended			Year ended	
	31.03.2024	31.12.2023	31.03.2023	31.03.2024	31.03.2023
	Audited	Unaudited	Audited	Audited	Audited
1 Revenue from operations	403.40	390.81	457.49	1,653.06	1,873.31
2 Other income	6.62	7.49	4.56	29.33	23.34
<b>3 Total income (1 + 2)</b>	<b>410.02</b>	<b>398.30</b>	<b>462.05</b>	<b>1,682.39</b>	<b>1,896.65</b>
4 Expenses					
Cost of raw material consumed	225.54	216.35	248.28	909.20	1,077.38
Change in inventories of work in progress, stock-in-trade and finished goods	(5.32)	(5.29)	8.81	(3.94)	(4.80)
Other manufacturing expenses	51.92	51.96	51.88	216.77	226.67
Employee benefits expense	63.36	61.96	62.48	257.62	255.97
Finance costs	11.22	11.90	11.80	45.51	43.42
Depreciation and amortisation expense	24.70	26.34	26.02	103.85	96.50
Other expenses	27.74	26.15	34.53	110.36	140.39
<b>Total expenses</b>	<b>399.16</b>	<b>389.37</b>	<b>443.80</b>	<b>1,639.37</b>	<b>1,835.53</b>
5 <b>Profit before exceptional item and tax (3 - 4)</b>	<b>10.86</b>	<b>8.93</b>	<b>18.25</b>	<b>43.02</b>	<b>61.12</b>
6 Exceptional item**	0.19	0.55	0.12	2.58	1.12
<b>7 Profit before tax (5 - 6)</b>	<b>10.67</b>	<b>8.38</b>	<b>18.13</b>	<b>40.44</b>	<b>60.00</b>
8 Tax expense :					
a) Current tax	1.86	1.46	0.81	7.06	10.23
b) Deferred tax charge / (credit)	(0.41)	1.37	(0.18)	4.66	7.60
c) Tax adjustments for earlier years	(2.13)	-	-	(2.13)	-
9 <b>Profit for the period / year (7 - 8)</b>	<b>11.35</b>	<b>5.55</b>	<b>17.50</b>	<b>30.85</b>	<b>42.17</b>
10 Other Comprehensive Income					
a (i) Items that will not be reclassified to profit or loss	0.00	0.05	(0.60)	0.17	(0.61)
a (ii) Income tax relating to above items	(0.00)	(0.02)	0.19	(0.06)	0.22
b (i) Items that will be reclassified to profit or loss	2.05	(2.72)	1.53	4.05	3.33
b (ii) Income tax relating to above items	(0.72)	0.95	(0.31)	(1.42)	(1.16)
<b>Other Comprehensive Income / (loss)</b>	<b>1.33</b>	<b>(1.74)</b>	<b>0.81</b>	<b>2.74</b>	<b>1.78</b>
11 <b>Total Comprehensive Income for the period / year (9+10)</b>	<b>12.68</b>	<b>3.81</b>	<b>18.31</b>	<b>33.59</b>	<b>43.95</b>
12 Paid up equity share capital (face value of Re.1/- per share)	13.53	13.53	13.53	13.53	13.53
13 Other equity				643.71	620.27
14 <b>Basic and diluted earning per equity share *</b> [nominal value of share: Re.1/-]	<b>0.84</b>	<b>0.41*</b>	<b>1.29*</b>	<b>2.28</b>	<b>3.12</b>

\* Not annualised

\*\* Refer Note 5

^ Amounts appearing as "zero" have been rounded off to crores.

R

## NOTES

1) The above standalone and consolidated financial results were reviewed by the Audit Committee in their meeting held on 24 May 2024 and thereafter were approved and taken on record by the Board of Directors in their meeting held on 24 May 2024. Further, the audit of aforesaid financial results have been completed by the statutory auditors of the Company and the Group.

2) The Board of Directors at its Meeting held on 24 May 2024, have recommended dividend @ 60% i.e. Rs 0.60 per equity share, which is subject to approval of shareholders.

3) 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, as amended.

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

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 Fluidtronics Limited - Wholly Owned Subsidiary
- v. Rico Friction Technologies Limited - Subsidiary
- vi. Rico Jinfei Wheels Limited - Subsidiary

7) Scheme of Amalgamation:

(a) The Board of Directors of the Company, based on the recommendation of Audit Committee, in its meeting held on 26 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. 01 April 2021. The Scheme was filed with National Company Law Tribunal ("NCLT") on 29 September 2021. Pursuant to the directions of Hon'ble NCLT, the shareholders and creditors of each of the companies have approved the Scheme of Amalgamation with requisite majority. The NCLT approved the Scheme vide its order dated 15 February 2023.

Pursuant to the Scheme, all the assets, liabilities, reserves and surplus of the transferor companies have been vested in the Company with effect from the appointed date specified therein i.e. 01 April 2021 at the carrying values in accordance with Ind AS 103 "Business Combinations".

b) Rico Jinfei Wheels Limited (RJWL), a step-down Subsidiary Company has in its meeting held on 26 July 2021 approved the Scheme of Amalgamation ("Scheme") for merger of Rico Castings Limited (RCL) with RJWL, pursuant to Sections 230 to 232 of the Companies Act, 2013, with effect from Appointed Date, i.e., 01 April 2021. The Scheme was filed with NCLT on 30 September 2021. Pursuant to the directions of Hon'ble NCLT, the shareholders and creditors of the respective companies have approved the Scheme of Amalgamation with requisite majority. The NCLT approved the Scheme vide its order dated 5 January 2023.

Pursuant to the Scheme, all the assets, liabilities, reserves and surplus of RCL have been vested in RJWL with effect from the appointed date specified therein i.e. 01 April 2021 which overrides the relevant requirement of Ind AS 103 "Business Combinations" (according to which the Scheme would have been accounted for from the date of discharge of purchase consideration, which is the date of acquisition as per the aforesaid standard).

Pursuant to the scheme of Amalgamation, RCL has transferred assets amounting to INR 88.13 crores and liabilities (except share capital) amounting to INR 82.35 crores to RJWL resulting in issue of shares of RJWL of INR 5.78 crores to the shareholders of RCL. The net assets acquired of RCL on 1 April 2021 is Rs. 5.78 crores and on the date of acquisition is Rs. 2.73 crores.

c) The Board of Directors of Rico Jinfei Wheels Limited ("RJWL" or "Transferee Company") and Rico Fluidtronics Limited ("RFL" or "Transferor Company") in their respective meetings held on 28 March 2024 have approved the Scheme of Amalgamation ("Scheme") for merger of Rico Fluidtronics Limited RFL into RJWL, pursuant to Section 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Act"). The Scheme has been filed with the National Company Law Tribunal ("NCLT") on 28 March 2024 and is subject to necessary statutory and regulatory approvals. Pending requisite approvals, the impact has not been considered in these financial results.

8) Figures for quarter ended 31 March 2024 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.

9) Results are available at Company's website [www.ricoauto.in](http://www.ricoauto.in) and at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

for RICO AUTO INDUSTRIES LIMITED

  
Arvind Kapur  
Chairman, CEO & Managing Director  
DIN : 00096308

Place : Gurugram  
Date : 24 May 2024

fr

RICO AUTO INDUSTRIES LIMITED



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

**CONSOLIDATED AUDITED FINANCIAL RESULTS  
FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2024**

(Rs. in Crores)

Particulars	Quarter ended			Year ended	
	31.03.2024	31.12.2023	31.03.2023	31.03.2024	31.03.2023
	Audited	Unaudited	Audited	Audited	Audited
1 Revenue from operations	548.41	523.52	602.98	2,159.73	2,302.37
2 Other income	3.00	4.61	6.23	14.73	19.17
3 Total income (1 + 2)	551.41	528.13	609.21	2,174.46	2,321.54
4 Expenses					
Cost of raw material consumed	320.00	303.98	313.43	1,245.24	1,359.61
Change in inventories of work in progress, stock-in-trade and finished goods	(1.44)	(4.93)	50.25	5.01	(0.39)
Other manufacturing expenses	64.79	64.37	61.69	261.59	269.31
Employee benefits expense	74.49	72.56	70.55	301.31	291.95
Finance costs	13.15	16.23	15.07	58.24	54.07
Depreciation and amortisation expense	28.14	30.08	30.93	118.50	111.82
Other expenses	31.51	29.29	40.17	124.56	160.45
Total expenses	530.63	511.58	582.09	2,114.44	2,246.82
5 Profit before exceptional item and tax (3 - 4)	20.77	16.55	27.12	60.01	74.72
6 Exceptional item**	0.17	0.57	0.12	2.58	1.12
7 Profit before tax (5 - 6)	20.60	15.98	27.00	57.43	73.60
8 Tax expense :					
a) Current tax	4.35	2.78	2.52	14.01	14.03
b) Deferred tax charge / (credit)	2.09	2.70	(1.43)	6.61	8.54
c) Tax adjustments for earlier years	(2.13)	-	-	(2.13)	
9 Profit for the period / year (7 - 8)	16.29	10.50	25.91	38.94	51.03
10 Other comprehensive income					
a (i) Items that will not be reclassified to profit or loss	(0.88)	0.10	(0.56)	(0.00)	(0.47)
a (ii) Income tax relating to above items	0.06	(0.02)	0.19	(0.06)	0.22
b (i) Items that will be reclassified to profit or loss	2.05	(2.72)	2.38	4.05	6.20
b (ii) Income tax relating to above items	(0.72)	0.95	(1.31)	(1.42)	(2.11)
Other comprehensive income / (loss)	0.51	(1.69)	0.70	2.57	3.84
11 Total comprehensive income (9+10)	16.81	8.81	26.61	41.52	54.87
a. Net Profit attributable to :					
(i) Owners of the Company	15.50	10.04	25.90	38.34	51.01
(ii) Non-controlling interests	0.79	0.46	0.01	0.60	0.02
b. Other Comprehensive Income / (loss) attributable to :					
(i) Owners of the Company	0.51	(1.69)	0.70	2.58	3.84
(ii) Non-controlling interests	0.00	0.00	0.00	(0.01)	0.00
c. Total Comprehensive Income attributable to :					
(i) Owners of the Company	16.01	8.35	26.60	40.93	54.85
(ii) Non-controlling interests	0.79	0.46	0.01	0.59	0.02
12 Net Profit for the period / year after non-controlling interest	15.50	10.04	25.90	38.34	51.01
13 Paid up equity share capital (face value of Re.1/- per share)	13.53	13.53	13.53	13.53	13.53
13 Other equity				706.51	675.72
14 Basic and diluted earnings per equity share * [nominal value of share : Re.1/-]	1.20*	0.74*	1.91*	2.88*	3.77

\* Not annualised

\*\* Refer Note 5

^ Amounts appearing as "zero" have been rounded off to crores

<b>STATEMENT OF ASSETS AND LIABILITIES</b>				
<b>CONSOLIDATED</b>		<b>PARTICULARS</b>	<b>STANDALONE</b>	
31.03.2024	31.03.2023		31.03.2024	31.03.2023
Audited	Audited		Audited	Audited
<b>I. ASSETS</b>				
<b>(1) NON-CURRENT ASSETS</b>				
1,050.09	1,001.83	Property, plant and equipment	911.53	858.04
81.76	71.92	Capital work-in-progress	79.02	67.88
13.36	13.62	Investment property	-	-
6.29	3.30	Intangible assets	6.29	3.31
6.94	7.52	Intangible assets under development	6.22	7.51
Financial assets				
4.34	2.48	(i) Investment	47.15	45.30
0.00	31.41	(ii) Loans	1.77	13.25
16.10	17.14	(iii) Other financial assets	14.71	15.74
7.34	7.40	Deferred tax assets (net)	-	-
-	5.73	Other tax assets (net)	-	4.90
5.56	14.45	Other non-current assets	5.22	14.23
<b>1,191.78</b>	<b>1,176.80</b>		<b>1,071.91</b>	<b>1,030.16</b>
<b>(2) CURRENT ASSETS</b>				
286.05	280.97	Inventories	224.50	216.21
Financial assets				
332.89	395.13	(i) Trade receivables	268.42	369.67
8.38	16.74	(ii) Cash and cash equivalents	2.76	4.20
13.12	18.94	(iii) Bank balances other than (ii) above	11.90	15.23
1.53	14.02	(iv) Loans	8.58	15.88
8.23	9.49	(v) Other financial assets	4.19	6.78
44.98	30.98	Other current assets	41.36	36.07
7.81	-	Other current tax assets(Net)	5.06	-
<b>702.99</b>	<b>766.27</b>		<b>566.77</b>	<b>664.04</b>
<b>1,894.77</b>	<b>1,943.07</b>	<b>TOTAL</b>	<b>1,638.68</b>	<b>1,694.20</b>
<b>II EQUITY AND LIABILITIES</b>				
<b>(1) EQUITY</b>				
13.53	13.53	(a) Equity share capital	13.53	13.53
706.51	675.72	(b) Other equity	643.71	620.27
<b>720.04</b>	<b>689.25</b>	Equity attributable to owners of the company	<b>657.24</b>	<b>633.80</b>
2.95	2.36	Non controlling interests	-	-
<b>722.99</b>	<b>691.61</b>	<b>Total equity</b>	<b>657.24</b>	<b>633.80</b>
<b>(2) NON-CURRENT LIABILITIES</b>				
<b>(a) Financial liabilities</b>				
306.68	376.66	(i) Borrowings	261.74	314.31
23.47	18.66	(ii) Lease liabilities	10.11	11.40
17.11	19.28	(b) Provisions	15.48	17.69
22.87	14.84	(c) Deferred tax liabilities (net)	25.33	10.23
<b>370.13</b>	<b>429.44</b>	<b>Total non-current liabilities</b>	<b>312.66</b>	<b>353.63</b>
<b>(3) CURRENT LIABILITIES</b>				
<b>(a) Financial liabilities</b>				
348.30	352.79	(i) Borrowings	281.79	283.92
10.04	6.16	(ii) Lease liabilities	7.80	6.06
<b>(iii) Trade payables</b>				
32.76	19.12	a) Total outstanding dues of micro and small enterprises.	23.29	17.84
344.65	367.34	b) Total outstanding dues of creditors other than micro and Small enterprises	320.71	331.87
34.21	50.71	(iv) Other financial liabilities	18.19	36.18
28.75	24.77	(b) Other current liabilities	17.00	26.47
1.32	1.13	(c) Provisions	-	0.48
1.62	-	(d) Current tax liabilities (net)	-	3.95
<b>801.65</b>	<b>822.02</b>		<b>668.78</b>	<b>706.77</b>
<b>1,894.77</b>	<b>1,943.07</b>	<b>TOTAL</b>	<b>1,638.68</b>	<b>1,694.20</b>

*92*

CONSOLIDATED		PARTICULARS	STANDALONE	
31.03.2024	31.03.2023		31.03.2024	31.03.2023
Audited	Audited		Audited	Audited
57.43	73.60	<b>A. Cash flow from operating activities</b>		
		Net profit before tax	40.44	60.00
118.50	111.82	Adjustments for:		
-	-	Depreciation and amortisation expense	103.85	96.50
58.24	54.07	Dividend income from subsidiary companies	(14.78)	(4.22)
(2.19)	0.90	Finance costs	45.51	43.42
(1.41)	(1.54)	Unrealised foreign exchange loss, net	(2.19)	0.84
0.32	0.06	Profit on sale of property, plant and equipment	(1.39)	(1.50)
5.53	5.35	Loss allowance on trade receivables	0.32	-
(3.39)	(5.07)	Amortization of contract assets	5.53	5.35
		Interest income on financial assets measured at amortized cost	(4.47)	(7.54)
<b>233.03</b>	<b>239.19</b>	Operating profit before working capital changes	<b>172.82</b>	<b>192.85</b>
		Changes in working capital:		
(5.08)	8.93	in inventories	(8.29)	5.00
61.92	37.24	in trade receivables	102.14	(1.29)
(11.25)	34.40	in other assets	(1.56)	13.54
(9.05)	(128.13)	in trade payables	(4.60)	(90.61)
(11.48)	(20.04)	in other liabilities and provisions	(27.12)	(3.00)
<b>258.09</b>	<b>171.59</b>		<b>233.39</b>	<b>116.49</b>
(10.86)	(11.67)	Direct taxes paid (net of refunds)	(0.07)	(7.15)
<b>247.23</b>	<b>159.92</b>	<b>Net cash generated from operating activities</b>	<b>233.32</b>	<b>109.34</b>
(170.57)	(200.35)	<b>B. Cash flow from investing activities</b>		
		Payments for purchase of property, plant and equipment (including capital advances)	(157.07)	(184.04)
(1.86)	-	Purchase of investments	(1.85)	-
16.38	-	Proceeds from sale of property, plant and equipment	1.92	-
5.72	0.25	Maturity of bank deposits (having original maturity more than three months)	3.23	2.35
-	-	Dividend income from subsidiary companies	14.78	4.22
43.90	(41.16)	Loan (given)/repaid by subsidiaries during the year	18.79	26.91
3.27	7.90	Interest received	5.33	9.29
<b>(103.16)</b>	<b>(233.36)</b>	<b>Net cash used in investing activities</b>	<b>(114.87)</b>	<b>(141.27)</b>
50.45	288.26	<b>C. Cash flow from financing activities</b>		
(133.52)	(87.54)	Proceeds from non-current borrowings	41.07	217.94
(2.43)	-	Repayment of non-current borrowings	(99.48)	(82.55)
(10.12)	(5.97)	Payment of interest portion of lease liabilities	(1.84)	
8.63	(54.24)	Payment of principal portion of lease liabilities	(9.13)	(5.35)
(10.15)	(5.41)	Proceeds/(repayment) from short-term borrowings (net)	3.72	(49.23)
(56.08)	(57.80)	Dividend paid	(10.14)	(5.41)
		Interest paid	(44.09)	(42.34)
<b>(153.22)</b>	<b>77.30</b>	<b>Net cash (used in) / generated from financing activities</b>	<b>(119.89)</b>	<b>33.06</b>
(9.15)	3.86	<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(1.44)</b>	<b>1.13</b>
0.79	5.55	Effect of foreign currency fluctuation arising out of consolidation		
16.74	7.33	Cash and cash equivalents at the beginning of the year	4.20	3.07
8.38	16.74	Cash and cash equivalents at the close of the period	2.76	4.20

1/2

## Independent Auditor's Report

### To the Board of Directors of Rico Auto Industries Limited

### Report on the audit of the Standalone Annual Financial Results

#### Opinion

We have audited the accompanying standalone annual financial results of Rico Auto Industries Limited (hereinafter referred to as the "Company") for the year ended 31 March 2024, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone annual financial results:

- a. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- b. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, of the net profit and other comprehensive income and other financial information for the year ended 31 March 2024.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results 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 together with the ethical requirements that are relevant to our audit of the financial statements 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 on the standalone annual financial results.

#### Management's and Board of Directors' Responsibilities for the Standalone Annual Financial Results

These standalone annual financial results have been prepared on the basis of the standalone annual financial statements.

The Company's Management and the Board of Directors are responsible for the preparation and presentation of these standalone annual financial results that give a true and fair view of the net profit/ loss and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone annual financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.



## Independent Auditor's Report (Continued)

### Rico Auto Industries Limited

In preparing the standalone annual financial results, the Management and the Board of Directors are 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.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

#### Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone annual financial results as a whole are 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 SAs 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 these standalone annual financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

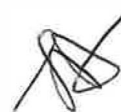
- Identify and assess the risks of material misstatement of the standalone annual financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk 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 through a separate report on the complete set of financial statements on whether the company has adequate internal financial controls 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 in the standalone annual financial results made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and 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 appropriateness of this assumption. 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 standalone annual financial results 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 standalone annual financial results, including the disclosures, and whether the standalone annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.

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.

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

- a. The standalone annual financial results include the results for the quarter ended 31 March 2024 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited





B S R & Co. LLP

**Independent Auditor's Report (Continued)**

**Rico Auto Industries Limited**

year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

**For B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022



**Shashank Agarwal**

*Partner*

Gurugram

24 May 2024

Membership No.: 095109

UDIN:24095109BKFRPB2875

## Independent Auditor's Report

To the Board of Directors of Rico Auto Industries Limited

Report on the audit of the Consolidated Annual Financial Results

### Opinion

We have audited the accompanying consolidated annual financial results of Rico Auto Industries Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), for the year ended 31 March 2024, attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of report of other auditors on separate audited financial statements of the subsidiaries, the aforesaid consolidated annual financial results:

- a. include the annual financial results of the entities mentioned in Annexure I to the aforesaid consolidated annual financial results;
- b. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard;
- c. in the context of the overriding effect of the provision in the Scheme of Amalgamation ('the Scheme') for amalgamation of Rico Castings Limited (RCL) with Rico Jinfei Wheels Limited (RJWL), approved by National Company Law Tribunal ('NCLT') on 5 January 2023, pursuant to Section 230 to 232 of the Companies Act 2013, the accounting of the Scheme has been given effect from the appointed date of 01 April 2021 instead of acquisition date, as approved by the National Company Law Tribunal ('NCLT'), regarding accounting of Scheme from the specified retrospective appointed date and consequential restatement of comparatives; and
- d. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, of consolidated net profit and other comprehensive income and other financial information of the Group for the year ended 31 March 2024.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Results section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements 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, along with the consideration of reports of the other auditors referred to in sub paragraph no. a of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated annual financial results.

### Emphasis of Matter

- a. We draw attention to Note 7 (b) to the consolidated annual financial results for the year ended 31 March 2024 which describes the overall accounting done by the Holding Company's Management consequent to the



**Independent Auditor's Report (Continued)**

**Rico Auto Industries Limited**

Scheme of amalgamation ("the Scheme") for amalgamation of Rico Castings Limited (RCL) with Rico Jinfei Wheels Limited (RJWL), pursuant to Sections 230 to 232 of the Companies Act 2013. The Scheme was approved by the NCLT vide its order dated 05 January 2023 with appointed date of 01 April 2021 and a certified copy was filed by the Company with the Registrar of Companies, Delhi, on 10 March 2023. We further draw attention to the fact that in accordance with the Scheme approved by the NCLT, the Holding Company has given effect to the Scheme from the retrospective appointed date specified therein i.e. 01 April 2021 which overrides the relevant requirements of Ind AS 103 "Business Combinations" (according to which the Scheme would have been accounted for from 05 January 2023).

Our opinion is not modified in respect of this matter.

**Management's and Board of Directors' Responsibilities for the Consolidated Annual Financial Results**

These consolidated annual financial results have been prepared on the basis of the consolidated annual financial statements.

The Holding Company's Management and the Board of Directors are responsible for the preparation and presentation of these consolidated annual financial results that give a true and fair view of the consolidated net profit/ loss and other comprehensive income and other financial information of the Group in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of each 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated annual financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated annual financial results by the Management and the Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated annual financial results, the respective Management and the Board of Directors of the companies included in the Group are responsible for assessing the ability of each company 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 either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of each company.

**Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Results**

Our objectives are to obtain reasonable assurance about whether the consolidated annual financial results as a whole are 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 SAs 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 these consolidated annual financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated annual financial results, 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.

**Independent Auditor's Report (Continued)**

**Rico Auto Industries Limited**

- 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 through a separate report on the complete set of financial statements on whether the company has adequate internal financial controls 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 in the consolidated annual financial results made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and 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 appropriateness of this assumption. 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 consolidated annual financial results 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 consolidated annual financial results, including the disclosures, and whether the consolidated annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements of the entities within the Group to express an opinion on the consolidated annual financial results. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the consolidated annual financial results of which we are the independent auditors. For the other entities included in the consolidated annual financial results, which have been audited by 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. Our responsibilities in this regard are further described in sub paragraph no. a of the "Other Matters" paragraph in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated annual financial results 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.

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.


We also performed procedures in accordance with the circular No CIR/CFD/CMD1/44/2019 issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

**Other Matter(s)**

- a. The consolidated annual financial results include the audited financial results of four subsidiaries, whose financial results reflects total assets (before consolidation adjustments) of Rs. 67.98 crores as at 31 March 2024, total revenue (before consolidation adjustments) of Rs. 175.73 crores and total net profit after tax (before consolidation adjustments) of Rs. 2.70 crores and net cash outflows (before consolidation adjustments) of Rs. 0.50 crores for the year ended on that date, as considered in the consolidated annual financial results, which have been audited by their respective independent auditors. The independent auditor's reports on financial results of these entities have been furnished to us by the management.

Our opinion on the consolidated annual financial results, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the reports of such auditors and the procedures performed by us are as stated in paragraph above.

Our opinion on the consolidated annual financial results is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.



**Independent Auditor's Report (Continued)**

**Rico Auto Industries Limited**

- b. The consolidated annual financial results include the results for the quarter ended 31 March 2024 being the balancing figure 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 B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022



**Shashank Agarwal**

*Partner*

Membership No.: 095109

UDIN:24095109BKFRPC1372

Gurugram

24 May 2024

## Independent Auditor's Report (Continued)

## Rico Auto Industries Limited

## Annexure I

List of entities included in consolidated annual financial results.

Sr. No	Name of component	Relationship
1	Rico Auto Industries Limited	Parent Company
2	Rico Auto Industries Inc. (USA)	Subsidiary Company
3	Rico Fluidtronics Limited	Subsidiary Company
4	Rico Auto Industries (UK) Limited	Subsidiary Company
5	AAN Engineering Industries Limited	Subsidiary Company
6	Rico Friction Technologies Limited	Subsidiary Company
7	Rico Jinfei Wheels Limited	Subsidiary Company



# **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:2024

May 24, 2024

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

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 31<sup>st</sup> March, 2024**

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 31<sup>st</sup> March, 2024.

for Rico Auto Industries Limited



**Rakesh Kumar Sharma**  
Chief Financial Officer