

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:2025

May 16, 2025

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 - 400051 Scrip Code – RICO AUTO
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Sub : **Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year ended 31st March, 2025**

Dear Sir/Madam,

Please find enclosed the Secretarial Compliance Report of the Company under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued by M/s. Vimal Chadha & Associates, Secretarial Auditor of the Company for the financial year ended 31st March, 2025.

This is for your information and record.

Thanking you,

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

Ruchika Gupta
Company Secretary
FCS No. 6456

Encl: As above



VIMAL CHADHA & ASSOCIATES

Company Secretaries

Email : cs.vimalchadha@outlook.com, M – 9971103053

To

The Board of Directors
M/s Rico Auto Industries Limited
(CIN: L34300HR1983PLC023187)
38, K M Stone,
Delhi Jaipur Highway
Gurugram – 122001 (Haryana)

Dear Sir,

I have been engaged by M/s Rico Auto Industries Limited (hereinafter called the Company) bearing (CIN : L34300HR1983PLC023187), whose equity shares are listed on National Stock Exchange of India Ltd. (NSE) and BSE Limited to conduct an audit in terms of Regulation – 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 along with BSE & NSE Notice No. 20230316-14 and Circular Reference No. NSE/CML/2023/21 dated March 16, 2023, respectively, and to issue Annual Secretarial Compliance Report thereon.

It is the responsibility of the Management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all applicable Regulations, Circulars and Guidelines issued by the Securities and Exchange Board of India (SEBI) from time to time, and to ensure that the systems are adequate and effective.

Our responsibility is to verify compliances by the Company with provisions of all applicable Regulations, Circulars and Guidelines issued by SEBI from time to time and issue a Report thereon.

Our audit was conducted in accordance with guidance note on 'Annual Secretarial Compliance Report' issued by the Institute of Company Secretaries of India (ICSI) and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. The Annual Secretarial Compliance Report is enclosed as Annexure.

For Vimal Chadha & Associates

Company Secretaries
(Firm No. S2017DE508700)
Peer Review: 1889/2022

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(Vimal Chadha)

Proprietor

FCS No.5758, CP No. 18669

UDIN NO. : F005758G000359749

Place: Delhi
Dated : 16.05.2025

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VIMAL CHADHA & ASSOCIATES

Company Secretaries

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Annual Secretarial Compliance Report of Rico Auto Industries Limited (CIN: L34300HR1983PLC023187) for the financial year ended 31st March, 2025

I, Vimal Chadha, Proprietor of Vimal Chadha & Associates, Company Secretaries have examined: -

- (a) all the documents and records made available to us and explanation provided by **Rico Auto Industries Limited** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website: <https://www.ricoauto.in> of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report, for the year ended 31st March, 2025 (“Review Period”) in respect of compliance with the provisions of -
 - (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘LODR’);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable during the Review Period)**;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable during the Review Period)**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable during the Review Period)**;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable during the Review Period)**;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;

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Company Secretaries

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- (i) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 and circulars/ guidelines issued thereunder :and based on the above examination, I hereby report that, during the Review Period:

S No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation /Circular No.	Deviation	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / The Practicing Company Secretary	Management Response	Remarks
	SEBI (LODR), 2015	17(1)	Independent Director appointment could not be made within the stipulated time and was delayed by three days.	BSE & NSE (each)	Fine imposed	Independent Director appointment could not be made within the stipulated time. The delay caused due to fulfilling necessary compliances before the appointment of Independent Director. There were some technical glitches at the end of other regulatory authorities and immediately on rectification of all documents, conducted the Board Meeting to ensure proper composition of Board.	Rs 30,000/- (Rs 15000/- by BSE & Rs 15000/- by NSE.	Independent Director appointment was made with a delay of three days from the time prescribed for appointment. There were some technical glitches at the end of other regulatory authorities and immediately on rectification of all documents, conducted the Board Meeting to ensure proper composition of Board.	Independent Director appointment was delayed because there were some technical glitches at the end of other regulatory authorities and immediately on rectification of all documents, conducted the Board Meeting to ensure proper composition of Board.	

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- (a) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding Companies Act, 2013 and dealing with client to the extent of securities issued;
- (a) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations 2009; and circulars/ guidelines issued thereunder ;
- and based on the above examination, I hereby report that, during the Review Period:
- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:
- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount/	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

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I hereby report that, during the review year, the compliance status of the listed entity with the following requirements :-

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	None
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations /circulars /guidelines issued by SEBI.	Yes	None
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional website.Timely dissemination of the documents/ information under a separate section on the website.Web-links provided in annual Corporate Governance Report under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.	Yes	None
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 by the listed entity.	Yes	None

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5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies; (b) Disclosure requirement of material as well as other subsidiaries.	Yes	None
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval been obtained.	Yes Not Applicable	-- There was no such eventuality.
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None

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11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	There was delay in appointment of Independent Director by three days due to fulfilling necessary compliances before the appointment of Independent Director. There were some technical glitches at the end of other regulatory authorities and immediately on rectification of all documents conducted the Board Meeting to ensure proper composition of Board. The Stock Exchanges (BSE & NSE) each imposed fine of Rs 5000/- and Rs 10000/- (each) on 29th November, 2024 and on 21st March, 2025 respectively and the Company has deposited the fine and made the default good by appointing Independent Director.
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	No	There was no such eventuality --
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	None

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Assumptions & Limitation of scope and Review :

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Vimal Chadha & Associates
Company Secretaries
(Firm No. S2017DE508700)

Place : Delhi
Dated : 16.05.2025

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Proprietor

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Peer Review: 1889/2022
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