

**FORM A**  
(Pursuant to clause 31 of the Listing Agreement)

Covering letter of the Annual Audit Report to be filed with the Stock Exchanges  
(SEBI Circular No. CIR/CFD/DIL/7/2012, dated 13 August 2012)

1.	Name of the Company	Rico Auto Industries Limited
2.	Annual Financial Statement for the year ended	March 31, 2015
3.	Type of Audit Observation	<p><b>Auditor's Report on Standalone Financial Statements:</b></p> <p>No observations</p> <p><b>Auditor's Report on Consolidated Financial Statements:</b></p> <p>The report of the statutory auditors contains the following observations in CARO on the consolidated financial statements:</p> <p><b>Observations in CARO</b></p> <p><b>Clause (viii)</b></p> <p>In respect of four subsidiary companies incorporated in India, the accumulated losses at the end of the financial year are more than fifty percent of its net worth and the accumulated losses of one subsidiary company incorporated in India at the end of the financial year are less than fifty percent of its net worth. Two subsidiary companies incorporated in India have incurred cash losses in the current and the immediately preceding financial year. Three subsidiary companies incorporated in India have not incurred cash losses in the current year but had incurred cash losses in the immediately preceding financial year.</p>
4.	Frequency of Observation	<p><b>Observation on Consolidated Financial Statements</b></p> <p><b>Observation in Clause (viii):</b> Appeared for the first time</p>
5.	Additional comments from the board/audit committee chair	None

*Walker Chandniok & Co*

**For Walker Chandniok & Co LLP**  
Firm registration number: 001076N/N500013  
Chartered Accountants

*Ashish Gupta*  
per **Ashish Gupta**  
Partner  
Membership No.: 504662

**For and on behalf of the Board of Directors**

*Arvind Kapur*  
**Arvind Kapur**  
Chairman, CEO  
& Managing Director

*Amarjit Chopra*  
**Amarjit Chopra**  
Chairman of Audit  
Committee

**Date:** May 28, 2015  
**Place:** Gurgaon

*Sanjay Syal*  
**Sanjay Syal**  
Chief Financial Officer