



33rd Annual Report 2012-2013

PDF processed with CutePDF evaluation edition www.CutePDF.com









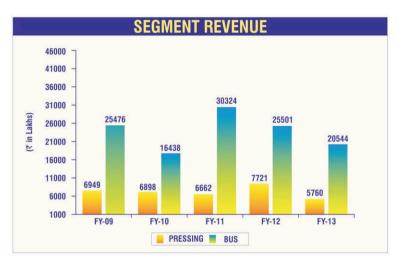
Contents

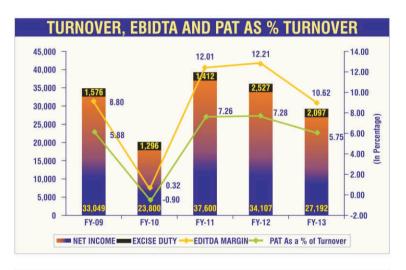
Board of Directors	03
Chairman's Message	04
Managing Director's Message	05
Notice	06
Directors' Report	19
Management Discussion and Analysis	27
Corporate Governance Report	33
Auditors' Report	52
Balance Sheet	57
Statement of Profit and Loss	58
Cash Flow Statement	59
Notes to the Financial Statement	61

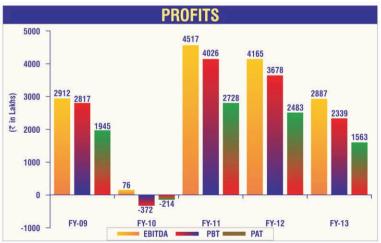


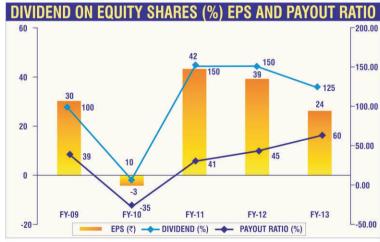




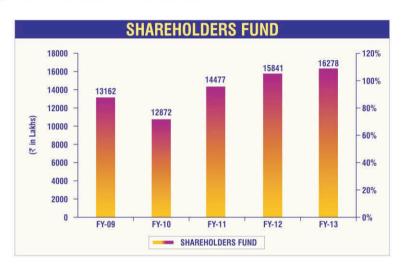


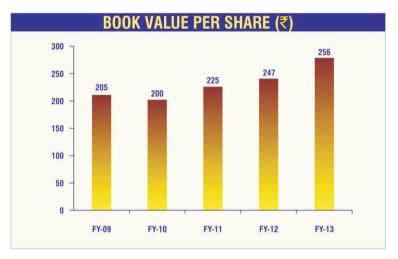


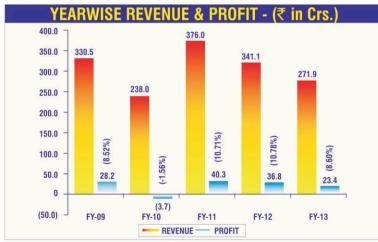


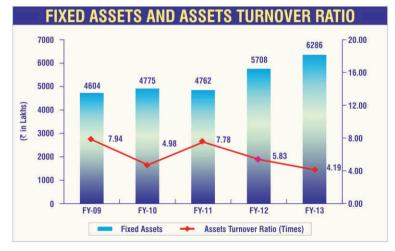














BOARD OF DIRECTORS

S. V. Salgaocar

Chairman

P. M. Telang

Director (upto 28.07.12)

C. Ramakrishnan

Director (upto 26.02.13)

Steven A. Pinto

Director

P. F. X. D'Lima

Director

S. B. Borwankar

Additional Director (w.e.f. 28.07.12)

A. A. Gajendragadkar

Additional Director (w.e.f. 27.02.13)

V. Krishnamurthi

Managing Director

Share Registrars

TSR Darashaw Private Limited 6-10, Haji Moosa Patrawala Ind. Estate,

20, Dr E Moses Road, Mahalaxmi, Mumbai 400 011

Bankers

State Bank of India HDFC Bank Ltd

Statutory Auditors

Deloitte Haskins & Sells

Cost Auditors

S. J. Karve & Associates

Registered Office

Honda, Sattari, Goa 403 530

Works

Honda (Goa)

Bhuimpal (Goa)

Jejuri (Maharashtra)

Dharwad (Karnataka)

Pravin Satardekar

Company Secretary

33rd ANNUAL GENERAL MEETING

28th June, 2013 3.30 p.m. at Honda, Sattari, Goa - 403 530

BOARD OF DIRECTORS



P. M. Telang Director (upto 28.07.12)



S. V. Salgaocar Chairman



C. Ramakrishnan Director (upto 26.02.13)



S. B. Borwankar Additional Director (w.e.f. 28.07.12)



A. A. Gajendragadkar Additional Director (w.e.f. 27.02.13)



Steven A. Pinto Director



P. F. X. D'Lima Director



V. Krishnamurthi Managing Director

Message From Chairman



Dear Shareholders,

For twelve successive quarters, that is for over three years now, India's real GDP growth has been falling: from 9.4% in January-March 2010 to 4.5% in October-December 2012. The Indian economy has been suffering from high interest cost, lack of demand, high current account deficit, fiscalreforms and has remained sluggish for a considerably long period of time.

While effects of the slowdown were visible during 2011-12 itself, the full impact of the downturn manifested itself during 2012-13. Demand for buses for domestic as well as export market drastically cut down bus production from the high of 4822 (2010-11) to 3937 (2011-12) and further down to 2941 in the year under review.

It is true that 2012-13 has been a rather subdued year for your company. Due to declining volumes, the turnover and profit before tax also decreased from the earlier highs. At ACGL, we recognize that cost competitiveness represents the building block of our business. Over the years, this competitiveness has been derived through aggressive cost reduction, efficient processes, fiscal controls and strong inventory management. This made it possible to stay operationally viable even in tough times.

Your company did its best in challenging times and turned out positive numbers when other companies in similar / related businesses reported either dismal profits or struggled to come out of red. My sincere appreciation is due to the executive management of the company for rising to the occasion and reporting a decent profit for the year.

I look forward to your dedication and support in ensuring that your company continues its progress story in the years to come.

Sincerely,

S.V. Salgaocar

15th May, 2013 Goa



Mr. S. V. Salgaocar

Message From Managing Director



Dear Shareholder,

Prolonged economic slowdown in the developed world followed by its devastating effects in the developing nations like India hit your company quite hard during 2012-13 in terms of business volume. The year saw considerably lower demand for commercial vehicles including buses throughout the year. While your company sold 4822 buses during 2010-11, the next two years saw the demand slowing down to 3937 (2011-12) and further to 2941 during the year under review. In other words, sale of buses during the year under review was to the extent of only 60% as compared to those sold in 2010-11. Your company's Pressing business also suffered due to lower off-take by our OEM customers who are in the business of manufacture of commercial vehicles.

Impact of the slowdown was so severe that even many giant organisations in OEM category of commercial vehicle business reported heavy losses during the period.

To face not-so encouraging external environment, your company stepped up its own marketing efforts and obtained sizeable orders for buses from private customers including STUs as also for sheet metal parts from new customers. Vigorous efforts initiated from previous years in the area of cost control were continued to sustain in the wake of adverse situation. Your management sensitised every employee in the organisation to question the unquestioned so that all avoidable expenditure was curtailed and the plants were operated at the most optimal efficiency.

Initiatives of obtaining bus orders from Southern part of the country, new business from a construction equipment manufacturing company in Dharwad, additional business from the existing customers are the focus points for 2013-14. While the management would like to assure you that all-out efforts are being made to optimise company's operations, it hopes that demand for buses during 2013-14 would improve and that your company would report still better results.

I am confident that with your support and excellent team work from employees at all levels; your company will achieve even further progress in the coming years.

Yours Sincerely,

V. Krishnamurthi

15th May, 2013 Goa



Mr. V. Krishnamurthi



Notice

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of AUTOMOBILE CORPORATION OF GOA LIMITED will be held on Friday, 28th June, 2013 at 3:30 p.m. at the Registered Office of the Company at Honda, Sattari, Goa to transact the following business:

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2013 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.
- 2. To declare Dividend for the year ended March 31, 2013.
- 3. To appoint a Director in place of Mr. S V Salgaocar, who retires by rotation and is eligible for reappointment.
- 4. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS

5. Appointment of Mr. S B Borwankar as a Director
To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as an Ordinary Resolution:

"Resolved that Mr. S B Borwankar who was appointed as an Additional Director of the Company by the Board of Directors on July 28, 2012 under Section 260 of the Companies Act, 1956 and who holds office up-to the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

6. Appointment of Mr. A A Gajendragadkar as a Director To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as an Ordinary Resolution:

"Resolved that Mr. A A Gajendragadkar who was appointed as an Additional Director of the Company by the Board of Directors on February 27, 2013 under Section 260 of the Companies Act, 1956 and who holds office up-to the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."



7. Appointment of Mr. R Ramakrishnan as a Director To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as an Ordinary Resolution:

"Resolved that Mr. R Ramakrishnan in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

8. To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as a Special Resolution:

"Resolved that pursuant to the provisions of Section 309 and other applicable provisions of the Companies Act, 1956 (the Act), and subject to such approvals as may be necessary, so long as the Company has Managing/ Whole-time Director(s), such sum by way of commission not exceeding in the aggregate one percent per annum of the net profits of the Company calculated in accordance with the provisions of Sections 198, 349 and 350 of the Act, for each of the five financial years of the Company commencing from April 1, 2013, be paid to and distributed amongst the Directors (including Alternate Directors but excluding Managing/Whole-time Director(s)) or some or any of them, as may be determined by the Board of Directors of the Company (including any Committee thereof), the proportion and manner of such payments and distribution to be as the Board may from time to time decide."

9. To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as a Special Resolution:

"Resolved that pursuant to the provisions of Sections 198, 269, 309, 310 and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act") read with Schedule XIII to the Act and subject to such other applicable rules and regulations, if any, and in partial modification(s) of the special resolution passed at the Annual General Meeting (AGM) held on August 5, 2011 approving appointment and remuneration (including remuneration in case of no profit/inadequate profits) of Mr V Krishnamurthi, the consent of the members of the Company be and is hereby accorded to ratify, confirm and approve the remuneration of Mr. V Krishnamurthi, Managing Director of the Company, based on the recommendations of the Remuneration Committee of the Board, amounting to ₹ 1,64,14,740/- (Rupees One Crore Sixty Four Lakhs Fourteen Thousand Seven Hundred Forty only) which is within the pay scale duly approved by the members in AGM 2011, as above, for the financial year 2012-13 and such remuneration for the remaining tenure upto December 6, 2014, as may be considered and recommended by the Remuneration Committee in future, during which period the Company had/will have no profits/inadequate profits as per the Schedule XIII to the Act.

Resolved further that subject to applicable approvals, Mr. V Krishnamurthi, Managing Director of the Company, shall be paid the aforesaid remuneration as minimum remuneration in the event of absence or inadequacy of profits.

Resolved further that the Board of Directors (or a committee thereof authorised to exercise its powers, including the powers conferred by this resolution) be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."



Notes:

- (a) Details under Clause 49 of the Listing Agreement with the Bombay Stock Exchange in respect of Directors seeking appointment/reappointment at this Annual General Meeting are annexed hereto.
- (b) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
 - The Proxy forms should be lodged with the Company at its Registered Office at least 48 hours before the commencement of the meeting.
- (c) The Register of Members and Transfer Books of the Company shall remain closed from June 18, 2013 to June 26, 2013 (both days inclusive).
- (d) Dividend as recommended by the Board of Directors, if declared at the meeting, will be paid on or after July 2, 2013 as under:
 - 1) To all Beneficial Owners in respect of shares held in electronic form, as per the data made available by The National Securities Depositories Limited and The Central Depository Services (India) Limited, as of the close of business hours on June 17, 2013.
 - 2) To all Members in respect of shares held in physical form, after giving effect to valid transfers in respect of transfer request lodged with the Company on or before the close of business hours on June 17, 2013.
- (e) Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, ECS mandates, Nominations, Power of Attorney, Change of Address/name etc. to their Depository Participant only and not to the Company or Company's Registrars and Transfer Agents. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and the Registrars & Transfer Agents to provide efficient service to the members.
- (f) Members holding Share Certificates under different folio numbers but in the same order of names are requested to apply for consolidation of such folios and send relevant Share Certificates to the Registrars and Transfer Agents of the Company.
- (g) Members' attention is particularly drawn to the "Corporate Governance" section in respect of unclaimed and unpaid dividend.
- (h) Members desiring any relevant information on the accounts at the Annual General Meeting are requested to write to the Company well in advance to ensure that such requests reach the Company at least seven days before the date of Annual General Meeting, so as to enable the Company to keep the information ready.





- (i) Relevant documents and registers will be available for inspection by the members at the registered office of the Company.
- (j) As per Securities and Exchange Board of India (SEBI) notification, submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or transmission/transposition of shares. Members holding shares in dematerialized mode are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Company's Registrars & Transfer Agents.
- (k) An Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956, relating to the Special Business to be transacted at the meeting (Item nos. 5 to 9 of the notice) is annexed hereto.

By order of the Board of Directors

Pravin Satardekar Company Secretary

Dated: June 3, 2013

Registered Office:

Honda, Sattari, Goa – 403 530.



Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956

Item No. 5

The Board of Directors appointed Mr. S B Borwankar as Additional Director at their meeting held on 28th July, 2012. Under Section 262 of the Companies Act, 1956, read with Article 154 of the Articles of Association of the Company, he holds office till the forthcoming Annual General Meeting.

Notice has been received from a member as required under Section 257 of the Companies Act, 1956 proposing his candidature for appointment as a Director. Brief particulars of the Director being appointed is given in the annexure.

The Board commends the Resolution set out at Item no. 5 of this notice for approval by the Members.

Except Mr. S B Borwankar who may be deemed to be concerned or interested in his own appointment, none of the other Directors are concerned or interested in the proposed resolution. Mr. Borwankar is not related to any of the directors of the Company.

Item No. 6

The Board of Directors vide Circular Resolution appointed Mr. A A Gajendragadkar as Additional Director effective 27th February, 2013. Under Section 262 of the Companies Act, 1956, read with Article 154 of the Articles of Association of the Company, he holds office till the forthcoming Annual General Meeting.

Notice has been received from a member as required under Section 257 of the Companies Act, 1956 proposing his candidature for appointment as a Director. Brief particulars of the Director being appointed is given in the annexure.

The Board commends the Resolution set out at Item no. 6 of this notice for approval by the Members.

Except Mr. A A Gajendragadkar who may be deemed to be concerned or interested in his own appointment, none of the other Directors are concerned or interested in the proposed resolution. Mr. Gajendragadkar is not related to any of the directors of the Company.

Item No. 7

A notice has been received from a member under Section 257 of the Companies Act, 1956 proposing candidature Mr. R Ramakrishnan for appointment as a Director. Brief particulars of the Director being appointed is given in the annexure.

The Board commends the Resolution set out at Item no. 7 of this notice for approval by the Members.

Except Mr. R Ramakrishnan who may be deemed to be concerned or interested in his own appointment, none of the other Directors are concerned or interested in the proposed resolution. Mr. R Ramakrishnan is not related to any of the directors of the Company.





Item No. 8

At the 28th Annual General Meeting held on June 28, 2008, the Members approved payment of remuneration by way of commission on the net profits of the Company to Non-whole time Director(s) as permitted under Section 309 of the Companies Act, 1956 (the Act).

As per Section 309(7) of the Act, such approval remains in force for a period of five years and can be renewed from time to time by Special resolution passed by the Members at the general meetings for further period of not more than five years at a time.

It is proposed to renew the approval in terms of Section 309 (7) of the Act, to enable the Company to continue to pay remuneration by way of commission to the Directors (including Alternate Directors but excluding Managing/Whole-time Director(s)) or some or any of them, as may be determined by the Board, not exceeding 1% of the net profits of the company computed in accordance with the provisions of the Act in respect of each of the five financial years commencing from April 1, 2013.

Payment of commission to non-whole-time Directors requires approval of the members by means of a Special Resolution.

The Board commends the Special Resolution set out at Item no. 8 of this notice for approval by the Members.

All Non-Whole-time Director(s) of the Company (including all future appointees) who shall be entitled to such commission may be deemed to be concerned or interested in the Resolution.

Item No. 9

The Members at the Annual General Meeting (AGM) of the Company held on August 5, 2011, vide a Special Resolution ('the said resolution') had approved the appointment and the remuneration payable to the Managing Director (including remuneration to be paid in case of no profits/inadequate profits) for the period 18.10.2010 to 6.12.2014.

Since the remuneration payable to Managing Director for FY 2012-13 will be in excess of the limits laid down in Schedule XIII to the Act, approval of the Central Government was required. However, pursuant to the General Circular Number 46/2011 dated 14.07.2011 issued by the Ministry of Corporate Affairs, approval of the Central Government for payment of Managerial Remuneration in excess of limits specified in Schedule XIII has been waived off subject to compliance of general conditions of Para (C) of the Schedule XIII.

One of the general conditions of the Para (C) of Section II of the Schedule XIII requires that member's approval by way of a special resolution would be required at a general meeting of the Company for payment of remuneration for a period not exceeding three years.

Whereas, vide the said resolution, the members had approved the remuneration terms for a period exceeding three years (i.e. 18.10.2010 to 6.12.2014). Therefore, the proposed remuneration (which is within the pay scale duly approved by the members vide the said resolution) for the FY 2012-13 and such remuneration for the remaining tenure of Mr V Krishnamurthi as the Managing Director upto December 6, 2014, as may be considered and recommended by the Remuneration Committee in future, during which period the Company had/will have no profits/inadequate profits as per the Schedule XIII to the Act is put up for the review and approval of the Members of the Company.



Company's business during 2012-13 was adversely affected due to the recessive trend in the global economy. This considerably brought down orders for company's products and thereby reflected in the company's turnover falling down from ₹ 33,274 lakhs in the previous year to ₹ 26,337 lakhs in the year under review. There was a decline in the business of both bus as well as pressings segments of the company. Also workers' three-yearly wage agreement ended on March 2012 and new agreement effective upto March 2015 was negotiated and signed with the unions in the most cordial manner and well in time. As a result of above factors, Profit Before Tax declined from ₹ 3,678 lakhs reported in the previous year to ₹ 2,339 lakhs in 2012-13.

The Company has done its best in the challenging times and turned out with positive numbers. Under the able leadership of Mr V Krishnamurthi, the company stepped up its own marketing efforts and obtained sizeable orders for buses from private customers including state transport undertakings as also for sheet metal parts from new customers. Vigorous efforts were initiated by him from previous years in the area of cost control to sustain in the wake of adverse situation so that all avoidable expenditure could be curtailed and the plants were operated at the most optimal efficiency.

In view of the overall progress achieved by the Company during the last financial year, it is proposed, based on the recommendations of the Remuneration Committee, to pay ₹ 164.15 lakhs as remuneration to the Managing Director.

The Board commends the Special Resolution set out at Item no. 9 of this notice for approval by the Members.

This may also be treated as the abstract and memorandum of interest for variation, if any, of the contract already in existence under Section 302 of the Companies Act, 1956.

Mr. V Krishnamurthi is concerned or interested in the Resolution. No other Director of the Company is, in any way, concerned or interested in the resolution.

Please refer to Annexure 1 to this Notice for further details, as required to be provided pursuant to Schedule XIII of the Act.

By order of the Board of Directors

Pravin Satardekar Company Secretary

Dated: June 3, 2013. Honda, Sattari, Goa-403 530.



Annexure 1

I	General Information				
1	Nature of Industry Manufacture of Bus Bodies & Sheet Metal Components				
2	Date of Commencement of Commercial Production	The Company has commenced its commercial operations w.e.f. August 1, 1982.			
3	Financial performance based on given indicators	Given below are the indicators giving information about the financial performance of the Company as on 31.03.2013; Turnover ▼ 26336.92 lakhs Net Profit for the year ₹ 1563.38 lakhs EPS ₹ 24.35			
4	Export performance and net foreign exchange collaborations	The Company earned ₹ 12,769.89 lakhs by export of buses and sheet metal parts through a merchant exporter.			
5	Foreign investments or collaborators, if any	-			
II	Information about appointee				
1	Background Details	Mr. Krishnamurthi took charge as the Managing Director of the Company effective October, 2010. Before this assignment, he worked with Tata Motors Limited and spent over three decades of his professional career with Tata Motors Ltd. In 1974, he started his career as a Graduate Engineer and got superannuated in November, 2009 as Sr. General Manager (Auto Mfg.) During his long career with Tata Motors, Mr. Krishnamurthi has held various positions of responsibility including leading a team for proto-type production, marketing and strategy proving, cost reduction and logistics services over and above his normal duties in execution of manufacture of large variants of commercial vehicles ranging from LCV's to HCV's. He was also assigned major projects in South Africa, the Gulf countries, Thailand and South Korea. He was also the Safety Chief for all manufacturing plants of Tata Motors and was instrumental in obtaining the Golden Peacock award for Safety in the year 2009/10. Mr. Krishnamurthi received personal accolades from the Managing Director, the Vice Chairman and the Chairman of Tata Motors for his distinguished achievements in cost reduction exercises. He has excellent human relational skills and has exceptional abilities to drive the targeted performance set by the Management. Mr. Krishnamurthi has undergone training in auto manufacturing in Germany and in Total Productivity Management in Japan.			



2	Past Remuneration Details	Please refer Exhibit 1
3	Recognition & Awards	Mr Krishnamurthi has been recognized for his immense contribution in fostering business development and consolidation of the Company. In recognition of this, his name has been included in the 'International Who's who Historical Society', America. 'International Who's who Historical Society' is a membership-based organization for like-minded business executivesconnect with other members and businesses quickly and easily by accessing their global think tank and WHO'S WHO Knowledge Bank. Similarly, Mr Krishnamurthi has received an award from Tata Cummins Limited for his excellent Project Management skills when the Company's pressing division was shifted from Goa to Jejuri, Pune, Maharashtra.
4	Job profile and his suitability	The Managing Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company. The MD shall also accept and discharge such other duties as may be assigned to him by the Board from time to time and which can be reasonably expected of him in consideration of his position as the MD. With educational qualifications and the vast experience which he brings from Tata Motors in similar field, Mr Krishnamurthi is suitable in discharging his duties as the Managing Director of the Company.
5	Remuneration Proposed	Please refer Exhibit 2
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Not readily available The Remuneration of the Managing Director is decided by the Remuneration Committee of the Board based on the Company's performance and the performance/track record of the Managing Director.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. V Krishnamurthi does not have any pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel of the Company



III	Other Information	
1	Reasons of loss or inadequate profits	Prolonged economic slowdown in the export market of the Company Considerably lower demand for commercial vehicles including buses throughout the year Pressing business also suffered due to lower off-take by the OEM customers
2	Steps taken or proposed to be taken for improvement	Optimize Company's operation Improving own marketing strength and efforts and obtained sizable orders for buses from private customers including state transport undertakings as also for sheet metal parts from new customers Vigorous efforts in the areas of cost control to sustain in the wake of adverse situations
3	Expected increase in productivity & profits in measurable terms	Vigorous efforts are being made in the area of cost control to optimise company's operations Demand for buses during 2013-14 is expected to improve Own marketing efforts would help obtaining sizeable orders

Exhibit 1	(Past Remuneration) FY 2011-12
Particulars	V. Krishnamurthi
Salary	₹ 48,00,000
Perquisites & Allowance	₹ 14,21,297
Commission	₹ 96,00,000
Incentive Remuneration	Nil

Exhibit 2	(Proposed Remuneration) FY 2012-13
Particulars	V. Krishnamurthi
Salary	₹ 55,20,000
Perquisites & Allowance	₹ 18,94,740
Commission	Nil
Incentive Remuneration	₹ 90,00,000

Salient terms of Service Contracts, Severance Fees and Notice Period in respect of the Managing Director approved by the members in AGM 2011, for the period 18.10.2010 to 6.12.2014:

Particulars	V Krishnamurthi
Salary Scale	₹ 4,00,000 p.m - ₹ 5,50,000 p.m.
Incentive Remuneration	As awarded by the Board not exceeding 200% of salary to be paid annually.
Commission	At the discretion of the Board subject to limits specified under the
Perquisites & Allowances	Companies Act, 1956
Minimum Remuneration in case of inadequacy of profits during any financial year	Salary, incentives and perquisites as above subject to Schedule XIII of the Companies Act, 1956
Notice period on either side	6 months
Severance fees payable by the	6 months' salary
Company for terminating employment	



Brief resume of Directors seeking appointment/re-appointment at this Annual General Meeting

Particulars	S. V. Salgaocar	Salgaocar S. B. Borwankar A. A. Gajendragadkar		R. Ramakrishnan
Date of Birth & Age	24 th July, 1954, 59 years	15 th July, 1952, 61 years	24 th July, 1962, 51 years	17 th October, 1963, 50 years
Appointed on	5 th August, 2011	28 th July, 2012	27 th February, 2013	-
Qualifications	B. Sc. Geology, MMS (Finance-JBIMS)	Mechanical Engineer with honours from IIT, Kanpur.	Chartered Accountant, MMS, and BE	Mechanical Engineer
Expertise in Specific functional areas	Mr. Shivanand V. Salgaocar, Managing Director of V. M. Salgaocar Group of Companies has varied interest in mining, processing and export of Iron ore, shipping, real estate and education. The Group has successfully diversified in setting up a 5-Star deluxe hotels in Goa which is managed by Marriott International. He is Chairman of Pyramid Finance Pvt. Ltd. and Shivrajani Securities Co. Pvt. Ltd. involved in various financial services. Grindwell Norton Ltd., a public limited company, has Mr Salgaocar as a Director on their Board.	Mr. S. B. Borwankar joined Tata Motors in August 1974 and has been responsible in various executive positions for overseeing and implementing product development, manufacturing operations and quality control initiatives. He played a significant role in setting up Greenfield projects for M&HCVs, axle components, designing and production of trims and chassis. He has over 37 years of experience in manufacturing and quality control at Tata Motors. Prior to his induction on the TML Board, Mr Borwankar was Senior Vice President (Manufacturing Operations, CVBU).	Mr. A. A. Gajendragadkar joined Tata Motors as Chief Internal Auditor of TML and subsidiaries. Presently he is Vice President, Business Planning with responsibilities including participating in strategic decision making, managing revenue budgeting and monthly MIS, managing entire costing data and costing information, improving business operations at TML, highlighting to Management potential risks or areas of concern, monitoring financial performance of subsidiaries, assisting in potential mergers and acquisitions, pricing of products and benchmarking MIS processes.	Mr. R Ramakrishnan is presently the Sr. Vice President (Commercial-CVBU) Mumbai of Tata Motors Limited (TML) and has been working with TML since 1985. Mr R Ramakrishnan is a Bachelor in Mechanical Engineering and has been associated with key strategic initiatives in Tata Motors Limited such as Project Top-Gear for Business process reengineering (1997-98), New Product Introduction (2003-05), acquisition of Daewoo Commercial Vehicles (2004). He conceptualized the World Truck and headed the program during the concept development phase.



Particulars	S. V. Salgaocar	S. B. Borwankar	A. A. Gajendragadkar	R. Ramakrishnan
	He is the President of Goa Mineral Ore Exporters Association and Trustee on the Board of Mormugao Port Trust. On the Educational front as the President of Devi Sharvani Education Society, he runs a Law College. He is also a founder member of the Governing Board of Goa Institute of Management. In the past, he has held the following positions: President of Federation of Indian Mineral Industries (FIMI) Delhi, Chairman of Confederation of Indian Industry (Western Region), the President of Mineral Foundation of Goa (MFG), Member on the Board of Governors, Indian Institute of Technology (IIT), Mumbai, the Sport Authority of Goa, the Treasurer of the All India Football Federation and the President of Goa Football Association.	Mr. Borwankar was appointed as Executive Director (Quality, Vendor Development & Strategic Sourcing) of the TML w.e.f. June 21, 2012.	Prior to joining Tata Motors, he worked as an Associate Partner with Accenture in their India Consulting practice focusing clients such as Tata Motors, Voltas, Castrol and BG Group.	Mr Ramakrishnan was a Vice-President Commercial for the Passenger Vehicles Business Unit of Tata Motors between August 2010 and September 2012 before his present assignment.



Particulars	S. V. Salgaocar	S. B. Borwankar	A. A. Gajendragadkar	R. Ramakrishnan
Directorships held in other public companies (excluding Foreign and private companies)	Grindwell Norton Ltd	Tata Motors Limited Tata Motors Drivelines Ltd Tata Cummins Ltd Tata Marcopolo Motors Ltd Jaguar Land Rover India Ltd TAL Manufacturing Solutions Ltd	TML Drivelines Ltd Tata Precision (India) Ltd.	TML Distribution Company Limited Tata Motors Insurance Broking And Advisory Services Limited Tata Marcopolo Motors Limited
Memberships/ Chairmanships of Committees across Public companies	Shareholders Grievance Committee - Chairman- Grindwell Norton Ltd Remuneration Committee - Chairman- Automobile Corporation of Goa Ltd	Audit Committee - Member - Tata Marcopolo Motors Ltd	Audit Committee- Chairman - TML Drivelines Ltd Audit Committee -Member - Automobile Corporation of Goa Ltd Remuneration Committee - Member - Automobile Corporation of Goa Ltd	Audit Committee – Member-TML Distribution Company Limited Audit Committee – Member-Tata Motors Insurance Broking And Advisory Services Limited
Shareholding	Nil	Nil	Nil	Nil



₹ in Lakhs

DIRECTORS' REPORT

Dear Members,

The Board of Directors have great pleasure in presenting 33rd Annual Report on the business and operations of your Company together with audited statement of accounts for the year ended March 31, 2013.

FINANCIAL PERFORMANCE SUMMARY

A. FINANCIAL RESULTS	2012/13	2011/12
Net Sales	26,336.92	33,273.67
Total Expenditure	24,304.96	29,942.14
Operating profit	2,031.96	3,313.53
Other Income	855.14	833.12
Earnings before Finance Cost, Tax, Depreciation		
and Amortization	2,887.10	4,146.65
Finance Cost	10.81	13.52
Cash Profit	2,876.29	4,151.13
Provision for Depreciation & Amortization	537.51	473.44
Profit before Tax	2,338.78	3,677.69
Provision for Tax (net)	775.40	1,194.80
Profit after Tax	1,563.38	2,482.89
Balance in Profit & Loss A/c brought forward from the		
previous year	5,988.69	4,873.61
Profit available for appropriation	7,552.08	7,356.50
B. APPROPRIATIONS Equity Dividend		
Interim	160.54	160.54
Final	642.16	802.70
Corporate Dividend tax	135.18	156.26
Transfer to General Reserve	156.40	248.30
Balance carried to Balance Sheet	6,457.79	5,988.70



DIVIDEND

The Company has paid an interim dividend of 25% (₹ 2.50 per share) during the year. The Board has recommended a final dividend of 100% (₹ 10.00 per share) to the Equity Shareholders. Thus, the aggregate dividend for the year 2012-13 works out to 125% (₹ 12.50 per share). The said dividend, if approved by the Members, would involve a cash outflow of ₹ 642.16 lakhs, which together with the interim dividend of ₹ 160.54 lakhs (both exclusive of dividend distribution tax) resulting in a payout of 51% of the profit (previous year: 39%).

OPERATIONS

Company's business during 2012-13 was adversely affected due to the recessive trend in the global economy. This considerably brought down orders for company's products and thereby reflected in the company's turnover falling down from ₹ 33,274 lakhs in the previous year to ₹ 26,337 lakhs in the year under review. There was a decline in the business of both bus as well as pressings segments of the company. Workers' three-yearly wage agreement ended on March 2012 and new agreement effective upto March 2015 was negotiated and signed with the unions in the most cordial manner and well in

As a result, profit before tax declined from ₹3,678 lakhs reported in the previous year to ₹2,339 lakhs in 2012-13. While operations of the company and business overview have been discussed in more detail in the Management Discussion and Analysis forming part of this report, the management took a number of proactive steps to restrict this trend.

During the period of low volumes in the year under review, your company took various proactive actions to prepare for handling larger volume of bus production. The company utilized time to modify and update Plant I at Goa by repairing, rationalizing work-stations and improving workflow so as to quickly respond to the demand for higher level of production of buses that may be necessary in the near future.

Bus Body Segment

From the highest number of buses 4,822 sold during 2010-11, the number declined to 3,937 in 2011-12 and further to 2,941 in the year under review. Decline with respect to previous year was to the extent of almost one thousand buses representing a drop of 25%. Funds available with potential customers in India as well as the Middle East markets were restricted due to which the company received less orders. Under the circumstances, company's in-house marketing department put in excellent efforts in securing orders from private fleet operators as well as state transport undertakings.

Pressings Segment

Off-take of pressed components and assemblies were drastically reduced by company's customers who are Original Equipment Manufacturers of engines, commercial vehicles etc. This was a result of the OEM's business itself declining due to fall in demand for their products. Company's marketing department has been focusing on adding new customers / products for this segment.

HUMAN RESOURCE AND INDUSTRIAL RELATIONS

The Company is fortunate to have multi-skilled manpower which is flexible enough to adjust to the changing business needs of the Company. Your company focuses on productivity improvement of its workforce. Relations with Company's employees at all levels remained cordial during the year; the Company recognizes its employees as its valuable asset.



As at end-March 2013, the Company had 585 employees including those in bargainable and non-bargainable categories.

The Company has a compensation structure of salary which includes both fixed and variable portion. Variable part of the salary depends upon performance of the Company as a whole as also that of the individual employee.

CORPORATE GOVERNANCE

A separate section on Corporate Governance, forming part of Directors' Report and certificate from the Company's Auditors confirming compliance with the Corporate Governance norms as stipulated in the revised clause 49 of the Listing Agreement with the Bombay Stock Exchange, is included in the Annual Report.

FINANCE

Borrowings of the Company in the form of Cash Credits as at end-March, 2013 stood at ₹ 378.27 lakhs (previous year ₹ 324.29 lakhs). Cash and Bank Balance stood at ₹ 911.82 lakhs (previous year ₹ 181.87 lakhs).

As the members are aware, ₹ 7,039.08 lakhs were raised through a rights issue of shares in 2007 out of which a sum of ₹ 92.08 lakhs was incurred towards the expenditure for the issue. The Company has utilized the unspent rights issue money in the most diligent & careful manner. The objective being to make the amount invested in business more profitable.

Out of the unspent amount of the rights issue proceeds, a sum of ₹ 5,991.32 lakhs has been applied towards capital expenditure and the balance amount (₹ 955.68 lakhs) has been held in the form of inter-corporate deposits.

DIRECTORS

Mr P M Telang & Mr. C Ramakrishnan relinquished office on 28th July, 2012 and 26th February, 2013 respectively.

Mr P M Telang

Mr Telang guided your company for many years of its development and continued his interest in its operations even after his additional pre-occupation as the Managing Director of Tata Motors. The company owes a debt of gratitude to him for its development over the years and his keen interest in the stabilization of present operations and diversification into new business like ambulance, sleeper coach, new pressing components etc.

Mr C Ramakrishnan

A professional of high standards is a master in financial matters. He was adjudged as the `Best CFO of the year 2011-12' for being an excellent change-agent and for his enormous and in-depth knowledge in the field of finance. Mr C Ramakrishnan has been a soft-spoken gentleman who was an asset for ACGL. Understanding the difficulties of ACGL in obtaining orders, Mr C Ramakrishnan used his good offices in creating sufficient awareness within Tata Motors.



The Board of Directors wishes to place on record its deep appreciation of the valued contribution and guidance extended by Mr. P M Telang in Company's growth over a decade and by Mr C Ramakrishnan since August 2010. The company is confident of having the benefit of Mr C Ramkrishnan's experience and support through Mr A A Gajendragadkar.

In accordance with the requirements of the Companies Act, 1956 and the Articles of Association of the Company, Mr S V Salgaocar will retire by rotation and is eliqible for re-appointment in the ensuing Annual General Meeting.

Attention of the members is invited to the relevant items in the Notice of the Annual General Meeting regarding appointment/reappointment of Directors.

PARTICULARS OF EMPLOYEES

Information required under Section 217 (2A) of the Companies Act 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended and forming part of the Directors' Report for the year ended March 31, 2013 is given as an Annexure to this report.

CORPORATE SOCIAL RESPONSIBILITY

ACGL's approach to community has always been holistic and long term. During the year under review, the Company has undertaken few educational initiatives. Considering the importance of computer & IT knowledge of the students, the Company distributed laptops to the meritorious students of 12th standard and 10th standard of a School situated in the near vicinity. The Company also distributed uniforms to the students of a Government Primary School situated in the near vicinity.

Your company has been allocating ₹ 20 lakhs per annum towards discharging its social responsibility of helping the community from where it operates. A number of projects such as construction of classrooms, sanitary facilities for the villagers, tree plantations, welding machines, cut-section models of vehicle and its aggregates for the benefit of the students of industrial training institutes etc have been implemented or are in the process of implementation.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS / OUTGOINGS

Information required under Section 217 (1) (e) of the Companies Act 1956 read with Companies (Disclosure of Particulars in the Report of Directors) Rules, 1988 and forming part of the Directors' Report is given as an annexure to this report.

AUDIT

M/s Deloitte Haskins & Sells (DHS), who are the Statutory Auditors of the Company, hold office until the ensuing Annual General Meeting. It is proposed to re-appoint them to examine and audit accounts of the Company for the financial year 2013-14. DHS have, under Section 224(1) of the Companies Act, 1956 furnished a certificate of their eligibility for re-appointment.



COST AUDIT

Pursuant to Order No.52/26/CAB/2010 dated 24.01.2012 issued by the Govt. of India, Ministry of Corporate Affairs, Cost Audit Branch and Section 233B of the Companies Act, 1956, cost audit was applicable in respect of products manufactured by the Company for the Financial Year 2012-13.

The Company appointed M/s S J Karve & Associates, Cost Accountants, Pune having Registration No 100687 with due approval of the Central Government to audit Cost Accounts of the Company for the Financial Year ending on March 31, 2013.

The due date for filing the Cost Audit Report is 27th September, 2013. The Company shall be filing the said report before the given due date. The Cost Audit for the Financial Year 2011-12 was not applicable to the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

The Company complies with accounting and financial reporting requirements in respect of the financial statements for the year under review. Pursuant to Section 217 (2AA) of the Companies Act 1956 in respect of the annual accounts for the year under review, based on the representations received from the operating management, the Directors confirm that:

- i. in preparation of annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- ii. they have, in selection of the accounting policies, consulted the Statutory Auditors and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- they have taken proper and sufficient care, to the best of their knowledge and ability, for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared annual accounts on a going concern basis.

ACKNOWLEDGEMENTS

Your Directors express their gratitude for the whole-hearted assistance and persistent co-operation received from Government of Goa and the Governmental & Semi-Government authorities, Bankers, Shareholders, Investors and Vendors. Special mention must be made of our customers, who have reposed their faith in the Company's products and have continued their patronage over the years.

Your Directors place on record their sincere appreciation for the continuous support and sustained efforts put in by the employees of the Company at all levels through their hard work, sense of belonging and sheer dedication.

On behalf of the Board of Directors

Sd/-

S. V. Salgaocar Chairman

Place: New York, USA Date: June 3, 2013



ANNEXURE TO DIRECTORS' REPORT

Information as per Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended

Name	Age (Yrs.)	Designation/ Nature of duties	Gross Remuneration received (subject to tax) (₹ in lakhs)	Qualifications	Total Experience (Yrs.)	Date of commencement of employment	Last employment held, Designation, Period for which post held
Mr. V Krishnamurthi	64	Managing Director	164.15	B.E. (Mechanical) Post Graduate Diploma in Business Management.	39	18.10.2010	Tata Motors Ltd., Sr. General Manager (Auto Mfg.) - 37 years

- 1. Gross remuneration includes Salary, Incentive Remuneration, Commission and Perquisites.
- 2. The nature of employment is contractual.
- 3. The employee mentioned above is not a relative of any Director of the Company

On behalf of the Board of Directors

Sd/-**S. V. Salgaocar** Chairman

Place: New York, USA Date: June 3, 2013



ANNEXURE TO DIRECTORS' REPORT

Information required under the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.

A. Conservation of Energy

The Company has always been conscious of the need for conservation of energy. Energy conservation measures have been implemented at all its plants.

This year's focus was mainly on optimizing the LPG consumption. Some of the measures undertaken by the Company in this regard include:

Single shift working in the Paint shop of both the units at Goa Plants Plugging of leakages (heat losses)
Installation of Leakage detector system
Improved insulation
Re-routing of LPG supply line

These measures have resulted in saving of $\stackrel{?}{\sim}$ 515/- per bus even though there has been an in increase in LPG cost from $\stackrel{?}{\sim}$ 67.27 per kg during 2011-12 to $\stackrel{?}{\sim}$ 74.16 per kg during the year under review.

B. Absorption of Technology, Research and Development (R & D)

1. Specific Areas in which R & D carried out by the company

Sleeper coach bus development on Tata Chassis LPO 1512/58

Comfort Kadamba bus development on Ashok Leyland chassis

6HD Kadamba Bus development on Eicher 11.12 chassis

Classic Kadamba Bus development on Eicher 11.12 chassis

Development of 5D model with single piece curved front wind shield glass on Tata chassis LP 1512 for Himachal Pradesh State transport

Development of Comfort EX Model

Development of Classic bus model for South Africa on Tata LPO 918 chassis

Classic bus development on Swaraj Mazda Chassis

Oman PDO bus development on LPO 1618/55 Tata chassis



2. Benefits Derived from R & D and Future plan of action

All new developments have been focused to widen the scope of Company's product range so that Company can cater to varied market demands.

3. Expenditure on Research and Development

a) Capital Nil

b) Recurring ₹ 97.25 lakhs c) Total ₹ 97.25 lakhs d) Total as a percentage of turnover 0.36 %

C. Foreign Exchange earnings and outgo

The Company earned ₹ 12,770 lakhs by export of Buses and parts through a merchant exporter. The particulars of foreign exchange earned/utilized during the year are given in Note 37 to the Accounts.

On behalf of the Board of Directors

Sd/-**S. V. Salgaocar** Chairman

Place: New York, USA Date: June 3, 2013



MANAGEMENT DISCUSSION AND ANALYSIS

1. Business Overview

The global economy in FY 2012-13 continued to remain sluggish and did not recover to the extent anticipated in the beginning of the year. Several European economies experienced recession resulting in high unemployment, banking fragility, fiscal tightening and overall sub-optimal growth. The U.S. economy improved marginally, driven mainly by housing and the consumer sectors. However, capital investments remained sluggish. Among the Asian economies, China, who has led the growth engine, experienced comparatively slower growth.

For India, weak external demand conditions have been exacerbated by the internal factors that included delay in reform agenda and the inability of Parliament to implement political reforms. RBI has also refrained from reducing interest rate due to its own economic logic. All this has caused a slowing of growth that for the last year has been the lowest rate of 5% in the last decade. The weak macro environment caused margin to remain volatile with a downward bias. For the last couple of years, Indian economy continues under such pressures.

In the automobile industry volumes were down and most companies were compelled to cut down the flexible component of their labour and initiate productivity improvement measures.

With this background, your company launched a programme for productivity improvement by reducing all assembly operations to one automated assembly line, thus saving operating costs and laying the foundation to such savings in our future operations.

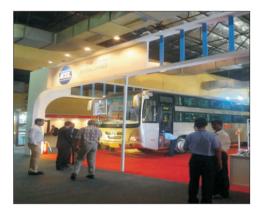
Due to the above and other multiple improvements, number of man-months per bus reduced from three to two during the last one year despite a drop in overall volumes. In addition, there were savings in cost of power, gas, consumables and other operating expenses.





2. Participation in Busworld 2013

ACGL participated with a grand fleet of its state-of-the-art products in the Busworld Exhibition 2013 held in Mumbai in February'13. Company displayed five buses at the Exhibition which included a Sleeper Coach, Classic Bus and Buses with new face. ACGL stall received an overwhelming response from visitors; all the five buses displayed were sold on the first day of the Exhibition itself.







Sleeper Coach manufactured by the Company for the first time was a star attraction at the Exhibition. Visitors thronged to the Bus in large numbers, went inside, saw for themselves the specious berths – single and double, the gadgets and facilities provided and almost fell in love with the master piece. With a stylish design, attractive front face, superior exterior paint & finish and the cozy interiors left visitors awestruck.

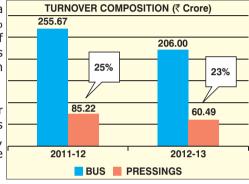
ACGL's product range and capability to deliver superior quality buses were rightly emphasised through participation in this prestigious Exhibition which is held every alternate year. A number of eminent personalities from the government, semi-government and private sector organisations visited Company's stall. Superior quality of our buses at affordable costs was highly appreciated by the visitors. We expect to receive sizeable orders through the publicity we gained through this exercise.



3. Segment Overview

Industrial output rose 2.5% in March'13 compared to a decline of 2.8% in the same month a year ago. For the full year 2012-13, industrial growth slowed to a paltry 1% compared to a 2.9% expansion in 2011-12 which highlighted the heightened stress in the sector. IIP (index of industrial production) data reveals that the Indian industry's performance in 2012-13 was at its worst in the past 20 years. The current situation is reminiscent of the crisis year of 1991-92 when industrial output grew by a mere 0.6% whereas manufacturing output contracted by 0.8%.

Declining growth in India and slowdown in the Middle East markets impacted demand for your company's products in both the segments namely bus business and pressings business. Bus segment caters to the demand from Tata Motors for export and domestic markets, ACGL, through its marketing efforts meets demand from state transport undertakings, private operators and individual staff transport contractors etc.



While orders from Tata Motors forms major portion of the buses manufactured by the company, our own marketing department has been contributing in a significant way over the last couple of years.

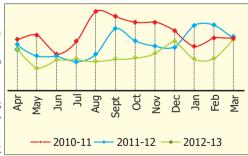
The pressings segment is operating as a tier-I supplier of stampings and assemblies to OEM customers such as commercial vehicle / engine manufacturers. Decline in demand for OEM customers' products directly affected production at our pressings division.

4. Segment Review and Developments

Buses

Demand for buses started steadily declining from first quarter of 2011-12 itself; the full blown effect was seen in the year 2012-13. After achieving a peak volume of 4,822 buses in 2010-11, ACGL delivered 3,937 buses in 2011-12 and 2941 in 2012-13. Drop in 2012-13 with respect to 2011-12 was to the extent of 25%.

The company focused attention on obtaining orders for buses through its own efforts and has been able to make a good progress in this area. In value terms, business volume brought in by the company's own marketing department improved by ₹ 976 lakhs from ₹ 3,109.10 lakhs in 2011-12 to ₹ 4,085.43 lakhs during the year under review. The company has decided to de-risk its bus business by strengthening its internal marketing department and focusing on STUs, fleet operators, city buses for various municipal corporations etc.





Pressings

This segment of the company's business suffered heavily due to drastic cut down of schedules by the customers. Against ₹8,522 lakhs worth of turnover achieved during 2011-12, the segment reported the turnover of ₹6,049 lakhs during the year under review. The drop was quite significant at 29%. The segment is fully dependent on the requirements of OEMs. Certain additional business has been obtained; however, the same is yet to take off in big volumes.

5. Risks, Opportunities and Threats

Risks and Concerns

The company's business is part of commercial vehicle sector which is dependent on availability of funds for the transport sector. Any impact – favourable or otherwise – directly affects company's business in both the segments. Pressings business is entirely dependent on commercial vehicle sector and has seen significant swings in volumes. Apart from macro-economic environment which affects demand, it is also a concern that majority of company's bus business comes from Tata Motors.

Opportunities

Recent allocation through Central Budget of large funds towards JnNURM is expected to generate good demand for buses. In addition, STUs, and municipal city transport would require large number of buses for augmenting their fleet. With various governmental initiatives in terms of liberal and growth oriented policy decisions are likely to end the economic downturn soon. It is expected that demand for buses would grow; the company is prepared to face challenges to meet the increased volumes. The government is moving towards implementing `bus code' which is aimed at strict adherence to CMVR rules for enhancing safety of passengers. Government have also assessed design and manufacturing capabilities of all body builders across the country through various institutions such as CIRT, ARAI etc. While many body builders did not come up to the levels desired by the government, it is a matter of pride that ACGL has received `A' grade accreditation for its bus manufacturing facility. It is expected that bus orders on ACGL will improve once government mandates bus manufacturing to be made only by the accredited body builders. Your company has successfully developed an ambulance version on Tata Venture. This is expected to commence production during 2013-14.

Threats

Delay in anticipated softening of interest rates would have an adverse impact on the bus business. Increase in inflation could also have a negative impact on the sale of buses. Cost of inputs is another area which is beyond the control of the company. There is a certain time lag between acceptance of order and actual execution. Cost of inputs could increase significantly in the meantime. Another area perceived as a threat is the availability of large number of road-side body builders. Such units can offer buses to customers at relatively low cost and the company could lose business to them.



6. Internal Control System

Company has set up internal control procedures commensurate with its size and nature of the business. These business procedures ensure optimum use and protection of company's resources and compliance with policies, procedures and statutes. The internal control systems provide for well defined policies, guidelines, authorisations and approval procedures. These are routinely tested and certified by Statutory as well as Internal Auditors and cover all offices, factories and all areas of the business. Significant audit observations and follow up actions thereon are reported to Audit Committee of the Board. The Audit Committee reviews adequacy and effectiveness of company's internal control environment and monitors implementation of audit recommendations including those relating to strengthening of the company's risk management policies and systems.

7. Financial and Operational Performance

Company's turnover stood at ₹26,337 lakhs, a decline of 20% with respect to that achieved in the previous year. Correspondingly, profit before tax dropped to ₹2,339 lakhs declining by 36%. Three-yearly wage agreement has become effective from April'12; as a result, additional impact was felt for the full year. Earnings per share reduced from ₹38.66 (2011-12) to ₹24.35 during the year under review.

Particulars	Percentage of Sales Year ended 31 st March	
	2013	2012
Total Revenue	100	100
Expenditure:		
Material (including change in stock)	62.68	64.47
Employee Cost	11.51	7.76
Manufacturing Expenses	15.19	15.56
Total Expenditure	89.38	87.79
Profit before Depreciation, Exceptional Items and Tax	10.62	12.21
Depreciation	1.98	1.39
Finance Cost	0.04	0.04
Profit before Exceptional Items and Tax	8.60	10.78





Your company prudently deployed cash surplus in a balanced portfolio of safe and liquid instruments. Capital expenditure during the year was at ₹ 1,121 lakhs. This was primarily in the areas of consolidation of operations, quality improvements and other cost saving areas. In 2007-08, your company had raised funds from shareholders to the extent of ₹ 6,947 lakhs net of issue expenses. Of this, an amount of ₹ 5,991 lakhs has been utilised for capital projects at company's Goa, Jejuri and Dharwad plants. The company has plans to judiciously utilise the balance amount for enhancing company's business.

1. Human Resources

As a result of ongoing endeavour of rationalising and rightsizing the workforce, the employee strength came down to 585 as on 31st March 2013 against 602 on 31st March 2012. Industrial relations with staff and workmen across the plants at Goa, Jejuri and Dharwad continued to be cordial.

Cautionary Statement

Statements in this Management Discussion and Analysis that describe the Company's objectives, expectations and predictions may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, demand and pricing by the Company's major customers, changes in the Government regulations, Tax regimes, economic developments and other incidental factors.



CORPORATE GOVERNANCE REPORT

[Report on Corporate Governance pursuant to Clause 49 of the Listing Agreement entered into with the Bombay Stock Exchange]

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Automobile Corporation of Goa Limited is committed to following best global corporate governance practices in all its pursuits. The guiding principle for the Company always has been to achieve shareholders' satisfaction and maximize shareholder value by following best corporate governance norms in true letter and spirit. The Company aims at achieving this objective by ensuring transparency in its functioning, by truthful and complete communication to all its stakeholders and by inculcating a culture of ethical business conduct in all its operations. The Company is in full compliance with the requirements of Corporate Governance under Clause 49 of the Listing Agreement with the Bombay Stock Exchange.

BOARD OF DIRECTORS

The Board of Directors along with its Committees provides leadership and guidance to the Company's Management and directs, supervises and controls performance of the Company. Present strength of the Board is six Directors. The Board comprises of one Executive Director who is the Managing Director of the Company. There are five Non-Executive Directors of which three Directors including the Chairman are Independent Directors. As per the requirements of Clause 49 of the Listing Agreement, none of the Directors on the Board is a Member of more than ten committees or Chairman of more than five committees across all companies in which he is a director. Also, none of the Directors are related to each other and holds the office of Director in more than 15 public companies. Necessary disclosures have been made by the Directors in this regard.

Names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting, as also the number of Directorships/Committee Memberships held by them and shareholding as on 31st March, 2013 in the Company are given below:



Name of the Director	Identification			Attendance at the last	Directorships (1)	Committee position (2)		Shareholding
Name of the Director	Number	nber Category		attended in AGM the year		Chairman	Member	
S. V. Salgaocar	00001402	Non-Executive Independent - Chairman	4	Yes	2	1	Nil	Nil
P. M. Telang (upto 28.07.2012)	00012562	Non-Executive	2	Yes	NA	NA	NA	NA
C. Ramakrishnan (upto 26.02.2013) 00020076 Non-Executive		3	Yes	NA	NA	NA	NA	
Steven Pinto	Steven Pinto 00871062 Non-Executive Independent		4	Yes	2	1	Nil	1500
P. F. X. D'Lima	P. F. X. D'Lima 00001890 Non-Executive Independent		4	Yes	1	1	1	780
S. B. Borwankar (w.e.f. 28.07.2012) 01793948 Non-Executive		3	NA	7	Nil	1	Nil	
A. A. Gajendragadkar (w.e.f. 27.02.2013) O2727909 Non-Executive		Nil	NA	3	1	1	Nil	
V. Krishnamurthi	03302426	Whole Time Director (Managing Director)	4	Yes	1	Nil	1	Nil

- (1) excludes Directorship in private companies, foreign companies and associations
- (2) includes only Audit and Investors Grievance Committees

During the year under review, four Board Meetings were held on 19.04.2012, 28.07.2012, 25.10.2012, 21.01.2013; dates are fixed in consultation with all the Directors. Maximum time gap between any two consecutive meetings did not exceed four months. At least seven days' prior notice of meetings is given to all the Directors along with detailed agenda notes and where applicable, draft resolutions to be passed at such meetings.

Mr. S V Salgaocar retires by rotation at the 33rd Annual General Meeting (AGM) and is eligible for re-appointment. Information as required under clause 49 of the Listing Agreement about the persons seeking appointment/re-appointment at the Annual General Meeting is annexed to the Notice of the AGM.

Code of Conduct

The Company's Code of Conduct applicable to all the Board members, senior management and employees is available on the Company's website. All the Board members and senior management of the Company have affirmed compliance with the code for the financial year ended 31st March, 2013. Declaration to this effect signed by the Managing Director is annexed hereto.



COMMITTEES OF THE BOARD

Audit Committee

Mr. C Ramakrishnan relinquished office on 26.02.2013 and consequently ceased to be member of the Committee.

The Board vide Circular Resolution No.3 of 2012-13 appointed Mr. A. Gajendragadkar as a member of the Committee w.e.f. 27.02.2013.

The Composition of the Audit Committee and the meetings attended by each of the members is given below. Four Audit Committee meetings were held on 19.04.2012, 28.07.2012, 25.10.2012 and 21.01.2013 during the year under review.

Name of the Director	Category	Position in the committee	No. of meetings attended
Mr. Steven Pinto	Independent Director	Chairman	4
Mr. C Ramakrishnan (upto 26.02.2013)	Non-Executive Director	Member	3
Mr. P F X D'Lima	Independent Director	Member	4
Mr. A Gajendragadkar (w.e.f. 27.02.2013)	Non-Executive Director	Member	Nil

All members of the Audit Committee have relevant finance expertise.

Mr Pravin Satardekar, Company Secretary and Compliance Officer of the Company acts as the Secretary to the Committee.

Mr Steven Pinto, Chairman of the Audit Committee was present at the last Annual General Meeting. The Statutory Auditors and Internal Auditors of the Company are invitees to the Audit Committee meetings. The Audit Committee holds discussion with the Statutory Auditors on the quarterly and yearly audit of the Company's accounts and other related matters. The scope and the report of the Internal Auditors are reviewed by the Audit Committee.

Powers of the Audit Committee: -

To investigate any activity within its terms of reference

To seek information from any employee

To obtain outside legal or other professional advice

To secure attendance of outsiders with relevant expertise, if it considers necessary



Role of the Audit Committee: -

Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that financial statements are correct, sufficient and credible

Recommending to the Board the appointment, re-appointment and if required, replacement or removal of the statutory auditors and the fixation of audit fees

Approval of payment to statutory auditors for any other services rendered by them

Reviewing with the management the annual financial statements before submission to the board for approval, with particular reference to:

- Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
- Changes, if any, in accounting policies and practices and reasons for the same
- Major accounting entries involving estimates based on the exercise of judgment by management
- Significant adjustments made in the financial statements arising out of audit findings
- Compliance with listing and other legal requirements relating to financial statements
- Disclosure of any related party transactions
- Qualifications in the draft audit report

Reviewing, with the management, the quarterly financial statements before submission to the Board for approval

Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter

Reviewing, with the management, performance of statutory and internal auditors and adequacy of internal control systems

Reviewing adequacy of internal audit function, including structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.

Discussion with internal auditors on any major findings & follow up there on

Reviewing findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board

Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern

To look into the reasons for substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors

To review functioning of the Whistle Blower mechanism

Carrying out any other function as is mentioned in the terms of reference of the Audit Committee



Remuneration Committee

Mr. P M Telang relinquished office on 28.07.2012 and consequently ceased to be member of the Committee.

Subsequent to relinquishment of office by Mr P M Telang, Mr C Ramakrishnan was appointed by the Board as the member of the Committee.

Further, pursuant to the relinquishment of office by Mr C Ramakrishnan on 26.02.2013, the Board vide Circular Resolution No.3 of 2012-13 appointed Mr. A. Gajendragadkar as a member of the Committee w.e.f. 27.02.2013.

Terms of reference of the Remuneration Committee are consideration of matters relating to the Company's policy on remuneration to the Whole-time Directors.

One Remuneration Committee meeting was held on 19th April, 2012 during the year under review.

Composition of the Remuneration Committee and the number of meetings attended is as under:

Name of the Director	Category	Position in the committee	No. of meetings attended
Mr S V Salgaocar	Independent Director	Chairman	1
Mr P M Telang	Non-Executive Director	Member	1
(upto 28.07.2012)			
Mr P F X D'Lima	Independent Director	Member	1
Mr C Ramakrishnan	Non-Executive Director	Member	-
(w.e.f. 29.07.12 upto 26.02.13)			
Mr A Gajendragadkar	Non-Executive Director	Member	-
(w.e.f. 27.02.2013)			

Remuneration Policy

Remuneration of the whole-time directors is decided by the Remuneration Committee based on criteria such as the Company's performance and the performance/track record of the whole-time directors. The Company pays remuneration by way of salary, perquisites/ allowances, commission and incentive remuneration to its whole time directors. The Annual increments are decided by the Remuneration Committee within the salary scales approved by the members.

The sitting fee payable to Non-executive Directors for attending Board & Committee Meetings is ₹15,000 per meeting.



Remuneration to Directors

Non-Executive Directors:

		(₹)
Name of the Director	Commission	Sitting Fees
	for 2012-13	for 2012-13
S V Salgaocar	Nil	75,000
P M Telang (upto 28.07.2012)	2,40,000	45,000
C Ramakrishnan (upto 26.02.2013)	9,60,000	90,000
Steven Pinto	6,00,000	1,20,000
P F X D'Lima	4,80,000	1,80,000
S B Borwankar (w.e.f. 28.07.2012)	1,20,000	45,000
A Gajendragadkar (w.e.f. 27.02.2013)	Nil	Nil

Mr S V Salgaocar opted not to accept commission.

The Commission to Non-executive Directors is decided by the Board of Directors based on their involvement in the affairs of the Company, their attendance and participation at the Board and Committee meetings and advice & guidance to the management on operational matters from time to time.

The members had, at the Annual General Meeting held on June 28, 2008 approved the payment of remuneration by way of commission to the non-whole time directors of the Company, of a sum not exceeding 1% per annum of the net profits of the Company, calculated in accordance with the provisions of the Act, for a period of 5 years commencing April 1, 2008.

Whole-time Directors:

(₹)

Name of the Director	Salary	Perquisites & Allowances	Commission	Incentive Remuneration
V. Krishnamurthi - Managing Director	55,20,000	18,94,740	-	90,00,000



Salient terms of Service Contracts, Severance Fees and Notice Period in respect of the Managing Director approved by the members:

Particulars	V Krishnamurthi		
Salary Scale	₹4,00,000 -₹ 5,50,000		
Incentive Remuneration	As awarded by the Board not exceeding 200% of salary to be paid annually.		
Commission	At the discretion of the Board subject to limits specified under		
Perquisites & Allowances	the Companies Act, 1956		
Minimum Remuneration in case of inadequacy	Salary, incentives and perquisites as above subject to		
of profits during any financial year	Schedule XIII of the Companies Act, 1956		
Notice period on either side	6 months		
Severance fees payable by the Company for terminating employment	6 months' salary		

Retirement Policy for Directors

Executive Directors – Up-to 65 years, Non-Executive Directors – Up-to 75 years

Investors' Grievance Committee

The Investors Grievance Committee oversees redressal of shareholders' complaints pertaining to share transfers and related issues. Three meetings of the Investors Grievance Committee were held on 2nd April, 2012, 13th October 2012 and 8th January, 2013 during the year.

Composition of the Committee and the attendance is as under -

Name of the Director	Position in the Committee	Number of meetings attended	
P F X D'Lima	Chairman	3	
V Krishnamurthi	Member	3	

Mr Pravin Satardekar, Company Secretary acts as the Secretary to the Committee. Mr. Satardekar is also the Compliance Officer and may be contacted at:

Automobile Corporation of Goa Ltd., Bhuimpal, Sattari, Goa – 403 530. Tel (0832) 6731214 E-mail:satardekarp@acqlqoa.com

7 complaints were received during the year under review {Five complaints were routed through SEBI Complaints Redress System (SCORES)} and all these complaints were resolved during the year. No complaint was pending as on March 31, 2013.



GENERAL BODY MEETINGS

Location and time of the General Meetings held in the last 3 years.

Year	Туре	Date	Venue	Time
2011-2012	AGM	9 th June, 2012	Regd. Office Honda, Sattari, Goa	3.30 pm
2010-2011	AGM	5 th August, 2011	Regd. Office Honda, Sattari, Goa	2.00 pm
2009-2010	AGM	7 th August, 2010	Regd. Office Honda, Sattari, Goa	12.30 pm

All resolutions moved at the last Annual General Meeting were passed by show of hands by requisite majority of members attending the meeting. One special resolution was passed during the last three AGM'S held. No resolutions were moved through postal ballot. Details of Special resolutions passed during the last Three AGM's are as under -

Year	Date of AGM	Particulars of special resolution
2011-12	9 th June, 2012	Nil
2010-11	5 th August, 2011	Approval for the appointment and terms of remuneration of Mr. V. Krishnamurthi as the Managing Director of the Company for the period from 18 th October, 2010 to 6 th December, 2014 upon the terms and conditions, including the remuneration to be paid in the event of inadequacy of profits in any financial year
2009-10	7 th August, 2010	Nil

DISCLOSURES

Details of related party transactions entered into by the Company are included in the Notes to the Financial Statements.

No penalties have been imposed or strictures passed on the Company during the last three years.

In accordance with Clause 49 (V) of the Listing Agreement, the Managing Director has issued necessary certificate for the year ended March 31, 2013.

All mandatory requirements as per Clause 49 of the Listing Agreement have been complied-with by the Company.



RISK MANAGEMENT

The Board has laid down a clear Risk Policy to identify potential business risks and install effective mitigation processes to protect Company's assets and business risks. Risk Assessment and minimization plans are reviewed by the Board periodically.

PROCEEDS FROM PUBLIC ISSUES, RIGHTS ISSUES, PREFERENTIAL ISSUES, ETC:

In the Financial year ending 31st March 2007, the Company issued 14,81,913 equity shares of ₹ 10 each on Rights basis at a premium of ₹ 465 per share aggregating to ₹ 70,39,08,675. Objects of the issue were to substantially increase capacity, upgrade and modernise the Bus Body building facilities and shift the existing presses from the main Sheet Metal Pressing unit (at Honda, Goa) to a location in or around Pune. The Rights issue closed for subscription on 20th April, 2007 and shares were allotted on 19th May, 2007. Further, at the AGM held on 8th August, 2009, the members approved utilisation of the unspent amount as on the date of AGM for other purposes such as funding incremental working capital needs, new business opportunities, inorganic growth and to invest in group companies.

Subsequently, since the Company's customer base was around Pune industrial area, as a policy decision and also in accordance with the original objects, the said pressing unit was moved to Jejuri Plant (near Pune). This enabled the Pressing Unit to come closer to customers thereby improving Company's cost competitiveness vis-à-vis other manufacturers.

As at 31st March, 2013, a sum of ₹ 59,91,31,750 has been spent on capital expenditure; balance amount ₹ 9,55,68,489 is held in Inter-Corporate Deposits. Accordingly the Company has drawn plans to utilise this money in near future.

MEANS OF COMMUNICATION

The Quarterly/Half yearly/Annual results are regularly submitted to the Bombay Stock Exchange in accordance with the Listing Agreement and are published in newspapers and posted on the Company's website. Physical copies of the said disclosures are also filed with the Bombay Stock Exchange Ltd.

Quarterly / Half-yearly results	Published in Dainik Pudhari (Marathi version) Local newspaper and in Financial Express- National newspaper
Any website, where displayed	www.acglgoa.com
Whether Management Discussion & Analysis is part of Annual Report	Yes



GENERAL SHAREHOLDERS INFORMATION

Annual general meeting

Date and Time : June 28, 2013 at 3:30 p.m.

Venue : Registered office at Honda, Sattari, Goa - 403 530.

Dividend Payment date : On or after July 2, 2013.

The dividend warrants will be posted/dividend amount will be remitted into the shareholders account on or after July 2, 2013.

Date of Book Closure : June 18, 2013 to June 26, 2013 (Both days inclusive)

Financial calendar: Financial reporting for the quarter ending:

June 30, 2013 - by 15th August, 2013 September 30, 2013 - by 15th November, 2013 December 31, 2013 - by 15th February, 2014

March 31, 2014 - End May 2014 alongwith audited Annual Accounts

Listing:

Equity Shares of the Company are listed on the Bombay Stock Exchange Limited, Mumbai. The Company has paid the Listing fee for the financial year 2013-14.

Stock Code : 505036

ISIN No. : INE 451C01013

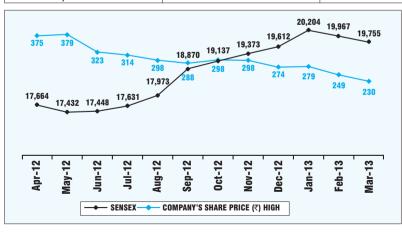
CIN : L35911GA1980PLC000400



Market Information:

Market price data – monthly high/low during the financial year on the BSE vis-à-vis Sensex of the Company's Equity Shares is given hereunder: -

	Company's share price (₹)		Sens	ex
Month	High	Low	High	Low
April, 2012	375.25	285.25	17,664.10	17,010.16
May, 2012	379.00	300.00	17,432.33	15,809.71
June, 2012	322.90	293.05	17,448.48	15,748.98
July, 2012	314.00	271.20	17,631.19	16,598.48
August, 2012	298.00	270.00	17,972.54	17,026.97
September, 2012	287.90	265.00	18,869.94	17,250.80
October, 2012	298.00	267.25	19,137.29	18,393.42
November, 2012	298.00	235.00	19,372.70	18,255.69
December, 2012	274.00	250.00	19,612.18	19,149.03
January, 2013	278.80	240.50	20,203.66	19,508.93
February, 2013	249.00	212.00	19,966.69	18,793.97
March, 2013	230.00	195.00	19,754.66	18,568.43





Registrars and Share Transfer Agents:

For Share related matters, the members are requested to correspond with the Company's Registrars & Transfer Agents – M/s. TSR Darashaw Private Limited quoting their Folio no., DP-ID & Client-ID at the following address: -

TSR DARASHAW PRIVATE LIMITED 6-10, Haji Moosa Patrawala Industrial Estate 20, Dr. E. Moses Road, Mahalaxmi,

Mumbai - 400 011

Share Transfer System:

Shares lodged for transfer at the Registrar's address are normally processed within 30 days from the date of lodgment, if the documents are complete and clear in all respects. All requests for dematerialisation of shares are processed and confirmation given to the depositories within 15 days. Grievances received from members and other miscellaneous correspondence on change of addresses, mandates, etc are processed by the Registrars within 30 days. The Company extends the facility of simultaneous transfer and dematerialisation of shares to the shareholders.

Pursuant to Clause 47 (C) of the Listing Agreement with Bombay Stock Exchange Limited, Certificates, on half yearly basis, have been issued by a Practicing Company Secretary for due compliance of share transfer formalities by the Company.

Pursuant to SEBI (Depositories and Participants) Regulations, 1996, certificates have also been received from a practicing Company Secretary for timely dematerialisation of shares of the Company and for conducting a secretarial audit on a quarterly basis for reconciliation of the share capital of the Company.



Distribution of shareholding:

As on 31st March, 2013

Sr. No	No. of Shares	Holding	Amount (₹)	% to Capital	No. of Holders	% to Total Holders
1	1 to 500	1,74,699	17,46,990	2.72	5,877	47.51
2	501 to 1000	2,71,561	27,15,610	4.23	3,395	27.45
3	1001 to 2000	2,92,488	29,24,880	4.56	2,021	16.34
4	2001 to 5000	2,28,729	22,872,290	3.56	706	5.71
5	5001 and Above	54,54,145	5,45,41,450	84.93	370	2.99
	Total	64,21,622	6,42,16,220	100.00	12,369	100.00

Shareholding pattern:

Category	As on March 31,2013 No. of shares	As on March 31,2013 %	As on March 31,2012 No. of shares	As on March 31,2012 %
Promoters:				
EDC Ltd.	4,05,302	6.31	4,05,302	6.31
Tata Motors Ltd.	29,82,214	46.44	29,81,749	46.43
Sheba Properties Ltd.	48,315	0.75	48,315	0.75
Mutual Funds / UTI	1,604	0.02	2,604	0.04
Banks, Financial Institutions, Insurance Cos.	150	0.00	150	0.00
NRIs	20,354	0.32	21,762	0.34
Foreign Institutional Investors	1,400	0.02	1,400	0.02
Others	29,62,283	46.14	29,60,340	46.11
Total	64,21,622	100.00	64,21,622	100.00



Top Shareholders (holding in excess of 1%) as on 31st March, 2013

Sr. No.	Name of the shareholder Number Share		% to Paid - up Capital
1	Tata Motors Limited	29,82,214	46.44
2	EDC Limited	4,05,302	6.31
3	Arun Nahar	1,00,344	1.56
4	Arun Nahar	1,00,000	1.56
5	Diana Dhun Ratnagar	80,000	1.25
6	Manish Prataprai Gandhi	78,191	1.22
7	Jagrut Prataprai Gandhi	76,396	1.19

Dematerialization of Shares

Electronic holding by members comprises of 93.76% (Previous year 93.58%) of the paid up Share Capital of the Company (held through NSDL 84.46 % and CDSL 9.30%) as on March 31, 2013.

Action required regarding non-receipt of dividends

i) In case of non–receipt /non-encashment of dividend warrants, Members are requested to correspond with the Company's Registrars/ Registrar of Companies, as mentioned hereunder:



Dividend for	Contact office	Action to be taken
2005-06 to 2011-12	TSR Darashaw Private Limited	Letter on plain paper
1998-99 to 2003-04	Not applicable due to non declaration of dividend	-
1996-97 to 1997-98 and 2004-05	- (Balance remaining in the un-paid dividend accounts of respective years has been transferred to IEPF)	- (Balance remaining in the un-paid dividend accounts of respective years has been transferred to IEPF)
1985-86 to 1995-96	The Registrar of Companies Company Law Office Plot No.21, EDC Complex, Patto Plaza, Panaji, Goa – 403 001. Tel: (0832) 2438617/18	Claim in Form No. II of the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government Rules, 1978)

ii) Pursuant to Sections 205A and 205C of the Act, all unclaimed/unpaid dividend, pertaining to the Company remaining unpaid or unclaimed for a period of 7 years from the date they became due for payment, have been transferred to the Investors Education and Protection Fund (IEPF) established by the Central Government.

iii) Following table gives information relating to outstanding dividend accounts and due dates for claiming dividend:

Financial Year	Date of Declaration	Last Date of Claiming Dividend*
2005-06	29 th September, 2006	28 th September, 2013
2006-07	29 th June, 2007	28 th June, 2014
2007-08	28 th June, 2008	27 th June, 2015
2008-09	8 th August, 2009	7 th August, 2016
2009-10	7 th August, 2010	6 th August, 2017
2010-11 (Interim)	18 th January, 2011	17 th January, 2018
2010-11 (Final)	5 th August, 2011	4 th August, 2018
2011-12 (Interim)	14 th January, 2012	13 th January, 2019
2011-12 (Final)	9 th June, 2012	8 th June, 2019
2012-13 (Interim)	21 th January, 2013	20 th January, 2020

^{*}Indicative dates; actual may vary



Plant locations:

Plant Location	Range of Products
Plant I Honda, Sattari, Goa – 403 530	Bus Bodies and component parts thereof
Plant II Bhuimpal, Sattari, Goa – 403 530	Bus Bodies and component parts thereof
Plant III Bhuimpal Pressing Unit Bhuimpal, Sattari, Goa – 403 530	This plant is clubbed with Plant II to cater to the needs of Bus body manufacture facilities. Presently no activity planned.
Plant IV Jejuri Pressing Unit Plot No.F-2, MIDC, Jejuri, Taluka Purandar, Dist. Pune.	Pressed sheet metal parts/components/Sub assemblies and assemblies there from for various aggregates of automobiles
Plant V Dharward Plot 560-A, Belur Industrial Area, Belur, Dharwad, Karnataka	Door Assemblies

Address for correspondence:

Automobile Corporation of Goa Ltd., Honda, Sattari, Goa – 403 530. Tel.: (0832) 6731218, 6731111 Fax: (0832) 6731262

Email: sectl@acglgoa.com



Other facilities of interest to Shareholders holding shares in physical form:

Nomination facility: Shareholders who hold shares in single name and wish to make/change the nomination in respect of their shares as permitted under Section 109A of the Act, may submit to the Registrars the prescribed Form 2B.

Bank details: Shareholders are requested to notify/send the following to the Company's Registrars to facilitate better service

- (i) Any change in their address/mandate/bank details; and
- (ii) Particulars of the bank account in which they wish their dividend to be credited, incase not furnished earlier

Shareholders are advised that respective bank details and address as furnished by them to the Company will be printed on their dividend warrants as a measure of protection against fraudulent encashment.

COMPLIANCE WITH NON- MANDATORY REQUIREMENTS

The Chairman of the Board: No separate office is maintained for Non-Executive Chairman. No specific tenure has been specified for the Independent Directors

Remuneration Committee: Details are given in the earlier pages

Shareholders' Rights: The Financial results are displayed on the Company's website, besides being available on the SEBI website. The Company does not send half yearly declaration of financial performance to its shareholders

Audit Qualifications: During the year under review, there were no audit qualifications on the Company's financial statements.

Training of Board Members: All the members of the Board are well qualified senior industrialists/ professionals actively engaged in their respective fields of specialisation on a day to day basis. All major statutory changes and other important developments having a bearing on the Company's affairs are informed to the Board at regular meetings. The Company will address the requirement of training of Board members as and when considered necessary.

Mechanism for evaluation of Non-executive Board members: The performance evaluation of Non-executive members of the Board is done by the Board based on criteria of attendance and contributions at Board/Committee meetings as also for the role played/contributions made other than at meetings.



Whistle Blower Mechanism: The Company has put in place a 'whistle blower policy' and no personnel have been denied access to the members of the Audit Committee. Names, addresses and contact numbers of the Audit Committee members are prominently displayed in the plants with clear assurance that any employee who observes an unethical or improper practice is free to approach the Members of the Audit Committee without fear of unfair treatment.

Corporate Social Responsibility: ACGL's approach to community has always been holistic and long term. During the year under review, the Company has undertaken few educational initiatives. Considering the importance of computer & IT knowledge of the students, the Company distributed laptops to the meritorious students of 12th standard and 10th standard of a School situated in the near vicinity. The Company also distributed uniforms to the students of a Government Primary School situated in the near vicinity.

DECLARATION BY THE CEO UNDER CLAUSE 49 OF THE LISTING AGREEMENT REGARDING ADHERENCE TO THE CODE OF CONDUCT

In accordance with Clause 49 1(D) of the Listing Agreement with the Bombay Stock Exchange Ltd., I hereby confirm that all Directors and Senior Management personnel have affirmed compliance with the Code of Conduct of the Company for the financial year ended 31st March, 2013

For Automobile Corporation of Goa Ltd.,

Sd/-V. Krishnamurthi Managing Director

Honda, Goa.

Dated: 1st April, 2013

AUDITORS' CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members of Automobile Corporation of Goa Limited

We have examined the compliance of conditions of Corporate Governance by Automobile Corporation of Goa Limited for the year ended on 31st March, 2013, as stipulated in clause 49 of the Listing Agreement of the said Company with the Bombay stock exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the abovementioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor efficiency or effectiveness with which the management has conducted the affairs of the Company.

For DELOITTE HASKINS & SELLS

Chartered Accountants
Registration No. 117366W

RUPEN K. BHATT Partner Membership no. 46930

Mumbai, 30th May, 2013

AUDITORS' REPORT

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF AUTOMOBILE CORPORATION OF GOA LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **Automobile Corporation of Goa Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2013, the Statement of Profit and Loss, and the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 ("the Act") and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal controls relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2013;
- (b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date and
- (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2003("the Order") issued by the Central Government in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by Section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in Section 211(3C) of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2013 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of Section 274(1)(g) of the Act.

For Deloitte Haskins & Sells Chartered Accountants (Firm Registration No. 117366W)

Rupen K. BhattPartner
Membership No. 46930

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

Re: Automobile Corporation of Goa Limited

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) Having regard to the nature of the Company's business/activities, clauses (xiii) and (xiv) of Paragraph 4 of the Companies (Auditor's Report) Order, 2003 are not applicable.
- (ii) In respect of its fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
 - (b) Items of fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
 - (c) The fixed assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.
- (iii) In respect of its inventory:
 - (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
 - (b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories. The discrepancies noticed on verification between the physical stocks and the book records were not material having regard to the size of the operations of the Company.
- (iv) The Company has neither granted nor taken any loans, secured or unsecured, to/from companies, firms or other parties listed in the Register maintained under Section 301 of the Companies Act, 1956.
- (v) In our opinion and according to the information and explanations given to us, having regard to the explanations that some of the items purchased are of special nature and suitable alternative sources are not readily available for obtaining comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and the sale of goods and services. During the course of our audit, we have not observed any major weakness in such internal control system.

- (vi) In our opinion and according to the information and explanations given to us, there are no contracts or arrangements referred to in Section 301 of the Companies Act, 1956 particulars of which need to be entered in the Register maintained under that section. Consequently, the question of commenting on reasonableness of prices in respect of the transactions exceeding ₹ 500,000/- in respect of each party does not arise.
- (vii) According to the information and explanations given to us, the Company has not accepted any deposit from the public during the year and hence directives issued by the Reserve Bank of India and provisions of sections 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the Rules framed there under are not applicable to the Company.
- (viii) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (ix) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (x) According to the information and explanations given to us in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed dues, including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues in arrears as at 31st March, 2013 for a period of more than six months from the date they became payable.
 - (c) Details of dues of Service Tax and Excise Duty which have not been deposited as on 31st March, 2013 on account of disputes are given below:

Statute	Nature of the dues	Forum where dispute is pending	Period to which the Amount relates	Amount in ₹
Central Excise Act, 1944	Excise duty	Commissioner of Central Excise (Appeals)	1995- 97 and 2010- 11	2,009,206
Central Excise Act, 1944	Excise duty	High Court of Bombay, at Goa	1996-97	2,803,670
Central Excise Act, 1944	Excise duty	CESTAT	2001-11	50,978,042
Central Excise Act, 1944	Service Tax	High Court of Bombay, at Goa	2005-06	78,769

- (xi) The Company does not have accumulated losses at the end of the financial year and has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks.
- (xiii) In our opinion and according to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities
- (xiv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not obtained any term loan during the year and hence the question of commenting on the application thereof does not arise.
- (xvi) In our opinion and according to the information and explanations given to us and on an overall examination of the Balance Sheet, we report that funds raised on short-term basis have, prima facie, not been used during the year for long-term investment.
- (xvii) According to the information and explanations given to us, the Company has not made preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
- (xviii) There are no debentures issued and outstanding as at the end of the year and hence the question of creating security or charge in respect thereof does not arise.
- (xix) During the year, the Company has not raised any money by public issue.
- (xx) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company has been noticed or reported during the year.

For Deloitte Haskins & Sells Chartered Accountants (Firm Registration No. 117366W)

> Rupen K. Bhatt Partner Membership No. 46930

This page is intentionally kept blank.



Balance Sheet as at 31st March 2013

	Note		As at 31st March, 2013	As at 31st March, 2012
	Nos.	₹	₹	₹
I EQUITY AND LIABILITIES				
(1) Shareholders' funds		C4 21C 220		64.216.220
(a) Share capital (b) Reserves and surplus	2	64,216,220 1,582,391,554		64,216,220 1,519,841,285
(b) Reserves and surplus	3	1,562,591,554	1,646,607,774	1,584,057,505
(2) Non-current liabilities			1,010,007,771	1,50 1,057,505
(a) Deferred tax liabilities (net)	4	28,751,200		31,901,400
(b) Other long-term liabilities	5	33,897,158		20,644,399
(c) Long-term provisions	6	5,794,966		4,208,722
			68,443,324	56,754,521
(3) Current liabilities	_	27.027.106		22 420 706
(a) Short-term borrowings	7	37,827,106		32,428,786
(b) Trade payables (c) Other current liabilities	8 9	329,423,457		806,241,751
(c) Other current liabilities (d) Short-term provisions	10	57,717,049 125,522,774		55,517,590 133,890,386
(d) Short-term provisions	10	123,322,774	550,490,386	1,028,078,513
			330,430,300	1,020,070,313
Total			2,265,541,484	2,668,890,539
II ASSETS				
(1) Non-current assets (a) Fixed assets				
(i) Tangible assets	11A	587,553,703		518,466,499
(ii) Intangible assets	11B	3,491,888		9,671,407
(iii) Capital work-in-progress	110	37,571,225		42,724,154
() Supreas trong in progress		07/07 1/220	628,616,816	570,862,060
			,,.	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
(b) Non-current investments	12		-	-
(c) Long term loans and advances	13		38,865,932	34,694,676
(2) Comment accepts				
(2) Current assets	14	100 102 070		252 460 554
(a) Inventories (b) Trade receivables	14 15	190,182,979 455,671,627		252,460,554 656,120,187
(c) Cash and bank balances	16	91,181,922		18,186,587
(d) Short-term loans and advances	17	855,767,475		1,129,821,976
(e) Other current assets	18	5,254,733		6,744,499
(-)		5,25 .,7 55	1,598,058,736	2,063,333,803
Total			2,265,541,484	2,668,890,539
See accompanying notes forming part of the	1 45			
financial statements	1-45			

	S. V. Salgaocar Chairman
	Steven Pinto Director
	P. F. X. D'lima Director
In terms of our report attached For Deloitte Haskins & Sells Chartered Accountants	A. Gajendragadkar Additional Director
	V. Krishnamurthi Managing Director
Rupen K. Bhatt Partner	Pravin Satardekar Company Secretary
Place : Mumbai Dated :20th April, 2013	Place : Mumbai Dated :20th April, 2013



Statement of Profit and Loss for the year ended 31st March 2013

Particu	ulars	Note Nos.	₹	For the Year ended 31st March, 2013 ₹	For the Year ended 31st March, 2012 ₹
I	Revenue from operations Less : Excise duty Revenue from operations (net)	19		2,843,365,486 209,673,372 2,633,692,114	3,580,113,256 252,746,648 3,327,366,608
III	Other income Total Revenue (I+II)	20		85,513,746 2,719,205,860	83,312,312 3,410,678,920
V. VI	Expenses: (a) Cost of materials consumed (b) Changes in inventories of finished goods works-in-progress and scrap (c) Employee benefits expense (d) Finance costs (e) Depreciation and amortisation expense (f) Excise duty (g) Other expenses Total Expenses Profit before tax (III-IV) Tax expense: (a) Current tax expense for current year (b) Current tax expense relating to prior years Net current tax expense (c) Deferred tax Profit from continuing operations for the year (V-VI)	21 22 23 24 11 38 25	80,690,000 - 80,690,000 (3,150,200)	1,668,341,810 36,032,181 313,030,055 1,081,102 53,750,943 (972,063) 414,063,574 2,485,327,602 233,878,258 77,539,800 156,338,458	2,187,031,229 11,821,646 264,641,017 1,352,280 47,344,127 191,265 530,528,447 3,042,910,011 367,768,909 108,623,000 (27,349) 108,595,651 10,884,700 119,480,351 248,288,558
VIII.	Earnings Per Equity share : (i) Basic (ii) Diluted	31		24.35 24.35	38.66 38.66
	ccompanying notes forming part of the cial statements	1-45			

	S. V. Salgaocar Chairman
	Steven Pinto Director
	P. F. X. D'lima Director
In terms of our report attached	A. Gajendragadkar Additional Director
For Deloitte Haskins & Sells Chartered Accountants	V. Krishnamurthi Managing Director
Rupen K. Bhatt Partner	Pravin Satardekar Company Secretary
Place : Mumbai Dated :20th April, 2013	Place : Mumbai Dated :20th April, 2013



Cash flow statement for the year ended 31st March 2013

Particulars			31st March 2012		
		₹	₹	₹	₹
A.	Cash flow from operating activities				
	Profit before tax		233,878,258		367,768,909
	adjustments for :				
	Depreciation	53,750,943		47,344,127	
	Provision for doubtful debts / advances (net)	(1,043,016)		(916,112)	
	Bad debts/advances written off	1,108,480		301,952	
	Unrealised exchange differences	277		5,280	
	Loss on sale of fixed assets	826,067		911,638	
	Finance costs	1,081,102		1,352,280	
	Interest Income	(78,952,629)		(71,402,288)	
	Profit on sale of fixed assets	(1,057,298)		(9,669,709)	
			(24,286,074)		(32,072,832)
	Operating profit before working capital changes		209,592,184		335,696,077
	Changes in working capital		209,392,104		333,030,077
	Adjustments for (Increase)/Decrease in operating assets				
	Inventories	62,277,575		71,220,572	
	Trade receivables	200,382,819		(293,852,566)	
	Short-term loans and advances	299,054,501		68,077,570	
	Long-term loans and advances	(1,280,494)		(1,849,299)	
	Long-term loans and advances	560,434,401		(156,403,723)	
	Adjustments for Increase/(Decrease) in operating liabilities	300,434,401		(130,403,723)	
	Trade payables	(476,818,294)		87,605,485	
	Other current liabilities	(6,589,425)		11,952,543	
	Other long-term liabilities	13,252,759		241,146	
	Short-term provisions	8,809,342		2,032,949	
	Long-term provisions	1,586,244		2,469,044	
	Long-term provisions	(459,759,374)	100,675,027	104,301,167	(52,102,556)
	Cash generated from operations	(+35,735,374)	310,267,211	104,301,107	283,593,521
	cash generated from operations		310,207,211		203,393,321
	(Payment) of direct taxes		(76,868,620)		(114,444,147)
	Net cash generated from operating activities		233,398,591]	169,149,374
В.	Cash flow from investing activities				
	Purchase of Fixed assets	(112,127,650)		(135,236,569)	
	Sale of Fixed assets	2,686,722		13,530,577	



Cash Flow Statement for the year ended 31st March, 2013

Bank balance not considered as Cash and Cash equivalents (net) Inter Corporate Deposit given Interest received Net cash (used in)/generated from investing activities	(14,660,684) (25,000,000) 80,442,395	(68,659,217)	(8,673,523) (250,000,000) 78,474,945	(301,904,570)
C. Cash flow from financing activities Short term borrowings Dividend paid (including corporate dividend tax) interest paid Net cash (used in) financing activities	5,398,320 (110,759,671) (1,043,372)	(106,404,723)	(5,733,570) (110,279,057) (1,352,280)	(117,364,907)
Net increase/(decrease) in cash and cash equipments (A+B+C) Cash and cash equivalents as at 31st March, 2012 Cash and cash equivalents as at 31st March, 2013		58,334,651 1,866,335 60,200,986		(250,120,103) 251,986,438 1,866,335
Note: Reconciliation of Cash and cash equivalents: Cash and cash equivalents (Refer note 16) Less: Bank balances not considered as Cash and cash equivalents as defined in Accounting Standard (AS) on 'Cash Flow Statements' Balances with banks:		91,181,922		18,186,587
 (a) Earmarked balances (unpaid dividend accounts) (b) In deposits accounts (c) Margin money against bank guarantees 		8,788,125 21,916 22,168,895		7,597,252 20,000 8,701,000
Others (a) Post Office Savings Bank Account (Security deposit)		30,978,936 2,000		16,318,252 2,000
Net Cash and cash equivalents as defined in AS 3 on 'Cash Flow Statements'		60,200,986		1,866,335

Notes: 1. The above Cash Flow Statement has been prepared under the "Indirect Method set out in Accounting Standard (AS-3) "Cash Flow Statements notified in the Companies (Accounting Standards) Rules, 2006

2. Figures relating to previous year have been recast where necessary to confirm to the figures of the current year.

In terms of our report attached For Deloitte Haskins & Sells, Chartered Accountants	S.V.Salgaocar Chairman			
Rupen K. Bhatt Partner	Steven Pinto Director	A. Gajendragadkar Additional Director	V. Krishnamurthi Managing Director	Pravin Satardekar Company Secretary
Place : Mumbai Dated: 20th April. 2013	P.F.X.D'Lima Director	Place: Mumbai Dated: 20th April, 2013		



Notes forming part of the Financial Statements

Note: 1 (A)

CORPORATE INFORMATION:

Automobile Corporation of Goa Limited was incorporated on September 1, 1980 as a Public Limited Company under the Companies Act, 1956. The Company was jointly promoted by EDC Limited (a Government of Goa undertaking) and Tata Motors Limited.

The Company is engaged in manufacture of pressed parts, components, sub-assemblies for various range of automobiles and manufacture of Bus bodies and component parts thereof.

Note: 1 (B)

SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation of financial statements:

The financial statements have been prepared on accrual basis under the historical cost convention and in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956.

b) Management estimates:

The preparation of financial statements in conformity with generally accepted accounting principles in India requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses during the reported period. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates.

c) Fixed Assets:

Fixed assets are carried at cost of acquisition or construction and include amounts added on revaluation, less accumulated depreciation and impairment loss.



d) **Depreciation/Amortisation:**

- 1. In respect of fixed assets revalued, depreciation is provided on the basis of useful life of assets as estimated by the external valuers or that calculated on original cost whichever is higher.
- 2. Depreciation on other fixed assets has been provided in the accounts at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956 as under:
 - i. Sheet Metal Divisions (Honda, Bhuimpal, Jejuri): On Written Down Value Method in respect of buildings, furniture and fixtures and vehicles and on Straight Line Method in respect of plant and machinery.
 - ii. Bus Body Division: On straight line method.
- 3. Cost of leasehold land is amortised over the period of lease.

e) Impairment Loss:

Impairment loss is provided to the extent the carrying amount of assets exceeds their recoverable amount. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the asset and from it's disposal at the end of it's useful life. Net selling price is the amount obtainable from the sale of the asset in an arm's length transaction between knowledgeable, willing parties, less the cost of disposal.

f) Intangible Assets

Intangible assets are stated at cost less accumulated amortisation. Computer software is amortised over a period of four years.

g) Investments:

Current investments are carried at lower of cost and fair value. Long term (Non - current) investments are carried at cost. However when there is a decline, other than temporary, the carrying amount is reduced to recognise the decline.

h) Inventories:

Items of inventory are valued on the basis given below:

i. Raw material, Boughtout Components, Stores and Spares : at cost or net realisable value, whichever is lower. Cost is determined by the Weighted Average Method.



- ii. Work in progress and Finished goods: at cost or net realisable value, whichever is lower. Cost is determined on the basis of absorption costing.
- iii. Scrap: at net realisable value.

i) Employee Benefits:

i) Gratuity

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 to 30 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The company has obtained group gratuity policy with Life Insurance Corporation of India. The company accounts for the liability for gratuity benefits payable in future based on an independent actuarial valuation, carried out as at the year end.

ii) Superannuation

The company has a Superannuation plan (defined contribution plan) .The Company maintains separate irrevocable trust for employees covered and entitled to benefits. The company has obtained insurance policy with Life Insurance Corporation of India. The company contributes 15% of eligible employee's salary to the trust every year. The company recognizes such contributions as an expense when incurred. The company has no further obligation beyond this contribution

iii) Provident Fund

The eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and the company make monthly contributions at a specified percentage of the covered employee's salary (currently 12% of employee's salary). The contributions as specified under the law are paid to the provident fund trust. Contribution towards Pension fund is paid to the Regional Provident fund commissioner at specified percentage of the covered employee's salary on monthly basis.

iv) Compensated absences

The company provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment. The liability is provided based on the number of days of unutilized leave at each balance sheet date on the basis of an independent actuarial valuation, carried out as at the year end.



v) Actuarial gains and losses

The actuarial gains and losses are recognised immediately in the statement of profit and loss.

j) Accounting of Cenvat Credit:

Cenvat credit is accounted as per actual credit availed in the Excise records, on receipt of materials.

k) Foreign Currency Transactions:

Transactions in foreign currency are recorded at the original rates of exchange in force at the time the transactions are effected. At the year-end, monetary items denominated in foreign currency are reported using the closing rates of exchange. Exchange differences arising thereon and on realisation / payments of foreign exchange are accounted as income or expense in the relevant year.

l) Revenue recognition:

Revenue (income) is recognised when no significant uncertainty as to measurability or collectibility exists.

m) Borrowing costs:

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

n) Leases:

Assets acquired on leases where significant portions of the risks and rewards incidental to ownership are retained by the lessors are classified as operating leases. Lease rentals are charged to the Statement of profit & loss on accrual basis. Rentals received on assets given on operating leases are recognised as income in the statement of profit and loss on straight-line basis over the period of the lease as per the terms of agreement.

o) Segment accounting:

The following accounting policies have been followed for segment reporting:

Segment Revenue includes Revenue from operation and other income directly identifiable with/allocable to segment.



Expenses that are directly identifiable with / allocable to segments are considered for determining the Segment Results. The expenses which relate to the Company as a whole and not allocable to segments are included under Unallocable expenses. Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable corporate assets and liabilities represent the assets and liabilities that relate to the Company as a whole and not allocable to any segment. Unallocated assets mainly comprise Cash and Bank balances. Unallocable liabilities include Deferred tax, Secured loans, Provision for tax (net of advance payment of taxes) and Other liabilities

p) Taxes on Income:

Tax expense comprise both current tax and deferred tax at the applicable enacted/ substantively enacted rates. Current tax represents the amount of income tax payable / recoverable in respect of taxable income / loss for the reporting period. Deferred tax represents the effect of timing differences between taxable income and accounting income for the reporting period that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recongnised if there is virtual certainty that there will be sufficient future taxable income available to realise such losses.

q) **Product Warranty Expenses:**

The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims.

r) Provisions and contingencies:

A provision is recognised where the Company has a legal and constructive obligation as a result of a past event, for which it is probable that cash outflow will be required and a reliable estimate can be made of the amount of the obligation. A Contingent liability is disclosed when the Company has a possible or present obligation where it is not probable that an outflow of resources will be required to settle it. Contingent assets are neither recognised nor disclosed.

s) Government Grants:

Grants related to specific Fixed Assets are disclosed as a deduction from the value of concerned Assets. Grants related to revenue are credited to the statement of Profit and Loss Account. Grants in the nature of promoter's contribution are treated as Capital Reserve.



Notes forming part of the Financial Statements

2) SHARE CAPITAL:		₹	As at 31 st March, 2013 ₹	As at 31 st March, 2012 ₹
	uity Shares of ₹ 10/- each erence Shares of ₹ 100/- each		100,000,000 150,000,000 250,000,000	100,000,000 150,000,000 250,000,000
Issued: 6,421,622 Equi	ty Shares of ₹ 10/- each		64,216,220	64,216,220
Subscribed and fully 6,421,622 Equi	ty Shares of ₹ 10/- each		64,216,220	64,216,220
Notes:	Total		64,216,220	64,216,220
(1) Par value per s	hare		₹ 10/-	₹ 10/-
i Ordinar Number	of number of shares outstanding: y equity shares of shares as at the beginning of the year. of shares as at closing of the year.		Numbers 6,421,622 6,421,622	Numbers 6,421,622 6,421,622
In the ev to receiv	Shares der of equity shares is entitled to one vote per share. vent of liquidation of the company, the holders of equity shares will be entitled e remaining assets of the company, after distribution of all preferential amounts. ribution will be in proportion to the number of equity shares held by the			
	Company held by each shareholder holding more than 5 percent shares tors Limited ited		Numbers 2,982,214 405,302	Numbers 2,981,749 405,302



Notes forming part of the Financial Statements

3) RE	SERVES AND SURPLUS :	₹	As at 31 st March, 2013 ₹	As at 31 st March, 2012 ₹
(a)	Capital reserve - Central capital subsidy As per last Balance sheet		5,000,000	5,000,000
(b)	Capital redemption reserve account As per last Balance Sheet		92,006,000	92,006,000
(c)	Securities premium account As per last Balance Sheet		680,818,433	680,818,433
(d)	General Reserve As per last Balance Sheet Add: Amount transferred from surplus in the Statement of Profit and Loss	143,148,290 15,640,000	158,788,290	118,318,290 24,830,000 143,148,290
(e)	Surplus in Statement of Profit and Loss As per last Balance Sheet Add: Profit for the year Less: (a) Interim Dividend paid (b) Proposed Dividend (c) Tax on Dividend (d) Transfer to General reserve	598,868,562 156,338,458 16,054,055 64,216,220 13,517,914 15,640,000	645,778,831	487,360,547 248,288,558 16,054,055 80,270,275 15,626,213 24,830,000 598,868,562



				As at	As at
				31 st March, 2013	31 st March, 2012
			₹	₹	₹
4) DEF	ERRED TAX LIABILITIES (NET):				
	Major components of deferred tax assets/(liabilities) are as under				
	Liabilities:				
	i Differences in tax and books written down values of fixed assets			(61,193,890)	(55,399,820)
				(61,193,890)	(55,399,820)
	Assets:				
	i Disallowances under section 43B of the Income tax Act, 1961			13,472,119	9,859,229
	ii Provision for gratuity			14,682,160	8,431,604
	iii Provision for warranty			1,495,704	2,203,468
	iv Provision for doubtful debts			2,792,707	3,004,119
				32,442,690	23,498,420
	Net deferred tax liability				
				(28,751,200)	(31,901,400)
5) OTH	IER LONG TERM LIABILITIES:				
	Others:				
	i. Security deposits received		50,000		300,000
	ii. Provision for gratuity	T-4-1	33,847,158	22.007.150	20,344,399
C) I ON		Total		33,897,158	20,644,399
6) LUN	IG TERM PROVISIONS:				
	Others:				
	i. Provision for product warranty			5,794,966	4,208,722
	ii Tronsion for produce marrancy			3/731/300	1,200,722
7) SHC	ORT TERM BORROWINGS:				
Secure					
(a)	Loans repayable on demand				
	i From banks (Cash credit accounts)			37,827,106	32,428,786
Note:					
	Loans from Banks on Cash Credit accounts are secured by hypothecation of stocks,				
	stores, work-in-progress, finished goods, book debts and receivables, Investment,				
	both present and future.				



		As at 31st March, 2013	As at 31 st March, 2012
	₹	₹	₹
8) TRADE PAYABLES:			
(a) Total outstanding dues of creditors (refer note 28 for disclosure of dues to small and medium enterprises)		329,423,457	806,241,751
9) OTHER CURRENT LIABILITIES: (a) Unpaid dividends (b) Security deposits received (c) Advance from customers (d) Other payables i Statutory dues ii Capital Creditors iii Interest accrued on trade payables iv Provision for gratuity	11,735,596 21,371,437 37,730 9,348,370	8,774,755 674,000 5,775,161	7,583,883 424,000 15,261,617 12,625,336 13,811,155 133,211 5,642,977
v Others Total	, , <u>-</u>	42,493,133 57,717,049	35,411 32,248,090 55,517,590
10) SHORT TERM PROVISIONS: (a) Provision for leave encashment (b) Others: i Provision for product warranty ii Provision for taxation (Net of advance tax ₹ 308,408,304/-) (Previous year ₹ 228,641,904/-)	2,143,989 8,613,481	39,635,538	30,387,513 2,582,672 7,628,081
iii Proposed dividend iv Tax on dividend Total	64,216,220 10,913,546	85,887,236 125,522,774	80,270,275 13,021,845 103,502,873 133,890,386





(in ₹)

	GROSS BLOCK (at cost/valuation)			DEPRECIATION / AMORTISATION				NET BLOCK	
11) FIXED ASSETS	As at 1 st April, 2012	Additions	Deductions	As at 31 st March, 2013	As at 1st April, 2012	For the Year	Deductions	Up to 31st March, 2013	As at 31st March, 2013
A. Tangible Assets									
Land:									
i) Freehold land	2,734,780	-	-	2,734,780	-	-	-	-	2,734,780
"N 1	2,734,780	-	-	2,734,780	- C 0E3 E1E	1 040 050	-	0.701.272	2,734,780
ii) Leasehold land	37,259,321 36,078,291	1 101 020	-	37,259,321	6,852,515 4,972,395	1,848,858	-	8,701,373	28,557,948
	39,994,101	1,181,030		37,259,321 39,994,101	6,852,515	1,880,120 1,848,858		6,852,515 8,701,373	30,406,806 31,292,728
	38,813,071	1,181,030	-	39,994,101	4,972,395	1,880,120	-	6,852,515	33,141,586
	30,013,071	1,101,030		33,33 1,101	1,572,555	1,000,120		0,032,313	33,111,300
Buildings	313,216,674	52,381,641	379,295	365,219,020	112,600,464	15,818,885	117,723	128,301,626	236,917,394
	254,793,951	58,422,723	· -	313,216,674	101,876,194	10,724,270	· -	112,600,464	200,616,210
Disable and Equipment	640,020,507	E0 247 044	7,200,422	660 050 276	264 505 600	22.456.450	6.052.024	270 000 205	200 240 074
Plant and Equipments	618,038,587 576,677,472	58,317,811 67,276,878	7,298,122 25,915,763	669,058,276 618,038,587	364,505,680 369,417,994	22,156,459 19,666,957	6,852,834 24,579,271	379,809,305 364,505,680	289,248,971 253,532,907
	3/0,0//,4/2	07,270,070	25,915,705	010,030,307	309,417,994	19,000,937	24,3/9,2/1	304,303,000	255,552,907
Furniture and fixtures	10,478,261	2,425,420	70,000	12,833,681	7,821,135	640,722	9,454	8,452,403	4,381,278
. armear o arra mixear oo	10,071,389	519,372	112,500	10,478,261	7,533,984	384,854	97,703	7,821,135	2,657,126
Vehicles	, ,	ŕ	•	, ,	, ,	•	,	, ,	, ,
i) Owned	16,597,471	4,122,340	2,234,593	18,485,218	3,907,396	2,609,575	693,786	5,823,185	12,662,033
	16,638,080	5,572,599	5,613,208	16,597,471	5,466,368	2,116,812	3,675,784	3,907,396	12,690,075
ii) Given on Operating Lease	5,040,267	_		5,040,267	2.853.683	474,084	_	3,327,767	1,712,500
ii) divert on operating Lease	11,056,522	_	6,016,255	5,040,267	6,846,203	620,898	4,613,418	2,853,683	2,186,584
	21,637,738	4,122,340	2,234,593	23,525,485	6,761,079	3,083,659	693,786	9,150,952	14,374,533
	27,694,602	5,572,599	11,629,463	21,637,738	12,312,571	2,737,710	8,289,202	6,761,079	14,876,659
	, ,				, ,			, ,	
Office equipment	8,532,725	563,038	24,722	9,071,041	5,033,882	473,554	18,458	5,488,978	3,582,063
	7,819,667	907,603	194,545	8,532,725	4,740,067	459,924	166,109	5,033,882	3,498,843
Computers	32,152,944	1,280,369	940,470	32,492,843	22,009,776	3,525,787	799,456	24,736,107	7,756,736
Compaters	32,203,899	247,998	298,953	32,152,944	18,262,872	3,993,337	246,433	22,009,776	10,143,168
	1,044,051,030	119,090,619	10,947,202	1,152,194,447	525,584,531	47,547,924	8,491,711	564,640,744	587,553,703
	948,074,051	134,128,203	38,151,224	1,044,051,030	519,116,077	39,847,172	33,378,718	525,584,531	518,466,499
B. Intangible Assets (Acquired)									
Computer Software	32,657,434	23,500	-	32,680,934	22,986,027	6,203,019	-	29,189,046	3,491,888
	32,635,883	21,551	-	32,657,434	15,489,072	7,496,955	-	22,986,027	9,671,407
 Total	1.076.708.464	119.114.119	10.947.202	1.184.875.381	548,570,558	53,750,943	8.491.711	593,829,790	591,045,591
Previous year	980,709,934	134,149,754	38,151,224		534,605,149	47,344,127	33,378,718	548,570,558	528,137,906
,	,,	, , ,	, , ,	, , , ,	, , , , , , , , , , , , , , , , , , , ,	. ,	, , ,	, .,	, , , , , , , , , , , , , , , , , , , ,

Notes:

- 1. Plant and Machinery of Sheet Metal Division were revalued on 1st April 1988, by external valuers on the basis of prevalent fair market price and estimated balance useful life of assets as on that date resulting in net increase of ₹50,726,700/- being surplus on revaluation as on 1st April 1988. Revalued amount substituted for historical cost as on 1st April 1988 is ₹86,578,500/-
- 2. Freehold Land includes $\stackrel{\scriptstyle <}{_{\sim}}$ 2,115,360/- in respect of which conveyance of title is pending.
- 3. Buses have been given on operating lease for commuting by employees.

AUTOMOBILE CORPORATION OF GOA LIMITED

			As at 31st March, 2013	As at 31st March, 2012
		₹	31 March, 2013	₹ March, 2012
12) NON CURRENT INVESTMENTS: investment in Equity Instruments (unquoted)(Trade) (valued at cost unless stated otherwise)		,	,	
1)	Associate 455,000 Equity Shares of Ashiyana Autobodies Private Ltd. of ₹ 10/- each fully paid-up		4,550,000	4,550,000
	Less: provision for diminution Total		4,550,000	4,550,000
13) LONG TE	RM LOANS AND ADVANCES (Unsecured, considered good) :			
a) b) c)	Capital Advances Security deposits Other loans and advances		19,250,542 5,468,909	13,523,800 3,939,746
C)	i VAT and other taxes credit receivable ii Advance payment of taxes (net of provisions ₹ 108,816,550/-) (Previous year ₹ 108,816,550/-)	639,689 12,788,597		912,204 15,624,577
	iii Prepaid expenses	718,195	14 146 401	694,349
	Total		14,146,481 38,865,932	17,231,130 34,694,676



			As at 31 st March, 2013	As at 31 st March, 2012
		₹	31 Maicii, 2013 ₹	31 Marcii, 2012 ₹
14) INVENTO	RIES:			
a) b) c) d) e)	Raw materials and Boughtouts components Work-in-progress Finished goods (includes Goods in transit of ₹ 2,427,184/-) (Previous year ₹ 8,835,986/-) Scrap Stores and spare parts (including packing materials)	145,859,235 32,867,597 3,665,355 150,144 7,640,648		174,662,004 61,355,532 10,539,914 819,831 5,083,273
	Total		190,182,979	252,460,554
Notes Items i ii iii	of inventory are valued on the basis given below: Raw material, Boutghtout components, Stores and Spares: at cost or net realisable Value, whichever is lower. Cost is determined by the Weighted Average Method. Work in progress, Finished goods: at cost or net realisable value, whichever is lower. Cost is determined on the basis of absorption costing. Scrap: at net realisable value.			
	ECEIVABLES:			
<u>Unsec</u> a)	Debts outstanding for a period exceeding six months from due date Considered good Considered doubtful Less: Provision	1,724,954 8,216,188 9,941,142 8,216,188	1,724,954	2,812,921 9,259,204 12,072,125 9,259,204 2,812,921
b)	Other Trade receivables		, ,	, ,
	Considered good		453,946,673	653,307,266
	Total		455,671,627	656,120,187



				As at 31 st March, 2013	As at 31 st March, 2012
			₹	₹	₹
16) CASH AN i	ID BANK BALANCES: Cash and cash equivalents a) Balances with banks: - in currents accounts b) Cash on hand		60,118,127 82,859		1,763,815 102,520
ii	Balances with banks: a) Earmarked balances (unpaid dividend accounts) b) In deposits accounts c) Margin money against bank guarantees		8,788,125 21,916 22,168,895	60,200,986 30,978,936	1,866,335 7,597,252 20,000 8,701,000 16,318,252
iii	Others a) Post Office Savings Bank Account (Security deposit)			2,000	2,000
		Total		91,181,922	18,186,587
Cash	re above, the balances that meet the definition of cash equivalents as per AS 3 Flow Statements is- FERM LOANS AND ADVANCES (Unsecured, considered good):			60,200,986	1,866,335
a)	Loans and advances to related parties			295,000,000	50,000,000
b)	Others: i Cenvat and VAT receivable ii Inter corporate deposits iii Security deposits iv Advances to suppliers and contractors v Prepaid expenses vi Other advances		96,993,154 450,000,000 515,000 8,341,298 3,274,832 1,643,191	560,767,475	401,657,004 670,000,000 635,878 3,714,426 2,198,953 1,615,715 1,079,821,976
18) OTHER (CURRENT ASSETS :	Total		855,767,475	1,129,821,976
i	Interest accrued on deposits			5,254,733	6,744,499
		Total		5,254,733	6,744,499
					L



AUTOMOBILE CORPORATION OF GOA LIMITED

		For the year ended 31 st March, 2013	For the year ended 31 st March, 2012
40)	₹	₹	₹
19) REVENUE FROM OPERATIONS: a) Sale of products (Refer note below) b) Other operating revenue		2,710,673,329	3,417,595,309
i Scrap sales ii Other	129,427,160 3,264,997		157,370,572 5,147,375
		132,692,157	162,517,947
		2,843,365,486	3,580,113,256
Note: Sale of Product includes i Pressed parts/components/sub assemblies and assemblies therefrom for various aggregates of automobiles ii Bus bodies and components parts thereof		564,986,847 2,145,686,482	747,455,507 2,670,139,802
ii bus bodies and components parts thereof		2,143,000,402	2,070,139,002
20) OTHER INCOME:			
a) Interest income	1 551 610		4 446 415
i on bank deposits ii on inter corporate deposits	1,551,610 77,343,150		4,446,415 66,891,094
iii other	57,869		64,779
b) Other and according in com-		78,952,629	71,402,288
b) Other non-operating income		6,561,117 85,513,746	11,910,024 83,312,312
		03/313/7 10	03/312/312
21) COST OF MATERIALS CONSUMED :		1,668,341,810	2,187,031,229
Note: Details of materials consumed			
i Steel		504,814,246	727,519,951
ii Others		1,163,527,564	1,459,511,278
22) CHANCES IN THURSTORY OF TRUTCHED COORS, WORK IN PROCEEDS AND CORAR		1,668,341,810	2,187,031,229
22) CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND SCRAP: Opening stock			
Finished Goods	10,539,914		8,868,032
Work-in-progress	61,355,532		75,320,104
Scrap	819,831 72,715,277	+	348,787 84,536,923
Closing Stock	/2,/13,2//		,,,,,,,,,,,
Finished Goods	3,665,355		10,539,914
Work-in-progress	32,867,597		61,355,532
Scrap	<u>150,144</u> 36,683,096	-	819,831 72,715,277
Total	30,003,090	36,032,181	11,821,646





Note Details of Closing Inventories is as under Finished Goods i Pressed parts/components/sub assemblies and assemblies there from for various aggregates of automobiles ii Bus bodies and components parts thereof Work-in-progress i Pressed parts/components/sub assemblies and assemblies there from for various aggregates of automobiles ii Pressed parts/components/sub assemblies and assemblies there from for various aggregates of automobiles ii Bus bodies and components parts thereof 20,016,818 46,013,584 Scrap i Metal and other Scrap 150,144 819,831 23) EMPLOYEE BENEFITS EXPENSE: a) Salary, wages and bonus b) Contribution to provident fund and other funds c) Staff welfare expenses 24,410,663 313,030,055 264,641,017 24) FINANCE COST: a) Interest expense on. i Cash credit accounts with bank ii Trade payables iii Others -Interest on delayed payment of Income Tax -Others -Interest on delayed payment of Income Tax -Others -Interest on delayed payment of Income Tax -Others -Interest parts/components/sub assemblies there from for various 22,427,184 8,835,986 1,733,198 11,703,928		₹	For the year ended 31st March, 2013 ₹	For the year ended 31 st March, 2012 ₹
Finished Goods				
aggregates of automobiles ii Bus bodies and components parts thereof Work-in-progress i Pressed parts/components/sub assemblies and assemblies there from for various aggregates of automobiles ii Bus bodies and components/sub assemblies and assemblies there from for various aggregates of automobiles iii Bus bodies and components/sub assemblies there from for various aggregates of automobiles iii Bus bodies and components/sub assemblies there from for various aggregates of automobiles iii Bus bodies and components/sub assemblies there from for various aggregates of automobiles iii Metal and other Scrap 11,850,779 15,341,948 46,013,584 50,016,863 150,144 819,831 23) EMPLOYEE BENEFITS EXPENSE: a) Salary, wages and bonus b) Contribution to provident fund and other funds c) Staff welfare expenses 236,919,208 251,700,184 24,410,663 251,700,184 274,410,663 275,700,700 284,741,718 294,717 295,700 205,718,700 206,416,863 206				
Bus bodies and components parts thereof 1,238,171				
Work-in-progress Pressed parts/components/sub assemblies and assemblies there from for various aggregates of automobiles 12,850,779 15,341,948 46,013,584 520,016,818 46,013,584 46,013,5				
i Pressed parts/components/sub assemblies and assemblies there from for various aggregates of automobiles ii Bus bodies and components parts thereof Scrap i Metal and other Scrap i Metal and other Scrap 20,016,818 46,013,584 46,013,584 Scrap i Metal and other Scrap 23, EMPLOYEE BENEFITS EXPENSE: a) Salary, wages and bonus b) Contribution to provident fund and other funds c) Staff welfare expenses 24) FINANCE COST: a) Interest expense on. i Cash credit accounts with bank ii Trade payables iii Others -Interest on delayed payment of Income Tax -Others -Others 25) OTHER EXPENSES:			1,230,1/1	1,703,926
Bus bodies and components parts thereof 20,016,818 46,013,584 Scrap	i Pressed parts/components/sub assemblies and assemblies there from for various			
Scrap 150,144 819,831				
i Metal and other Scrap 23) EMPLOYEE BENEFITS EXPENSE: a) Salary, wages and bonus b) Contribution to provident fund and other funds c) Staff welfare expenses 24) FINANCE COST: a) Interest expense on. i Cash credit accounts with bank ii Trade payables iii Others -Interest on delayed payment of Income Tax -Others 25) OTHER EXPENSES: 150,144 819,831 206,416,863 206,416,863 31,749,917 2264,641,017 211,01,287 2264,641,017 2264,641,017 2313,030,055 264,641,017 24,410,663 25,700 264,641,017 25,700 267,700 26			20,016,818	46,013,584
a) Salary, wages and bonus b) Contribution to provident fund and other funds c) Staff welfare expenses 236,919,208 51,700,184 24,410,663 31,749,917 26,474,237 24) FINANCE COST: a) Interest expense on. i Cash credit accounts with bank ii Trade payables iii Others -Interest on delayed payment of Income Tax -Others -Others -Others -Others -Instruction of Income Tax -Inst			150,144	819,831
b) Contribution to provident fund and other funds c) Staff welfare expenses 24) FINANCE COST: a) Interest expense on. i Cash credit accounts with bank ii Trade payables iii Others -Interest on delayed payment of Income Tax -Others 25) OTHER EXPENSES: 313,030,055 264,641,017 313,030,055 264,641,017 264,641,017 264,641,017 27,000 284,641,017 285,000 286,641,017 286,742,237 297 298,000	23) EMPLOYEE BENEFITS EXPENSE :			
c) Staff welfare expenses 24,410,663 313,030,055 264,641,017 24) FINANCE COST: a) Interest expense on. i Cash credit accounts with bank 1,042,707 ii Trade payables 38,395 133,211 iii Others - Interest on delayed payment of Income Tax - Others - Others 1,081,102 1,352,280 25) OTHER EXPENSES:				
24) FINANCE COST : a) Interest expense on. i Cash credit accounts with bank ii Trade payables iii Others -Interest on delayed payment of Income Tax -Others -Others -Others -Interest Spenses Spenses onOthers -Interest on delayed payment of Income Tax -Interest on delayed payment of Income Tax -Interest on delayed payment of Income Tax -Interest Others -Intere		· · ·		
24) FINANCE COST: a) Interest expense on. i Cash credit accounts with bank ii Trade payables iii Others -Interest on delayed payment of Income Tax -Others -Others -Others -Others -Interest on delayed payment of Income Tax -Others -Interest on delayed payment of Income Tax -Others -Interest on delayed payment of Income Tax -Others -Others -Interest on delayed payment of Income Tax	c) Staff wellare expenses	24,410,003	313.030.055	
i Cash credit accounts with bank ii Trade payables iii Others -Interest on delayed payment of Income Tax -Others -Others -Others -Interest on delayed payment of Income Tax -Others -Interest on delayed payment of Income Tax -Others -Interest on delayed payment of Income Tax -Interest				
ii Trade payables iii Others -Interest on delayed payment of Income Tax -Others -Others 25) OTHER EXPENSES:		4 0 40 707		4 404 007
iii Others -Interest on delayed payment of Income Tax -Others -Others -Interest on delayed payment of Income Tax -Interest on delayed payment of Interest on Delayed payment of Interest on Delayed payment of Interest on Delayed payment of In				
-Others - 60,782 1,081,102 1,352,280 25) OTHER EXPENSES :		30,333		155,211
1,081,102 1,352,280 25) OTHER EXPENSES:	, , ,	-		
25) OTHER EXPENSES:	-Others	-	1 001 102	
	25) OTHER EXPENSES :		1,001,102	1,332,200
	,	117,716,263		161,062,162
b) Power and Fuel 31,512,020 31,041,005				
c) Rent 929,028 1,702,589 d) Repairs and maintenance		929,028		1,/02,589
- buildings 5,174,430 6,138,934		5,174,430		6,138,934
- machinery 3,573,355 6,857,770		3,573,355		6,857,770
- others 847,257 1,092,830	- others			
e) Insurance 9,595,042 14,089,534 1,755,002 2,097,572	e) Insurance			
f) Rates and taxes 2,068,733				
g) Processing / labour charges 164,417,087 218,865,334	g) Processing / labour charges	164,417,087		218,865,334
h) Packing, freight and forwarding expenses 25,362,471 37,345,796				
i) Miscellaneous expenses 60,965,448 62,255,722 414,063,574 530,528,447	riscellaneous expenses	00,905,448	414.063.574	



- 26) Estimated amount of contracts remaining to be executed on Capital Account and not provided for ₹ 41,117,987 /- (Previous Year ₹ 47,680,736/-)
- 27) Contingent liability in respect of:
 - i Disputed demands of excise authorities ₹ 55,885,888/- (Previous Year ₹ 55,896,687/-)
 - Pending before the Commissioner of Central Excise (Appeals) ₹ 2,025,407/-, (Previous Year ₹ 2,009,206/-)
 - Pending before High Court of Bombay, at Goa ₹ 2,882,439/-, (Previous Year ₹ 2,882,439/-)
 - Pending before CESTAT ₹ 50,978,042/-, (Previous Year ₹. 50,978,042/-)
 The Company is confident of defending the above demands and expects no liability on this count.
 - ii. Claims against the Company not acknowledged as debt ₹ 175,000/- (Previous Year ₹ 175,000/-)
 - Penalty proposed to be levied by the Securities and Exchange Board of India (SEBI) ₹ 175,000/- (Previous Year ₹ 175,000/-) for alleged violation of regulation 6 and 8 of SEBI (Substantial acquisition of shares and takeovers) Regulations 1997 (pending before the Adjudicating Officer) notice dated 21.07.2004.
 - The Company is confident of defending the above demand and expects no liability on this count.
- 28) The disclosures under the Micro, Small and Medium Enterprises Development Act, 2006 have been made on the basis of confirmations received from suppliers regarding their status under the said act;

		Amount in	Previous Year Amount in
	Particulars	₹	₹
1	Outstanding principal Amount & Interest as on 31st March 2013		
	- Principal Amount	18,306,914	6,842,253
	- Interest due thereon	31,743	116,542
2	Amount of Interest paid along with the amounts of payments made beyond the appointed day	Nil	Nil
3	Amount of Interest due and payable (where the principal has already been paid but interest has not been paid)	5,987	16,669
4	The amount of interest accrued and remaining unpaid at the end of each accounting year	37,730	133,211
5	The amount of further interest remaining due and payable even in succeeding years, until such date when the		
	interest dues as above are actually paid for the purpose of disallowance as a deductible expenditure under		
	section 23 of MSMED Act	Nil	Nil



Previous Year

Previous Year

Notes forming part of the Financial Statements

29) **Payment to Auditors:**

	₹	₹
i. as auditor	1,800,000	1,500,000
ii for reimbursement of expenses	209,648	70,014
iii for other services	600,000	-
	2,609,648	1,570,014

30) Operating Lease Rentals:

The company has taken certain sheds and residential premises on cancellable operating lease basis. Amount of lease rentals charged to the statement of Profit and loss in respect of such cancelable operating leases are ₹929,028/- (Previous year ₹1,702,589/-).

31) Earnings per share

Earnings per share (EPS) is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year as under:
Previous Year

	Profit after Tax (₹)	156,338,458	248,288,558
	Weighted average number of shares outstanding during the year		6,421,622
	Basic and Diluted EPS (₹)		38.66
	Nominal value per share (₹)	10.00	10.00
			Previous Year
32)	Expenditure in foreign currency during the financial year on account of:	₹	₹
	i. Travelling expenses	785,883	136,641
	ii. Raw material and boughtouts	796,451	-
			Previous Year
33)	Value of imports (calculated on C.I.F. basis) on account of:	₹	₹
	Raw material and components	1,213,587	-

34)	a)	Value of imported and indigenous Raw materials/components consumed:

		₹	%	₹	%
i.	Imported	1,088,867	0.07	1,537,096	0.07
ii.	Indigenous	1,667,252,943	99.93	2,185,494,133	99.93
	_	1,668,341,810	100.00	2,187,031,229	100.00





Previous Year

Previous Year

Notes forming part of the Financial Statements

b) Value of imported and indigenous stores and spare parts consumed:

		₹	%	₹	%	
i.	Imported	-	-	-	-	
ii.	Indigenous	117,716,263	100.00	161,062,162	100.00	
		117,716,263	100.00	161,062,162	100.00	

35) The Company has not remitted any amount in foreign currencies on account of dividends during the year and does not have information as to the extent to which remittances, if any, in foreign currencies on account of dividend have been made by non-resident shareholders.

				TTCVIOUS TCUI
36)	Earnings	in foreign exchange classified under the following heads, namely:-	₹	₹
	i.	Export of goods calculated on F.O.B. basis	2,809,473	4,318,922

- 37) The Company has exported bus bodies and component parts thereof of the sales value (Gross) of ₹ 1,276,988,762/- (Previous year ₹ 1,358,952,157/-) through a merchant exporter.
- 38) The excise duty related to the difference between the opening and closing stock of finished goods is disclosed on the face of the statement of Profit and Loss as "Excise Duty".

39) Warranty Provision

Warranty pertains to replacement of defective parts and expenses incurred in relation to rectification of workmanship defects.

		Previous year
Particulars	₹	₹
Opening carrying amount	6,791,394	5,349,526
Provision during the year	6,798,813	13,344,758
Amount released during the year	3,260,283	5,632,608
Excess Provision written back	2,390,969	6,270,282
Closing carrying amount	7,938,955	6,791,394
The outflow on this count can arise any time during the period of 18 months		





Dunidada

Notes forming part of the Financial Statements

40) Foreign currency balances not hedged by derivative instrument(s):

						Previous year
			₹			₹
Receivables	USD	14,827	799,743	USD :	14,400	699,840
Loans and advances	EUR	81,977	5,945,891		-	-

41) In the financial year ending 31st March 2007, the Company issued 1,481,913 equity shares of ₹ 10 each on Rights basis at a premium of ₹ 465/- per share aggregating ₹ 703,908,675/-. The objects of the issue were to substantially increase capacity, upgrade and modernise the Bus Body building facilities and shift the existing presses from the main Sheet Metal Pressing unit (at Honda, Goa) to a location in or around Pune. The Rights issue closed for subscription on 20th April,2007 and shares were allotted on 19th May, 2007. The pressing unit was relocated to Jejuri (Pune). Further, at the AGM held on 8th August, 2009, the members have approved utilisation of the unspent amount as on the date of AGM for other purposes such as funding incremental working capital needs, new business opportunities, in-organic growth and to invest in group companies. Accordingly, the Company has drawn plans to deploy the unutilise proceeds.

The statement of proceeds from the Rights Issue	and utilisation thereof is as under:
Particulars	₹
Proceeds received from Rights Issue	703,908,675
Less: Expenses relating to the Rights Issue	9,208,436
Net proceeds	694,700,239
Deployment up to 31st March, 2013	
Used for the capitalisation	599,131,750
Placed in Inter corporate deposits	95,568,489
	694,700,239

AUTOMOBILE CORPORATION OF GOA LIMITED

Notes forming part of the Financial Statements

42) **Employee Benefits :**

A The disclosure as required under AS-15 regarding the Company's defined benefit plans is as follows:

I.	Reconciliation of opening and closing balances	Previous Year			
			<u>Leave</u>		<u>Leave</u>
		Gratuity	Encashment	<u>Gratuity</u>	Encashment
		(Funded)	(Unfunded)	(Funded)	(Unfunded)
	Defined Benefit obligation at beginning of the year	58,701,088	30,387,513	53,847,340	27,327,388
	Current Service Cost	4,866,195	5,959,010	2,696,101	2,878,753
	Interest Cost	5,136,345	1,829,921	4,442,406	1,570,421
	Actuarial (gain) / loss	14,461,565	3,632,195	1,376,693	1,360,365
	Benefits paid	(811,823)	(2,173,101)	(3,661,452)	(2,749,414)
	Defined Benefit obligation at year end	82,353,370	39,635,538	58,701,088	30,387,513

II. Reconciliation of opening and closing balances of fair value of plan assets :

<u>Gratuity</u>	<u>Gratuity</u>
(Funded)	(Funded)
32,713,712	30,450,328
2,813,379	2,436,026
297,108	245,052
4,145,466	3,243,758
(811,823)	(3,661,452)
39,157,842	32,713,712
	(Funded) 32,713,712 2,813,379 297,108 4,145,466 (811,823)

III. Reconciliation of fair value of assets and obligations :

Reconciliation of fair value of assets and obligation	<u>Leave</u>		<u>Leave</u>	
	<u>Gratuity</u>		<u>Gratuity</u>	Encashment
	(Funded)	(Unfunded)	(Funded)	(Unfunded)
Present value of obligation as at 31st March, 2013	82,353,370	39,635,538	58,701,088	30,387,513
Fair value of plan assets as at 31st March, 2013	39,157,842	-	32,713,712	-
Amount recognized in Balance Sheet	(43,195,528)	(39,635,538)	(25,987,376)	(30,387,513)



IV.							
			<u>Leave</u>		<u>Leave</u>		
		<u>Gratuity</u>	Encashment	<u>Gratuity</u>	Encashment		
		(Funded)	(Unfunded)	(Funded)	(Unfunded)		
	Current Service Cost	4,866,195	5,959,010	2,696,101	2,878,753		
	Interest Cost	5,136,345	1,829,921	4,442,406	1,570,421		
	Expected return on plan assets	(2,813,379)	-	(2,436,026)	-		
	Actuarial (gain) / loss	14,164,457	3,632,195	1,131,641	1,360,365		
	Net Cost	21,353,618	11,421,126	5,834,122	5,809,539		
V.	Actuarial assumptions						
	Discount rate (per annum)	8.00%	8.00%	8.75%	8.75%		
	Expected rate of return on plan assets (per annum)	8.70%	-	8.60%	-		

VI. The amounts of present value of the obligation, fair value of the plan assets, surplus or deficit in the plan, experience adjustments arising on plan liabilities and plan assets for the current annual period and previous four annual periods are as under:

Particulars Gratuity	2012-13	2011-12	2010-11	2009-10	2008-09
Present Value of Defined Benefit Obligation Fair value of the Plan assets Surplus or (Deficit) in the Plan	82,353,370 39,157,842 (43,195,528)	58,701,088 32,713,712 (25,987,376)	53,847,340 30,450,328 (23,397,012)	48,548,669 27,230,291 (21,318,378)	40,567,760 25,446,202 (15,121,558)
Experience Adjustment - On Plan liability (gain) / loss - On Plan Assets gain /(loss)	9,121,550 297,108	4,178,591 245,052	(12,256) 271,190	6,589,945 184,358	-



Particulars	2012-13	2011-12	2010-11	2009-10	2008-09
Leave Encashment Present Value of Defined Benefit Obligation Fair value of the Plan assets Surplus or (Deficit) in the Plan	39,635,538 - (39,635,538)	30,387,513 - (30,387,513)	27,327,388 - (27,327,388)	25,646,866 - (25,646,866)	22,012,504 - (22,012,504)
Experience Adjustment - On Plan liability (gain) / loss - On Plan assets (gain) / loss	2,125,290	2,318,097	4,584,489 -	1,597,912	-

VII. The assumptions of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment.

The Plan assets are managed by the Gratuity Trust formed by the company. The Management of funds is entrusted with Life Insurance Corporation of India. The details of investments made by them are not available.

B The disclosure as required under AS-15 regarding the Company's defined contribution plans is as follows:

- I Contributions are made to recognized provident Fund trust established by the Company & Family Pension Fund which covers eligible employees of the company. Employees and the Company make monthly contributions at a specified percentage of the covered employees salary (currently 12% of the employee's salary). The contribution as specified under the law are paid to the provident fund trust. Contribution towards Pension fund is paid to the Regional Provident fund commissioner at specified percentage of the covered employee's salary on the monthly basis. Amount recognised as expense in respect of these defined contribution plans, aggregate to ₹ 13,370,162 /- (Previous year ₹ 11,430,955/-)
- II The Company has a Superannuation plan (defined contribution plan). The company maintains separate irrevocable trust for employees covered and entitled to benefits. The company has obtained insurance policy with Life Insurance Corporation of India. The company contributes 15% eligible employees salary to the trust every year. Amount recognised as expense in respect of this defined contribution plans, aggregate to ₹ 16,986,181/- (Previous year ₹14,484,839/-).



43) Related Party Disclosures

a) Name of related parties and nature of relationship:

Name of the party

Ashiyana Autobodies Private Limited

Tata Motors Limited

Mr. V. Krishnamurthi

Mr Ananth Prabhu

Relationship

Associate

Enterprise exercising significant influence

Key Management Personnel

Key Management Personnel (up to 24th August, 2011)

b) Details of transactions with related parties during the year :

(in ₹)

	Enterprise exercising	Key Management	
Nature of Transactions	significant influence	Personnel	Total
Sale of goods	1,994,149,139	-	1,994,149,139
	(2,717,337,874)	()	(2,717,337,874)
Rent (Income)	1,478,620	-	1,478,620
	(1,091,970)	()	(1,091,970)
Purchase of goods	87,675	-	87,675
	(1,158,507)	()	(1,158,507)
Purchase of fixed asset/Capital work in progress	-	-	-
	(709,435)	()	(709,435)
Bad debts written off	984,958	-	984,958
	(301,952)	()	(301,952)
Managerial remuneration			
V.Krishnamurthi		16,414,740	16,414,740
		(15,821,297)	(15,821,297)
Ananth Prabhu		-	-
		(2,712,171)	(2,712,171)
Interim Dividend	7,455,535	-	7,455,535
	(7,418,113)	()	(7,418,113)
Proposed Dividend	29,822,140	-	29,822,140
	(37,271,863)	()	(37,271,863)





Recovery of expenses	14,677,296	-	14,677,296
, .	(23,237,147)	()	(23,237,147)
Cenvat benefit availed (Chassis and Dies)	214,155,115	-	214,155,115
	(247,342,881)	()	(247,342,881)
Cenvat benefit adjusted (Chassis)	214,991,436	-	214,991,436
	(244,807,260)	()	(244,807,260)
Deputation Charges	950,591	-	950,591
	(432,684)	()	(432,684)
Royalty	82,496	-	82,496
	(11,601)	()	(11,601)
Inter Corporate Deposit given	500,000,000	-	500,000,000
	(90,000,000)	()	(90,000,000)
Inter Corporate Deposit repaid	255,000,000	-	255,000,000
	(110,000,000)	()	(110,000,000)
Interest received on Inter Corporate Deposit given	16,082,329	-	16,082,329
	(7,255,616)	()	(7,255,616)
Balance outstanding as at the year end			
Amount payables	7,501,634	9,047,250	16,548,884
	(12,064,774)	(9,636,750)	(21,701,524)
Amount receivables	283,793,535	-	283,793,535
	(534,356,455)	()	(534,356,455)
Loans and advances	295,000,000	-	295,000,000
	(50,000,000)	()	(50,000,000)

Notes: 1. Provisions for doubtful debts for ₹ Nil /-(Previous year ₹ 300,016/-) during the year in respect of debts due from related parties.

2. Figures in brackets pertain to the previous year.

44) Segment Information

- (a) Segment information for primary segment reporting (by business segment)
 The Company has two business segments:
 - i) Pressing Division Manufacturing of pressed parts, components, sub-assemblies for various range of automobiles
 - ii) Bus body Building Division Manufacturing of Bus bodies and component parts for Bus bodies.
- (b) Inter-segment Transfer Pricing Inter-segment transfers are made at transfer price.
- (c) Common Expenses Common Expenses are allocated to different segments on reasonable basis as considered appropriate.



Notes forming part of the Fin	ancial State	ements				Previo	us year	(in ₹)
Particulars	Pressing Division	Bus Body building division	Eliminations	Total	Pressing Division	Bus Body building division	Eliminations	Total
REVENUE From external customers Add: Inter-segment sales	648,470,116 26,881,542	2,199,305,487	- (26,881,542)	2,847,775,603	862,685,133 69,898,451	2,729,028,103	- (69,898,451	3,591,713,236
Total Revenue	675,351,658	2,199,305,487	(26,881,542)	2,847,775,603	932,583,584	2,729,028,103	(69,898,451)	3,591,713,236
RESULT Segment Result Unallocated Corporate expenses Operating Profit Finance cost Un-allocated other income Profit before tax Tax expense Net Profit after Tax	62,105,409	100,929,058	-	163,034,467 (9,178,736) 153,855,731 (1,081,102) 81,103,629 233,878,258 77,539,800 156,338,458	90,098,490	219,710,926	-	309,809,416 (12,400,562) 297,408,854 (1,352,280) 71,712,335 367,768,909 119,480,351 248,288,558
OTHER INFORMATION Segment Assets Unallocated Corporate Assets Total assets	348,663,234	1,060,460,870	-	1,409,124,104 856,417,380 2,265,541,484	327,370,040	1,579,377,404	-	1,906,747,444 762,143,095 2,668,890,539
Segment Liabilities Unallocated Corporate Liabilities Total liabilities	82,842,844	372,974,107	-	455,816,951 163,116,759 618,933,710	88,950,835	817,472,801	-	906,423,636 178,409,398 1,084,833,034
Capital expenditure during the year -Additions to segment assets	60,429,545	51,698,105	-	112,127,650	89,838,751	45,397,818	-	135,236,569
Depreciation/Amortisation	18,395,897	35,355,046	-	53,750,943	12,091,282	35,252,845	-	47,344,127
Significant non-cash expense other than depreciation/ amortisation Provision for doubtful debts/ advances Bad debts/advances written off Provision for doubtful debts written back Unrealised exchange differences	11,835 11,835 277	1,096,644 1,031,182		1,108,480 1,043,017 277	477,082 15,020 - 5,280	286,932 1,393,194	- - -	477,082 301,952 1,393,194 5,280
The Company does not have any reportable secondary (geographical) segments.								



45) Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current years classification/disclosures.

S.V.Salgaocar Chairman

Stoven Dinte

Steven Pinto Director

P.F.X.D'Lima Director

A. Gajendragadkar Additional Director

Place: Mumbai Dated: 20th April,2013 V. Krishnamurthi Managing Director Pravin Satardekar Company Secretary

Important Communication to Members

Green Initiative: As you are aware, Ministry of Corporate Affairs has permitted the Companies to issue Annual Report and other documents to the shareholders by e-mail. We request you to join us in this noble initiative and look forward to your consent to receive the documents as stated above in electronic form. Kindly register your e-mail ID's by writing to the Company in case of Physical Shareholding and to the respective Depository Participant in case of Demat Shareholding. Shareholders can also register their email IDs on the Company's website - www.acglgoa.com.

Members may kindly note that the Notice of AGM and the Annual Report will be available on the Company's Website.

Notes:		



AUTOMOBILE CORPORATION OF GOA LIMITED

Registered Office: Honda, Sattari, Goa - 403 530

ATTENDANCE SLID

AIIE	INDANCE SELI		
Regd. Folio No	** Client I.D		
	** D.P. I.D		
33 rd Annual Genera	al Meeting - 28 th June, 2013		
I certify that I am a member/proxy	y for the member of the Company.		
I hereby record my presence at the 33 rd Annual General Meeting of th			
Comapny held on Friday the 28th June, 2013 at 3.30 pm at the Registered			
Office at Honda Sattari, Goa - 403	530.		
*Member's / Proxy's Name in Block Le	etters		
* Member's / Proxy's Signature			
Note:	the Attendance Slip to the Meeting and hand		

- it over, duly signed, at the registration counter.

 2. The Copy of the Notice may please be brought to the Meeting Hall.
- * Strike out whichever is not applicable.



AUTOMOBILE CORPORATION OF GOA LIMITED

Registered Office: Honda, Sattari, Goa - 403 530

PROXY FORM

Regd. Folio No	** Client I.D				
No. of shares held	** D.P. I.D				
I/We					
of					
being a member / members of AU	TOMOBILE CORPORATION OF GOA				
LIMITED, hereby appoint					
of					
or failing him/her					
of					
as my/our Proxy to attend and vote for me/us and on my/our behalf at the 33 rd Annual General Meeting of the Company to be held or Friday the 28 th June, 2013 at 3.30 pm at the Registered Office at Honda Sattari, Goa - 403 530 or at any adjournment thereof.					
Signed this	day of2013.				
Note: 1 Proxy need not be a member. 2 Proxy form, complete in all should reach the Company's Re at Honda, Sattari, Goa - 403 53 than 48 hours before the scheduthe meeting.	egd. Office 30 not less ule time of Affix Revenue Stamp				

** Applicable only in case of investors holding shares in Electronic form.

New Investments



Co-ordinate Measuring Machine installed at Jejuri as a part of Quality Improvement



1200 Ton Press installed at Jejuri for Enhancing Capacity



Fixture for Bus Side Structure manufacturing as a part of Quality Improvement

ACGL's Newly Introduced Product Range







AUTOMOBILE CORPORATION OF GOA LIMITED

Registered Office : Honda Sattari, Goa - 403 530 www.acglgoa.com

FORM A

Format of covering letter of the annual audit report to be filed with the stock exchanges

Name of the Company:

Automobile Corporation of Goa Limited

2. Annual financial statements for the year ended

31st March, 2013.

3. Type of Audit observation

Un-qualified

4. Frequency of observation

Not Applicable

5. To be signed by-

V. Kickerik

V Krishnamurthi Managing Director

Steven A Pinto Audit Committee Chairman

Auditor of the Company

Refer our Audit Report dated 20th April, 2013 on the standalone financial statements of the Company.

For Deloitte Haskins & Sells Chartered Accountants (Firm Registration No. 117366W)

Rupen K. Bhatt

Partner

Membership No.: 46930

Mumbai, 20th April 2013