



AUTOMOBILE CORPORATION OF GOA LIMITED



Celebrates Silver Jubilee of Bus Body Building

**34th Annual Report
2013-2014**

Celebrating **25** years of Bus Body Building



Mr. Salgaocar, Chairman
appreciating interior of the bus



Directors of AGL along with
some of our valued Shareholders



Mr. Salgaocar, Chairman
and other Directors on the dais



Gathering of employees and distinguished
personalities at the celebrations



Mr. Steven Pinto, Director felicitating
Mr. Shailesh Kalkar, our valued customer

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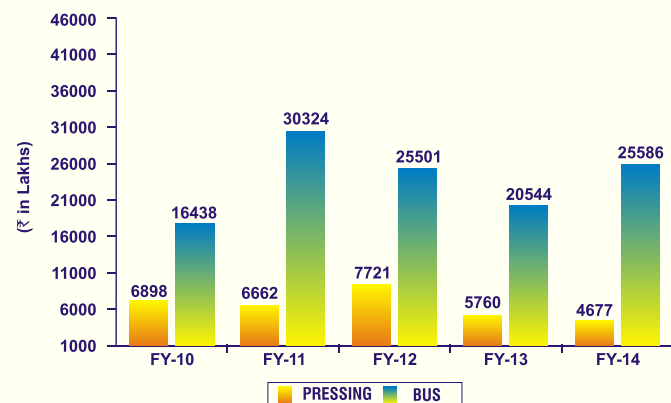


Participation at Delhi Conference

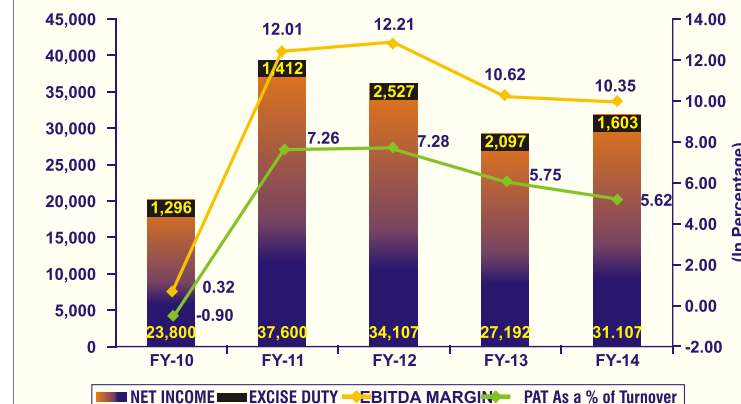




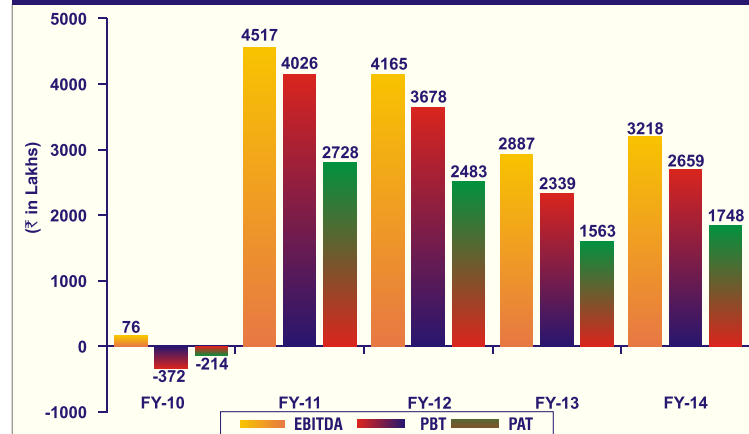
SEGMENT REVENUE



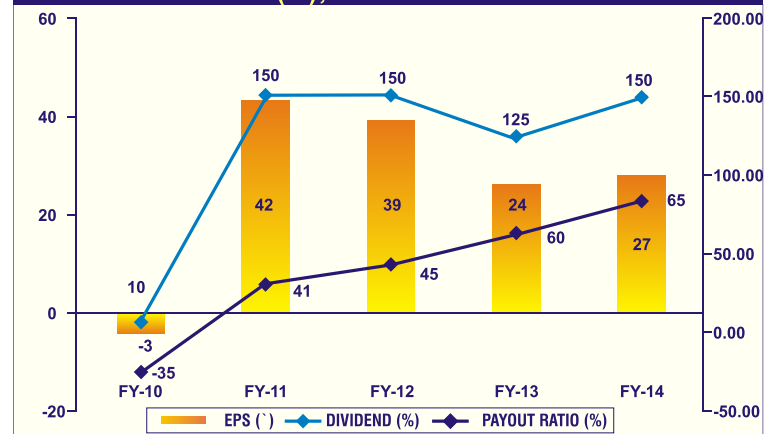
TURNOVER, EBITDA AND PAT AS % TURNOVER



EARNINGS AND PROFITS

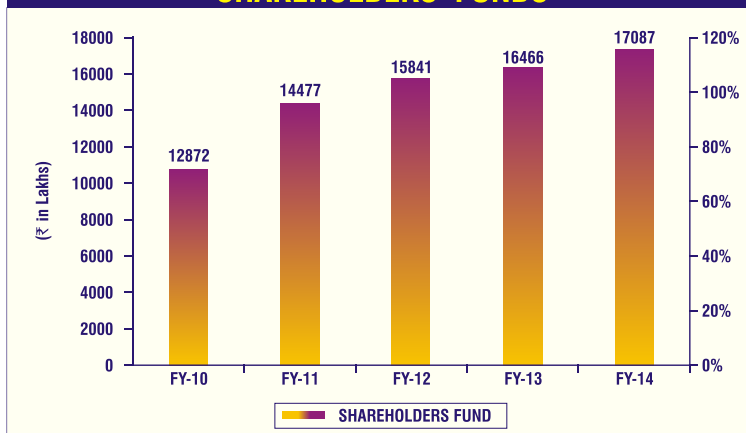


DIVIDEND (%), EPS AND PAYOUT RATIO

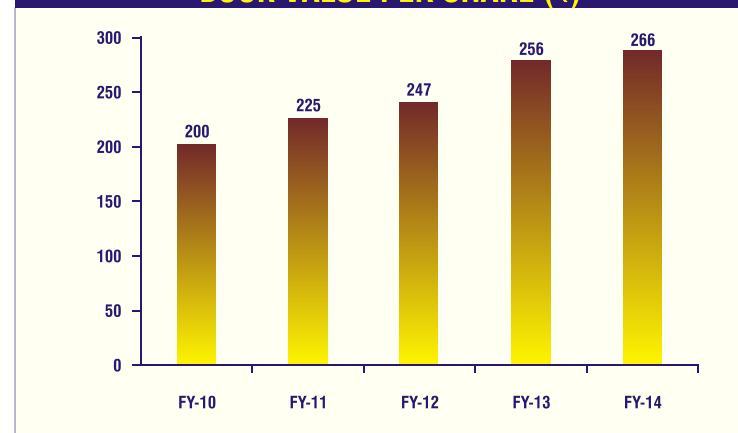




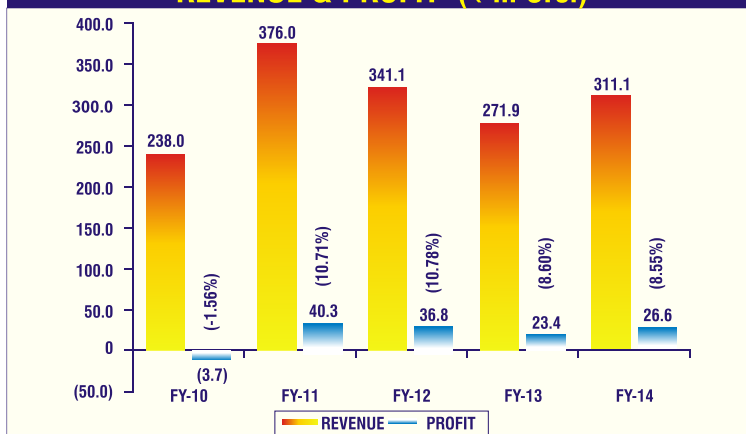
SHAREHOLDERS' FUNDS



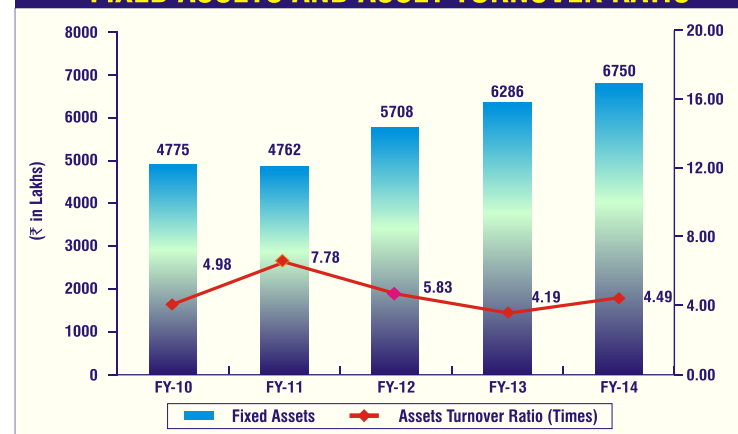
BOOK VALUE PER SHARE (₹)



REVENUE & PROFIT (₹ in Crs.)



FIXED ASSETS AND ASSET TURNOVER RATIO





BOARD OF DIRECTORS

S. V. Salgaocar

Chairman

Steven A. Pinto

Director

P. F. X. D'Lima

Director

R. Ramakrishnan

Director (w.e.f. 20.06.2013)

A. A. Gajendragadkar

Director

S. B. Borwankar

Director

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 LLP

Cost Auditors

S. J. Karve & Associates

Registered Office

Honda, Sattari, Goa 403 530

Works

Honda (Goa)
Bhuimpal (Goa)
Jejuri (Maharashtra)
Dharwad (Karnataka)

COMPANY SECRETARY

Pravin Satardekar

(upto 11.08.2013)

Archana Bhangle

(w.e.f.12.08.2013)

34th ANNUAL GENERAL MEETING

4th June, 2014

3.30 p.m.

at Honda, Sattari, Goa - 403 530

BOARD OF DIRECTORS



S. V. Salgaocar
Chairman



Steven A. Pinto
Director



P. F. X. D'Lima
Director



R. Ramakrishnan
Director



A. A. Gajendragadkar
Director



S. B. Borwankar
Director



V. Krishnamurthi
Managing Director

Message From Chairman



Mr. S. V. Salgaocar



Dear Shareholders,

As you are all aware, the nation has been passing through a long period of slowdown and recession especially in the manufacturing sector. GDP growth continues to be dismal with inflationary trends and interest regime not showing any respite. The industry continues to face challenges of higher input costs combined with lower demand. The year gone by was very tough and challenging for the automobile industry as a whole including for trucks and buses. Demand for commercial vehicles declined during the year and almost all giants in this sector vied to retain their market leadership, exploring innovative ideas to survive, minimise losses and hoping for some signs of light at the end of the tunnel.

Your company could not have remained insulated from the difficult macro-economic environment in the country and did face tough times in terms of shrinking and fluctuating demand month after month. Company's Pressings Division continued to face adverse effects of recessionary trend in the OEM segment. The Management is focusing on expanding its customer base by adding components and assemblies to utilize its idle capacities at Jejuri and Dharwad. Realizing the need not only to survive but to outperform peers in the bodybuilding industry, the management strengthened its own Marketing function to vigorously seek bus orders from private customers whether small or big. The internal marketing effort has resulted in obtaining twice the value of orders as compared to 2012-13

In this backdrop, I must proudly say that your company has done extremely well on all counts be it the number of buses sold or the profits earned. In comparison with other bodybuilders – some of whom are well established names - your company is the only one which has made over Rs 127 Cr of profits in the last four years. It is also the only company which has consistently declared sizeable dividends to the shareholders year after year. Keeping with its tradition of meeting expectations of all its stakeholders, your company has fulfilled its corporate social responsibility through its initiatives in this area; spend on these initiatives over last few years has crossed a figure of Rs 100 lakhs. Similarly, the company has contributed over Rs 78 crores to the State and Central exchequer during 2013-14.

Your company surpassed the profit figure reported in the previous year. I am sure you would agree with me that the Management Team has done well in these difficult times when other units in similar business have been trimming their operations in order to survive.

I must, on my own behalf and on behalf of the entire Board commend efforts of the Management Team under the leadership of Mr V Krishnamurthi who have achieved excellent results in today's challenging situation.

I thank you for your support and understanding and look forward to meeting all of you at the Annual General Meeting.

Sincerely,

SV Salgaocar

Goa, 30th April, 2014

Message From Managing Director



Mr. V. Krishnamurthi

Dear Shareholders,

Let me begin with words of congratulations. Year 2013-14 has been another good year for your company. The year also marked successful completion of 25 years in bus bodybuilding business. Many milestones were crossed during this long journey. Commencing in 1988 in technical collaboration with a Japanese company, your company produced and sold over 42,000 buses in the last 25 years. On the mark of its silver jubilee celebrations, your company introduced new model of buses with front and rear face in galvanised iron with an option for aluminium. The traditional FRP faces have been resisted by the customers for many years and we have come out with a new concept. Unlike FRP, the sheet metal front and rear faces are of modular construction and are easily repairable even at roadside garages. We expect that due to its superiority in terms of cost and quality, the new models will evince good response from customers and a shift towards products of your company.

In the challenging times that we face today with a dynamic, ever evolving external environment, your company has pursued relentlessly to build a strong marketing foundation for itself in the competitive world. This foundation infuses in us the courage to face adversities and strive for the best.

Your company remains focussed on reassessing our strategies at every juncture and will not hesitate to bring in new dimensions to the growth story. We have taken a quantum leap in our expansion plans and remain committed to stretching over to Dharwad and make use of the investments made there. I would say that today's ACGL is competitively placed across its business segments.

The growth story of ACGL, especially in the last 3-4 years, has been possible only due to the unstinted and painstaking efforts of its entire workforce right across all levels. It would be in the right earnest that I thank each one of them and reaffirm your company's commitment in making workplaces safe and environment friendly.

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

Sincerely,

V. Krishnamurthi

Goa, 30th April, 2014



Notice

NOTICE is hereby given that the 34th Annual General Meeting of the Members of AUTOMOBILE CORPORATION OF GOA LIMITED will be held on Wednesday, the 4th June, 2014 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, 2014 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.
2. To consider and, if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:

"RESOLVED that Mr S B Borwankar, a Director liable to retire by rotation, who does not seek re-election, be not re-appointed a Director of the Company."

"RESOLVED FURTHER that the vacancy, so created on the Board of Directors of the Company, be not filled."
3. To declare Dividend for the year ended March 31, 2014.
4. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS

5. To appoint Independent Director in place of Mr. S V Salgaocar who being eligible has offered himself for reappointment.

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 V Salgaocar be and is hereby appointed as an Independent Director of the Company with effect from 1st April, 2014 for a term of five years pursuant to Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and Clause 49 of Listing Agreement as amended or re-enacted from time to time."
6. To appoint Independent Director in place of Mr. S A Pinto who being eligible has offered himself for reappointment.

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 A Pinto be and is hereby appointed as an Independent Director of the Company with effect from 1st April, 2014 for a term of five years pursuant to Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and Clause 49 of Listing Agreement as amended or re-enacted from time to time."



7. To appoint Independent Director in place of Mr. P F X D'Lima who being eligible has offered himself for reappointment.

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. P F X D'Lima be and is hereby appointed as an Independent Director of the Company with effect from 1st April, 2014 to 6th December, 2016 in accordance with the retirement policy of the Company for non-executive Directors and pursuant to Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and Clause 49 of Listing Agreement as amended or re-enacted from time to time."

8. Revision in the terms of remuneration of Mr V Krishnamurthi, Managing Director.

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:-

"RESOLVED that in partial modification of Resolution No. 8 passed at the Annual General Meeting of the Company held on August 5, 2011, for approving terms of appointment and remuneration of Mr V Krishnamurthi, Managing Director of the Company and pursuant to the provisions of Sections 2(78), 2(94), 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, as amended or re-enacted from time to time, the Company hereby approves the change in the maximum amount of salary payable to Mr V Krishnamurthi, increasing thereby proportionately, all benefits related to the quantum of salary from April 1, 2014 as set out in the Explanatory Statement annexed to the Notice convening this meeting."

"RESOLVED FURTHER that the Board of Directors or a Committee thereof of the Company be and is hereby authorised to take all such steps as may be necessary, proper and 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/re-appointment 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/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A person can act as a proxy on behalf of members not exceeding fifty and in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The Proxy forms should be lodged with the Company at its Registered Office at least 48 hours before commencement of the meeting.
- (c) Register of Members and Transfer Books of the Company shall remain closed from May 22, 2014 to May 27, 2014 (both days inclusive).



- (d) Dividend as recommended by the Board of Directors, if declared at the meeting, will be paid on or after June 9, 2014 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 May 21, 2014.
 - 2) To all Members in respect of shares held in physical form, after giving effect to valid transfers in respect of requests lodged with the Company on or before the close of business hours on May 21, 2014.
- (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 Registrar and Transfer Agent. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and the Registrar & Transfer Agent 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 Registrar and Transfer Agent of the Company.
- (g) Member's 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 the 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 on the date of AGM.
- (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 PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Company's Registrar & Transfer Agent.
- (k) **e-VOTING**
 In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL)

During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on a fixed date, may cast their vote electronically.



The e-Voting shall remain open on **May 28, 2014 (7.00 a.m.) till May 29, 2014 (7.00 a.m.)**.

The Board of Directors has appointed Mr. H R Thakur (Membership No. FCS -2090), Practicing Company Secretary as the scrutinizer for e-Voting, to unblock the votes in favour or against, if any, and to report forthwith to the Chairman. The scrutinizer will be responsible to conduct e-Voting in a fair and transparent manner.

The procedure and instructions for the same are as follows:

- i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- ii. Now click on "Shareholders" to cast your votes
- iii. Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- iv. Now, fill up the following details in the appropriate boxes:

User-ID	For Members holding shares in Demat Form :- a) For CDSL :- 16 digits beneficiary ID b) For NSDL :- 8 character DP ID followed by 8 digits Client ID For Members holding shares in Physical Form :- • Folio Number registered with the company
Password	Your Unique password allocated by the company (please refer Attendance Slip on page 87)
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department

* Members who have not updated their PAN with the Company / Depository Participant are requested to use default number 'DEFAULT NUMBER' in the PAN field.

- v. After entering these details appropriately, click on "SUBMIT" tab.
- vi. Members holding shares in Physical form will then reach directly to the voting screen.
- vii. Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.



- ix. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
 - x. For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions given in the notice.
 - xi. On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
 - xii. Click on the Resolution File Link if you wish to view the Notice.
 - xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xiv. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
 - xv. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at hemthakur50@yahoo.com with a copy marked to helpdesk.evoting@cdslindia.com.
 - xvi. In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com, or sectl@acglgoa.com.
- (I) An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting (Item nos. 5 to 8 of the notice) is annexed hereto.

Dated: May 7, 2014

Registered Office:
Honda, Sattari, Goa – 403 530.

By order of the Board of Directors

Archana Bhangle
Company Secretary



Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

Item No. 5, 6 and 7

The Companies Act, 2013 (the Act) has been enacted. Rules issued in respect of significant chapters which include "Independent Director" have been made effective from April 1, 2014.

Pursuant to Section 149(10) and 152 of The Act, an independent director shall hold office for a term upto five consecutive years on the Board of the Company, but shall be eligible for re-appointment on passing a Special Resolution in a general meeting and disclosure of such appointment in the Directors' Report.

Notwithstanding anything contained in sub-section 149(10), no independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for appointment after expiration of three years of ceasing to become an independent director.

However, SEBI Circular no. CIR/CFD/POLICY CELL/2/2014 dated 17.4.2014 in respect of Clause 49 provide that a person who has already served as an independent director for five years or more in a company as on October 1, 2014 shall be eligible for appointment, on completion of his present term, for one more term of up to five years only. Mr. Salgaocar has completed tenure of more than five years and is eligible for reappointment for a further term of 5 years only. Mr. D'Lima has completed tenure of more than five years and is eligible for reappointment upto 6th December, 2016 due to his reaching age of 75 years for retirement as per Company Policy. Mr. Pinto has completed four years and shall hold office for a term up to five consecutive years on the Board and shall be eligible for reappointment for another term of up to five years on passing of a special resolution by the company.

Appointment of an Independent Director requires an explanatory statement annexed to the Notice and also an opinion of the Board that independent director so appointed fulfils the conditions specified in the Act.

Mr. S V Salgaocar, Mr. Steven A Pinto and Mr. P F X D'Lima are independent Directors on the Board of the Company.

Mr. S V Salgaocar, Mr. S A Pinto and Mr. P F X D'Lima have furnished to the Board of Directors of the Company their Director Identification numbers and a declaration that they are not disqualified to become a Director under the Act.

In the opinion of the Board, Mr. Salgaocar, Mr. Pinto and Mr. D'Lima fulfill conditions specified in the Act for appointment as Independent Directors. Brief particulars of the Directors being reappointed is given in the Annexure.

The Board commends the Ordinary Resolutions set out at Item no. 5, 6 & 7 of this notice for approval by the Members.

Mr. S V Salgaocar, Mr. S A Pinto and Mr. P F X D'Lima are concerned or interested in the Resolution. No other Director of the Company is, in any way, concerned or interested in the resolution.



Item No.8

At the Annual General Meeting of the Company held on August 5, 2011, the Members of the Company had approved the terms of appointment and remuneration of Mr V Krishnamurthi as the Managing Director of the Company, including inter alia the maximum amount of salary of Rs 5,50,000/- p.m. The Remuneration Committee and the Board have at their meetings held on April 24, 2014 recommended for approval of the Members, the increase in the maximum basic salary payable to Mr V Krishnamurthi from Rs 5, 50,000/- p.m. To Rs 6,50, 000/- p.m., increasing thereby, proportionately, all the benefits related to the quantum of salary w.e.f. April 1, 2014 for the remainder of the tenure of his contract. The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Sections 2(78), 2(94), 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act as amended and as in force from time to time. All other terms and conditions of the appointment of Mr V Krishnamurthi, as approved by the Members, will remain unchanged.

In compliance with the provisions of Sections 2(78), 2(94), 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and subject to such other applicable rules and regulations, the revised terms of remuneration of Mr V Krishnamurthi as the Managing Director as specified above are now being placed before the Members for their approval.

The Directors commend the Special Resolution at Item No.8 of the Notice for the approval of the Members of the Company. Mr V Krishnamurthi is concerned or interested in Item No.8 of the Notice.

Dated: May 7, 2014

Registered Office:
Honda, Sattari, Goa – 403 530.

By order of the Board of Directors

Archana Bhangle
Company Secretary



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

Particulars	Mr. S V Salgaocar	Mr. Steven A Pinto	Mr. P F X D'Lima
Date of Birth & Age	24 th July, 1954, 60 years	29 th November, 1945, 69 years	7 th December, 1941, 72 years
Appointed on	28 th June, 2013	9 th June, 2012	5 th August, 2011
Qualifications	B. Sc. Geology, MMS (Finance-JBIMS)	Economic Honors Graduate (B A) Masters in Management Studies (MMS)	B E (Mechanical Engineer)
Expertise in Specific functional areas	<p>Mr. Shivanand V. Salgaocar, Managing Director of V.M. Salgaocar Group of Companies, has varied interests in Mining, processing and export of Iron ore, Shipping, Real Estate, Health Care and Education. The Group has successfully diversified in setting up a 5-Star deluxe hotel in Goa which is managed by Marriott International. He is also President of Salgaocar Foot Ball Club</p> <p>He is Chairman of Pyramid Finance Pvt. Ltd. and Shivrangani Securities Co. Pvt. Ltd. involved in various financial services.</p> <p>Grindwell Norton Ltd., a public limited company, has Mr. Salgaocar as a Director on their Board.</p>	<p>Mr. Pinto commenced his career as a Management Trainee with Philips Gloeilampen Fabrieken Philips, the Dutch global conglomerate, at its Indian subsidiary. In a career spanning 17 years.</p> <p>He made an unconventional move into Banking, joining Citibank India in 1985 as Vice President & Marketing Director for their nascent Consumer Banking initiative. He later did stints in Citibank Korea (Vice President - Chief of Staff and Marketing Director, 2 years), Citibank Oman (CEO, 4 years), and Citibank Singapore - CEEMEA Region (Regional Marketing Director, 2 years). In 1997 he assumed the position of CEO of Commercial Bank of Oman. In 2000, he was appointed CEO of Osool Finance Co. and concurrently Head of Retail Banking at</p>	<p>Mr. D'Lima has 38 years experience as an Engineering Manager in Larsen & Toubro, Hindustan Lever and Unilever PLC, London, including 18 years on the Boards of the Sesa Group of companies.</p> <p>In addition, Mr. D'Lima was Chairman of EDC Limited and Director of Goa Institute of Management.</p>



AUTOMOBILE CORPORATION OF GOA LIMITED

Particulars	Mr. S V Salgaocar	Mr. Steven A Pinto	Mr. P F X D'Lima
	<p>He is the President of Goa Mineral Ore Exporters' Association and Trustee on the Board of Mormugao Port Trust.</p> <p>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.</p> <p>In the past, he has held the following positions: President of Federation of Indian Mineral Industries (FIMI) Delhi, Chairman of Confederation of Indian Industries (Western Region), the President of Mineral Foundation of Goa (MFG), Member on the Board of Governors, Indian Institute of Technology (IIT), Mumbai, the Sports Authority of Goa, the Treasurer of the All India Football Federation and the President of Goa Football Association.</p>	<p>Mashreq Bank, Dubai, UAE, post a profitable divestiture in Oman. He also did a brief stint as CEO, Abu Dhabi Commercial Bank, India prior to accepting the current position.</p> <p>He has attended multiple training programs covering Strategic Leadership, Corporate and Consumer Credit, Treasury, Retail Banking and Customer Service, and was Lead Trainer at Citibank Global Advanced Marketing Programs. He was on the Citibank Global Branding & Agency Recruitment Task Force as also the Global Service Excellence Task Force.</p> <p>His significant achievements include the establishment of Retail Banking in India and Korea for Citibank, a business turnaround for Citibank Oman, the expansion of Citibank Credit Cards footprint across CEEMEA geography, the merger of 3 banks to form Combank Oman, and the country's first ever global syndicated USD 100 million loan for Combank Oman and subsequent profitable</p>	



AUTOMOBILE CORPORATION OF GOA LIMITED

Particulars	Mr. S V Salgaocar	Mr. Steven A Pinto	Mr. P F X D'Lima
		divestiture, and a business turnaround for Osool Finance and a significant expansion of Mashreq Bank's Retail franchise. More recently, he has driven the creation of a best-in-class Finance and Insurance organization for Toyota/Honda/Chrysler/ Dodge/Jeep brands in the UAE.	
Directorships held in other public companies (excluding Foreign and private companies)	Grindwell Norton Ltd	Easyaccess Financial Services Ltd	Nil
Memberships/ Chairmanships of Committees across Public companies	Shareholders Grievance Committee – Chairman- Grindwell Norton Ltd Remuneration Committee – Chairman- Automobile Corporation of Goa Ltd	Audit Committee – Easyaccess Financial Services Ltd Audit Committee – Chairman – Automobile Corporation of Goa Ltd	Audit Committee –Automobile Corporation of Goa Ltd Shareholders Grievance Committee – Chairman- Automobile Corporation of Goa Ltd Remuneration Committee –Automobile Corporation of Goa Ltd
Shareholding	Nil	1,500	1,930

Non of the Directors is related to each other or other Directors of the Company.



DIRECTORS' REPORT

Dear Members,

Board of Directors of your company has great pleasure in presenting to you their 34th Annual Report and the audited statement of accounts for the year ended 31st March 2014.

FINANCIAL PERFORMANCE SUMMARY

A. FINANCIAL RESULTS

Net Sales	30,297.95	26,336.92
Total Expenditure	27,888.50	24,304.96
Operating profit	2,409.45	2,031.96
Other Income	808.67	855.14
Earnings before Finance Cost, Tax, Depreciation and Amortization	3,218.12	2887.10
Finance Cost	19.75	10.81
Cash Profit	3,198.37	2,876.29
Provision for Depreciation & Amortization	539.56	537.51
Profit before Tax	2,658.81	2,338.78
Provision for Tax (net)	910.87	775.40
Profit after Tax	1,747.94	1,563.38
Balance in Profit & Loss A/c brought forward from the previous year	6,457.79	5,988.69
Profit available for appropriation	8,205.73	7,552.08

B. APPROPRIATIONS

<i>Equity Dividend</i>		
Interim	160.54	160.54
Final	802.70	642.16
Corporate Dividend tax	163.71	135.18
Transfer to General Reserve	174.80	156.40
Balance carried to Balance Sheet	6,903.98	6,457.79

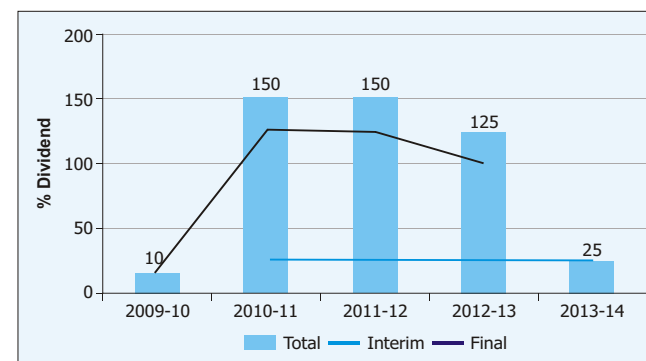
	2013/14	2012/13
		₹ in Lakhs
Net Sales	30,297.95	26,336.92
Total Expenditure	27,888.50	24,304.96
Operating profit	2,409.45	2,031.96
Other Income	808.67	855.14
Earnings before Finance Cost, Tax, Depreciation and Amortization	3,218.12	2887.10
Finance Cost	19.75	10.81
Cash Profit	3,198.37	2,876.29
Provision for Depreciation & Amortization	539.56	537.51
Profit before Tax	2,658.81	2,338.78
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Balance carried to Balance Sheet	6,903.98	6,457.79



DIVIDEND

The Company has paid an Interim Dividend of 25 % (Rs. 2.50 per Equity Share) to the shareholders on February 10, 2014.

The Board of Directors has recommended a Final Dividend of 125% (Rs 12.50 per equity share) to the Equity shareholders. Thus, the aggregate dividend for the year works out to 150%. (Rs. 15 per Equity share) The said dividend, if approved by the members, would involve a cash outflow of Rs. 939.12 lakhs which together with the interim dividend of Rs. 187.83 lakhs (both inclusive of Dividend Distribution Tax) and result in a payout of 65% of the profit (Previous year 60%).



OPERATIONS

Beginning of the year saw depressed business sentiment carried over from the previous year. With no let up in the sluggish demand for commercial vehicles due to overall economic condition in the country, volatile currency and mounting inflationary pressures, it was feared that the year under review would perhaps be similar or worse than the year 2012-13. However, the management of your company rose to the occasion and left no stone unturned to show better than previous year's results. While the company did better in the bus segment, performance of its pressings segment continued to underperform in the year under review.

Turnover of your company went up from Rs 26,337 lakhs during 2012-13 to Rs 30,298 Lakhs during the year under review. Profit before tax showed an improvement from Rs 2,339 Lakhs (2012-13) to Rs 2,659 Lakhs during 2013-14; an improvement of 14%.

Operations of the company and business overview have been discussed in more detail in the Management Discussion and Analysis forming part of this report.

Bus Body Segment

The bus body division produced and sold 3,523 buses, that is; 582 numbers more than those in the immediately preceding year, representing a growth of 20% in bus orders. This was possible mainly due to proactive action taken by the management in strengthening its internal marketing function. As a result, despite recessionary trends in the economy, your company could obtain and procure more orders for buses.

Bus body division, which commenced its operations in the year 1988 with a technical collaboration with Fuji Heavy Industries, Japan completed 25 years of operations during the year under review. Your company celebrated silver jubilee of bus body division by hosting a grand function in one of its Plants in Goa. The company launched new bus model with sheet metal front and rear face. For the first time in India, the sheet metal face would be made in galvanized iron and optionally in aluminum which are both corrosion resistant.



Pressings Segment

Reflecting a continuing recessionary trend in commercial vehicle sector, installed capacities at company's Pressings division were under-utilised throughout the year. As compared to a turnover of Rs 59.51 crores during 2012-13, turnover of this division during the year under review was only at Rs 48.63 crores, a decline of 19%. Keeping with market trend, your management has proactively curtailed resources used at this division such as working in one shift, transfer of a few employees to bus body division, diversion of certain workforce for attending to buses sold in Poona region etc.

HUMAN RESOURCE AND INDUSTRIAL RELATIONS

ACGL recognizes people as the primary source of its competitiveness and continues to focus on people development by leveraging technology and developing a continuously learning human resource base to unleash their potential and fulfill their aspirations. Employee productivity during the financial year 2013-14 increased to Rs 52.23 lakhs turnover per employee per year as compared to Rs 45.02 lakhs during the financial year 2012-13. Your company has a robust human resource management process supported by periodic assessment and development to ensure that we have the right people to take the company forward. Our founding principles of trust, hard work and excellence in everything we do have led us to drive sustainable growth. The company continues to invest in its people to upgrade their technical capabilities and functional skill and knowledge.

Employee strength came down to 580 as on 31st March 2014 against 585 as on 31st March 2013.

Industrial relations with staff and workmen across all the plants at Goa, Jejuri and Dharwad continued to be cordial.

CORPORATE SOCIAL RESPONSIBILITY

Being an associate of Tata Motors; an organization well known for its excellent work for the society, your company also discharges its responsibility to people in the nearby villages in full earnest. It has been doing its bit for the wellbeing of the neighbouring society much prior to formulation of laws and rules in this regard.

During the year under review, your company provided a cut-section model of a chassis to ITI, Honda. This will enable the students to better understand functioning of various parts of a truck / bus chassis. In addition, welding machines have been given to ITI, Honda for facilitating the students to become proficient in the welding trade. Similarly, the company has donated laptops to meritorious students of the nearby school as also uniforms to students who cannot afford the same.

In addition, your Company continued its assistance of providing emergency ambulance service to the local community, help and assistance in the Polio vaccination drive etc.

The Company also provided Inplant Training / Plant visit facilities to ITI, Engineering, Management and Commerce students of various Educational Institutions.



CORPORATE GOVERNANCE

Pursuant to clause 49 of the Listing Agreement with Bombay Stock Exchange, a separate section on Corporate Governance forming part of the Directors' Report and Auditors' certificate regarding compliance of conditions of Corporate Governance have been included in the Annual Report.

FINANCE

Borrowings of the company in the form of Cash Credits as at end March, 2014 stood at Rs. 246.74 lakhs (previous year Rs. 378.27 lakhs). Cash and bank balance stood at Rs. 350.35 lakhs (previous year Rs. 911.82 lakhs).

As the members are aware, Rs. 7039.08 lakhs were raised through right issue of shares in 2007 out of which a sum of Rs. 98.08 lakhs was incurred towards the expenditure for the issue. The company has utilized the unspent rights issue money in the most diligent and 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 Rs. 6,947 lakhs has been applied towards capital expenditure. With this, the company has deployed the full proceeds raised through the rights issue of shares in 2007 for the purposes approved by the members.

DIRECTORS

In accordance with the requirement of the Companies Act, 2013, independent director can hold office for a two consecutive terms of five years each. However, such independent director shall be eligible for re- appointment after the expiration of three years of ceasing to become an independent director.

Mr. S V Salgaocar, Mr. P F X D'Lima and Mr. Steven A Pinto are the Independent Directors on the Board of the Company.

Mr. Salgaocar and Mr. D'Lima are on the Board for more than five years and are eligible for reappointment as per SEBI Circular no. CIR/CFD/POLICY CELL/2/2014 dated 17.4.2014 for a further term not exceeding five years. Mr. Pinto has completed four years and shall hold office for a term up to five consecutive years on the Board of a company and shall be eligible for re-appointment for another term of five consecutive years on passing of a special resolution by the members.

Mr. Salgaocar, Mr. D'Lima and Mr. Pinto are eligible for re-appointment in the ensuing Annual General Meeting.

Mr. S B Borwankar, a Director of the Company since July 2012, who retires by rotation at the ensuing Annual General Meeting has conveyed his decision not to offer himself for re-appointment. The Directors place on record their appreciation of the contribution made by Mr. Borwankar during his tenure as Director of the Company.

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



AUTOMOBILE CORPORATION OF GOA LIMITED

PARTICULARS OF EMPLOYEES

Information required under Section 217 (2A) of the Companies Act 1956, read with the Companies (Particulars of Employees) Rules, 1975 and forming part of the Directors' Report for the year ended March 31, 2014, is given as an Annexure to this report.

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 LLP, 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 the accounts of the Company for the financial year 2014-15. M/s Deloitte Haskins & Sells LLP have, under Section 139(1) of the Companies Act, 2013, furnished a certificate of their eligibility for re-appointment.

COST AUDIT

Cost audit has become applicable in respect of products manufactured by your company with effect from financial year 2012-13 and onwards. Accordingly, cost audit report prepared by M/s S J Karve & Associates, Cost Accountants, Pune having registration number 100687 has been submitted for the year 2012-13. This was filed with the central government on 27th August 2013.

The Cost Auditor had reported that proper cost records, as per Companies (Cost Accounting Records) Rules 2011 prescribed under clause (d) of sub section (1) of section 209 of the Companies Act, 1956, have been maintained by the company so as to give true and fair view of the cost of production, cost of sales and margin of the product groups under reference. In the opinion of the Cost Auditor, the said books and records give information required by the Companies Act, 1956, in the manner so required and the same are in conformity with the cost accounting standards issued by the Institute of Cost Accountants of India, to the extent these are found to be relevant and applicable. Cost audit for the year 2013-14 is in progress.

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 the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- ii. they have, selected the accounting policies 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;



- iii. they have taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. They have prepared the annual accounts on a going concern basis.

ACKNOWLEDGEMENTS

Your Directors would like to place on record their sincere appreciation for the support and assistance extended by the Company's suppliers, bankers and business associates. Your Directors are thankful to the esteemed shareholders for their continued support and the confidence reposed in the Company and its Management. The Directors wish to place on record their appreciation for the support and guidance provided by its parent company, Tata Motors.

The Directors place on record their sincere thanks for the help and support received from Government of Goa and related Government and semi-Government agencies. Your Directors acknowledge the unstinted service rendered by the employees of the Company at all levels towards its overall success.

On behalf of the Board of Directors

Place : New York, USA
Date : May 7, 2014

Sd/-
S. V. Salgaocar
Chairman



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	65	Managing Director	185.55	B.E. (Mechanical) Post Graduate Diploma in Business Management.	40	18.10.2010	Tata Motors Ltd., Sr. General Manager (Auto Mfg.) - 37 years

1. Gross remuneration includes Salary, Incentive Remuneration 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

Place : New York, USA
Date : May 7, 2014

Sd/-
S. V. Salgaocar
Chairman



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.

1. Compressed Air wastages avoided which resulted in Energy saving
2. Provided Polycarbonate translucent sheets on shop Floor which resulted in power saving in the day time.
3. Avoided wastage of Electrical energy by close monitoring of Fixed Energy consumption such as Airconditioners, Fans, Tubelights, Street Lightes etc.

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

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

- 1) New bus model developed with new modern styling with Sheet metal front and rear facia.
- 2) City bus with metallic face developed on LPO 1613/55 CNG chassis for PMPML
- 3) Bus model developed for "Wings Lawasa" on LPO 1618/62 for tourist purpose.
- 4) Bus model developed on LP 912/49 with TMML face for standard staff and school bus segment.
- 5) Bus model developed for GSRTC with metalic front and rear facia on Ashok Leyland VIKING 210 chassis.
- 6) Bus developed on LPA 1415/4225 4X4 TATA chassis for off road application in an African country.



- 7) Bus developed with mixed version (seating and with luggage compartment) for refugees on LPA 1415/4225 4X4 TATA chassis for off road application.
- 8) Bus developed with air condition and luxury seats on LPA 1415/4225 4X4 TATA chassis for Middle East countries.
- 9) Luxury bus developed with new Mega Classic bus on LPO 1618/62 Tata chassis for M/s. VRL Logistics
- 10) Bus model developed on LP 708/42 with TMML face for school bus application.
- 11) Bus developed on LP1618/55 for Oman to operate in highly inflammable operating conditions of petroleum extraction.

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	Rs. 129.07 lakhs
c) Total	Rs. 129.07 lakhs
d) Total as a percentage of turnover	0.43 %

C. Foreign Exchange earnings and outgo

The Company earned Rs 15,189.43 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 38 to the Accounts.

On behalf of the Board of Directors

Place : New York, USA
Date : May 7, 2014

Sd/-
S. V. Salgaocar
Chairman

Celebrating **25** years of Bus Body Building



Three models of the new bus lined up



ACGL Directors alongwith other dignitaries in front of the new bus



New bus models being inaugurated



Three new bus models



Mr. Salgaocar alongwith Mr. Naik our Ex- Director

Visit of **Mr. Manohar Parrikar, Hon. Chief Minister of Goa
to hand over equipment to ITI, Honda under Company's CSR initiative**



Hon. Chief Minister and other dignitaries on a plant visit



Mr. Manohar Parrikar planting a tree sapling



Mr. Parrikar Hon. CM being welcomed by Mr. Krishnamurthi



Mr. Krishnamurthi explaining the cut-section chassis to Mr. Parrikar. The cut-section chassis was handed over to ITI, Honda



Mr. Parrikar appreciating comfort inside ACGL bus

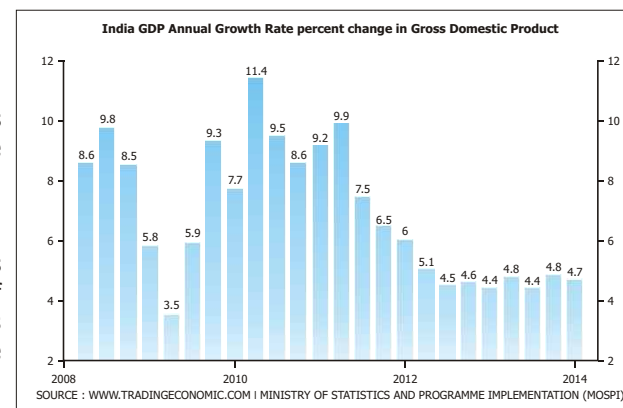


MANAGEMENT DISCUSSION AND ANALYSIS

1. Business Overview

India continues to struggle to come out of the recessionary cycle that has been dragging country's economy for a considerable length of time. As can be seen from the graph of quarterly GDP growth plotted alongside, from 2011 there has been a continuous downslide of this important barometer reflecting state of the economy. Demand for engineering products and especially for the commercial and automobile industry has been steadily declining over the past few years.

For the past couple of years, many giant original equipment manufacturers (OEMs) in automobile sector have been reporting negative growth in sales of their products. These companies have been seeing unprecedented challenges for survival and have been resorting to drastic cost cutting measures even to the extent of pruning their workforce.



Coupled with the overall stagnating demand under this macroeconomic scenario, your company has also been facing a number of challenges including inflationary pressures on cost of majority of the inputs which keep rising significantly. Appreciation of dollar vis-à-vis rupee added its own dimension of difficulty where inputs such as diesel, LPG, rubber, paints and other petroleum based products rose.

As a result of the not-so-encouraging business environment, we find many of the private, corporate and institutional customers deferring their plans to invest in procurement of buses. Some of the orders which were on the verge of finalisation were put in cold storage by potential customers due to uncertainty of their own core businesses.

2. Completion of 25 years in the bus bodybuilding business

Established in the year 1988-89, your company's bus body division completed its silver jubilee during the year under review. A function to mark completion of successful and glorious 25 years' of operation was held in January 2014 at Goa Plants where all the Directors, major shareholders, few ex-Directors, some of the loyal customers and vendors, employees and media personnel were present. Celebrations started with lighting of the traditional lamp at the auspicious hands of Mr S V Salgaocar, Chairman and the Directors. Some of the stakeholders who have been with the company for all these years and who supported your company in the good as well as difficult times in the long journey of 25 years were felicitated by your Directors. A few customers, vendors, employees and ex-employees spoke on the occasion commending the progress made by your company.



Looking in retrospect, the management is thankful to the vision and foresight of the then Board of Directors – which includes Mr S V Salgaocar, the respected present Chairman of your company - who ventured from the only business segment, namely pressings in which the company was operating for first few years of the company's formation, to diversify into the field of bus bodybuilding business. Today, as all the shareholders are aware, the bus body business contributes to around 80% of the company's total business. The bus body business has grown in leaps and bounds in the last 25 years from a mere single-digit production of buses in the initial year to over 4000 buses in the recent years. A number of bus models have been introduced by the company to offer variety, comfort and passenger safety at an affordable cost.

3. Participation in Urban Mobility : Conference & Expo 2013

ACGL participated in an exhibition organised in Delhi in December 2013 under the auspices of Ministry of Urban Development. Your company displayed a CNG driven bus for Bus Rapid Transport System (BRTS) application in the city of Pune. Your company built over 400 such buses in a single order from our valued customer.



This was the 6th urban mobility India conference and expo 2013 with a theme "transforming cities with transportation". Emphasis was on urban mobility with passenger safety. ACGL stall at the exhibition received overwhelming response from government, various state / municipal transport agencies and the public at large. Your company received excellent publicity in the media.



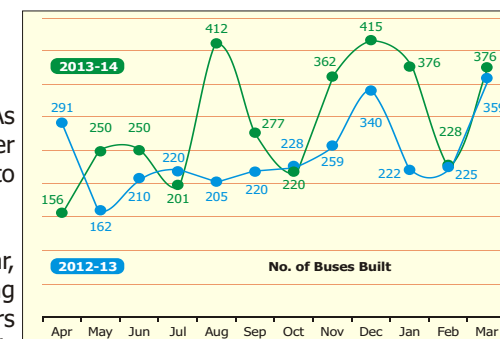
4. Segment Overview

The bus segment continues to be a dominating contributor to your company's revenue and profit. Proportion of bus division's revenue in total revenue of the company improved from 75% (2011-12), 77% (2012-13) to 85% during the year under review. Large portion of our workforce is operating in the bus segment at Goa. Operations at the pressings division being under pressure, the company has taken a conscious decision to trim resources used at this division including manpower.

5. Segment Review and Developments Buses

Except for first month of the year, demand for buses showed considerable improvement. As compared to 2,941 buses built during 2012-13, number of buses sold during the year under review was 3,523; that is, 582 buses higher than in the previous year. This is equivalent to almost two months' average production at the company.

While overall demand for buses in the country was similar to that witnessed in the previous year, efforts of company's in-house marketing department, set up two years back, started showing results. With relentless efforts, the marketing department pursued with the potential customers and received sizeable orders for buses. In comparison to orders for 556 buses received by this department during 2012-13, performance during the year under review saw orders for 648 buses bagged by them; an improvement of over 16 %. In value terms, the performance was even more significant – against orders worth Rs 41 crores brought by the marketing department during 2012-13, the same crossed a figure of Rs 59 crores in the year 2013-14 – an improvement of over 40%. Comparing value of orders brought by the marketing department during 2011-12 at Rs 31 crores, performance during 2013-14 has almost doubled.



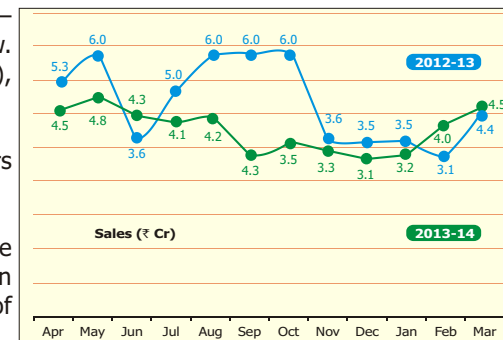


Pressings

With the automobile sector facing its worst-ever downturn, company's pressings business – which is totally dependent on this sector- continues to underperform in the year under review. Revenue from this segment has been showing a steady decline from Rs 8,500 lakhs (2011-12), to Rs 5,951 lakhs (2012-13) and now at Rs 4,863 lakhs (2013-14).

Share of pressings business in the overall revenue of the company has fallen over the years from 25% (2011-12), 23% (2012-13) to 15% during 2013-14.

The company's management is seized with the matter and is trying to do its utmost to revive this segment. New business from existing as well as altogether new customers has been identified and tooling have been made and kept ready. It is expected that signs of revival of demand for products of pressings division would soon start showing.



6. Risks, Opportunities and Threats

Risks and Concerns

Majority of bus orders are from Tata Motors. These include both for their international business as also for the domestic markets. Orders from export market are largely from Middle East, South African and SAARC countries. Fund availability for these countries depends on the respective countries' economies and the aid that they receive from UN and other related organisations towards infrastructure development. As a result, there is a cyclicity of demand for buses and your company is exposed to the risk of fluctuations in demand. The pressings segment being heavily dependent on commercial vehicle sector, it is vulnerable to fluctuations similar to that for the products of OEMs.

The company has made investments at Dharwad in terms of lease-hold land from Karnataka Industrial Area Development Board (KIADB) and a factory shed to manufacture components / sub-assemblies for buses. Management is pursuing orders from various industries in Dharwad to make our investments sustainable. We expect promising results in the near future.

Opportunities

With the Indian economy poised for better growth, management expects good orders for buses in the next few years. Similarly, impetus received through announcement of JnNURM scheme for procurement of buses by various state / municipal transport corporations would bring up good orders for your company. The company is in an advanced stage of equipping itself with necessary approvals and certifications necessary for manufacturing buses under the scheme. At the pressings division, the company is ready with tooling and is expecting the OEMs to initiate their enhanced production plans. At Dharwad, the management is putting all the efforts to obtain orders for automobile components and be a tier-1 supplier to OEMs.



Threats

The bodybuilding industry is dominated by small proprietary units mostly located on a small scale and not adequately equipped on safety grounds. Due to inadequate facilities and infrastructure at these units, quality of bodies built by them was inferior in terms of passenger comfort and safety. Realising the need for addressing passenger safety, the government had made it mandatory to classify bodybuilders into four categories namely A, B, C and D through certifying agencies such as Central Institute of Road Transport (CIRT), Automobile Research Association of India (ARAI) etc. The government had plans to mandate building of bodies only through the adequately classified units. Since very few bodybuilders across India could be classified under category 'A' - your company was one of them - the other bodybuilders protested and the enforcement of the government's good intention has been stalled.

Similarly, considering growth in this sector, there are many companies- some even in the MNC category - who have aggressive plans to establish bodybuilding units in India. With their superior technology and ability to withstand fluctuating demand, the new units could pose challenges to the order position for your company.

7. Internal Control System

The Company has adequate internal control systems in place and also has reasonable assurance on authorizing, recording and reporting transactions of its operations in all material respects and in providing protection and safeguard against misuse or loss of assets of the Company. The Company has in place, well documented procedures covering financial and operational functions commensurate with the size and complexities of the organisation. Some of the salient features of the internal control system in place are:-

- i. Following statutory and applicable Accounting Standards and Policies
- ii. Preparation of annual budget for operation functions and monitoring the same with actual performance at regular intervals
- iii. All assets are properly recorded and procedures have been put in place to safeguard against any loss or unauthorized use or disposal
- iv. Internal audit department carries out periodic audit at all locations and functions
- v. The observations arising out of internal audit are periodically reviewed at the Audit Committee meetings along with follow up action
- vi. Periodic presentations are made to the Audit Committee on various operational and financial risks faced by the company and action plan to mitigate the same.



8. Financial and Operational Performance

Company's turnover stood at Rs 30,297.95 lakhs, an increase by 15% with respect to that achieved in the previous year. Correspondingly, profit before tax improved to Rs 2,658.81 lakhs that is by 15%. Earnings per share improved from Rs 24.35 (2012-13) to Rs 27.22 during the year under review.

Particulars	Percentage of Sales Year ended 31 st March	
	2014	2013
Total Revenue	100	100
Expenditure :		
Material (including change in stock)	64.23	62.68
Employee Cost	9.77	11.51
Manufacturing Expenses	15.65	15.19
Total Expenditure	89.65	89.38
Profit before Depreciation, Exceptional Items and Tax	10.35	10.62
Depreciation	1.74	1.98
Finance Cost	0.06	0.04
Profit before Exceptional Items and Tax	8.55	8.60

9. Human Resources

The company's innovative human resource management strategies supported its business growth in a challenging environment. The focus has been to create an environment where performance is rewarded, individuals are respected and employees get opportunities to realise their potential.

As a result of ongoing endeavour of rationalising and rightsizing the workforce, the employee strength came down to 580 as on 31st March 2014 against 585 on 31st March 2013. 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 Seven Directors. The Board comprises of one Executive Director who is the Managing Director of the Company. There are Six 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, 2014 in the Company are given below:



AUTOMOBILE CORPORATION OF GOA LIMITED

Name of the Director	Director Identification Number	Category	No. of Board Meetings attended in the year	Attendance at the last AGM	Directorships ⁽¹⁾ (including the Company)	Committee position ⁽²⁾		Shareholding
						Chairman	Member	
S. V. Salgaocar	00001402	Non-Executive Independent - Chairman	6	Yes	2	1	Nil	Nil
Steven Pinto	00871062	Non-Executive Independent	6	Yes	2	1	1	1,500
P. F. X. D'Lima	00001890	Non-Executive Independent	5	Yes	1	1	1	1,930
R. Ramakrishnan (w.e.f. 20.06.2013)	03394401	Non-Executive	5	Yes	4	Nil	1	Nil
A. A. Gajendragadkar	02727909	Non-Executive	5	Yes	3	1	1	Nil
S. B. Borwankar	01793948	Non-Executive	5	Yes	7	Nil	Nil	Nil
V. Krishnamurthi	03302426	Whole Time Director- (Managing Director)	6	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, Six Board Meetings were held on 20.04.13, 28.06.13, 27.07.13, 19.10.13, 16.01.14 and 03.03.2014; 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 B Borwankar retires by rotation at the 34th Annual General Meeting (AGM) and does not seek re-election.

Mr. S V Salgaocar, Mr. Steven A Pinto and Mr. P F X D'Lima are Independent Directors on the Board. Mr. Salgaocar and Mr. D'Lima are on the Board for more than five years and are eligible for reappointment as per SEBI Circular no. CIR/CFD/POLICY CELL/2/2014 dated 17.4.2014 for a further term not exceeding five years. Mr. Pinto has completed four years and shall hold office for a term up to five consecutive years on the Board of a company and shall be eligible for reappointment for another term of up to five consecutive years on passing of a special resolution by the company.

An independent director, who completes his above mentioned term, shall be eligible for appointment as independent director in the company only after the expiration of three years of ceasing to be an independent director in the company.



AUTOMOBILE CORPORATION OF GOA LIMITED

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, 2014. Declaration to this effect signed by the Managing Director is annexed hereto.

COMMITTEES OF THE BOARD

Audit Committee

Composition of the Audit Committee and the meetings attended by each of the members is given below. Four Audit Committee meetings were held on 20.04.2013, 27.07.2013, 19.10.2013 and 16.01.2014 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. P F X D'Lima	Independent Director	Member	4
Mr. A A Gajendragadkar	Non-Executive Director	Member	3

All members of the Audit Committee have relevant finance expertise.

Mr Pravin Satardekar, Company Secretary and Compliance Officer resigned from the services of the Company on 11.08.2013 and ceased to be the Secretary to the Committee effective that date. Ms. Archana Bhangle has been appointed as the Company Secretary and Compliance Officer of the Company w.e.f. 12.08.2013. She has been appointed as the Secretary to the Committee at the Audit Committee Meeting held on 19.10.2013.

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.

The present constitution of the Audit Committee meets with the requirements of the Companies Act, 2013



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

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 20th April, 2013 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 F X D'Lima	Independent Director	Member	1
Mr A. A. Gajendragadkar	Non-Executive Director	Member	1

Pursuant to Section 178(1) of the Companies Act, 2013, the Board at its meeting held on 24th April, 2014 reconstituted the present "Remuneration Committee" to be known as "Nomination and Remuneration Committee" consisting of Directors namely;

Mr. P F X D'Lima	-	Chairman
Mr. S V Salgaocar	-	Member
Mr. A. A. Gajendragadkar	-	Member

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.



At the meeting of the Board of Directors held on 24th April, 2014, the sitting fee payable to Non-executive Directors for attending Board & Committee Meetings has been revised to Rs 25,000/- per meeting effective FY 2014-15.

Remuneration to Directors

Non-Executive Directors:

(₹)

Name of the Director	Commission for 2013-14	Sitting Fees for 2013-14
S V Salgaocar	Nil	105,000
Steven Pinto	810,000	150,000
P F X D'Lima	675,000	210,000
R Ramakrishnan (w.e.f. 20.06.2013)	418,500	75,000
A A Gajendragadkar	472,500	135,000
S B Borwankar	324,000	75,000

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.

At the 33rd Annual General Meeting held on June 28, 2013 members 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, 2013.

Whole-time Directors:

(₹)

Name of the Director	Salary	Perquisites & Allowances	Commission	Incentive Remuneration
V. Krishnamurthi - Managing Director	6,348,000	1,707,190	-	105,00,000



AUTOMOBILE CORPORATION OF GOA LIMITED

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 the Companies Act, 1956
Perquisites & Allowances	
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 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. Four meetings of the Investors Grievance Committee were held on 9th April, 2013, 27th July, 2013, 12th October 2013 and 14th January, 2014 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	4
V Krishnamurthi	Member	4

5 complaints were received during the year under review and all these complaints were resolved during the year. No complaint was pending as on March 31, 2014.

Pursuant to the resignation of Mr. P. Satardekar, Ms. Archana Bhangle, Company Secretary has been appointed as the Secretary to the Committee in the meeting held on 12th October, 2013.



AUTOMOBILE CORPORATION OF GOA LIMITED

Pursuant to Section 178(5) of the Companies Act, 2013, the Board at its meeting held on 24th April, 2014 reconstituted the present "Investor Grievance Committee" to be known as "Stakeholders Relationship Committee" consisting of directors namely;

Mr. P F X D'Lima - Chairman
V Krishnamurthi - Member

Ms. Archana Bhangle, Company Secretary, who is also the Compliance Officer, may be contacted at:

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

Corporate Social Responsibility Committee

Pursuant to Section 135(2) of the Companies Act, 2013, the Board at its meeting held on 24th April, 2014 constituted a CSR committee consisting of directors namely;

Mr. S V Salgaocar - Chairman
Mr. S A Pinto - Member
Mr. P F X D'Lima - Member
Mr. V Krishnamurthi - Member

The said committee shall formulate a CSR policy for recommendation of the Board.

GENERAL BODY MEETINGS

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

Year	Type	Date	Venue	Time
2012-2013	AGM	28 th June, 2013	Regd. Office Honda, Sattari, Goa	3.30 pm
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

All resolutions moved at the last Annual General Meeting were passed by show of hands by requisite majority of members attending the meeting. Three special resolutions were 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 -



AUTOMOBILE CORPORATION OF GOA LIMITED

Year	Date of AGM	Particulars of special resolution
2012-13	28 th June, 2013	i) Approval of Commission to Non- Executive Directors pursuant to the Provisions of Section 309 and other applicable provisions of the Companies Act, 1956 ii) Approval of terms of remuneration of Mr. V Krishnamurthi, Managing Director
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

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, 2014.

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.



AUTOMOBILE CORPORATION OF GOA LIMITED

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

In the Financial year ending 31st March 2007, the Company issued 1,481,913 equity shares of Rs 10 each on Rights basis at a premium of Rs 465 per share aggregating to Rs 703,908,675. 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, 2014, a sum of Rs 709,595,880 has been spent on capital expenditure. With this, the Company has deployed full proceeds of Rs. 694,700,239 raised through the Rights issue for the purposes approved by the Members.

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

Annual general meeting

- Date and Time : June 4, 2014 at 3:30 p.m.
- Venue : Registered office at Honda, Sattari, Goa - 403 530.
- Dividend Payment date : On or after June 9, 2014.

The dividend warrants will be posted/dividend amount will be remitted into the shareholder's accounts on or after June 9, 2014.

Date of Book Closure : May 22, 2014 to May 27, 2014 (Both days inclusive)

Financial calendar : Financial reporting for the quarter ending:
 June 30, 2014 - by 15th August, 2014
 September 30, 2014 - by 15th November, 2014
 December 31, 2014 - by 15th February, 2015
 March 31, 2015 - End May 2015 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 2014-15.

Stock Code : 505036

ISIN No. : INE 451C01013

CIN : L35911GA1980PLC000400

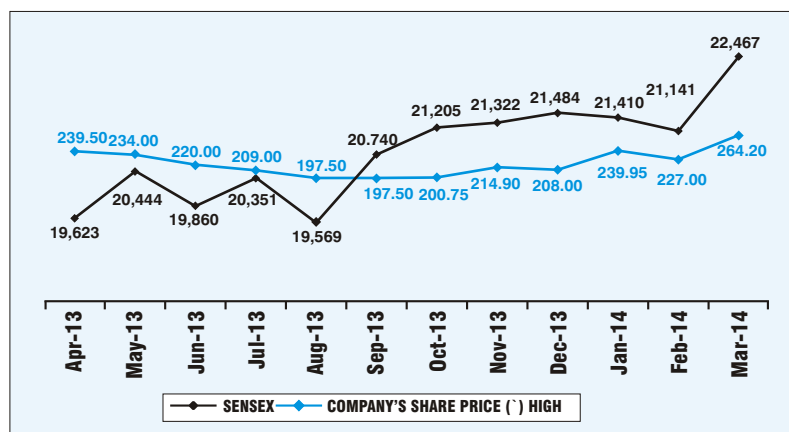


AUTOMOBILE CORPORATION OF GOA LIMITED

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: -

Month	Company's share price (₹)		Sensex	
	High	Low	High	Low
April, 2013	239.50	191.00	19,622.68	18,144.22
May, 2013	234.00	210.00	20,443.62	19,451.26
June, 2013	220.00	182.70	19,860.19	18,467.16
July, 2013	209.00	176.00	20,351.06	19,126.82
August, 2013	197.50	154.80	19,569.20	17,448.71
September, 2013	197.50	163.00	20,739.69	18,166.17
October, 2013	200.75	158.00	21,205.44	19,264.72
November, 2013	214.90	178.05	21,321.53	20,137.67
December, 2013	208.00	175.00	21,483.74	20,568.70
January, 2014	239.95	185.10	21,409.66	20,343.78
February, 2014	227.00	205.60	21,140.51	19,963.12
March, 2014	264.20	211.20	22,467.21	20,920.98





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
Tel: 022- 66568484
Fax: 022- 66568496, 022-66568494

E-mail – csg-unit@tsrdarashaw.com
Website: www.tsrdarashaw.com

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 dematerialization 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.



AUTOMOBILE CORPORATION OF GOA LIMITED

Distribution of shareholding:

As on 31st March, 2014

Sr. No	No. of Shares	Holding	Amount (₹)	% to Capital	No. of Holders	% to Total Holders
1	1 to 500	172,034	1,720,340	2.68	5781	47.59
2	501 to 1000	265,813	2,658,130	4.14	3315	27.29
3	1001 to 2000	287,971	2,879,710	4.48	1987	16.36
4	2001 to 5000	220,179	2,201,790	3.43	689	5.67
5	5001 and Above	5,475,625	54,756,250	85.27	376	3.09
	Total	6,421,622	64,216,220	100.00	12,148	100.00

Shareholding pattern:

Category	As on March 31,2014 No. of shares	As on March 31,2014 %	As on March 31,2013 No. of shares	As on March 31,2013 %
Promoters :				
EDC Ltd.	405,302	6.31	405,302	6.31
Tata Motors Ltd.	2,982,214	46.44	2,982,214	46.44
Sheba Properties Ltd.	48,315	0.75	48,315	0.75
Mutual Funds / UTI	1,604	0.02	1,604	0.02
Banks, Financial Institutions, Insurance Cos.	150	0.00	150	0.00
NRIs	20,335	0.32	20,354	0.32
Foreign Institutional Investors	1,400	0.02	1,400	0.02
Others	2,962,302	46.14	2,962,283	46.14
Total	6,421,622	100.00	6,421,622	100.00



AUTOMOBILE CORPORATION OF GOA LIMITED

Top Shareholders (holding in excess of 1%) as on 31st March, 2014

Sr. No.	Name of the shareholder	Number of Shares	% to Paid - up Capital
1	Tata Motors Limited	2,982,214	46.44
2	EDC Limited	405,302	6.31
3	Arun Nahar	119,175	1.80
4	Arun Nahar	100,000	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 93.93% (Previous year 93.76%) of the paid up Share Capital of the Company (held through NSDL 84.08 % and CDSL 9.85%) as on March 31, 2014.

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:



AUTOMOBILE CORPORATION OF GOA LIMITED

Dividend for	Contact office	Action to be taken
2006-07 to 2012-13	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 to 2005-06	- (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*
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 st January, 2013	20 th January, 2020
2012-13 (Final)	28 th June, 2013	27 th June, 2020
2013-14 (Interim)	16 th January, 2014	15 th January, 2021

*Indicative dates. Actual dates 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, 6731214
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.

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 BSE 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 : During the year under review, your company provided a cut-section model of a chassis to ITI, Honda. This will enable the students to better understand functioning of various parts of a truck / bus chassis. In addition, welding machines have been given to ITI, Honda for facilitating the students to become proficient in welding trade. Similarly, the company has donated laptops to meritorious students of the nearby school as also uniforms to students who cannot afford the same.

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, 2014

For Automobile Corporation of Goa Ltd.,

Sd/-

V. Krishnamurthi
Managing Director

Honda, Goa.
Dated : 10th April, 2014



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, 2014, 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 LLP
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

RUPEN K. BHATT
Partner
Membership no. 46930

Mumbai, 12th May, 2014



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, 2014, 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.

1. 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 notified under the Companies Act, 1956 ("the Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs) 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.

2. 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 the 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.



3. 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, 2014;
- (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.

4. 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 notified under the Act (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs).
 - (e) On the basis of the written representations received from the directors as on 31st March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of Section 274(1)(g) of the Act.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

Rupen K. Bhatt
Partner
Membership No. 46930

Panaji, Goa, 24th April, 2014




ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 4 (1) 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 Rs. 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, 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 Income-tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other material statutory dues in arrears as at 31st March, 2014 for a period of more than six months from the date they became payable.
- (c) Details of dues of Income-tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess which have not been deposited as on 31st March, 2014 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	1,984,533
Central Excise Act, 1944	Excise duty	CESTAT	2001-11	51,059,446
Central Excise Act, 1944	Service Tax	High Court of Bombay, at Goa	2005-06	78,769
Income Tax Act, 1961	Income Tax	Supreme Court –New Delhi	1989-90	3,732,969

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- (xi) The Company does not have accumulated losses at the end of the financial year and has not incurred cash losses during the year 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 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 LLP
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

Rupen K. Bhatt
Partner
Membership No. 46930

Panaji, Goa, 24th April, 2014



AUTOMOBILE CORPORATION OF GOA LIMITED

Balance Sheet as at 31st March, 2014

	Note Nos.	₹	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
I EQUITY AND LIABILITIES				
(1) Shareholders' funds				
(a) Share capital	2	64,216,220		64,216,220
(b) Reserves and surplus	3	1,644,490,893	1,708,707,113	1,582,391,554
(2) Non-current liabilities				
(a) Deferred tax liabilities (net)	4	36,748,000		28,751,200
(b) Other long-term liabilities	5	26,570,863		33,897,158
(c) Long-term provisions	6	5,973,039	69,291,902	5,794,966
(3) Current liabilities				
(a) Short-term borrowings	7	24,674,227		37,827,106
(b) Trade payables	8	396,284,052		329,423,457
(c) Other current liabilities	9	50,909,154		57,717,049
(d) Short-term provisions	10	146,852,354	618,719,787	125,522,774
Total			2,396,718,802	2,265,541,484
II ASSETS				
(1) Non-current assets				
(a) Fixed assets				
(i) Tangible assets	11A	632,866,155		587,553,703
(ii) Intangible assets	11B	208,895		3,491,888
(iii) Capital work-in-progress		41,959,346	675,034,396	37,571,225
(b) Non-current investments	12	-	-	-
(c) Long term loans and advances	13	59,323,046		488,865,932
(d) Other non-current assets	14	-		4,427,260
(2) Current assets				
(a) Inventories	15	251,478,177		190,182,979
(b) Trade receivables	16	398,894,951		455,671,627
(c) Cash and bank balances	17	35,035,474		91,181,922
(d) Short-term loans and advances	18	931,870,142		405,767,475
(e) Other current assets	19	45,082,616		827,473
Total			1,662,361,360	1,143,631,476
See accompanying notes forming part of the financial statements	1-46		2,396,718,802	2,265,541,484

S. V. Salgaocar Chairman
Steven Pinto Director
P. F. X. D'Lima Director
R. Ramakrishnan Director
A. Gajendragadkar Director
S. B. Borwankar Director
V. Krishnamurthi Managing Director
Archana Bhangle Company Secretary
Place : Panaji, Goa Dated : 24th April, 2014

In terms of our report attached
For Deloitte Haskins & Sells LLP
Chartered Accountants

Rupen K. Bhatt
Partner

Place : Panaji, Goa
Dated : 24th April, 2014



AUTOMOBILE CORPORATION OF GOA LIMITED

Statement of Profit and Loss for the year ended 31st March, 2014

Particulars	Note Nos.	₹	For the Year ended 31st March, 2014 ₹	For the Year ended 31st March, 2013 ₹	
I Revenue from operations	20		3,190,095,798	2,843,365,486	
Less : Excise duty			160,300,796	209,673,372	
Revenue from operations (net)			3,029,795,002	2,633,692,114	
II Other income	21		80,866,408	85,513,746	
III Total Revenue (I+II)			3,110,661,410	2,719,205,860	
IV Expenses :					
(a) Cost of materials consumed	22		2,023,355,274	1,668,341,810	
(b) Changes in inventories of finished goods, work-in-progress and scrap	23		(25,391,179)	36,032,181	
(c) Employee benefits expense	24		303,990,950	313,030,055	
(d) Finance costs	25		1,974,958	1,081,102	
(e) Depreciation and amortisation expense	11		53,955,673	53,750,943	
(f) Excise duty			(56,266)	(972,063)	
(g) Other expenses	26		486,951,211	414,063,574	
Total Expenses			2,844,780,621	2,485,327,602	
V. Profit before tax (III-IV)			265,880,789	233,878,258	
VI Tax expense :					
(a) Current tax expense for current year		83,090,000		80,690,000	
(b) Deferred tax		7,996,800		(3,150,200)	
VII. Profit from continuing operations for the year (V-VI)			91,086,800	77,539,800	
			174,793,989	156,338,458	
VIII. Earnings Per Equity share :	32				
(i) Basic			27.22	24.35	
(ii) Diluted			27.22	24.35	
See accompanying notes forming part of the financial statements	1-46				

S. V. Salgaocar
Chairman

Steven Pinto
Director

P. F. X. D'Lima
Director

R. Ramakrishnan
Director

A. Gajendragadkar
Director

S. B. Borwankar
Director

V. Krishnamurthi
Managing Director

Archana Bhangle
Company Secretary

In terms of our report attached
For Deloitte Haskins & Sells LLP
Chartered Accountants

Rupen K. Bhatt
Partner

Place : Panaji, Goa
Dated : 24th April, 2014

Place : Panaji, Goa
Dated : 24th April, 2014



AUTOMOBILE CORPORATION OF GOA LIMITED

Cash flow statement for the year ended 31st March, 2014

Particulars			31st March 2013	
	₹	₹	₹	₹
A. Cash flow from operating activities				
Profit before tax		265,880,789		233,878,258
adjustments for :				
Depreciation	53,955,673		53,750,943	
Provision for doubtful debts / advances (net)	(1,634,665)		(1,043,016)	
Bad debts/advances written off	475,859		1,108,480	
Unrealised exchange differences	(36,344)		277	
Loss on sale of fixed assets	1,384,362		826,067	
Finance costs	1,974,958		1,081,102	
Interest Income	(75,725,097)		(78,952,629)	
Profit on sale of fixed assets	(607,446)		(1,057,298)	
		(20,212,700)		(24,286,074)
Operating profit before working capital changes		245,668,089		209,592,184
Changes in working capital				
Adjustments for (Increase)/Decrease in operating assets				
Inventories	(61,295,198)		62,277,575	
Trade receivables	57,921,847		200,382,819	
Short-term loans and advances	(111,102,667)		299,054,501	
Long-term loans and advances	292,174		(1,280,494)	
	(114,183,844)		560,434,401	
Adjustments for Increase/(Decrease) in operating liabilities				
Trade payables	66,860,595		(476,818,294)	
Other current liabilities	(6,536,746)		(6,589,425)	
Other long-term liabilities	(7,326,295)		13,252,759	
Short-term provisions	2,872,188		8,809,342	
Long-term provisions	178,073		1,586,244	
	56,047,815	(58,136,029)	(459,759,374)	100,675,027
Cash generated from operations		187,532,060		310,267,211
(Payment) of direct taxes		(87,916,672)		(76,868,620)
Net cash generated from operating activities		99,615,388		233,398,591
B. Cash flow from investing activities				
Purchase of Fixed assets	(121,367,311)		(112,127,650)	
Sale of fixed assets	2,882,862		2,686,722	



AUTOMOBILE CORPORATION OF GOA LIMITED

Cash Flow Statement for the year ended 31st March, 2014

Particulars			31st March 2013	
	₹	₹	₹	₹
Bank balances not considered as Cash and Cash equivalents (net)	(2,853,164)		(14,660,684)	
Inter Corporate Deposit (net)	35,000,000		(25,000,000)	
Interest received	35,897,214		80,442,395	
Net cash (used in)/generated from investing activities		(50,440,399)		(68,659,217)
C. Cash flow from financing activities				
Short term borrowings	(13,152,879)		5,398,320	
Dividend paid (including corporate dividend tax)	(93,052,843)		(110,759,671)	
Interest paid	(1,968,879)		(1,043,372)	
Net cash (used in) financing activities		(108,174,601)		(106,404,723)
Net increase/(decrease) in cash and cash equivalents (A+B+C)		(58,999,612)		58,334,651
Cash and cash equivalents as at 31st March, 2013		60,200,986		1,866,335
Cash and cash equivalents as at 31st March, 2014		1,201,374		60,200,986
Note:				
Reconciliation of Cash and cash equivalents:				
Cash and cash equivalents (Refer note 17)		35,035,474		91,181,922
Less: Bank balances not considered as Cash and cash equivalents as defined in Accounting Standard (AS) on 'Cash Flow Statements'				
Balances with banks:				
(a) Earmarked balances (unpaid dividend accounts)		9,647,489		8,788,125
(b) In deposits accounts		23,840		21,916
(c) Margin money against bank guarantees		24,160,771		22,168,895
		33,832,100		30,978,936
Others				
(a) Post Office Savings Bank Account (Security deposit)		2,000		2,000
Net Cash and cash equivalents as defined in AS 3 on 'Cash Flow Statements'		1,201,374		60,200,986

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 under Section 211 (3C) of the Companies Act,1956 (which continue to be applicable in respect of section 133 of the Companies Act,2013 in terms of General Circular 15/2013 dated 13th September,2013 of the Ministry of Corporate Affairs).

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 LLP, Chartered Accountants

Rupen K. Bhatt
Partner

Place : Panaji, Goa
Dated : 24th April, 2014

S. V. Salgaocar
Chairman

Steven Pinto
Director

P.F.X.D'Lima
Director

R. Ramakrishnan
Director

A. Gajendragadkar
Director

S. B. Borwankar
Director

V. Krishnamurthi
Managing Director

Archana Bhangle
Company Secretary

Place : Panaji, Goa
Dated: 24th April, 2014



Notes forming part of the Financial Statements

Note:(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 of the Company 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 Section 211(3C) of the Companies Act, 1956 ("the 1956 Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 ("the 2013 Act") in terms of General Circular 15/2013 dated 13 September, 2013 of the Ministry of Corporate Affairs) and the relevant provisions of the 1956 Act/2013 Act, as applicable.

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.



AUTOMOBILE CORPORATION OF GOA LIMITED

- 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, Bhuiimpal, Jejuri) : On Written Down Value Method in respect of buildings, furniture and fixtures 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 its disposal at the end of its 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 account 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 operations and other income directly identifiable with/ allocable to the 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 recognised 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.



AUTOMOBILE CORPORATION OF GOA LIMITED

Notes forming part of the Financial Statements

	₹	As at 31 st March, 2014 ₹	As at 31 st March, 2013 ₹
2) SHARE CAPITAL:			
Authorised :			
10,000,000 Equity Shares of ₹ 10/- each		100,000,000	100,000,000
1,500,000 Preference Shares of ₹ 100/- each		150,000,000	150,000,000
		250,000,000	250,000,000
Issued:			
6,421,622 Equity Shares of ₹ 10/- each		64,216,220	64,216,220
Subscribed and fully paid-up :			
6,421,622 Equity Shares of ₹ 10/- each		64,216,220	64,216,220
Total		64,216,220	64,216,220
Notes:			
(1) Par value per share		₹ 10/-	₹ 10/-
(2) Reconciliation of number of shares outstanding :			
i Ordinary Equity shares		Numbers	Numbers
Number of shares as at the beginning of the year.		6,421,622	6,421,622
Number of shares as at closing of the year.		6,421,622	6,421,622
(3) Terms and rights attached			
i Equity Shares			
Each holder of equity shares is entitled to one vote per share.			
In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts.			
The distribution will be in proportion to the number of equity shares held by the shareholders.			
(4) Shares in the Company held by each shareholder holding more than 5 percent shares		Numbers	Numbers
(a) Tata Motors Limited		2,982,214	2,982,214
(b) EDC Limited		405,302	405,302



AUTOMOBILE CORPORATION OF GOA LIMITED

Notes forming part of the Financial Statements

		As at 31 st March, 2014 ₹	As at 31 st March, 2013 ₹
3) RESERVES AND SURPLUS :			
(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	158,788,290 17,480,000	143,148,290 15,640,000
(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	645,778,831 174,793,989 16,054,055 80,270,275 16,370,320 17,480,000	598,868,562 156,338,458 16,054,055 64,216,220 13,517,914 15,640,000
		690,398,170	645,778,831
	Total	1,644,490,893	1,582,391,554



AUTOMOBILE CORPORATION OF GOA LIMITED

Notes forming part of the Financial Statements

	₹	As at 31 st March, 2014 ₹	As at 31 st March, 2013 ₹
4) DEFERRED 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		(67,258,988)	(61,193,890)
		(67,258,988)	(61,193,890)
Assets:			
i Disallowances under section 43B of the Income tax Act, 1961		15,922,765	13,472,119
ii Provision for gratuity		12,351,156	14,682,160
iii Provision for warranty		-	1,495,704
iv Provision for doubtful debts		2,237,067	2,792,707
		30,510,988	32,442,690
Net deferred tax liability			
		(36,748,000)	(28,751,200)
5) OTHER LONG TERM LIABILITIES:			
Others:			
i. Security deposits received	70,000		50,000
ii. Provision for gratuity	26,500,863		33,847,158
Total		26,570,863	33,897,158
6) LONG TERM PROVISIONS:			
(a) Others:			
i. Provision for product warranty		5,973,039	5,794,966
7) SHORT TERM BORROWINGS:			
Secured			
(a) Loans repayable on demand			
i From banks (Cash credit accounts)		24,674,227	37,827,106
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.			



AUTOMOBILE CORPORATION OF GOA LIMITED

Notes forming part of the Financial Statements

	₹	As at 31 st March, 2014 ₹	As at 31 st March, 2013 ₹
8) TRADE PAYABLES:			
(a) Total outstanding dues of creditors (refer note 29 for disclosure of dues to small and medium enterprises)		396,284,052	329,423,457
9) OTHER CURRENT LIABILITIES:			
(a) Unpaid dividends		9,634,120	8,774,755
(b) Security deposits received		419,000	674,000
(c) Advance from customers		4,717,323	5,775,161
(d) Other payables			
i Statutory dues	6,023,303		11,735,596
ii Capital Creditors	20,234,844		21,371,437
iii Interest accrued on trade payables	43,809		37,730
iv Provision for gratuity	9,836,755		9,348,370
v Others	-		-
Total		36,138,711	42,493,133
		50,909,154	57,717,049
10) SHORT TERM PROVISIONS:			
(a) Provision for leave encashment		41,787,516	39,635,538
(b) Others:			
i Provision for product warranty	2,864,199		2,143,989
ii Provision for taxation (Net of advance tax ₹ 308,733,354/-) (Previous year ₹ 308,408,304/-)	8,288,431		8,613,481
iii Proposed dividend	80,270,275		64,216,220
iv Tax on dividend	13,641,933		10,913,546
Total		105,064,838	85,887,236
		146,852,354	125,522,774



AUTOMOBILE CORPORATION OF GOA LIMITED

Notes forming part of the Financial Statements

(₹)

11) FIXED ASSETS	GROSS BLOCK (at cost/valuation)				DEPRECIATION / AMORTISATION				NET BLOCK
	As at 1 st April, 2013	Additions	Deductions	As at 31 st March, 2014	As at 1 st April, 2013	For the Year	Deductions	Up to 31 st March, 2014	As at 31 st March, 2014
A. Tangible Assets									
Land :									
I) Freehold land	2,734,780	-	-	2,734,780	-	-	-	-	2,734,780
	2,734,780	-	-	2,734,780	-	-	-	-	2,734,780
ii) Leasehold land	37,259,321	-	-	37,259,321	8,701,373	1,848,858	-	10,550,231	26,709,090
	37,259,321	-	-	37,259,321	6,852,515	1,848,858	-	8,701,373	28,557,948
	39,994,101	-	-	39,994,101	8,701,373	1,848,858	-	10,550,231	29,443,870
	39,994,101	-	-	39,994,101	6,852,515	1,848,858	-	8,701,373	31,292,728
Buildings	365,219,020	9,008,161	9,471	374,217,710	128,301,626	15,684,637	3,707	143,982,556	230,235,154
	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
Plant and Equipments	669,058,276	83,205,852	9,155,046	743,109,082	379,809,305	26,788,353	8,560,491	398,037,167	345,071,915
	618,038,587	58,317,811	7,298,122	669,058,276	364,505,680	22,156,459	6,852,834	379,809,305	289,248,971
Furniture and fixtures	12,833,681	13,650	-	12,847,331	8,452,403	556,187	-	9,008,590	3,838,741
	10,478,261	2,425,420	70,000	12,833,681	7,821,135	640,722	9,454	8,452,403	4,381,278
Vehicles									
i) Owned	18,485,218	5,312,248	3,108,185	20,689,281	5,823,185	2,294,683	1,051,018	7,066,850	13,622,431
	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
ii) Given on Operating Lease	5,040,267	-	3,920,132	1,120,135	3,327,767	219,668	2,961,551	585,884	534,251
	5,040,267	-	-	5,040,267	2,853,683	474,084	-	3,327,767	1,712,500
	23,525,485	5,312,248	7,028,317	21,809,416	9,150,952	2,514,351	4,012,569	7,652,734	14,156,682
	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
Office equipment	9,071,041	2,067,469	342,402	10,796,108	5,488,978	462,407	305,853	5,645,532	5,150,576
	8,532,725	563,038	24,722	9,071,041	5,033,882	473,554	18,458	5,488,978	3,582,063
Computers	32,492,843	23,850	143,235	32,373,458	24,736,107	2,804,207	136,073	27,404,241	4,969,217
	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
	1,152,194,447	99,631,230	16,678,471	1,235,147,206	564,640,744	50,659,000	13,018,693	602,281,051	632,866,155
	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
B. Intangible Assets (Acquired)									
Computer Software	32,680,934	13,680	-	32,694,614	29,189,046	3,296,673	-	32,485,719	208,895
	32,657,434	23,500	-	32,680,934	22,986,027	6,203,019	-	29,189,046	3,491,888
Total	1,184,875,381	99,644,910	16,678,471	1,267,841,820	593,829,790	53,955,673	13,018,693	634,766,770	633,075,050
Previous year	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

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 ₹ 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

Notes forming part of the Financial Statements

		As at 31 st March, 2014 ₹	As at 31 st March, 2013 ₹
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		4,550,000	4,550,000
Total		-	-
13) LONG TERM LOANS AND ADVANCES (Unsecured, considered good) :			
(a) Capital Advances		35,498,208	19,250,542
(b) Security deposits		5,336,895	5,468,909
(c) Other loans and advances			
i VAT and other taxes credit receivable	733,083		639,689
ii Advance payment of taxes (net of provisions ₹ 191,963,050/-) (Previous year ₹ 108,816,550/-)	17,290,219		12,788,597
iii Inter corporate deposits	-		450,000,000
iv Prepaid expenses	464,641		718,195
Total		18,487,943	464,146,481
		59,323,046	488,865,932
14) OTHER NON - CURRENT ASSETS			
i Interest accrued on deposits		-	4,427,260
Total		-	4,427,260



AUTOMOBILE CORPORATION OF GOA LIMITED

Notes forming part of the Financial Statements

	₹	As at 31 st March, 2014 ₹	As at 31 st March, 2013 ₹
15) INVENTORIES :			
(a) Raw materials and Boughtouts components	181,615,985		145,859,235
(b) Work-in-progress	58,994,920		32,867,597
(c) Finished goods (includes Goods in transit of ₹ 2,207,290/-) (Previous year ₹ 2,427,184/-)	2,207,290		3,665,355
(d) Scrap	872,065		150,144
(e) Stores and spare parts (including packing materials)	7,787,917		7,640,648
Total		251,478,177	190,182,979
Notes:			
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, 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.			
16) TRADE RECEIVABLES :			
<u>Unsecured</u>			
(a) Debts outstanding for a period exceeding six months from due date			
Considered good	1,501,325		1,724,954
Considered doubtful	6,581,523		8,216,188
Less: Provision	8,082,848		9,941,142
	6,581,523		8,216,188
		1,501,325	1,724,954
(b) Other Trade receivables			
Considered good		397,393,626	453,946,673
Total		398,894,951	455,671,627



AUTOMOBILE CORPORATION OF GOA LIMITED

Notes forming part of the Financial Statements

	₹	As at 31 st March, 2014 ₹	As at 31 st March, 2013 ₹
17) CASH AND BANK BALANCES :			
i Cash and cash equivalents			
(a) Balances with banks:			
- in current accounts	988,875		60,118,127
(b) Cheque in hand	190,000		-
(c) Cash on hand	22,499		82,859
		1,201,374	60,200,986
ii Balances with banks:			
(a) Earmarked balances (unpaid dividend accounts)	9,647,489		8,788,125
(b) In deposits accounts	23,840		21,916
(c) Margin money against bank guarantees	24,160,771		22,168,895
		33,832,100	30,978,936
iii Others			
(a) Post Office Savings Bank Account (Security deposit)		2,000	2,000
Total		35,035,474	91,181,922
Of the above, the balances that meet the definition of cash and cash equivalents as per AS 3 Cash Flow Statements is-		1,201,374	60,200,986
18) SHORT TERM LOANS AND ADVANCES (Unsecured, considered good) :			
(a) Loans and advances to related parties		160,000,000	295,000,000
(b) Others:			
i Cenvat and VAT receivable	196,043,069		96,993,154
ii Inter corporate deposits	550,000,000		-
iii Security deposits	7,824,500		515,000
iv Advances to suppliers and contractors	12,488,106		8,341,298
v Prepaid expenses	3,567,614		3,274,832
vi Other advances	1,946,853		1,643,191
		771,870,142	110,767,475
Total		931,870,142	405,767,475
19) OTHER CURRENT ASSETS :			
i Interest accrued on deposits		45,082,616	827,473
Total		45,082,616	827,473



AUTOMOBILE CORPORATION OF GOA LIMITED

Notes forming part of the Financial Statements

	₹	For the year ended 31 st March, 2014 ₹	For the year ended 31 st March, 2013 ₹
20) REVENUE FROM OPERATIONS :			
(a) Sale of products (Refer note below)		3,085,355,541	2,710,673,329
(b) Other operating revenue			
i Scrap sales	101,259,788		129,427,160
ii Other	3,480,469		3,264,997
		104,740,257	132,692,157
		3,190,095,798	2,843,365,486
Note:			
Sale of Products includes			
i Pressed parts/components/sub assemblies and assemblies therefrom for various aggregates of automobiles		462,201,794	564,986,847
ii Bus bodies and components parts thereof		2,623,153,747	2,145,686,482
21) OTHER INCOME :			
(a) Interest income			
i on bank deposits	2,164,659		1,551,610
ii on inter corporate deposits	72,928,900		77,343,150
iii other	631,538		57,869
		75,725,097	78,952,629
(b) Other non-operating income		5,141,311	6,561,117
		80,866,408	85,513,746
22) COST OF MATERIALS CONSUMED :			
Note:			
Details of materials consumed			
i Steel		447,200,094	504,814,246
ii Others		1,576,155,180	1,163,527,564
		2,023,355,274	1,668,341,810
23) CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND SCRAP :			
Opening stock			
Finished Goods	3,665,355		10,539,914
Work-in-progress	32,867,597		61,355,532
Scrap	150,144		819,831
	36,683,096		72,715,277
Closing Stock			
Finished Goods	2,207,290		3,665,355
Work-in-progress	58,994,920		32,867,597
Scrap	872,065		150,144
	62,074,275		36,683,096
Total		(25,391,179)	36,032,181



AUTOMOBILE CORPORATION OF GOA LIMITED

Notes forming part of the Financial Statements

	₹	For the year ended 31 st March, 2014 ₹	For the year ended 31 st March, 2013 ₹
Note			
Details of Closing Inventories is as under			
<u>Finished Goods</u>			
i Pressed parts/components/sub assemblies and assemblies there from for various aggregates of automobiles		2,207,290	2,427,184
ii Bus bodies and components parts thereof		-	1,238,171
<u>Work-in-progress</u>			
i Pressed parts/components/sub assemblies and assemblies there from for various aggregates of automobiles		14,015,045	12,850,779
ii Bus bodies and components parts thereof		44,979,875	20,016,818
<u>Scrap</u>			
i Metal and other Scrap		872,065	150,144
24) EMPLOYEE BENEFITS EXPENSE :			
(a) Salary, wages and bonus	252,830,762		236,919,208
(b) Contribution to provident fund and other funds	29,358,759		51,700,184
(c) Staff welfare expenses	21,801,429		24,410,663
		303,990,950	313,030,055
25) FINANCE COST :			
(a) Interest expense on			
i Cash credit accounts with bank	1,848,488		1,042,707
ii Trade payables	43,809		38,395
iii Others	82,661		-
		1,974,958	1,081,102
26) OTHER EXPENSES :			
(a) Consumption of stores and spare parts	139,184,060		117,716,263
(b) Power and Fuel	29,156,335		31,512,020
(c) Rent	765,255		929,028
(d) Repairs and maintenance :			
- buildings	6,382,779		5,174,430
- machinery	2,999,634		3,573,355
- others	864,750		847,257
	10,247,163		9,595,042
(e) Insurance	1,319,820		1,755,002
(f) Rates and taxes	1,545,989		1,811,213
(g) Processing / labour charges	205,143,639		164,417,087
(h) Packing, freight and forwarding expenses	20,240,821		25,362,471
(i) Miscellaneous expenses	79,348,129		60,965,448
		486,951,211	414,063,574



Notes forming part of the Financial Statements

	₹	Previous Year ₹
27) Estimated amount of contracts remaining to be executed on Capital Account and not provided for	91,608,721	41,117,987
28) Contingent liability in respect of: Claims against the Company not acknowledged as debt:		
i Disputed demands of excise authorities		
- Pending before the Commissioner of Central Excise (Appeals) .	1,984,533	2,025,407
- Pending before High Court of Bombay, at Goa.	78,769	2,882,439
- Pending before CESTAT.	51,059,446	50,978,042
The Company is confident of defending the above demands and expects no liability on this count.		
ii. Penalty proposed to be levied by the Securities and Exchange Board of India (SEBI) 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.	175,000	175,000
The Company is confident of defending the above demands and expects no liability on this count.		
iii Income Tax Department has gone into Appeal in the Supreme Court against the order of the High Court dismissing their Review Application in the matter of Depreciation not claimed by the Company in assessment year 1990-91. The Company has filed a counter affidavit with Supreme Court against the appeal.	3,732,969	-
The Company is confident of defending the above demands and expects no liability on this count.		
iv Award passed by the Industrial Tribunal and Labour Court, Panaji Goa in favour of ACGL Workers Union, upholding their demand for increase in VDA (in line with the Central Government notification applicable to Public Sector Undertaking for the period from 1989 to 2006). The Company has filed a writ petition with the High Court against the award.	2,808,872	-
The Company is confident of defending the above demands and expects no liability on this count.		
29) 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;		



AUTOMOBILE CORPORATION OF GOA LIMITED

Notes forming part of the Financial Statements

		Previous Year	
	Particulars	₹	₹
1	Outstanding principal Amount & Interest as on 31st March 2014		
	- Principal Amount	32,253,894	18,306,914
	- Interest due thereon	40,252	31,743
2	Amount of Interest paid along with the amounts of payment 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)	3,557	5,987
4	The amount of interest accrued and remaining unpaid at the end of each accounting year	43,809	37,730
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

30) Payment to Auditors:

- i. as auditor
- ii. for reimbursement of expenses
- iii. for other services

	Previous Year
₹	₹
1,800,000	1,800,000
246,021	209,648
30,000	600,000
2,076,021	2,609,648

31) Operating Lease Rentals:

Lease rentals charged to the statement of Profit and Loss in respect of certain sheds and residential premises taken on cancelable operating lease.

765,255 929,028



AUTOMOBILE CORPORATION OF GOA LIMITED

Notes forming part of the Financial Statements

32) Earnings per share (EPS)

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 (₹)	174,793,989	156,338,458
Weighted average number of shares outstanding during the year	6,421,622	6,421,622
Basic and Diluted EPS (₹)	27.22	24.35
Nominal value per share (₹)	10.00	10.00

		Previous Year
33) Expenditure in foreign currency during the financial year on account of:	₹	₹
i. Travelling expenses	1,973,917	785,883

		Previous Year
34) Value of imports (calculated on C.I.F. basis) on account of:	₹	₹
i. Raw material and components	-	1,213,587
ii. Capital goods	34,716,881	-

			Previous Year	
35) a) Value of imported and indigenous Raw materials/components consumed:	₹	%	₹	%
i. Imported	533,148	0.03	1,088,867	0.07
ii. Indigenous	2,022,822,126	99.97	1,667,252,943	99.93
	2,023,355,274	100.00	1,668,341,810	100.00

			Previous Year	
b) Value of imported and indigenous stores and spare parts consumed:	₹	%	₹	%
i. Imported	-	-	-	-
ii. Indigenous	139,184,060	100.00	117,716,263	100.00
	139,184,060	100.00	117,716,263	100.00



AUTOMOBILE CORPORATION OF GOA LIMITED

Notes forming part of the Financial Statements

- 36) 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.

		Previous Year
37) Earnings in foreign exchange classified under the following heads, namely:-	₹	₹
i. Export of goods calculated on F.O.B. basis	3,284,698	2,809,473

38) The Company has exported bus bodies and component parts thereof of the sales value (Gross) of through a merchant exporter.	₹	₹
	1,518,943,131	1,276,988,762

- 39) 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".

40) **Warranty Provision**

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

Particulars	₹	Previous year ₹
Opening carrying amount	7,938,955	6,791,394
Provision during the year	15,293,970	6,798,813
Amount released during the year	9,314,367	3,260,283
Excess Provision written back	5,081,319	2,390,969
Closing carrying amount	8,837,239	7,938,955
The outflow on this count can arise any time during the period of 18/24 months		

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

		₹	Previous year	₹
i Receivables	USD 8564.50	508,303	USD 14,827	799,743
ii Payables	EUR 40954.45	3,418,877	EUR 81,977	5,945,891



AUTOMOBILE CORPORATION OF GOA LIMITED

Notes forming part of the Financial Statements

- 42) In the financial year ending 31st March 2007, the company issued 1,481,913 equity shares of Rs. 10 each on Rights basis at a premium of Rs.465/- per share aggregating Rs. 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 unutilised proceeds.

The statement of proceeds from the Rights issue and utilisation thereof is as under:		Previous Year
Particulars	₹	₹
Proceeds received from Rights issue	703,908,675	703,908,675
Less: Expenses relating to the Rights issue	9,208,436	9,208,436
Net proceeds	694,700,239	694,700,239
Deployment up to 31st March, 2014		
Used for the capitalisation	709,595,880	599,131,750
Placed in Inter corporate deposits.	-	95,568,489
	694,700,239	694,700,239



AUTOMOBILE CORPORATION OF GOA LIMITED

Notes forming part of the Financial Statements

43) **Employee Benefits :**

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

			Previous Year	
	<u>Gratuity</u> (Funded)	<u>Leave</u> <u>Encashment</u> (Unfunded)	<u>Gratuity</u> (Funded)	<u>Leave</u> <u>Encashment</u> (Unfunded)
Defined Benefit obligation at beginning of the year	82,353,370	39,635,538	58,701,088	30,387,513
Current Service Cost	6,598,993	6,052,544	4,866,195	5,959,010
Interest Cost	6,588,270	2,233,531	5,136,345	1,829,921
Actuarial (gain) / loss	(11,551,696)	(4,286,505)	14,461,565	3,632,195
Benefits paid	(1,637,874)	(1,847,592)	(811,823)	(2,173,101)
Defined Benefit obligation at year end	82,351,063	41,787,516	82,353,370	39,635,538

II. Reconciliation of opening and closing balances of fair value of plan assets :				
	<u>Gratuity</u> (Funded)		<u>Gratuity</u> (Funded)	
Fair value of plan assets at beginning of the year	39,157,842		32,713,712	
Expected return on plan assets	3,406,732		2,813,379	
Actuarial gain/(loss)	549,265		297,108	
Employer contribution	4,537,480		4,145,466	
Benefits paid	(1,637,874)		(811,823)	
Fair value of plan assets at year end	46,013,445		39,157,842	

III. Reconciliation of fair value of assets and obligations :				
	<u>Gratuity</u> (Funded)	<u>Leave</u> <u>Encashment</u> (Unfunded)	<u>Gratuity</u> (Funded)	<u>Leave</u> <u>Encashment</u> (Unfunded)
Present value of obligation as at 31st March, 2014	82,351,063	41,787,516	82,353,370	39,635,538
Fair value of plan assets as at 31st March, 2014	46,013,445	-	39,157,842	-
Amount recognized in Balance Sheet	(36,337,618)	(41,787,516)	(43,195,528)	(39,635,538)



AUTOMOBILE CORPORATION OF GOA LIMITED

Notes forming part of the Financial Statements

IV. Expense recognized during the year

(Under the head "Employee benefits expense" - Refer Note 24)

	Gratuity (Funded)	Leave Encashment (Unfunded)	Previous Year Gratuity (Funded)	Leave Encashment (Unfunded)
Current Service Cost	6,598,993	6,052,544	4,866,195	5,959,010
Interest Cost	6,588,270	2,233,531	5,136,345	1,829,921
Expected return on plan assets	(3,406,732)	-	(2,813,379)	-
Actuarial (gain) / loss	(12,100,961)	(4,286,505)	14,164,457	3,632,195
Net Cost	(2,320,430)	3,999,570	21,353,618	11,421,126

V. Actuarial assumptions

Discount rate (per annum)	9.35%	9.35%	8.00%	8.00%
Expected rate of return on plan assets (per annum)	8.70%	-	8.70%	-

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	2013-14	2012-13	2011-12	2010-11	2009-10
Gratuity					
Present Value of Defined Benefit Obligation	82,351,063	82,353,370	58,701,088	53,847,340	48,548,669
Fair value of the Plan assets	46,013,445	39,157,842	32,713,712	30,450,328	27,230,291
Surplus or (Deficit) in the Plan	(36,337,618)	(43,195,528)	(25,987,376)	(23,397,012)	(21,318,378)
Experience Adjustment					
- On Plan liability (gain) / loss	(1,630,542)	9,121,550	4,178,591	(12,256)	6,589,945
- On Plan Assets gain /(loss)	549,265	297,108	245,052	271,190	184,358
Leave Encashment					
Present Value of Defined Benefit Obligation	41,787,516	39,635,538	30,387,513	27,327,388	25,646,866
Fair value of the Plan assets	-	-	-	-	-
Surplus or (Deficit) in the Plan	(41,787,516)	(39,635,538)	(30,387,513)	(27,327,388)	(25,646,866)
Experience Adjustment					
- On Plan liability (gain) / loss	(3,553,125)	2,125,290	2,318,097	4,584,489	1,597,912
- On Plan assets (gain) / loss	-	-	-	-	-



Notes forming part of the Financial Statements

- 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 Rs.13,959,290/- (Previous year Rs.13,370,162/-)
- 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 Rs. 17,719,899 /-(Previous year Rs.16,986,181/-).



AUTOMOBILE CORPORATION OF GOA LIMITED

Notes forming part of the Financial Statements

44) Related Party Disclosures

a) Name of related parties and nature of relationship:

Name of the party	Relationship
Ashiyana Autobodies Private Limited	Associate
Tata Motors Limited	Enterprise exercising significant influence
Mr. V. Krishnamurthi	Key Management Personnel

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

(in ₹)

Nature of Transactions	Enterprise exercising significant influence	Key Management Personnel	Total
Sale of goods	2,794,889,173 (1,994,149,139)	- (--)	2,794,889,173 (1,994,149,139)
Rent (Income)	1,483,152 (1,478,620)	- (--)	1,483,152 (1,478,620)
Purchase of goods	2,136,706 (87,675)	- (--)	2,136,706 (87,675)
Purchase of fixed asset/Capital work in progress	- (--)	- (--)	- (--)
Bad debts written off	- (984,958)	- (--)	- (984,958)
Managerial remuneration V.Krishnamurthi		18,555,190 (16,414,740)	18,555,190 (16,414,740)
Interim Dividend	7,455,535 (7,455,535)	(--) (--)	7,455,535 (7,455,535)
Proposed Dividend	37,277,675 (29,822,140)	- (--)	37,277,675 (29,822,140)
Recoveries -Expenses	2,232,176 (14,677,296)	- (--)	2,232,176 (14,677,296)



AUTOMOBILE CORPORATION OF GOA LIMITED

Notes forming part of the Financial Statements

-Others	1,989,878 (--)	- (--)	1,989,878 (--)
Cenvat benefit availed (Chassis and Dies)	244,473,895 (214,155,115)	- (--)	244,473,895 (214,155,115)
Cenvat benefit adjusted (Chassis)	249,492,254 (214,991,436)	- (--)	249,492,254 (214,991,436)
Deputation Charges	1,078,088 (950,591)	- (--)	1,078,088 (950,591)
Royalty	37,183 (82,496)	- (--)	37,183 (82,496)
Inter Corporate Deposit given	235,000,000 (500,000,000)	- (--)	235,000,000 (500,000,000)
Inter Corporate Deposit repaid	370,000,000 (255,000,000)	- (--)	370,000,000 (255,000,000)
Interest received on Inter Corporate Deposit given	29,110,411 (16,082,329)	- (--)	29,110,411 (16,082,329)
Balance outstanding as at the year end			
Amount payables	19,852,214 (7,501,634)	10,532,250 (9,047,250)	30,384,464 (16,548,884)
Amount receivables	366,338,005 (283,793,535)	- (--)	366,338,005 (283,793,535)
Loans and advances	160,000,000 (295,000,000)	- (--)	160,000,000 (295,000,000)

Notes: 1. Provisions for doubtful debts for ₹ Nil /-(Previous year ₹ Nil/-) during the year in respect of debts due from related parties.
2. Figures in brackets pertain to the previous year.

45)Segment Information

- 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 and assemblies for various range of automobiles.
ii) Bus body Building Division - Manufacturing of Bus bodies and component parts for Bus bodies.
- Inter-segment Transfer Pricing - Inter-segment transfers are made at transfer price.
- Common Expenses -Common Expenses are allocated to different segments on reasonable basis as considered appropriate.



AUTOMOBILE CORPORATION OF GOA LIMITED

Notes forming part of the Financial Statements

Previous year (in ₹)

Particulars	Pressing Division	Bus Body building division	Eliminations	Total	Pressing Division	Bus Body building division	Eliminations	Total
REVENUE								
From external customers	525,744,290	2,667,709,994	-	3,193,454,284	648,470,116	2,199,305,487	-	2,847,775,603
Add: Inter-segment sales	18,083,994	-	(18,083,994)	-	26,881,542	-	(26,881,542)	-
Total Revenue	543,828,284	2,667,709,994	(18,083,994)	3,193,454,284	675,351,658	2,199,305,487	(26,881,542)	2,847,775,603
RESULT								
Segment Result	34,448,864	174,953,880	-	209,402,744	62,105,409	100,929,058	-	163,034,467
Unallocated Corporate expenses				(19,054,919)				(9,178,736)
Operating Profit				190,347,825				153,855,731
Finance cost				(1,974,958)				(1,081,102)
Unallocated other income				77,507,922				81,103,629
Profit before tax				265,880,789				233,878,258
Tax expense				91,086,800				77,539,800
Net Profit after Tax				174,793,989				156,338,458
OTHER INFORMATION								
Segment Assets	369,555,769	1,219,089,042	-	1,588,644,811	348,663,234	1,060,460,870	-	1,409,124,104
Unallocated Corporate Assets				808,073,991				856,417,380
Total assets				2,396,718,802				2,265,541,484
Segment Liabilities	79,846,428	426,964,153	-	506,810,581	82,842,844	372,974,107	-	455,816,951
Unallocated Corporate Liabilities				181,201,108				163,116,759
Total liabilities				688,011,689				618,933,710
Capital expenditure during the year								
-Additions to segment assets	60,788,588	60,578,723	-	121,367,311	60,429,545	51,698,105	-	112,127,650
Depreciation/Amortisation	19,780,486	34,175,187	-	53,955,673	18,395,897	35,355,046	-	53,750,943
Significant non-cash expense other than depreciation/ amortisation								
Provision for doubtful debts/ advances	-	-		-	-	-		-
Bad debts/advances written off	475,859	-		475,859	11,835	1,096,644		1,108,480
Provision for doubtful debts written back	475,859	1,158,806		1,634,665	11,835	1,031,182		1,043,017
Unrealised exchange differences	-	(36,344)		(36,344)	277	-		277

The Company does not have any reportable secondary (geographical) segments.



AUTOMOBILE CORPORATION OF GOA LIMITED

Notes forming part of the Financial Statements

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

S.V.Salgaocar
Chairman

Steven Pinto
Director

P.F.X.D'Lima
Director

R. Ramakrishnan
Director

A. Gajendragadkar
Director

S. B. Borwankar
Director

Place : Panaji, Goa
Dated : 24th April, 2014

V. Krishnamurthi
Managing Director

Archana Bhangle
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.



AUTOMOBILE CORPORATION OF GOA LIMITED

Registered Office : Honda, Sattari, Goa - 403 530

ATTENDANCE SLIP

Regd. Folio No _____ ** Client I.D. _____

** D.P. I.D. _____

34th Annual General Meeting - 4th June, 2014

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the **34th Annual General Meeting** of the Company held on **Wednesday the 4th June, 2014** at **3.30 pm** at the Registered Office at Honda Sattari, Goa - 403 530.

*Member's / Proxy's Name in Block Letters _____

* Member's / Proxy's Signature _____

Note :

- Member / Proxy must bring the Attendance Slip to the Meeting and hand it over, duly signed, at the registration counter.
 - The Copy of the Notice may please be brought to the Meeting Hall.
- * Strike out whichever is not applicable.**

User ID & Password for e-voting



AUTOMOBILE CORPORATION OF GOA LIMITED

Registered Office : Honda, Sattari, Goa - 403 530

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L35911GA1980PLC000400
Name of the company : Automobile Corporation of Goa Limited
Registered office : Honda, Sattari, Goa - 403 530

Name of the member (s) :	_____
Registered address :	_____
E-mail Id :	_____
Folio No/ Client Id :	_____
DP ID :	_____

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him

2. Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him

3. Name : _____
Address : _____
E-mail Id : _____
Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual general meeting of the company, to be held on the 4th day of June, 2014 at 3.30 p.m. at Honda, Sattari, Goa - 403 530 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- To adopt accounts
- To note retirement of Director
- To declare dividend
- To appoint Auditors
- To appoint Mr S V Salgaocar as Independent Director
- To appoint Mr S A Pinto as Independent Director
- To appoint Mr P F X D'Lima as Independent Director
- To approve revision in terms of remuneration of Managing Director

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Bus built for Kadamba Corpn. Goa



Luxury bus for Kadamba Corpn. Goa



PMPML buses lined-up
for delivery to customers



interior view of the bus made for PMPML



Interior of new bus model

**Book-Post
Printed Matter**

Newly Introduced Product Range-Sheet metal front and rear face



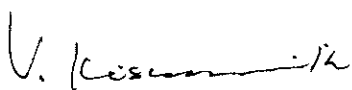
AUTOMOBILE CORPORATION OF GOA LIMITED

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

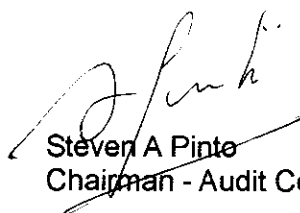
FORM A

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

1. Name of the Company: Automobile Corporation of Goa Limited
2. Annual financial statements for the year ended 31st March, 2014.
3. Type of Audit observation Un-qualified
4. Frequency of observation Not Applicable
5. To be signed by-



V Krishnamurthi
Managing Director

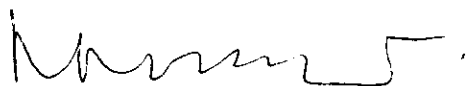


Steven A Pinto
Chairman - Audit Committee

Auditor of the Company

Refer our Audit Report dated 24th April, 2014 on the standalone financial statements of the Company.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm Registration No. 117366W/ W400018)



Rupen K. Bhatt
Partner
Membership No.: 46930

Panaji - Goa - 24th April, 2014.