



AUTOMOBILE CORPORATION OF GOA LIMITED

**32nd Annual Report
2011-2012**

NEW INVESTMENTS



Upcoming Dharwad Plant



Shower Test Facility for buses

WAGE SETTLEMENTS SIGNED WITH UNIONS ON 8TH MAY, 2012



ACGL Workers' Union



ACGL Employees' Union

AUTOMOBILE CORPORATION OF GOA LIMITED

ACGL's Product Range



Intercity Bus



Tipper



Armoured Vehicle

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

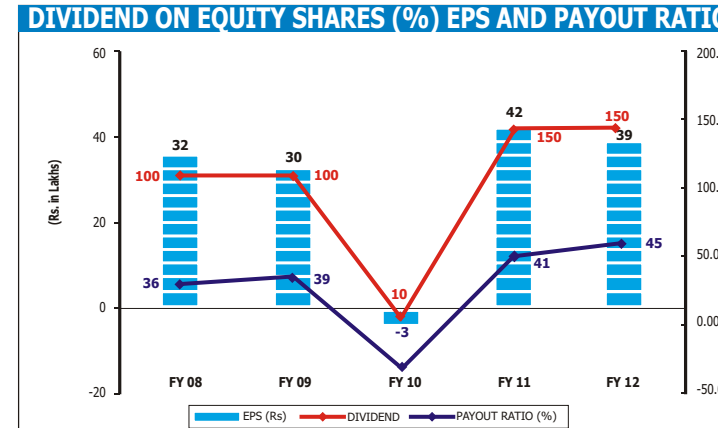
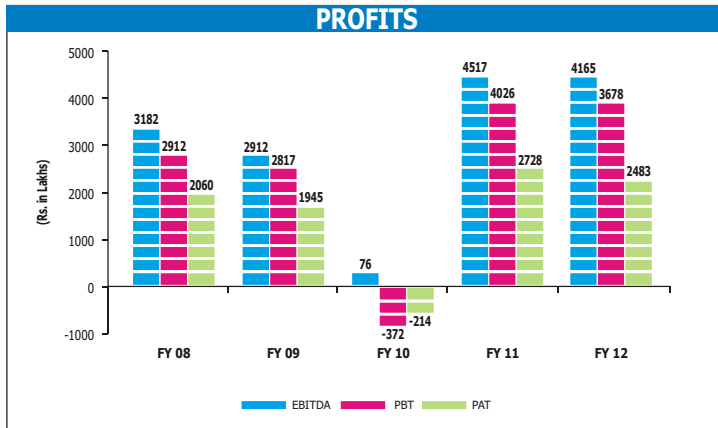
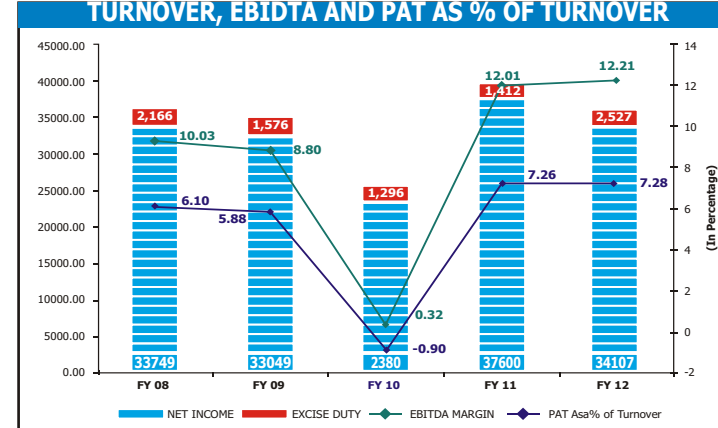
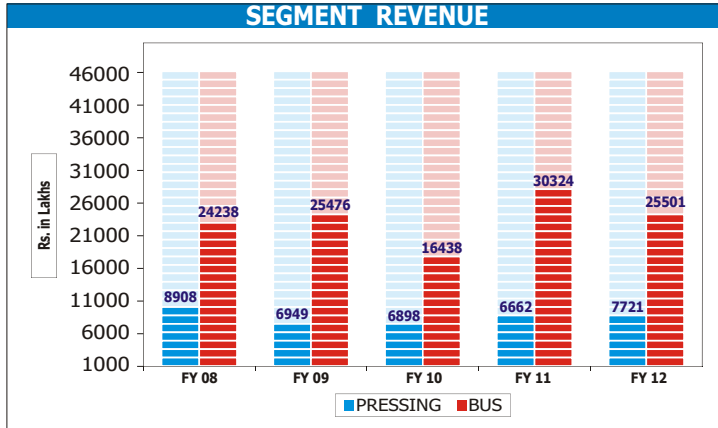
Contents

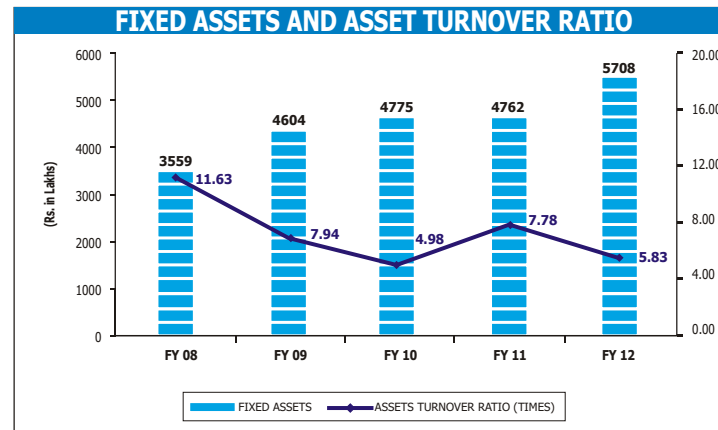
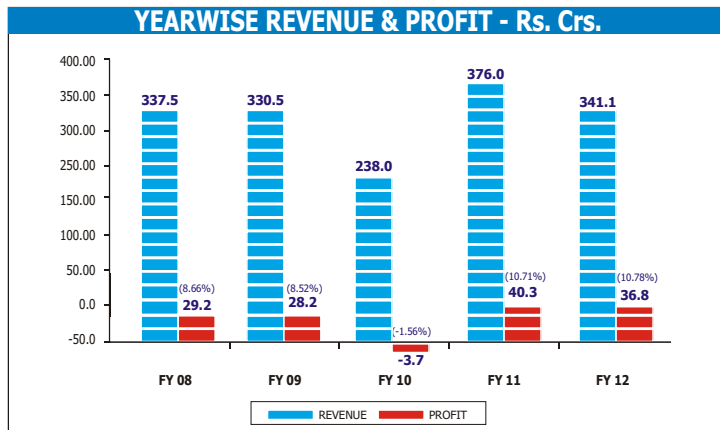
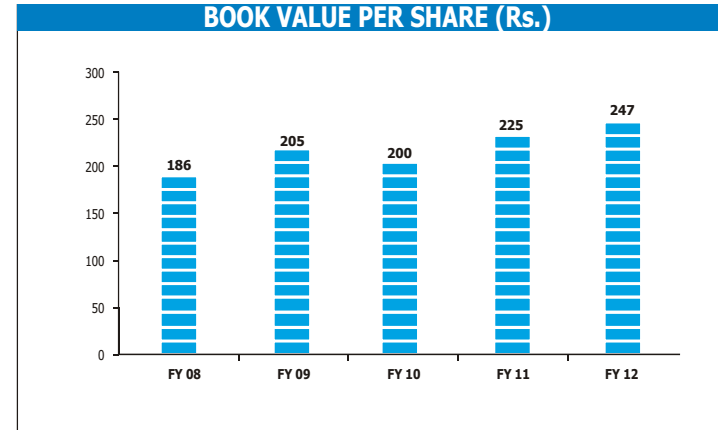
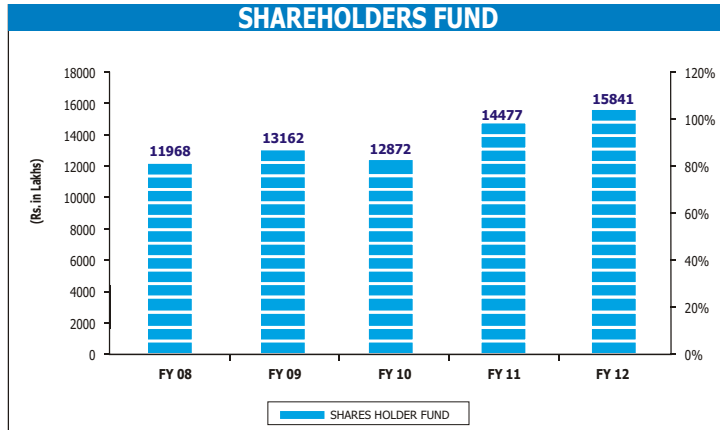
Board of Directors	03
Chairman's Message	04
Director's Message	05
Managing Director's Message	06
Notice	07
Directors' Report	12
Management Discussion and Analysis	20
Corporate Governance Report	25
Auditors' Report	43
Balance Sheet	49
Statement of Profit and Loss	50
Cash Flow Statement	51
Notes to the Financial Statement	53

NEW INVESTMENTS



Pre-treatment Plant at Jejuri







BOARD OF DIRECTORS

S. V. Salgaocar
Chairman

P. M. Telang
Director

C. Ramakrishnan
Director

Steven A. Pinto
Director

P. F. X. D'Lima
Director

V. Krishnamurthi
Managing Director

Ananth Prabhu
Executive Director & Secretary
(upto 24.08.2011)

Share Registrars

TSR Darashaw 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

Auditors

Deloitte Haskins & Sells

Registered Office

Honda, Sattari, Goa 403 530

Works

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

Pravin Satardekar

Company Secretary
(w.e.f. 25.08.2011)

32nd ANNUAL GENERAL MEETING

9th June, 2012, 3.30 p.m.
at Honda, Sattari, Goa - 403 530



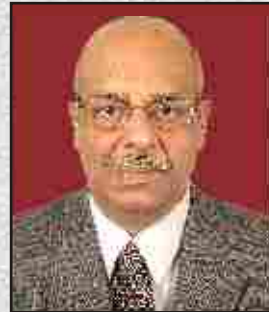
AUTOMOBILE CORPORATION OF GOA LIMITED
BOARD OF DIRECTORS



S. V. Salgaocar
Chairman



P. M. Telang
Director



C. Ramakrishnan
Director



Steven A. Pinto
Director



P. F. X. D'Lima
Director



V. Krishnamurthi
Managing Director

Message From Chairman



Mr. S. V. Salgaocar

Dear Shareholders,

I am pleased to report that 2011-12 was a year that saw your Company continue its growth. You may have noted that as compared to 2010-11, your Company generated marginally lower revenue during the year. However, its effect on other performance parameters, namely profit before and after tax has been minimal. Although your Company faced many challenges during the year when the business was a little low, with various initiatives such as aggressive cost control, increase in sheet metal business etc., the management has achieved excellent results during 2011-12.

I whole-heartedly appreciate the efforts of the executive management of your Company for this performance and it is with this confidence in your company's management and operations, that the Board has declared an interim dividend for the second successive year.

When I look back on our journey, I am proud of our growth and success. The Company has been growing steadfastly over the years and the momentum acquired during the last few years is both phenomenal and inspiring. The Company's management is focused on exploring new business avenues and is looking at every opportunity to increase business profitability.

I would like to specially mention Tata Motors which has been supporting us immensely and as the Chairman of your Company, I would like to thank the senior management of Tata Motors, whose constant support has helped your Company achieve this level of performance. I would also like to thank you for reposing your faith in the Company.

Sincerely,

S.V. Salgaocar

25th April, 2012
Goa

Message From Director



Mr. P. M. Telang



Dear Shareholders,

The year 2011-12 is just over and I am delighted to see yet another successful year turning over in ACGL history. Considering the tough environment that existed during previous year, performance of your Company has been exemplary. My heartiest compliments to all of you for being shareholders of this great Company which is showing glorious yet sustainable results consistently over a period of time.

You will also note that during 11-12, the Company successfully migrated entire operations of its sheet metal division to Jejuri, near Pune. This has helped your Company coming closer to its customer base thereby becoming more cost-competitive. I am sure, you would have noted from the Annual Report that as compared to 2010-11, the Company could expand its sheet metal business quite significantly during the year under review. I am confident that this is only a beginning for this segment of the Company for achieving even greater heights of performance in the years to come!

This initiative of increasing focus on stamping and fabrication activities forms a major plank of the Company's initiatives of de-risking the business from the fluctuations in the bus body business. Your Company will continue to pursue actively a few more initiatives in other related product space for going towards further balanced product portfolio.

While I thank you for the support extended to the Management, it would be in order for me to compliment the operating management of your Company right from operatives, staff, officers and to all my colleagues on the Board for their unstinted efforts and hard work throughout the year.

With regards,

Yours Sincerely,

P M Telang

25th April, 2012
Mumbai

Message From Managing Director



Mr. V. Krishnamurthi



Dear Shareholders,

The year gone-by was very challenging with regard to both-bus body and sheet metal segments of your Company's business.

At the year-beginning, we embarked on a massive plan of relocating Sheet Metal facilities from Goa to Jejuri. This required lot of follow-up and close monitoring of state of the art facilities-in terms of factory buildings, power, paint shop equipment, water-cooling systems, conveyor lines etc. being set-up at Jejuri to install heavy presses. Dismantling, overhauling and transportation of presses to Jejuri were another set of complex activities that were simultaneously undertaken at Goa Plant.

Management team did their best and the entire new Sheet Metal Plant at Jejuri became operational during the year without any compromises on quality or disruption of supplies to our valued customers. Your Company's Jejuri Plant has become a landmark with regard to plant layout, house-keeping, eco-friendly packaging and many distinguished and senior management teams from our customers have visited and appreciated the efforts. The step has enabled your Company to come closer to customers' manufacturing plants which would have its own resultant benefits in the years to come.

During 2011-12, your Company was also blessed with increased volumes for sheet metal components and turnover of this segment grew 16% over previous year. Bus segment has taken a slight dip. While, the bus business faced many challenges including long-drawn tendering processes of various government bodies, availability of road-side body builders, traditional export markets not growing as expected and so on. However, compared to 2010-11, turnover, PBT and PAT have come down only marginally-thanks to year-on-year improvement in operational efficiency in all areas. I must thank Tata Motors for providing continuous bus orders during the year.

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

With regards,

Yours Sincerely,

V Krishnamurthi

25th April, 2012
Goa



Notice

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of AUTOMOBILE CORPORATION OF GOA LTD. will be held on Saturday, 9th June, 2012 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, 2012 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.
2. To declare Dividend for the year ended March 31, 2012.
3. To appoint a Director in place of Mr. P M Telang, who retires by rotation and is eligible for reappointment.
4. To appoint a Director in place of Mr. Steven A Pinto, who retires by rotation and is eligible for reappointment.
5. To appoint Auditors and fix their remuneration.

Notes:

- (a) Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of Directors seeking 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 AND THE PROXY NEED NOT BE A MEMBER.
The Proxy forms should be lodged with the Company at its Registered Office at least 48 hours before the time of the meeting.
- (c) The Register of Members and Transfer Books of the Company shall remain closed from May 17, 2012 to May 24, 2012 (both days inclusive).
- (d) The Dividend for the year, as approved by the members, shall be payable to those shareholders whose names appear on the Register of Members on the record date i.e. May 17, 2012, fixed for this purpose. The dividend in respect of shares held in dematerialized mode will be payable to the beneficial owners as per the details furnished by the Depositories for this purpose.
- (e) Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, ECS mandates,



Nominations, Power of Attorney, Change of Address/name etc. to their Depository Participant only and not to the Company or Company's Registrars and Transfer Agents. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and the Registrars & Transfer Agents to provide efficient service to the members.

- (f) Members holding Share Certificates under different folio numbers but in the same order of names are requested to apply for consolidation of such folios and send relevant Share Certificates to the Registrars and Transfer Agents of the Company.
- (g) Members attention is particularly drawn to the "Corporate Governance" section in respect of unclaimed and unpaid dividend.
- (h) Members desiring any relevant information on the accounts at the Annual General Meeting are requested to write to the Company well in advance to ensure that such requests reach the Company at least seven days before the date of Annual General Meeting, so as to enable the Company to keep the information ready.

By order of the Board of Directors

Pravin Satardekar
Company Secretary

Dated: May 7, 2012
Registered Office:
Honda, Sattari,
Goa – 403 530.



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

Particulars	P M Telang	Steven A Pinto
Date of Birth	21 st June, 1947	29 th November, 1945
Age	65	67
Appointed on	7 th August, 2010	7 th August, 2010
Qualifications	B.E. (Mechanical Engineering) REC, Nagpur and MBA (IIM, Ahmedabad)	Economic Honors Graduate (B.A.) Masters in Management Studies (MMS)
Expertise in Specific functional areas	<p>Mr. P M Telang has been with Tata Motors Ltd. for over 42 years having functional expertise in automotive industry and machinery manufacturing. He has led the team at Tata Motors for many prestigious offerings from the Tata Stable, including Tata's mini-truck-Ace. He is responsible for product development, manufacturing, sales and marketing functions of the Strategic Business unit of Commercial Vehicles. He has anchored Tata Motors through its roughest patch and has been the architect of the company's cost reduction drive. By championing the use of e-procurement and other innovative approaches, he has played a vital role in initiating a complete makeover in the company's operations and leveraging domestic and international growth opportunities.</p> <p>Mr. Telang is Presently Managing Director - India Operations. Before joining Tata Motors, Mr. Telang was with Larsen & Toubro Ltd, Mumbai for 3 years and joined the House of Tatas through the prestigious Tata Administrative Service (TAS) cadre.</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 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</p>



Particulars	P M Telang	Steven A Pinto
		<p>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 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 UAE.</p>
<p>Directorships held in other Public companies (excluding Foreign and Private companies)</p>	<p>Tata Motors Ltd. Tata Cummins Ltd. Tal Manufacturing Solutions Ltd. Telco Manufacturing Equipment Co. Ltd Tata Marcopolo Motors Ltd. Fiat India Automobiles Ltd. TML Distribution Co. Ltd Tata Advanced Systems Ltd. Persistent Systems Ltd Tara Aerospace System Ltd. Tata Lockheed Martin Aerostructures Ltd. Telco Construction Equipments Co. Ltd</p>	<p>Easyaccess Financial Services Ltd.</p>



Particulars	P M Telang	Steven A Pinto
Memberships/ Chairmanships of Committees across Public companies	Chairman of the Remuneration Committee-Persistent Systems Limited Member of Remuneration Committee-Automobile Corporation of Goa Limited Chairman of the Remuneration Committee-Tata Construction Equipment Company Limited Chairman of the Remuneration Committee-Fiat India Automobiles Limited Member of Remuneration Committee-Tal Manufacturing Solutions Limited Member of Audit & Remuneration Committee-Tata Advanced Systems Limited	Chairman of Audit Committee-Automobile Corporation of Goa Limited.
Shareholding	1408	1500

None of the Directors is related to each other or other Directors of the Company.



DIRECTORS' REPORT

Dear Members,

The Board of Directors have great pleasure in presenting 32nd Annual Report on the business and operations of your Company together with audited statement of accounts for the year ended March 31, 2012.

FINANCIAL PERFORMANCE SUMMARY

	Rs. in Lakhs	
	2011/12	2010/11
A. FINANCIAL RESULTS		
Net Sales	33,273.67	37,066.94
Total Expenditure	29,942.14	33,083.31
Operating profit	3,313.53	3,983.63
Other Income	833.12	532.91
Earnings before Finance Cost, Tax, Depreciation and Amortization	4,164.65	4,516.54
Finance Cost	13.52	27.60
Cash Profit	4,151.13	4,488.94
Provision for Depreciation & Amortization	473.44	462.74
Profit before Tax	3,677.69	4,026.20
Provision for Tax (net)	1,194.80	1,298.23
Profit after Tax	2,482.89	2,727.97
Balance in Profit & Loss A/c brought forward from the previous year	4,873.61	3,541.67
Profit available for appropriation	7,356.50	6,269.63
B. APPROPRIATIONS		
<i>Equity Dividend</i>		
Interim	160.54	160.54
Final	802.70	802.70
Corporate Dividend tax	156.26	159.98
Transfer to General Reserve	248.30	272.80
Balance carried to Balance Sheet	5,988.70	4,873.61



DIVIDEND

The Company has paid an interim dividend of 25% (Rs 2.50 per share) during the year. Considering excellent results, the Directors are pleased to recommend a final dividend of 125% (Rs 12.50 per share). Thus, the aggregate dividend for the year 2011-12 works out to 150% (Rs 15 per share). The said dividend, if approved by the Members, would involve a cash outflow of Rs 802.70 lakhs, which, together with the interim dividend of Rs. 160.54 lakhs (both exclusive of dividend distribution tax) resulting in a payout of 39% of the profit (previous year : 35%).

OPERATIONS

Operational working of the Company, in detail, is discussed in the Management Discussion and Analysis forming part of this Report. Turnover of the Company showed a marginal decline of 9.29% over that achieved in the previous year. As against Rs 37,599.85 lakhs achieved in 2010-11, turnover of the Company during 2011-12 was Rs 34,106.79 lakhs. While the Pressings Segment showed an increase in the turnover of 16%, there was an equal decline in the turnover from Bus Segment compared to the respective turnover of the segments in the preceding year. The Bus segment was affected mainly due to shrinkage of volumes from our traditional markets i.e. the Gulf countries. Further, some of the bus business of these countries has also gone to countries other than India perhaps due to reasons of cost-competitiveness, attractive pricing etc. The Management is watching the trends in the overseas markets and expects to get better volumes in the year 2012-13.

Profit before tax for the year under review was Rs 3,677.69 lakhs as against Rs 4,026.20 lakhs in 2010-11, showing a marginal decline of 8.66%.

BUS BODY SEGMENT

Number of buses sold during the year was 3,937 as against 4,826 during the previous year; a drop of 18%. The reduction was mainly on account of decline in the overseas markets especially the Gulf countries. However, with the proactive steps initiated by the Management, the Company could contain the impact on profitability.

Focus on domestic markets by Company's own Marketing Department has yielded good results during the year. During the year, ACGL's own domestic business stood at 1,023 buses; up by 50% as compared to previous year's performance.

PRESSINGS SEGMENT

This segment saw a phenomenal growth during the year. Turnover crossed Rs 7,721 lakhs; the same was higher by over Rs 1,059 lakhs. The improvement was 16% as compared to the year 2010-11.

HUMAN RESOURCE AND INDUSTRIAL RELATIONS

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

As at end-March 2012, the Company had 602 employees including bargainable and non-bargainable categories. During the year under review, a few employees from Goa Unit were relocated at Jejuri Plant consequent to shifting of Pressings business there. Feedback on their deputation to Jejuri has been encouraging.

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

Three-year wage settlement with the bargainable employees has ended at March 2012. Negotiations with the Unions were held during April-May'12 and agreements – valid for a period of three years upto March 2015 - were signed in a very cordial and jubilant atmosphere. This is a record in the history of ACGL not only in terms of the short time duration that it has taken for settlement but also in terms of the direct and indirect benefits that all the Associates would be entitled to.

CORPORATE GOVERNANCE

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

FINANCE

Borrowings of the Company as at end-March, 2012 stood at Rs 324.29 lakhs (previous year Rs 381.62 lakhs). Cash and Bank Balance stood at Rs 181.87 lakhs (previous year Rs 2,596.33 lakhs).

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

Out of the unspent amount of the rights issue proceeds, a sum of Rs 4,883.70 lakhs has been applied towards capital expenditure and the balance amount has been held in the form of Inter-Corporate Deposits.

DIRECTORS

Mr Ananth Prabhu, Executive Director & Company Secretary retired from office on 24th August, 2011. Mr Prabhu had joined the Company in 1982 and during his long career, was assigned various responsibilities in Materials & Purchase, Sales and other commercial functions in addition to his responsibilities as the Company Secretary. On March 21, 2001 he was appointed as whole-time director.



The Directors place on record their sincere appreciation of the valued contribution made by Mr Prabhu during his long association with the Company.

In accordance with the requirements of the Companies Act, 1956 and the Articles of Association of the Company, Mr. P. M. Telang and Mr. Steven Pinto retire by rotation and are eligible for re-appointment in the ensuing Annual General Meeting.

Attention of the members is invited to the relevant items in the Notice of the Annual General Meeting seeking re-appointment of Mr P. M. Telang and Mr. Steven Pinto.

PARTICULARS OF EMPLOYEES

Information required under Section 217 (2A) of the Companies Act 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended and forming part of the Directors' Report for the year ended March 31, 2012 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 (DHS), who are the Statutory Auditors of the Company, hold office until the ensuing Annual General Meeting. It is proposed to re-appoint them to examine and audit accounts of the Company for the financial year 2012-13. DHS have, under Section 224(1) of the Companies Act, 1956 furnished a certificate of their eligibility for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- i. in preparation of annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- ii. they have, in selection of the accounting policies, consulted the Statutory Auditors and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;



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

ACKNOWLEDGEMENTS

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

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

On behalf of the Board of Directors

S. V. Salgaocar
Chairman

Place : Vasco-da-Gama, Goa.
Date : May 11, 2012



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) (Rs.)	Qualifications	Total Experience (Yrs.)	Date of commencement of employment	Last employment held, Designation, Period for which post held
Mr. V Krishnamurthi*	63	Managing Director	15,821,297	B.E. (Mechanical) Post Graduate Diploma in Business Management.	38	18.10.2010	Tata Motors Ltd., Sr. General Manager (Auto Mfg.) - 37 years
Mr. Ananth Prabhu**	64	Executive Director & Secretary (Upto 24.08.2011)	2,712,171	B. Sc., ACS	40	21.03.1982	Govind Poy Oxygen Limited Company Secretary 1 year

1. Gross remuneration includes Salary, Incentive Remuneration, Commission and Perquisites.
2. * The nature of employment is contractual.
3. None of the employee mentioned above is relative of any Director of the Company.
4. ** Indicates that the employee was in service only for a part of the year.

On behalf of the Board of Directors

S. V. Salgaocar
Chairman

Place : Vasco-da-Gama, Goa.
Date : May 11, 2012

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 and have undertaken specific energy conservation projects such as:

- Installation of translucent polycarbonate sheets for units in Goa.
- Installation of natural turbo wind ventilators for the Primer Paint shop in Plant II at Goa
- Installation of translucent polycarbonate corrugated sheets for roof at new units at Jejuri and Dharwad, resulting natural day light.
- Installation of natural turbo wind ventilators for roof at both units at Jejuri and Dharwad
- Heating process in Primer and Pre-treatment paint shop for de-rusting bath changed from thermic fluid heating to hot water heating thereby saving energy. Further hot water heating process is non polluting and noise free.

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

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

- Design and Development of midi and mini buses with new face "Classic" on chassis model LP 410/31, LP 410/34 and LP 912/49
- Armoured Vehicle
- Special Application bus for "Swami Vivekananda Organisation"
- Design and Development of LPA 1415/42 four wheel drive bus in tubular for Angola
- Development of Ambulances on Tata Winger and Venture models
- Star Bus model in tubular for Nigeria.

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. 77,29,690
c)	Total	Rs. 77,29,690
d)	Total as a percentage of turnover	0.23%

C. Foreign Exchange earnings and outgo

The Company earned Rs.135,89,52,157 by export of Buses and parts through a merchant exporter. The particulars of foreign exchange earned/utilized during the year are given in Note 35 to the Accounts.

On behalf of the Board of Directors

S. V. Salgaocar
Chairman

Place : Vasco-da-Gama, Goa.
Date : May 11, 2012



MANAGEMENT DISCUSSION AND ANALYSIS

1. Business Overview

Today, India is considered as one of the most vibrant economies in the world. Largest democracy, growing middle class population, 3rd largest investor base in the world, robust legal and banking infrastructure, youth driven economy, suburbanization & rural to urban Migration, 2nd largest pool of certified professionals and highest number of qualified engineers in the world are some of the features which make India the most favored destination for business in the world. India is the world's second fastest growing auto market and boasts of the sixth largest automobile industry after China, US, Germany, Japan and Brazil. India's auto market is evolving at a great pace.

Production data for April-March 2012 shows growth of 13.83% over same period last year. In March 2012 as compared to March 2011, production grew at a single digit rate of 6.83%. In 2011-12, the industry produced 2,03,66,432 vehicles of which share of two wheelers, passenger vehicles, three wheelers and commercial vehicles were 76%, 15%, 4% and 4% respectively. Passenger vehicles segment grew at 4.66% during Apr-Mar 2012 over same period last year. Commercial vehicle segment registered a growth of 18.20% during Apr-Mar 2012 as compared to the same period last year. Growth rate for overall domestic sales for 2011-12 was 12.24% aggregating to 1,73,76,624 vehicles. In the month of only March'12, domestic sales grew at a rate of over 10% as compared to March'11.

Auto Expo: A Grand Success

India's 11th Auto Expo jointly hosted by Society of Indian Automobile Manufacturers (SIAM), Confederation of Indian Industry (CII) and Automotive Component Manufacturers Association (ACMA) took place at Delhi's Pragati Maidan during January 5-11, 2012. A grand success in terms of footfall, the exhibition embraced 1,500 participants from 24 countries and witnessed launch of over 50 new products. ACGL also participated in the Auto Expo wherein the special purpose vehicle (ambulance) of the Company was exhibited. Auto Expo is a perfect platform for many Indian as well as foreign auto players where they can reach out to masses in the most effective way.

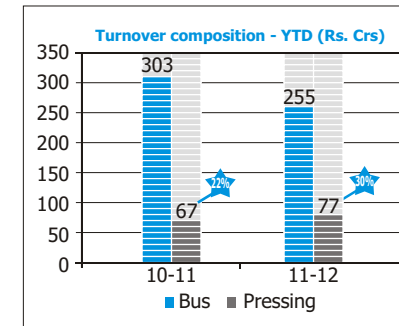


2. Segment Overview

The Company has two business segments - Pressed Parts & Assemblies and Bus Body Building-both of which are a part of the Commercial Vehicle sector of the Automobile Industry. Presently, Bus Body segment contributes a major share in the turnover of the Company. The Company's bus sale was 3,937 numbers in 2011-12 catering to both the domestic and export market. The pressings segment which mainly caters to the automotive market showed continuous and robust growth.

Number of buses produced during the year was as under -

Bus Production (numbers)	2011-12	2010-11
For export market	2,078 (53%)	3,936 (82%)
For domestic market	1,859 (47%)	890 (18%)
Total	3,937	4,826



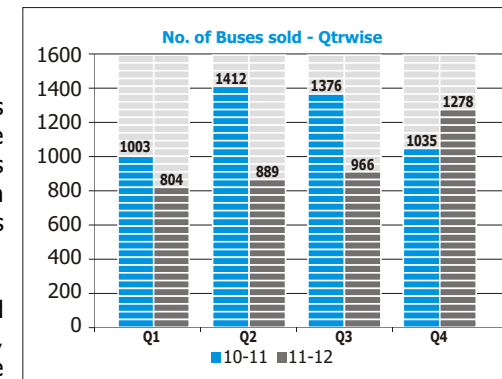
Inspite of the Bus Body operation down by 16%, the Company could maintain its profitability with the help of various operational efficiency initiatives and full-fledged cost reduction drive. Pressing segment showed a continuous upward trend in the performance.

3. Segment Review and Developments

Buses

3,937 buses were sold during the financial year as against 4,826 buses during the previous year. Despite the difficulties of declining overseas sales, increasing input costs etc., the Company successfully maintained its growth pace. In the adverse situations too, various timely efforts were made to cope up with the challenges and achieve the set targets. With these measures, the Company could bridge the gap between current year's performances vis-a-vis last year's as close as possible.

Focus on the domestic marketing and establishing foot prints in this segment have yielded extremely good results for the Company. Various Proto-types of buses, concept buses, ambulances, etc. have newly been developed and are marketed to various customers; the Management expects good orders for such new variants.





During the year, Company's own marketing efforts helped significantly in the background of a decline in the overseas market. During the year, ACGL's Marketing Team obtained orders from domestic customers for 1,023 buses - up by 50% as compared to the last year. These efforts have also changed composition of bus business wherein with respect to the total bus orders executed, our own domestic business contributed 26% as compared to 14% last year.

Pressings

Sheet Metal Business reported a turnover of Rs 7,721.03 lakhs. The Pressings business showed robust growth during the year under review. The Company has done a commendable business in this segment during the financial year under review. Sheet Metal business grew by Rs 1,058.85 lakhs (16%). Company's decision to re-locate this business at Jejuri, near Pune has proved to be extremely beneficial for the growth of this segment. With state of the art pre-treatment and painting set-up, newly overhauled Presses, well-maintained machinery and extremely good house-keeping, the Jejuri Plant has received many accolades from various senior executives of companies to whom we supply components / assemblies. Company's Plant at Jejuri has also received appreciation throughout the year from customers for excellence in terms of cost, quality and delivery of our products. The Management expects the Pressings segment to grow further during the current year i.e. 2012-13 and to soon touch a Rs 100 Cr mark in terms of turnover.

4. Risks, Opportunities and threats

Risks and Concerns

Major part of ACGL's business is dependent on Tata Motors and other automobile manufacturers. Effect of any decline in global auto industries such as Japan, Europe and US have already triggered the influx of new conglomerates in India alongwith huge capital investments in the sector. Many overseas auto players have their manufacturing units in India and with huge technological set up they maximize utilization of their Indian operations to expand their business. While this could have an effect on TML's market share in the bus segment in the domestic market, we see little effect in the overseas market. The Pressings business is likely to get a boost due to increasing number of players and ACGL can tap the market in this segment.

Opportunities:

- Large domestic market
- Sustainable labor cost advantage
- Competitive auto component vendor base
- Strong engineering skills in design, etc.

Mega trends in India's economic growth will present tremendous opportunities for growth in State Transport Units (STUs) segment and Special Application Vehicles. Your Company's healthy customer order book provides a clear indication of future growth. Your Company has been strenuously working to ensure that this business is converted into profitable growth and is also well positioned to explore new opportunities.



The Company has so far been concentrating on export and domestic business restricted to private customers. Now with sheet metal grabbing new domestic and export business, the Company has carved out a way from the risk of single customer in the Bus Segment. There are possible good opportunities in venturing into the Government orders which include supplies to Army, Police, CRPF, etc. requiring registration with DGS&D authorities. The Company has been awarded with the DGS&D registration which has opened the gates for these businesses.

Threats:

India's incredible growth forecasts, infrastructure progress (especially new and better roads) and ever-expanding financing options to rural residents makes the Indian market attractive. As such, we expect the threat of new entrants to be high. A vehicle is not only a utility, but also represents aspirations and image of its owner. Hence, auto giants across the globe are leaving no stone unturned to attract Indian consumers by offering luxury, value, utility and convenience in their products.

Buyers in India have a wide variety of choice. There are foreign manufacturers selling in India (such as Mercedes Benz & Volvo). Similarly, it is likely that suppliers of components to the bus-body manufacturers have considerable bargaining power. There are many opportunity to sustain and grow their business and can easily market their products to any other in India.

Apart from the above threats, the below mentioned challenges will also have to be considered

- Infrastructure Deficit
- Talent Crunch
- Scaling up the Industry
- Access to the world class technology and Quality practices
- Remaining cost competitive
- Trade policy
- Cyclic nature of the demand in overseas markets

5. Internal Control System

The Company has an adequate system of internal controls which ensures that its assets are protected against loss of unauthorized use and improper handling. To supplement and also to monitor the internal control system, the Company has put in place an effective internal audit department which is empowered by the Audit Committee to assess internal control systems and statutory requirements.

Audit Committee of the Board also plays a vital role in the Internal Control System of the Company. The internal audit function monitors effectiveness of internal controls and also provides an independent and objective assessment of the overall governance process in the Company, including the application of systematic risk management framework.



6. Financial and operational performance

Particulars	Percentage of Sales Year ended 31 st March	
	2012	2011
Total Revenue	100	100
Expenditure:		
Material (including change in stock)	64.48	64.74
Employee cost	7.76	6.24
Manufacturing & other expenses	15.55	17.01
Total expenditure	87.79	87.99
Profit before Depreciation, Exceptional Items & Tax	12.21	12.01
Depreciation	1.39	1.23
Finance Cost	0.04	0.07
Profit before Exceptional Items and Tax	10.78	10.71

7. Material Developments in Human Resource and Industrial Relations

The Company continues to maintain harmonious and cordial industrial relations. ACGL recognizes its employees as its most valuable assets. Continuous efforts are being made to attract, train, retain and motivate our employees and to create congenial, happy and prosperous work environment for all the employees. Participation of employees at all levels has been focused. This will give the employees impetus to put in their best efforts.

The Company had 602 employees as on March 31, 2012. Education and training programs are continuing to prepare the employees to face business demands & challenges. Recently due to shifting of Presses from Goa to Jejuri unit, some of the employees have been deputed to Jejuri, Pune. The feedback on their deputation to Jejuri has been encouraging.

The Company has a compensation structure which includes both fixed and performance based variable compensation. For the senior employees, variable portion has a higher linkage with the Company performance.

Three-year wage settlement with the bargainable employees has ended at March 2012. Negotiations with the Unions were held during April-May'12 and agreements – valid for a period of three years upto March 2015 - were signed in a very cordial and jubilant atmosphere. This is a record in the history of ACGL not only in terms of the short time duration that it has taken for settlement but also in terms of the direct and indirect benefits that all the Associates would be entitled to.

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 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 Stock Exchange.

BOARD OF DIRECTORS

The Board of Directors along with its Committees provide leadership, and guidance to the Company's Management and directs, supervises and controls performance of the Company. Present strength of the Board is six Directors. The Board comprises of one Executive Director who is the Managing Director of the Company. There are five Non-Executive Directors of which three Directors including the Chairman are Independent Directors. None of the Directors on the Board is a Member on more than ten committees or Chairman of more than five committees across all companies in which he is a director as per the requirements of Clause 49 of the Listing Agreement. 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, 2012 in the Company are given below:



Name of the Director	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	Non-Executive Independent - Chairman	3	Yes	2	1	Nil	Nil
P M Telang	Non-Executive	4	Yes	13	Nil	1	1408
C Ramakrishnan	Non-Executive	2	No	8	2	5	Nil
Steven Pinto	Non-Executive Independent	3	No	2	1	Nil	1500
P F X D'Lima	Non-Executive Independent	4	Yes	1	1	2	780
V Krishnamurthi	Whole Time Director- Managing Director	4	Yes	1	Nil	1	Nil
Ananth Prabhu (upto 24.08.2011)	Whole Time Director- Executive Director	2	Yes	NA	NA	NA	NA

(1) excludes Directorship in private companies, foreign companies and associations

(2) includes only Audit and Investors Grievance Committees

During the year under review, four Board Meetings were held on 19.04.11, 05.08.11, 12.10.11, 14.01.12; 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. P M Telang and Mr Steven Pinto retire by rotation at the 32nd Annual General Meeting and are eligible for re-appointment. Information as required under clause 49 of the Listing Agreement for their re-appointment is annexed to the Notice of the Annual General Meeting.

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, 2012. Declaration to this effect signed by the Managing Director is annexed hereto.



COMMITTEES OF THE BOARD

Audit Committee

The Composition of the Audit Committee and the meetings attended by each of the members is given below. Four Audit Committee meetings were held on 19.04.2011, 03.08.2011, 12.10.2011 and 14.01.2012 during the year under review.

Name of the Director	Category	Position in the committee	No. of meetings attended
Mr. Steven Pinto	Independent Director	Chairman	4
Mr. C Ramakrishnan	Non-Executive Director	Member	3
Mr. P F X D'Lima	Independent Director	Member	4

All members of the Audit Committee have relevant finance expertise.

Mr Ananth Prabhu, Executive Director & Secretary retired from the services of the Company on 24.08.2011 and ceased to be the Secretary to the Committee effective that date. Mr. Pravin Satardekar has been appointed as the Company Secretary and Compliance Officer of the Company w.e.f. 25.8.2011. He has been appointed as the Secretary to the Committee at the Audit Committee Meeting held on 12.10.2011.

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

Powers of the Audit Committee: -

- To investigate any activity within its terms of reference
- To seek information from any employee
- To obtain outside legal or other professional advice
- To secure attendance of outsiders with relevant expertise, if it considers necessary

Role of the Audit Committee: -

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that financial statements are correct, sufficient and credible.
- Recommending to the Board the appointment, re-appointment and if required, replacement or removal of the statutory auditors and the fixation



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 meeting was held during the year. 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	-
Mr P M Telang	Non-Executive Director	Member	1
Mr P F X D'Lima	Independent Director	Member	1

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 19th April, 2011, the sitting fee payable to Non-executive Directors for attending Board and Committee meetings was revised to Rs. 15,000/- per meeting.

Remuneration to Directors

Non-Executive Directors:

(Rupees)

Name of the Director	Commission for 2011-12	Sitting fees for 2011-12
Mr S V Salgaocar	Nil	45,000
Mr P M Telang	16,34,000	75,000
C Ramakrishnan	7,60,000	75,000
Steven Pinto	7,60,000	1,05,000
Mr P F X D'Lima	6,46,000	1,50,000

Mr S V Salgaocar opted not to accept commission

Whole-time Directors :

(Rupees)

Name of the Director	Salary	Perquisites & Allowance	Commission	Incentive Remuneration
V Krishnamurthi - Managing Director	48,00,000	14,21,297	96,00,000	-
Ananth Prabhu - Executive Director (upto 24.08.2011)	6,14,725	17,03,146	-	3,94,300



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	Rs 4,00,000 - Rs 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 investors' complaints pertaining to share transfers and related issues. One meeting of the Grievance Committee was held on 6th October 2011 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	1
V Krishnamuthi	Member	1

Pursuant to the retirement of Mr Ananth Prabhu, Mr Pravin Satardekar, Company Secretary has been appointed as the Secretary to the Committee in the said meeting. Mr Pravin Satardekar, Company Secretary, who is also the Compliance Officer, may be contacted at:

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

Two complaints were received during the year under review (both complaints were routed through SEBI) and one complaint was resolved during the year. One complaint was pending as on March 31, 2012.



GENERAL BODY MEETINGS

Location and time of the general meetings held in the last 3 years.

Year	Type	Date	Venue	Time
2010-2011	AGM	5 th August, 2011	Regd. Office Honda, Sattari, Goa	2.00 pm
2009-2010	AGM	7 th August, 2010	Regd. Office Honda, Sattari, Goa	12.30 pm
2008-2009	AGM	8 th August, 2009	Regd. Office Honda, Sattari, Goa	12.00 noon

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 -

Year	Date of AGM	Particulars of special resolution
2010-11	5 th August, 2011	Approval for the appointment and terms of remuneration of Mr. V. Krishnamurthi as the Managing Director of the Company for the period from 18 th October, 2010 to 6 th December, 2014 upon the terms and conditions, including the remuneration to be paid in the event of inadequacy of profits in any financial year
2009-10	7 th August, 2010	Nil
2008-09	8 th August, 2009	<ol style="list-style-type: none"> 1. Approval to the Board of Directors to spend the balance unspent amount raised through issue of equity shares on rights basis in 2007 for purposes other than those mentioned in the letter of offer dated 28.02.2007 2. Alteration of Articles of Association of the Company by insertion of new Article 135A for allowing company to hold Board or Committee meetings through the means of video or tele-conferencing



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 and the Chief Finance Officer have issued necessary certificate in respect of the financial statements for the year ended March 31, 2012.

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

Risk management

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

Proceeds from public issues, rights issues, preferential issues etc

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

As at 31st March, 2012, a sum of Rs 48,83,70,277 has been spent on capital expenditure; balance amount Rs 20,63,29,962 is held in Inter-Corporate Deposits.

Accordingly the Company has drawn plans to utilise this money in near future.



MEANS OF COMMUNICATION

The Quarterly/Half yearly/Annual results are regularly submitted to the Stock Exchange in accordance with the Listing Agreement and are published in newspapers and posted on the Company's website. Periodic information as specified under Clause 41 of the Listing Agreement are posted through Corporate Filing and Dissemination System (CFDS) of the Bombay Stock Exchange Ltd. Physical copies of the said disclosures are also filed with the Bombay Stock Exchange Ltd.

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

GENERAL SHAREHOLDERS INFORMATION

Annual general meeting

- Date and Time : June 9, 2012 at 3:30 p.m.
- Venue : Registered office at Honda, Sattari, Goa - 403 530.
- Dividend Payment date : On or before June 18, 2012

Date of Book Closure

: May 17, 2012 to May 24, 2012

Financial calendar

: Financial reporting for the quarter ending:
 June 30, 2012 - by 15th August, 2012
 September 30, 2012 - by 15th November, 2012
 December 31, 2012 - by 15th February, 2013
 March 31, 2013 - End May 2013 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 2012-13.

Stock Code: 505036

ISIN No.: INE 451C01013

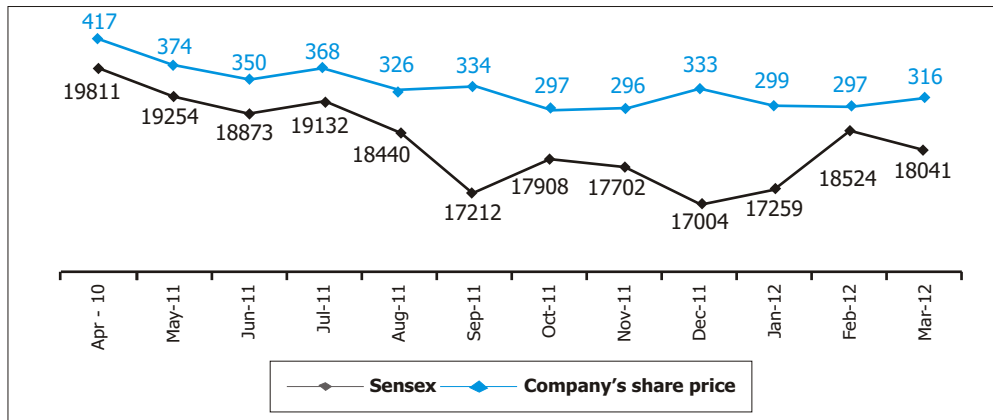
CIN : L35911GA1980PLC000400



Market Information:

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

Month	Company's share price (Rs.)		Sensex (Rs.)	
	High	Low	High	Low
April, 2011	417.00	349.05	19,811.14	18,976.19
May, 2011	374.00	330.00	19,253.87	17,786.13
June, 2011	350.00	315.00	18,873.39	17,314.38
July, 2011	367.95	316.00	19,131.70	18,131.86
August, 2011	326.00	262.00	18,440.07	15,765.53
September, 2011	334.00	263.30	17,211.80	15,801.01
October, 2011	296.85	247.00	17,908.13	15,745.43
November, 2011	295.50	252.75	17,702.26	15,478.69
December, 2011	333.00	256.00	17,003.71	15,135.86
January, 2012	299.00	260.00	17,258.97	15,358.02
February, 2012	297.00	280.00	18,523.78	17,061.55
March, 2012	316.00	290.00	18,040.69	16,920.61





Registrars and Share Transfer Agents:

Members are requested to correspond with the Company's Registrars & Transfer Agents M/s. TSR Darashaw Ltd quoting their Folio no., DPID & Client ID at the following address: -

TSR DARASHAW LIMITED
6-10, Haji Moosa Patrawala Ind. 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



Distribution of shareholding:

As on 31st March, 2012

Sr. No	No. of Shares	Holding	Amount (Rs.)	% to Capital	No. of Holders	% to Total Holders
1	1 to 500	9,79,722	97,97,220	15.26	12,148	96.94
2	501 to 1000	1,41,233	14,12,330	2.20	180	1.44
3	1001 to 5000	3,04,726	30,47,260	4.75	143	1.14
4	5001 to 10000	1,55,966	15,59,660	2.43	21	0.17
5	10001 and Above	48,39,975	4,83,99,750	75.37	39	0.31
	Total	64,21,622	6,42,16,220	100.00	12,531	100.00

Shareholding pattern:

Category	As on March 31,2012 No. of shares	As on March 31,2012 %	As on March 31,2011 No. of shares	As on March 31,2011 %
Promoters :				
EDC Ltd.	4,05,302	6.31	4,05,302	6.31
Tata Motors Ltd.	29,81,749	46.43	28,38,813	44.21
Sheba Properties Ltd.	48,315	0.75	-	-
Mutual Funds / UTI	2,604	0.04	2,604	0.04
Banks, Financial Institutions, Insurance Cos.	150	0.00	150	0.00
NRIs	21,762	0.34	35,066	0.55
Foreign Institutional Investors	1,400	0.02	1,400	0.02
Others	29,60,340	46.11	31,38,287	48.87
Total	64,21,622	100.00	64,21,622	100.00



Top Shareholders (holding in excess of 1%) as on 31st March, 2012

Sr. No.	Name of the shareholder	Number of Shares	% to Paid - up Capital
1	Tata Motors Limited	29,81,749	46.43
2	EDC Limited	405,302	6.31
3	Arun Nahar	2,00,000	3.12
4	Diana Dhun Ratnagar	80,000	1.25
5	Manish Prataprai Gandhi	78,191	1.22
6	Jagrut Prataprai Gandhi	76,396	1.19

Dematerialization of Shares

Electronic holding by members comprises of 93.58% (Previous year 93.27%) of the paid up Share Capital of the Company (held through NSDL 83.85% and CDSL 9.73%) as on March 31, 2012.

Action required regarding non-receipt of dividends

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



Dividend for	Contact office	Action to be taken
2004-05 to 2010-11	TSR Darashaw Limited	Letter on plain paper
1998-99 to 2003-04	Not applicable due to non declaration of dividend	-
1996-97 to 1997-98	- (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) As per the provisions of Section 205 A read with Section 205 C of the Companies Act, 1956, the Company is required to transfer dividends remaining unpaid and unclaimed for a period of 7 years from the due date to Investor Education and Protection Fund (IEPF) set-up by the Central Government

iii) Given below are the indicative due dates for transfer of unclaimed and unpaid dividends to IEPF by the Company

Financial Year	Dividend Payment Date	Proposed date for transfer to IEPF *
2004-05	5 th August, 2005	4 th September, 2012
2005-06	5 th October, 2006	4 th November, 2013
2006-07	5 th July, 2007	4 th August, 2014
2007-08	5 th July, 2008	4 th August, 2015
2008-09	13 th August, 2009	12 th September, 2016
2009-10	12 th August, 2010	11 th September, 2017
2010-11 (Interim)	15 th February, 2011	14 th March, 2018
2010-11 (Final)	12 th August, 2011	11 th September, 2018
2011-12 (Interim)	10 th February, 2012	9 th March, 2019

* Indicative dates; actual may vary



Plant locations:

Plant Location	Range of Products
Plant I Honda, Sattari, Goa – 403 530	Bus Bodies and component parts thereof
Plant II Bhuimpal, Sattari, Goa – 403 530	Bus Bodies and component parts thereof
Plant III Bhuimpal Pressing Unit Bhuimpal, Sattari, Goa – 403 530	This plant will be clubbed with Plant II to cater to the needs of Bus body manufacture facilities
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	Proposed Plant. Construction under progress.

Address for correspondence:
 Automobile Corporation of Goa Ltd.,
 Honda, Sattari, Goa – 403 530.
 Tel.: (0832) 6731218, 6731111 • Fax : (0832) 6731262
 Email: sectl@acglgoa.com



Other facilities of interest to Shareholders holding shares in physical form

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

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

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

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

Compliance with Non- mandatory requirements

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

Remuneration Committee: Details are given in the earlier pages

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

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

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

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



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

Corporate Social Responsibility: ACGL's approach to community has always been holistic and long term. During the year under review, the Company executed 2 valued projects under Corporate Social Responsibility (CSR). Education being the major focus areas, the Company sponsored construction of additional classroom for Shri Bhumika Higher Secondary School, Paryem village, Sattari Taluka. Additional classrooms will facilitate increasing number of students in the school. Similarly, in another project, ACGL has sponsored construction of sanitary facilities in the nearby villages surrounding at Honda, Goa.

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, 2012

For Automobile Corporation of Goa Ltd.,

Sd/-
V. Krishnamurthi
Managing Director

Honda, Goa.
Dated : May 3, 2012



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, 2012, as stipulated in clause 49 of the Listing Agreement of the said Company with the Bombay stock exchange.

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

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

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

For DELOITTE HASKINS & SELLS
Chartered Accountants
Registration No. 117366W

RUPEN K. BHATT
Partner
Membership no. 46930

Mumbai,
May 4, 2012



AUDITORS' REPORT

TO THE MEMBERS OF AUTOMOBILE CORPORATION OF GOA LIMITED

1. We have audited the attached Balance Sheet of **AUTOMOBILE CORPORATION OF GOA LIMITED** ("the Company") as at 31st March, 2012, the Statement of Profit and Loss and the Cash Flow Statement of the Company for the year ended on that date, both annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and the disclosures in the financial statements. An audit also includes assessing the accounting principles used and the significant estimates made by the Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (CARO) issued by the Central Government in terms of Section 227(4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report as follows:
 - (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 dealt with by this report are in compliance with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956;



- (e) in our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
- (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012;
 - (ii) in the case of the Statement of Profit and Loss of the profit of the Company for the year ended on that date; and
 - (iii) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.
5. On the basis of the written representations received from the Directors as on 31st March, 2012 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2012 from being appointed as a director in terms of Section 274(1)(g) of the Companies Act, 1956.

For DELOITTE HASKINS & SELLS
Chartered Accountants
Registration No.117366W

Rupen K. Bhatt
Partner
Membership No.: 46930

Mumbai, 19th April, 2012






ANNEXURE TO THE AUDITORS' REPORT


(Referred to in paragraph 3 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.

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- (vi) In respect of contracts or arrangements entered in the Register maintained in pursuance of Section 301 of the Companies Act, 1956, to the best of our knowledge and belief and according to the information and explanations given to us:
 - (a) The particulars of contracts or arrangements referred to Section 301 that needed to be entered in the Register maintained under the said Section have been so entered.
 - (b) Where each of such transaction is in excess of rupees five lakhs in respect of any party, the transactions have been made at prices which are prima facie reasonable having regard to the prevailing market prices at the relevant time.
 - (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 internal audit function carried out during the year, by a firm of Chartered Accountants appointed by the management have been commensurate with the size of the Company 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, Employees' State Insurance, 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, 2012 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, 2012 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 Rupees
Central Excise Act, 1944	Excise duty	Commissioner of Central Excise (Appeals)	1994-2009	2,009,206
Central Excise Act, 1944	Excise duty	High Court of Bombay, at Goa	1996-97 & 2001-02	2,882,439
Central Excise Act, 1944	Excise duty	CESTAT	2001-2011	50,915,975
Central Excise Act, 1944	Service Tax	CESTAT	2010-2011	62,067
Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeals)	2008-2009	817,260 (In respect of which, stay has been granted)

- (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.

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- (xvii) According to the information and explanations given to us, the Company has not made preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
 - (xviii) There are no debentures issued and outstanding as at the end of the year and hence the question of creating security or charge in respect thereof does not arise.
 - (xix) During the year, the Company has not raised any money by public issue.
 - (xx) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company has been noticed or reported during the year.

For DELOITTE HASKINS & SELLS
Chartered Accountants
Registration No.117366W

Rupen K. Bhatt
Partner
Membership No.: 46930

Mumbai, 19th April,2012



AUTOMOBILE CORPORATION OF GOA LIMITED

Balance Sheet as at 31st March 2012

	Note Nos.	Rupees	As at 31st March, 2012 Rupees	As at 31st March, 2011 Rupees
I EQUITY AND LIABILITIES				
(1) Shareholders' funds				
(a) Share capital	2	64,216,220		64,216,220
(b) Reserves and surplus	3	1,519,841,285	1,584,057,505	1,383,503,270
(2) Non-current liabilities				
(a) Deferred tax liabilities (net)	36	31,901,400		21,016,700
(b) Other long-term liabilities	4	20,644,399		20,403,253
(c) Long-term provisions	5	4,208,722	56,754,521	1,739,678
(3) Current liabilities				
(a) Short-term borrowing	6	32,428,786		38,162,356
(b) Trade payables	7	806,241,751		718,636,266
(c) Other current liabilities	8	55,517,590		30,895,163
(d) Short-term provisions	9	133,890,386	1,028,078,513	134,649,107
Total			2,668,890,539	2,413,222,013
II ASSETS				
(1) Non-current assets				
(a) Fixed assets				
(i) Tangible assets	10A	518,466,499		428,957,974
(ii) Intangible assets	10B	9,671,407		17,146,811
(iii) Capital work-in-progress		42,724,154	570,862,060	30,088,405
(b) Non-current investments				
(c) Long term loans and advances	11		-	-
	12		34,694,676	30,339,087
(2) Current assets				
(a) Inventories	13	252,460,554		323,681,126
(b) Trade receivables	14	656,120,187		361,658,741
(c) Cash and bank balances	15	18,186,587		259,633,167
(d) Short-term loans and advances	16	1,129,821,976		947,899,546
(e) Other current assets	17	6,744,499	2,063,333,803	13,817,156
Total			2,668,890,539	2,413,222,013
See accompanying notes forming part of the financial statements				
	1-44			

	S. V. Salgaocar Chairman
	P. M. Telang
	C. Ramakrishnan
	Steven Pinto
	P. F. X. D'lima
	V. Krishnamurthi Managing Director
In terms of our report attached	N. J. Natu Chief Finance Officer
For Deloitte Haskins & Sells Chartered Accountants	Pravin Satardekar Company Secretary
Rupen K. Bhatt Partner	
Place : Mumbai Dated : 19 th April, 2012	Place : Mumbai Dated : 19 th April, 2012



AUTOMOBILE CORPORATION OF GOA LIMITED

Statement of Profit and Loss for the year ended 31st March 2012

Particulars	Note Nos.	Rupees	For the Year ended 31st March, 2012 Rupees	For the Year ended 31st March, 2011 Rupees
I Revenue from operations	18		3,580,113,256	3,847,940,422
Less : Excise duty			252,746,648	141,246,863
Revenue from operations (net)			3,327,366,608	3,706,693,559
II Other income	19		83,312,312	53,291,500
III Total Revenue (I+II)			3,410,678,920	3,759,985,059
IV Expenses :				
(a) Cost of materials consumed	20		2,187,031,229	2,446,255,533
(b) Changes in inventories of finished goods works-in-progress and scrap	21		11,821,646	(12,484,568)
(c) Employee benefits expense	22		264,641,017	234,728,068
(d) Finance costs	23		1,352,280	2,760,160
(e) Depreciation and amortisation expense	10		47,344,127	46,274,428
(f) Excise duty	37		191,265	340,336
(g) Other expenses	24		530,528,447	639,491,352
Total Expenses			3,042,910,011	3,357,365,309
V. Profit before tax (III-IV)			367,768,909	402,619,750
VI. Tax expense :				
(a) Current tax expense for current year		108,623,000		124,207,672
(b) Current tax expense relating to prior years		(27,349)		(2,005,617)
Net current tax expense		108,595,651		122,202,055
(c) Deferred tax		10,884,700		7,621,100
VII. Profit from continuing operations for the year (V-VI)			119,480,351	129,823,155
			248,288,558	272,796,595
VIII. Earnings Per Equity share :				
(i) Basic	30		38.66	42.48
(ii) Diluted			38.66	42.48
See accompanying notes forming part of the financial statements	1-44			

S. V. Salgaocar
Chairman

P. M. Telang

C. Ramakrishnan

Steven Pinto

P. F. X. D'lima

V. Krishnamurthi
Managing Director

In terms of our report attached

N. J. Natu
Chief Finance Officer

For Deloitte Haskins & Sells
Chartered Accountants

Pravin Satardekar
Company Secretary

Rupen K. Bhatt
Partner

Place : Mumbai
Dated :19th April, 2012

Place : Mumbai
Dated :19th April, 2012



Cash Flow Statement for the year ended 31st March 2012

Particulars	31 st March, 2011			
	Rupees	Rupees	Rupees	Rupees
A. Cash flow from operating activities				
Profit before tax		367,768,909		402,619,750
adjustments for :				
Depreciation	47,344,127		46,274,428	
Provision for doubtful debts / advances (net)	(916,112)		729,720	
Bad debts/advances written off	301,952		457,384	
Unrealised exchange differences	5,280		18,998	
Loss on sale of fixed assets	911,638		429,164	
Finance costs	1,352,280		2,760,160	
Interest Income	(71,402,288)		(37,797,728)	
Dividend Income	-		(3,386,956)	
Profit on sale of fixed assets	(9,669,709)		(11,220,393)	
		(32,072,832)		(1,735,223)
Operating profit before working capital changes		335,696,077		400,884,527
Changes in working capital				
Adjustments for (Increase)/Decrease in operating assets				
Inventories	71,220,572		49,813,615	
Trade receivables	(293,852,566)		(158,969,416)	
Short-term loans and advances	68,077,570		(315,145)	
Long-term loans and advances	(1,849,299)		(17,506,426)	
	(156,403,723)		(126,977,372)	
Adjustments for Increase/(Decrease) in operating liabilities				
Trade payables	87,605,485		117,990,844	
Other current liabilities	11,952,543		13,602,056	
Other long-term liabilities	241,146		1,334,064	
Short-term provisions	2,032,949		4,801,532	
Long-term provisions	2,469,044		(4,465,169)	
	104,301,167	(52,102,556)	133,263,327	6,285,955
Cash generated from operations		283,593,521		407,170,482
(Payment) of direct taxes		(114,444,147)		(117,443,400)
Net cash generated from operating activities		169,149,374		289,727,082
B. Cash flow from investing activities				
Purchase of Fixed assets	(135,236,569)		(62,225,044)	
Purchase of Current investments	-		(3,386,956)	



Cash Flow Statement for the year ended 31st March 2012

Sale of Current investments	-		403,831,025	
Sale of fixed assets	13,530,577		13,712,740	
Inter Corporate Deposit given	(250,000,000)		(340,000,000)	
Interest received	78,474,945		23,980,572	
Dividend received	-		3,386,956	
Net cash (used in)/generated from investing activities		(293,231,047)		39,299,293
C. Cash flow from financing activities				
(Repayment of) short term borrowings	(5,733,570)		(48,146,732)	
Dividend paid (including corporate dividend tax)	(110,279,057)		(25,693,959)	
Interest paid	(1,352,280)		(2,760,160)	
Net cash (used in) financing activities		(117,364,907)		(76,600,851)
Net increase/(decrease) in cash and cash equipments (A+B+C)		(241,446,580)		252,425,524
Cash and cash equivalents as at 31st March, 2011		259,633,167		7,207,643
Cash and cash equivalents as at 31st March, 2012		18,186,587		259,633,167
Components of cash and cash equivalents as at		31st March, 2012		31st March, 2011
Cash on hand		102,520		68,890
Balances with banks - Current Accounts (Refer note 3 below)		9,361,067		7,533,270
- Savings Accounts		2,000		2,000
- on Deposits Accounts (Refer note 4 below)		8,721,000		252,029,007

Notes:

1. The above Cash Flow Statement has been prepared under the "Indirect Method set out in Accounting Standard (AS-3)"Cash Flow Statements notified in the Companies (Accounting Standards) Rules,2006
2. Figures relating to previous year have been recast where necessary to conform to the figures of the current year.
3. Includes restricted Bank Balances of Rs. 7,597,252/- (Previous year Rs. 5,615,722/-)
4. Includes Margin money against bank guarantees Rs.8,701,000/- (Previous year Rs.2,029,007/-).

In terms of our report attached

For Deloitte Haskins & Sells Chartered Accountants

Rupen K. Bhatt
Partner

Place : Mumbai
Dated: 19th April,2012

S.V.Salgaocar
Chairman

P.M.Telang
C.Ramakrishnan

Steven Pinto
P.F.X.D'Lima

V. Krishnamurthi
Managing Director

Place : Mumbai
Dated: 19th April,2012

N.J.Natu
Chief Finance Officer

Pravin Satardekar
Company Secretary



Notes forming part of the Financial Statements

Note: 1 (A)

CORPORATE INFORMATION:

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

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

Note: 1 (B)

SIGNIFICANT ACCOUNTING POLICIES

a) **Basis of preparation of financial statements:**

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

b) **Management estimates:**

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

c) **Fixed Assets:**

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

- d) **Depreciation/Amortisation:**
1. In respect of fixed assets revalued, depreciation is provided on the basis of useful life of assets as estimated by the external valuers or that calculated on original cost whichever is higher.
 2. Depreciation on other fixed assets has been provided in the accounts at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956 as under:
 - i. Sheet Metal Divisions (Honda, Bhimpal, Jejuri) : On Written Down Value Method in respect of buildings, furniture and fixtures and vehicles and on Straight Line Method in respect of plant and machinery.
 - ii. Bus Body Division: On straight line method.
 3. Cost of leasehold land is amortised over the period of lease.
- e) **Impairment Loss:**
 Impairment loss is provided to the extent the carrying amount of assets exceeds their recoverable amount. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the asset and from 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 on accrual basis. Rentals received on assets given on operating leases are recognised as income in the statement of profit and loss on straight-line basis over the period of the lease as per the terms of agreement.

o) **Segment accounting :**

The following accounting policies have been followed for segment reporting:

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



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

p) **Taxes on Income:**

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

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. 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

	Rupees	As at 31 st March, 2012 Rupees	As at 31 st March, 2011 Rupees
2) SHARE CAPITAL:			
Authorised :			
10,000,000 Equity Shares of Rs. 10/- each		100,000,000	100,000,000
1,500,000 Preference Shares of Rs. 100/- each		150,000,000	150,000,000
		250,000,000	250,000,000
Issued:			
6,421,622 Equity Shares of Rs. 10/- each		64,216,220	64,216,220
Subscribed and fully paid-up :			
6,421,622 Equity Shares of Rs. 10/- each		64,216,220	64,216,220
Total		64,216,220	64,216,220
Notes:			
(1) Par value per share		Rs. 10/-	Rs. 10/-
(2) Reconciliation of number of shares outstanding :			
i Ordinary equity shares		Numbers	Numbers
Number of shares as at the beginning of the reporting period		6,421,622	6,421,622
Number of shares as at closing of the reporting period.		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		2,981,749	2,838,813
(b) EDC Limited		405,302	405,302



Notes forming part of the Financial Statements

3) RESERVES AND SURPLUS :	Rupees	As at 31 st March, 2012 Rupees	As at 31 st March, 2011 Rupees
(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	118,318,290 24,830,000	143,148,290	91,038,290 27,280,000 118,318,290
(e) Surplus in Statement of Profit and Loss As per last Balance Sheet Add : Profit for the year Less: (a) Interim Dividend paid (b) Proposed Dividend (c) Tax on Dividend (d) Transfer to General reserve	487,360,547 248,288,558 16,054,055 80,270,275 15,626,213 24,830,000	598,868,562	354,166,548 272,796,595 16,054,055 80,270,275 15,998,266 27,280,000 487,360,547
Total		1,519,841,285	1,383,503,270
4) OTHER LONG TERM LIABILITIES:			
Others:			
i. Security deposits received	300,000		250,000
ii. Provision for gratuity	20,344,399		20,153,253
Total		20,644,399	20,403,253
5) LONG TERM PROVISIONS:			
Others:			
i. Provision for product warranty		4,208,722	1,739,678



AUTOMOBILE CORPORATION OF GOA LIMITED

Notes forming part of the Financial Statements

	Rupees	As at 31 st March, 2012 Rupees	As at 31 st March, 2011 Rupees
6) SHORT TERM BORROWINGS:			
Secured			
(a) Loans repayable on demand			
i From banks (Cash credit accounts)		32,428,786	38,162,356
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.			
7) TRADE PAYABLES:			
(a) Total outstanding dues of creditors (refer note 27 for disclosure of dues to small and medium enterprises)		806,241,751	718,636,266
8) OTHER CURRENT LIABILITIES:			
(a) Unpaid dividends		7,583,883	5,602,353
(b) Security deposits received		424,000	699,000
(c) Advance from customers		15,261,617	11,611,373
(d) Other payables			
i Statutory dues	12,625,336		6,006,796
ii Capital Creditors	13,811,155		3,122,801
iii Interest accrued on trade payables	133,211		314,481
iv Provision for gratuity	5,642,977		3,243,759
v Others	35,411		294,600
		32,248,090	12,982,437
Total		55,517,590	30,895,163
9) SHORT TERM PROVISIONS:			
(a) Provision for leave encashment		30,387,513	27,327,388
(b) Others:			
i Provision for product warranty	2,582,672		3,609,848
ii Provision for taxation (Net of advance tax Rs 228,641,904/- (Previous year Rs. 301,703,818/-)	7,628,081		10,109,707
iii Proposed dividend	80,270,275		80,270,275
iv Tax on dividend	13,021,845		13,331,889
		103,502,873	107,321,719
Total		133,890,386	134,649,107



Notes forming part of the Financial Statements

(in Rupees)

10) FIXED ASSETS	GROSS BLOCK (at cost/valuation)				DEPRECIATION / AMORTISATION				NET BLOCK	
	As at 1 st April, 2011	Additions	Deductions	As at 31 st March, 2012	As at 1 st April, 2011	For the Year	Deductions	Up to 31 st March, 2012	As at 31 st March, 2012	As at 31 st March, 2011
A. Tangible Assets										
Land :										
i) Freehold land	2,734,780	-	-	2,734,780	-	-	-	-	2,734,780	2,734,780
ii) Leasehold land	36,078,291	1,181,030	-	37,259,321	4,972,395	1,880,120	-	6,852,515	30,406,806	31,105,896
	38,813,071	1,181,030	-	39,994,101	4,972,395	1,880,120	-	6,852,515	33,141,586	33,840,676
Buildings	254,793,951	58,422,723	-	313,216,674	101,876,194	10,724,270	-	112,600,464	200,616,210	152,917,757
Plant and Equipments	576,677,472	67,276,878	25,915,763	618,038,587	369,417,994	19,666,957	24,579,271	364,505,680	253,532,907	207,259,478
Furniture and fixtures	10,071,389	519,372	112,500	10,478,261	7,533,984	384,854	97,703	7,821,135	2,657,126	2,537,405
Vehicles										
i) Owned	16,638,080	5,572,599	5,613,208	16,597,471	5,466,368	2,116,812	3,675,784	3,907,396	12,690,075	11,171,712
ii) Given on Operating Lease	11,056,522	-	6,016,255	5,040,267	6,846,203	620,898	4,613,418	2,853,683	2,186,584	4,210,319
	27,694,602	5,572,599	11,629,463	21,637,738	12,312,571	2,737,710	8,289,202	6,761,079	14,876,659	15,382,031
Office equipment	7,819,667	907,603	194,545	8,532,725	4,740,067	459,924	166,109	5,033,882	3,498,843	3,079,600
Computers	32,203,899	247,998	298,953	32,152,944	18,262,872	3,993,337	246,433	22,009,776	10,143,168	13,941,027
	948,074,051	134,128,203	38,151,224	1,044,051,030	519,116,077	39,847,172	33,378,718	525,584,531	518,466,499	428,957,974
B. Intangible Assets (Acquired)										
Computer Software	32,635,883	21,551	-	32,657,434	15,489,072	7,496,955	-	22,986,027	9,671,407	17,146,811
Total	980,709,934	134,149,754	38,151,224	1,076,708,464	534,605,149	47,344,127	33,378,718	548,570,558	528,137,906	
Previous year	983,108,421	28,710,579	31,109,066	980,709,934	516,518,276	46,274,428	28,187,555	534,605,149		446,104,785

Notes :

- 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 Rs. 50,726,700/- being surplus on revaluation as on 1st April 1988. Revalued amount substituted for historical cost as on 1st April 1988 is Rs. 86,578,500/-
- Freehold Land includes Rs. 2,115,360/- in respect of which conveyance of title is pending.
- Trucks & buses have been given on operating lease for transportation of company's raw material, finished goods and commuting by employees.



AUTOMOBILE CORPORATION OF GOA LIMITED

Notes forming part of the Financial Statements

	Rupees	As at 31 st March, 2012 Rupees	As at 31 st March, 2011 Rupees
11) NON CURRENT INVESTMENTS:			
Investment in Equity Instruments (unquoted) (Trade) (valued at cost unless stated otherwise)			
(1) Associate			
455,000 Equity Shares of Ashiyana Autobodies Pvt Ltd of Rs.10/- each fully paid-up		4,550,000	4,550,000
Less : provision for diminution		4,550,000	4,550,000
Total		-	-
12) LONG TERM LOANS AND ADVANCES (Unsecured, considered good):			
(a) Capital Advances		13,523,800	14,384,380
(b) Security deposits		3,939,746	2,559,902
(c) Other loans and advances			
i Vat and other taxes credit receivable	912,204		207,808
ii Advance payment of taxes (net of provisions Rs.108,816,550/- (Previous year Rs. 11,271,273/-))	15,624,577		12,257,707
iii Prepaid expenses	694,349		929,290
Total		17,231,130	13,394,805
		34,694,676	30,339,087
13) INVENTORIES:			
(a) Raw materials and Boughtouts components	174,662,004		232,540,502
(b) Work-in-progress	61,355,532		75,320,104
(c) Finished goods (includes Goods in transit of Rs .8,835,986/- (Previous year Rs.8,666,309/-))	10,539,914		8,868,032
(d) Scrap	819,831		348,787
(e) Stores and spare parts (including packing materials)	5,083,273		6,603,701
Total		252,460,554	323,681,126
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.			



Notes forming part of the Financial Statements

	Rupees	As at 31 st March, 2012 Rupees	As at 31 st March, 2011 Rupees
14) TRADE RECEIVABLES:			
<u>Unsecured</u>			
(a) Debts outstanding for a period exceeding six months from due date			
Considered good	2,812,921		2,992,717
Considered doubtful	9,259,204		10,175,316
	12,072,125		13,168,033
Less: Provision	9,259,204		10,175,316
		2,812,921	2,992,717
(b) Other Trade receivables			
Considered good		653,307,266	358,666,024
Total		656,120,187	361,658,741
15) CASH AND BANK BALANCES:			
i Cash and cash equivalents			
(a) Balances with banks:			
- In current accounts	1,763,815		1,917,548
- In deposits accounts	-		250,000,000
(b) Cash on hand	102,520		68,890
		1,866,335	251,986,438
ii Balances with banks:			
(a) Earmarked balances (unpaid dividend accounts)	7,597,252		5,615,722
(b) In deposits accounts	20,000		-
(c) Margin money against bank guarantees	8,701,000		2,029,007
		16,318,252	7,644,729
iii Others			
(a) Post Office Savings Bank Account (Security deposit)		2,000	2,000
Total		18,186,587	259,633,167
Of the above, the balances that meet the definition of cash and cash equivalents as per AS 3 Cash Flow Statements is-		1,866,335	251,986,438



Notes forming part of the Financial Statements

	Rupees	As at 31 st March, 2012 Rupees	As at 31 st March, 2011 Rupees
16) SHORT TERM LOANS AND ADVANCES (Unsecured, considered good):			
(a) Loans and advances to related parties (refer note 42)		50,000,000	70,000,000
(b) Others:			
i Cenvat and VAT receivable	401,657,004		469,360,525
ii Inter corporate deposits	670,000,000		400,000,000
iii Security deposits	635,878		518,500
iv Advances to suppliers and contractors	3,714,426		5,215,100
v Prepaid expenses	2,198,953		1,301,410
vi Other advances	1,615,715		1,504,011
		1,079,821,976	877,899,546
Total		1,129,821,976	947,899,546
17) OTHER CURRENT ASSETS:			
i Interest accrued on deposits		6,744,499	13,817,156
Total		6,744,499	13,817,156
18) REVENUE FROM OPERATIONS		For the year ended 31 st March, 2012 Rupees	For the year ended 31 st March, 2011 Rupees
(a) Sale of products (Refer note below)		3,417,595,309	3,709,431,833
(b) Other operating revenue			
i Scrap sales	157,370,572		130,477,331
ii Other	5,147,375		8,031,258
		162,517,947	138,508,589
Total		3,580,113,256	3,847,940,422
Note:			
Sale of Products includes			
i Pressed parts/components/sub assemblies and assemblies therefrom for various aggregates of automobiles		747,455,507	645,470,275
ii Bus bodies and components parts thereof		2,670,139,802	3,063,961,558



Notes forming part of the Financial Statements

	Rupees	For the year ended 31 st March, 2012 Rupees	For the year ended 31 st March, 2011 Rupees
19) OTHER INCOME:			
(a) Interest income			
i on bank deposits	4,446,415		1,939,412
ii on inter corporate deposits	66,891,094		35,827,260
iii other	64,779		31,056
		71,402,288	37,797,728
(b) Dividend on current investments		-	3,386,956
(c) Other non-operating income		11,910,024	12,106,816
Total		83,312,312	53,291,500
20) COST OF MATERIALS CONSUMED:		2,187,031,229	2,446,255,533
Note:			
Details of materials consumed			
i Steel		727,519,951	713,974,140
ii Others		1,459,511,278	1,732,281,393
		2,187,031,229	2,446,255,533
21) CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND SCRAP:			
Opening stock			
Finished Goods	8,868,032		7,625,313
Work-in-progress	75,320,104		59,792,062
Scrap	348,787		4,634,980
	84,536,923		72,052,355
Closing stock			
Finished Goods	10,539,914		8,868,032
Work-in-progress	61,355,532		75,320,104
Scrap	819,831		348,787
	72,715,277		84,536,923
Total		11,821,646	(12,484,568)
Note:			
Details of Closing Inventories is as under			
Finished Goods			
i Pressed parts/components/sub assemblies and assemblies there from for various aggregates of automobiles		8,835,986	8,666,309
ii Bus bodies and components parts thereof		1,703,928	201,723



AUTOMOBILE CORPORATION OF GOA LIMITED

Notes forming part of the Financial Statements

	Rupees	For the year ended 31st March, 2012 Rupees	For the year ended 31st March, 2011 Rupees
<u>Work-in-progress</u>			
i Pressed parts/components/sub assemblies and assemblies there from for various aggregates of automobiles		15,341,948	23,680,271
ii Bus bodies and components parts thereof		46,013,584	51,639,833
<u>Scrap</u>			
i Metal and other Scrap		819,831	348,787
22) EMPLOYEE BENEFITS EXPENSE:			
(a) Salary, wages and bonus	206,416,863		180,281,735
(b) Contribution to provident fund and other funds	31,752,564		27,244,524
(c) Staff welfare expenses	26,471,590		27,201,809
		264,641,017	234,728,068
23) FINANCE COST:			
(a) Interest expense on			
i Cash credit accounts with bank	1,101,287		1,232,208
ii Trade payables	133,211		77,282
iii Others			
-Interest on delayed payment of Income Tax	57,000		1,352,328
-Others	60,782		98,342
		1,352,280	2,760,160
24) OTHER EXPENSES:			
(a) Consumption of stores and spare parts	161,062,162		197,986,982
(b) Power and Fuel	31,041,005		32,923,920
(c) Rent	1,702,589		2,555,099
(d) Repairs and maintenance:			
- buildings	6,138,934		6,030,261
- machinery	6,857,770		6,441,214
- others	1,092,830		2,154,337
	14,089,534		14,625,812
(e) Insurance	2,097,572		1,446,708
(f) Rates and taxes	2,068,733		2,026,290
(g) Processing / labour charges	218,865,334		276,247,040
(h) Packing, freight and forwarding expenses	37,345,796		37,722,170
(i) Miscellaneous expenses	62,255,722		73,957,331
		530,528,447	639,491,352



Notes forming part of the Financial Statements

- 25) Estimated amount of contracts remaining to be executed on Capital Account and not provided for Rs.47,680,736/- (Previous year Rs.43,730,826/-)
- 26) Contingent liability in respect of:
- i Disputed demands of excise authorities Rs. 55,869,687/- (Previous year Rs.55,896,851/-)
 - Pending before the Commissioner of Central Excise (Appeals) Rs.2,009,206/-, (Previous Year Rs. 1,939,003/-)
 - Pending before High Court of Bombay, at Goa Rs.2,882,439/-, (Previous Year Rs.2,882,439/-)
 - Pending before CESTAT Rs.50,978,042/-, (Previous Year Rs.51,050,265/-)
 - Pending filing appeal with CESTAT Rs.Nil/- (Previous year Rs.25,144/-).

The Company is confident of defending the above demands and expects no liability on this count.
 - ii. Claims against the Company not acknowledged as debts Rs.175,000/- (Previous year Rs. 3,410,000/-)
 - Claim raised by a customer Rs. Nil /- (Previous Year Rs. 3,235,000/-) towards disputed penal charges for delay in meeting delivery deadlines.
 - Penalty proposed to be levied by the Securities and Exchange Board of India (SEBI) Rs. 175,000/- (Previous Year Rs.175,000/-) for alleged violation of regulation 6 and 8 of SEBI (Substantial acquisition of shares and takeovers) Regulations 1997 (pending before the Adjudicating Officer) notice dated 21.07.2004.

The Company is confident of defending the above demands and expects no liability on these counts.
 - iii Appeal by the Income Tax Department against the order of Income Tax Appellate Tribunal (ITAT) amount shown in Appeal Rs.37,329,969/- (Previous year Rs.37,329,969/-)
 - The Income Tax Department had gone in appeal against the Order of the ITAT in respect of depreciation not claimed by the Company in Assessment Year 1990-91, the income tax liability on which is stated to be computed by the department at Rs. 3,732,996 which, due to a typographical error, had been shown as Rs. 37,329,969/- in the appeal.

The High Court of Bombay at Goa has dismissed the appeal of the Income Tax Department on 25th August 2010. The Income Tax Department has moved a review application which has now been dismissed by the High Court.
 - iv Disputed demand of Rs.Nil/- (Previous year Rs.1,000,000/-) as and by way of damages, for alleged breach of agreement to sell the Bungalow situated at Panaji, Goa.
- 27) 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;



Notes forming part of the Financial Statements

			Previous Year
	Particulars	Amount in Rupees	Amount in Rupees
1	Outstanding Principal Amount & Interest as on 31 st March 2012 - Principal Amount - Interest due thereon	6,842,253 116,542	9,159,979 206,444
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)	16,669	108,037
4	The amount of interest accrued and remaining unpaid at the end of each accounting year.	133,211	314,481
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

28) **Payment to Auditors:**

	Rupees	Previous Year Rupees
i. as auditor	1,500,000	1,500,000
ii for reimbursement of expenses	70,014	250,355
iii for other services	-	20,000
	<u>1,570,014</u>	<u>1,770,355</u>

29) **Operating Lease Rentals:**

The company has taken certain sheds and residential premises on cancellable operating lease basis. Amount of lease rentals charged to the statement of Profit and loss in respect of such cancellable operating leases are Rs 1,702,598/- (Previous year Rs.2,555,099/).



AUTOMOBILE CORPORATION OF GOA LIMITED

Notes forming part of the Financial Statements

30) Earnings per share

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

		<u>Previous Year</u>
Profit/(Loss) after Tax (Rupees)	248,288,558	272,796,595
Weighted average number of shares outstanding during the year	6,421,622	6,421,622
Basic and Diluted EPS (Rupees)	38.66	42.48
Nominal value per share (Rupees)	10.00	10.00

31) Expenditure in foreign currency during the financial year on account of:	<u>Rupees</u>	<u>Rupees</u>
i. Travelling expenses	136,641	261,088

		<u>Previous Year</u>	
		<u>Rupees</u>	<u>%</u>
32) a) Value of imported and indigenous Raw materials/components consumed:			
i. Imported	1,537,096	4,005,899	0.16
ii. Indigenous	2,185,494,133	2,442,249,634	99.84
	<u>2,187,031,229</u>	<u>2,446,255,533</u>	<u>100.00</u>

		<u>Previous Year</u>	
		<u>Rupees</u>	<u>%</u>
b) Value of imported and indigenous stores and spare parts consumed:			
i. Imported	-	-	-
ii. Indigenous	161,062,162	197,986,982	100.00
	<u>161,062,162</u>	<u>197,986,982</u>	<u>100.00</u>

33) 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.

34) Earnings in foreign exchange classified under the following heads, namely:-	<u>Rupees</u>	<u>Rupees</u>
i. Export of goods calculated on F.O.B. basis	4,318,922	8,459,779

Notes forming part of the Financial Statements

35) The Company has exported bus bodies and component parts thereof of the sales value (Gross) of Rs.1,358,952,157/- (Previous year Rs.2,368,508,913/-) through a merchant exporter.

36) **Major components of deferred tax assets/(liabilities) are as under:**

	Rupees	Previous year Rupees
i Differences in tax and books written down values of fixed assets	(55,399,820)	(49,951,972)
ii Disallowances under section 43B of the Income tax Act, 1961	9,859,229	18,957,474
iii Provision for gratuity	8,431,604	7,591,161
iv Provision for warranty	2,203,468	1,735,654
v Stock adjustments under section 145A of the Income tax Act, 1961	-	(2,650,408)
vi Others	3,004,119	3,301,391
Total	(31,901,400)	(21,016,700)

37) 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".

38) **Warranty Provision**

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

Particulars	Rupees	Previous year Rupees
Opening carrying amount	5,349,526	6,693,685
Provision during the year	13,344,758	6,857,037
Amount released during the year	5,632,608	3,854,341
Excess Provision written back	6,270,282	4,346,855
Closing carrying amount	6,791,394	5,349,526
The outflow on this count can arise any time during the period of 18 months		



Notes forming part of the Financial Statements

39) Foreign currency transactions not hedged by derivative instrument(s):

		Rupees		Previous year Rupees
Receivables	USD 14,400	699,840	USD 28,920	1,279,132

40) 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 has been relocated to Jejuri (Pune) during the current year. Further, at the AGM held on 8th August, 2009, the members have approved utilisation of the unspent amount as on the date of AGM for other purposes such as funding incremental working capital needs, new business opportunities, in-organic growth and to invest in group companies. Accordingly, the Company has drawn plans to deploy the unutilise proceeds.

The statement of proceeds from the Rights Issue and utilisation thereof is as under:	
Particulars	Rupees
Proceeds received from Rights Issue	703,908,675
Less: Expenses relating to the Rights Issue	9,208,436
Net proceeds	694,700,239
Deployment upto 31st March, 2012	
Used for the capitalisation	488,370,277
Placed in Inter corporate deposits	206,329,962
	694,700,239

Notes forming part of the Financial Statements

41) **Employee Benefits**

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

	Previous Year		Previous Year	
	Gratuity (Funded)	Leave Encashment (Unfunded)	Gratuity (Funded)	Leave Encashment (Unfunded)
I. Reconciliation of opening and closing balances of Defined Benefit obligation				
Defined Benefit obligation at beginning of the year	53,847,340	27,327,388	48,548,669	25,646,866
Current Service Cost	2,696,101	2,878,753	3,360,678	(1,787,014)
Interest Cost	4,442,406	1,570,421	4,005,265	1,193,434
Actuarial (gain) / loss	1,376,693	1,360,365	(12,256)	4,584,489
Benefits paid	(3,661,452)	(2,749,414)	(2,055,016)	(2,310,387)
Defined Benefit obligation at year end	58,701,088	30,387,513	53,847,340	27,327,388
II. Reconciliation of opening and closing balances of fair value of plan assets				
Fair value of plan assets at beginning of the year	30,450,328		27,230,291	
Expected return on plan assets	2,436,026		2,179,674	
Actuarial gain/(loss)	245,052		271,190	
Employer contribution	3,243,758		2,824,189	
Benefits paid	(3,661,452)		(2,055,016)	
Fair value of plan assets at year end	32,713,712		30,450,328	
III. Reconciliation of fair value of assets and obligations				
Present value of obligation as at 31st March, 2012	58,701,088	30,387,513	53,847,340	27,327,388
Fair value of plan assets as at 31st March, 2012	32,713,712	-	30,450,328	-
Amount recognized in Balance Sheet	(25,987,376)	(30,387,513)	(23,397,012)	(27,327,388)



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 22) Previous Year

	Gratuity (Funded)	Leave Encashment (Unfunded)	Gratuity (Funded)	Leave Encashment (Unfunded)
Current Service Cost	2,696,101	2,878,753	3,360,678	(1,787,014)
Interest Cost	4,442,406	1,570,421	4,005,265	1,193,434
Expected return on plan assets	(2,436,026)	-	(2,179,674)	-
Actuarial (gain) / loss	1,131,641	1,360,365	(283,446)	4,584,489
Net Cost	5,834,122	5,809,539	4,902,823	3,990,909

V. Actuarial assumptions

Discount rate (per annum)	8.75%	8.75%	8.25%	8.25%
Expected rate of return on plan assets (per annum)	8.60%	-	8%	-

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	2011-12	2010-11	2009-10	2008-09	2007-08
Gratuity					
Present Value of Defined Benefit Obligation	58,701,088	53,847,340	48,548,669	40,567,760	36,007,707
Fair value of the Plan assets	32,713,712	30,450,328	27,230,291	25,446,202	22,368,848
Surplus or (Deficit) in the Plan	(25,987,376)	(23,397,012)	(21,318,378)	(15,121,558)	(13,638,859)
Experience Adjustment					
- On Plan liability (gain) / loss	4,178,591	(12,256)	6,589,945	-	NA*
- On Plan Assets gain /(loss)	245,052	271,190	184,358	-	NA*

**AUTOMOBILE CORPORATION OF GOA LIMITED****Notes forming part of the Financial Statements**

Particulars	2011-12	2010-11	2009-10	2008-09	2007-08
Leave Encashment					
Present Value of Defined Benefit Obligation	30,387,513	27,327,388	25,646,866	22,012,504	23,023,533
Fair value of the Plan assets	-	-	-	-	-
Surplus or (Deficit) in the Plan	(30,387,513)	(27,327,388)	(25,646,866)	(22,012,504)	(23,023,533)
Experience Adjustment					
- On Plan liability (gain) / loss	2,318,097	4,584,489	1,597,912	-	NA*
- On Plan assets (gain) / loss	-	-	-	-	NA*

*Not applicable as the revised AS-15 was adopted by the Company in the financial year 2007-08

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.

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. 11,430,955/- (Previous year Rs. 9,952,733/-)
- 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. 14,484,839/- (Previous year Rs.12,375,107/-).



Notes forming part of the Financial Statements

42) Related Party Disclosures

a) Name of related parties and nature of relationship:

Name of the party	Relationship
Ashiyana Autobodies Ltd.	Associate
Tata Motors Limited	Enterprise exercising significant influence
Mr. V. Krishnamurthi	Key Management Personnel (with effect from 18th October, 2010)
Mr Ananth Prabhu	Key Management Personnel (up to 24th August,2011)
Mr. N. R. Menon	Key Management Personnel (up to 1st August,2010)

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

(in Rupees)

Nature of Transactions	Enterprise exercising significant influence	Key Management Personnel	Total
Sale of goods	2,717,337,874 (2,951,772,509)	- (--)	2,717,337,874 (2,951,772,509)
Purchase of goods	1,158,507 (3,094,461)	- (--)	1,158,507 (3,094,461)
Purchase of fixed asset/Capital work in progress	709,435 (2,183,977)	- -	709,435 (2,183,977)
Bad debts written off	301,952 (245,112)	- (--)	301,952 (245,112)
Managerial remuneration			
V.Krishnamurthi		15,821,297 (7,959,820)	15,821,297 (7,959,820)
Ananth Prabhu		2,712,171 (3,748,731)	2,712,171 (3,748,731)
N.R.Menon		- (1,635,399)	- (1,635,399)

**Notes forming part of the Financial Statements**

Interim Dividend	7,418,113 (6,878,453)	- (--)	7,418,113 (6,878,453)
Proposed Dividend	37,271,863 (35,485,163)	- (--)	37,271,863 (35,485,163)
Recovery of expenses	24,329,117 (28,308,403)	- (--)	24,329,117 (28,308,403)
Reimbursement made for expenses and Cenvat benefit availed	247,342,881 (91,482,734)	- (--)	247,342,881 (91,482,734)
Deputation Charges	432,684 (--)	- (--)	432,684 (--)
Inter Corporate Deposit given	90,000,000 (830,000,000)	- (--)	90,000,000 (830,000,000)
Inter Corporate Deposit repaid	110,000,000 (890,000,000)	- (--)	110,000,000 (890,000,000)
Interest received on Inter Corporate Deposit given	7,255,616 (23,712,192)	- (--)	7,255,616 (23,712,192)
Balance outstanding as at the year end			
Trade payables	12,064,774 (8,703,952)	9,636,750 (7,158,091)	21,701,524 (15,862,043)
Trade receivables	534,356,455 (328,937,033)	- (--)	534,356,455 (328,937,033)
Loans and advances	50,000,000 (70,000,000)	- (--)	50,000,000 (70,000,000)

Notes:

- Provisions for doubtful debts for Rs. 3,00,016 /-(Previous year Rs.3,30,729/-) during the year in respect of debts due from related parties.
- Figures in brackets pertain to the previous year.

43) Segment Information

(a) Segment information for primary segment reporting (by business segment)

The Company has two business segments:-

- Pressing Division - Manufacturing of pressed parts, components, sub-assemblies and assemblies for various range of automobiles.
- Bus body Building Division - Manufacturing of Bus bodies and component parts for Bus bodies.



AUTOMOBILE CORPORATION OF GOA LIMITED

- (b) Inter-segment Transfer Pricing : Inter-segment transfers are made at transfer price.
(c) Common Expenses are allocated to different segments on reasonable basis as considered appropriate.

Particulars					Previous year			
	Pressing Division	Bus Body building division	Eliminations	Total	Pressing Division	Bus Body building division	Eliminations	Total
REVENUE								
From external customers	862,685,133	2,729,028,103	-	3,591,713,236	746,071,240	3,113,975,998	-	3,860,047,238
Add: Inter-segment sales	69,898,451	-	(69,898,451)	-	64,507,924	-	(64,507,924)	-
Total Revenue	932,583,584	2,729,028,103	(69,898,451)	3,591,713,236	810,579,164	3,113,975,998	(64,507,924)	3,860,047,238
RESULT								
Segment Result	90,098,490	219,710,926	-	309,809,416	45,487,768	330,637,286	-	376,125,054
Unallocated Corporate expenses				(12,400,562)				(11,929,827)
Operating Profit				297,408,854				364,195,227
Finance cost				(1,352,280)				(2,760,160)
Un-allocated other income				71,712,335				41,184,683
Profit before tax				367,768,909				402,619,750
Tax expense				119,480,351				129,823,155
Net Profit after Tax				248,288,558				272,796,595
OTHER INFORMATION								
Segment Assets	327,370,040	1,579,377,404	-	1,906,747,444	197,212,452	1,458,995,581	-	1,656,208,033
Unallocated Corporate Assets				762,143,095				757,013,980
Total assets				2,668,890,539				2,413,222,013
Segment Liabilities	88,950,835	817,472,801	-	906,423,636	57,369,436	734,813,339	-	792,182,775
Unallocated Corporate Liabilities				178,409,398				173,319,748
Total liabilities				1,084,833,034				965,502,523
Capital expenditure during the year								
-Additions to segment assets	89,838,751	45,397,818	-	135,236,569	28,020,233	34,204,811	-	62,225,044
Depreciation/ Amortisation	12,091,282	35,252,845	-	47,344,127	9,754,331	36,520,097	-	46,274,428
Significant non-cash expense other than depreciation/ amortisation								
Provision for doubtful debts/ advances	477,082	-		477,082	(531,552)	1,261,272		729,720
Bad debts/advances written off	15,020	286,932		301,952	175,660	281,725		457,385
Provision for doubtful debts written back	-	1,393,194		1,393,194	-	-		-
Unrealised exchange differences	5,280	-		5,280	18,998	-		18,998

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



Notes forming part of the Financial Statements

- 44) The Revised Schedule VI has become effective from April 1, 2011 for the preparation of financial statements. This has impacted the disclosure and presentation made in the financial statements. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

S.V.Salgaocar
Chairman

P.M.Telang

C.Ramakrishnan

Steven Pinto

P.F.X.D'Lima

Place : Mumbai
Dated: 19th April,2012

V. Krishnamurthi
Managing Director

N.J.Natu
Chief Finance Officer

Pravin Satardekar
Company Secretary

Important Communication to Members

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

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



AUTOMOBILE CORPORATION OF GOA LIMITED

Registered Office : Honda, Sattari, Goa - 403 530

ATTENDANCE SLIP

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

** D.P. I.D. _____

32nd Annual General Meeting -9th June, 2012

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

I hereby record my presence at the **32nd Annual General Meeting** of the Company held on **Saturday the 9th June, 2012 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 :

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



AUTOMOBILE CORPORATION OF GOA LIMITED

Registered Office : Honda, Sattari, Goa - 403 530

PROXY FORM

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

No. of shares held _____ ** D.P. I.D. _____

I/We.....

Of.....

being a member / members of **AUTOMOBILE CORPORATION OF GOA LIMITED**, hereby appoint.....

.....Of.....

or failing him/her.....

of.....

as my/our Proxy to attend and vote for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company to be held on Saturday the 9th June, 2012 at 3.30 pm at the Registered Office at Honda, Sattari, Goa - 403 530 or at any adjournment thereof.

Signed thisday of2012.

Note :

- 1 Proxy need not be a member.
 - 2 Proxy form, complete in all respects, should reach the Company's Regd. Office at Honda, Sattari, Goa - 403 530 not less than 48 hours before the schedule time of the meeting.
- ** Applicable only in case of investors holding shares in Electronic form.



SIGNATURE

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