



# AUTOMOBILE CORPORATION OF GOA LIMITED

Ref: ACG: S&L:

September 11, 2019

To  
The Manager  
**BSE Limited**  
Department of Corporate Services,  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai – 400 001

Scrip Code: 505036

Dear Sir/ Madam

**Reg: Buy-Back of equity shares by Automobile Corporation of Goa Limited (the "Company")**

This is with reference to our letter dated July 24, 2019 and September 7, 2019 submitted to your esteemed stock exchange regarding outcome of Board Meeting and the update on the Buyback Committee Meeting w.r.t the proposed Buyback of equity shares by the Company.

A Public Announcement in terms of Regulation 7 of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 in respect of the Offer for Buyback of equity shares has been published today i.e. on Wednesday, September 11, 2019 in Business Standard - English National Daily and Hindi Daily and Goa Doot - Regional Language Daily (Goa Marathi).

We are enclosing herewith the public announcement as published in the newspaper.

We request you to kindly take the above on record.

Thanking you.

Yours sincerely,  
For Automobile Corporation of Goa Limited

**Marisha Shirgaonkar**  
Company Secretary & Compliance Officer



- e) In case of certain Eligible Shareholders viz., non-resident Indians, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account
- f) The Shareholder Broker would issue contract note to the Eligible Shareholders tendering Equity Shares in the demat mode in the Buy-Back. The Company's Broker would also issue a contract note to the Company for the Equity Shares in the demat mode accepted under the Buy-Back.
- g) Eligible Shareholders who intend to participate in the Buy-Back should consult their respective Shareholder Broker for details of any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Shareholder Broker upon the Eligible Shareholders for tendering their Equity Shares in the Buy-Back (secondary market transaction). The Buy-Back consideration, received by the Eligible Shareholders who have tendered Equity Shares in the Buy-Back, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- h) The Equity Shares lying to the credit of the Company Demat Account will be extinguished in the manner and following the procedure prescribed in the Buy-Back Regulations.
- xvii) Record Date and Shareholder Entitlement.**
- a) As required under the Buy-Back Regulations, the Company has fixed September 20, 2019 as the record date (the "Record Date") for the purpose of determining the entitlement and the names of the Eligible Shareholders, who are eligible to participate in the Buy-Back. The Equity Shares proposed to be bought back by the Company, as part of this Buy-Back shall be divided into two categories: (a) reserved category for Small Shareholders and (b) the general category for all other Shareholders, and the entitlement of a Shareholder in each category shall be calculated accordingly.
- b) In accordance with the proviso to Regulation 6 of the Buy-Back Regulations, 15% (Fifteen per cent) of the number of Equity Shares which the Company propose to Buy-Back, or number of Equity Shares entitled as per shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buy-Back.
- c) Based on the shareholding as on the Record Date, the Company will determine the entitlement of each Shareholder to tender their Equity Shares in the Buy-Back. This entitlement for each Shareholder will be calculated based on the number of Equity Shares held by the respective Shareholder as on the Record Date and the ratio of Buy-Back applicable in the category to which such Shareholder belongs. The final number of Equity Shares the Company will purchase from the Shareholders will be based on the Equity Shares tendered. Accordingly, in the event of the overall response to the tender offer being in excess of Buy-Back Offer Size, the Company may not purchase all the Equity Shares tendered by the Shareholders over and above their entitlement.
- d) After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in small shareholders category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Shareholders in that category, and thereafter from Shareholders who have tendered over and above their entitlement in other category.
- e) In order to ensure that the same Eligible Shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder or General category, the Company proposes to club together

- the Equity Shares held by such Eligible Shareholders with a common permanent account number ("PAN") for determining the category (Small Shareholder or General) and entitlement under the Buy-Back. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PAN of the joint shareholders is identical and where the PAN of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds/trusts and insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar to the Buy-Back (defined below) as per the shareholder records received from the depositories
- f) The Eligible Shareholders' participation in the Buy-Back will be voluntary. The Shareholders can choose to participate, in full or in part, and get cash in lieu of Equity Shares to be accepted under the Buy-Back or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buy-Back, without additional investment. The Shareholders may also tender a part of their entitlement additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Shareholders, if any.
- g) The maximum tender under the proposed Buy-Back by any Shareholder cannot exceed the number of Equity Shares held by the Shareholder as on the Record Date.
- h) The Equity Shares tendered as per the entitlement by Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in Buy-Back Regulations.
- i) Detailed instructions for participation in the proposed Buy-Back (tender of Equity Shares in the Buy-Back) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Shareholders as on Record Date.
- xviii) Compliance Officer**
- The Company has designated Ms. Manisha Shirgaonkar as the compliance officer for the purpose of the Buy-Back ("Compliance Officer"). Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e., 9:00 a.m. to 4:30 p.m. on all working days except Saturday, Sunday and public holidays at the below-mentioned address:

<b>Name</b>	Ms. Manisha Naik Shirgaonkar
<b>Designation</b>	Company Secretary & Compliance Officer
<b>Address</b>	Honda, Sattari, Panaji, Goa, 403530
<b>Email</b>	sectl@acglgoa.com
<b>Contact</b>	0832-2383018 / 2383014

**xix) Investor Service Centre and Registrar to the Buy-Back**

In case of any query, the shareholders may contact TSR Darashaw Consultants Pvt. Ltd ("Registrar to the Buy-Back") on any day, except Saturday, Sunday and public holidays between 10:00 a.m. to 3:30 p.m. at the following address



Total Solutions Repository

**TSR Darashaw Consultants Private Limited**

6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Near Famous Studio, Mahalaxmi (West), Mumbai – 400011

**Contact Person:** Ms. Mary George

**Tel.:** (+91) 22 6656 8484; **Fax :** (+91) 22 66568494

**Email :** ACGLBuyback2019@tsrdarashaw.com

**Website :** www.tsrdarashaw.com

**SEBI Regn. No.** INR000004009 **dated** 22nd December, 2014

**CIN –** U74999MH2018PTC307859

**xx) Manager to the Buy-Back**

The Company has appointed **Keynote Financial Services Limited** as Manager to the Buy-Back. Their contact details are as under

# KEYNOTE

**Keynote Financial Services Limited,**

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai – 400028;

**Tel:** +91–22– 68266000-3; **Fax:** +91–22– 6826 6088;

**E-mail:** mbd@keynoteindia.net; **Website:** www.keynoteindia.net;

**Contact Person:** Ms. Pooja Sanghvi;

**SEBI Registration No.:** INM 000003606;

In case of any query, the Shareholders may contact the Registrar to the Buy-Back/ Manager to the Buy-Back, from Monday to Friday between 10 am & 5 pm at the above mentioned addresses.

**xxi) Directors' responsibility statement**

In terms of Regulation 24(i)(a) of the Buy-Back Regulations, the Board of Directors of the Company accept responsibility for all the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buy-Back and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

**For and on behalf of Board of Directors of Automobile Corporation of Goa Limited**

<b>Sd/-</b> OV Ajay Chief Executive Officer & Executive Director	<b>Sd/-</b> Yatin Kakodkar Non-Executive - Independent Director	<b>Sd/-</b> Manisha Naik Shirgaonkar Company Secretary & Compliance Officer
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**Place:** Goa

**Date:** September 9, 2019