



AUTOMOBILE CORPORATION OF GOA LIMITED

November 21, 2019

To
The Securities and Exchange Board of India
Division of Corporate Restructuring,
SEBI Bhavan, Plot No. C-4A,
G-Block Bandra Kurla Complex
Mumbai 400 051

To
The Manager
The Department of Corporate Services
BSE Limited
Floor 25, P. J. Towers,
Dalal Street, Mumbai – 400 001

Scrip Code: 505036

Dear Sir/ Madam,

Sub: Completion of extinguishment of 3,33,000 (Three Lakhs Thirty Three Thousand) fully paid-up equity shares of face value Rs. 10/- each (the "Equity Shares") of Automobile Corporation of Goa Limited (the "Company") under the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "Buyback Regulations") ("Buyback")

Pursuant to the Public Announcement published on Wednesday, September 11, 2019 and the Letter of Offer dated October 4, 2019 (the "Letter of Offer"), the tendering period for the Buyback opened on Friday, October 18, 2019 and closed on Monday, November 4, 2019 (both days inclusive). In accordance with the provisions of Regulation 24(iv) of the Buyback Regulations, the following are the details of the Equity Shares bought back by the Company during the tendering period and extinguished.

Equity Share Capital before the said extinguishment (Number of Equity Shares)	Number of Equity Shares Extinguished	Equity Share Capital after the said extinguishment (Number of Equity Shares)
64,21,622	3,33,000	60,88,622

We hereby enclose –

- a copy of the letter dated November 16, 2019 from Central Depository Services (India) Limited confirming the extinguishment of shares; and



Registered Office & Factory : Honda, Sattari, Goa-403 530 (India)
Tel. : (+91) 832 6731111, 6731215 Fax: (+91) 832 6731262
CIN - L35911GA1980PLC000400
website : www.acglgoa.com



AUTOMOBILE CORPORATION OF GOA LIMITED

- ii. a copy of the certificate dated November 20, 2019 relating to above extinguishment of 3,33,000 (Three Lakhs Thirty Three Thousand) Equity Shares, in accordance with Regulation 11(iii) of the Buyback Regulations.

The number of equity shares bought back and the post-Buyback shareholding pattern were disclosed in the Post Buyback Public Announcement dated November 14, 2019 which was published and submitted for your records on November 15, 2019. The same has been reproduced in Annexure A for ease of reference.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

For Automobile Corporation of Goa Limited

Manisha Naik Shirgaonkar
Company Secretary & Compliance Officer



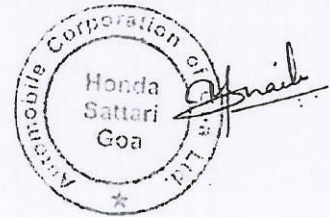


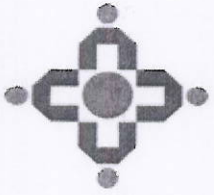
AUTOMOBILE CORPORATION OF GOA LIMITED

Annexure A

The shareholding pattern of the Company pre-Buyback (as on Record date i.e. as on September 20, 2019) and post Buyback, is as under:

Particulars	Pre-Buyback		Post-Buyback	
	No. of Equity Shares	% of the existing Equity Share Capital	No. of Equity Shares	% of the post Buyback Equity Share Capital
Promoters	34,35,831	53.50	34,35,831	56.43
Foreign Investors (including Non Resident Indians, FIIs, FPIs and Foreign Mutual Funds)	36,137	0.56	26,52,791	43.57
Financial Institutions/ Banks/ Mutual Funds promoted by Banks/ Institutions	150	0.00		
Other (public, public bodies corporate etc.)	29,49,504	56.94		
Total	64,21,622	100.00	60,88,622	100.00





Central Depository Services (India) Limited



CDSL/OPS/IPO-CA/2019-20/CA-375918.640

November 16, 2019

**The Company Secretary,
Automobile Corporation Of Goa Limited
Plant Ii (Bbd)
Bhuiimpal
HondaSattari, Goa,
India - 403530**

Dear Sir,

Sub:- Buyback

This is to inform you that the file uploaded by you / your RTA for the above-mentioned purpose, has been successfully processed at **Central Depository Services (India) Limited**. The details of the same are as follows:

CA Seq. No.	ISIN	Type Of Security	Date Effected	No. of Records	No. of Securities
375918.640	Debit ISIN INE451C01013	Automobile Corporation Of Goa Limited - Equity Shares	15-Nov-2019	1	333000

Thanking you,

Yours faithfully,
For **Central Depository Services (India) Limited**

Sachin Kalsulkar
Deputy Manager – Operations

Digitally signed by Sachin
Arvind Kalsulkar
Date: 2019.11.16 12:39:46
+05:30

c.c Tsr Darashaw Limited

Regd. Office : Marathon Futurex, Mafatlal Mill Compounds, A-Wing, 25th floor, N M Joshi
Marg, Lower Parel (East), Mumbai - 400013.

Phone: 91 - 22-2302-3333 • Fax: 91 - 22 - 2300 2035/2036. CIN: L67120MH1997PLC112443

**CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES BOUGHT BACK BY
AUTOMOBILE CORPORATION OF GOA LIMITED (the "Company")**

The certificate is being issued in compliance with the requirements of Regulation 11 of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018. ("Buyback Regulation")

Pursuant to the Public Announcement published on Wednesday, September 11, 2019 and Letter of Offer dated October 4, 2019, the tendering period for the Buy-Back of equity shares of the Company having face value of Rs.10/- (Rupees Ten only) each fully paid-up (the "Equity Shares") from its eligible shareholders commenced on Friday, October 18, 2019 and closed on Monday, November 4, 2019. The following are the details of the Equity Shares bought back by the Company during the said tendering period and extinguished.

A. Equity Shares extinguished in dematerialised form are as under:

Name of the Depository Participant and DP ID no.	Company's A/c. No.	Date of Extinguishment	No. of Equity Shares Extinguished
Keynote Capitals Limited	1202430000082560	November 15, 2019	3,33,000


B. Equity Shares extinguished in physical form : No shares were tendered in physical form.

C. The total equity shares extinguished / destroyed in dematerialised and physical form are as under :

Total Number of Equity Shares Extinguished / Destroyed (A+B)	3,33,000
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We certify that, the above Equity Shares of the Company were extinguished in compliance with and according to the provisions of Regulation 11 of the Buyback Regulations.

Verified & Certified by

<p>For AUTOMOBILE CORPORATION OF GOA LIMITED</p> <p><i>O V Ajay</i></p> <p>O V Ajay Chief Executive Officer and Executive Director</p>	<p>For AUTOMOBILE CORPORATION OF GOA LIMITED</p> <p><i>Yatin Kakodkar</i></p> <p>Yatin Kakodkar Non Executive Independent Director</p>
<p>For TSR DARASHAW CONSULTANTS PRIVATE LIMITED (Registrar to the Buy Back)</p> <p><i>M. B. Narang</i></p> <p>Madhuri Narang Chief Manager</p> 	<p>For BSR & Co. LLP, Also refer our Chartered Accountant, Certificate dated 20th November 2019</p> <p><i>Abhishek</i></p> <p>Date :- 20th November 2019 Abhishek (Membership No: 062343) Partner Place :- Pune UDIN No. 19062343 AAAADDU4626</p>

Date: 20/11/2019

Place: GOA

Enclosed : Confirmation from CDSL for extinguishment of Equity Shares in dematerialised form.

BSR & Co. LLP

Chartered Accountants

7th & 8th floor, Business Plaza,
Westin Hotel Campus,
36/3-B, Koregaon Park Annex,
Mundhwa Road, Ghorpadi,
Pune - 411001, India

Telephone +91 (20) 6747 7300
Fax +91 (20) 6747 7310

Private and confidential

To,
The Board of Directors
Automobile Corporation of Goa Limited,
Honda, Sattari,
Goa - 403 530

20 November 2019

Independent Auditors' certificate in respect of extinguishment of equity shares of Automobile Corporation of Goa Limited ('the Company') which were bought back.

1. This certificate is issued in accordance with the terms of our engagement letter dated 19 November 2019.
2. The accompanying declaration relating to extinguishment / cancellation of equity shares bought back through tender offer by the Company ('Certificate of Extinguishment') has been prepared by the Company, pursuant to the requirements of Regulation 11 of Securities Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (hereinafter referred to as 'the SEBI Buyback Regulations'). We have initialed the Certificate of Extinguishment, for identification purposes only.

Management Responsibility

3. The preparation of the Certificate of Extinguishment as per the SEBI Buyback Regulations is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation, and maintenance of internal controls relevant to the preparation and presentation of the Certificate of Extinguishment and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The management is responsible for extinguishment / cancellation of shares bought back through tender offer for the period October 18, 2019 to November 4, 2019 as set out in the Certificate of Extinguishment.
5. The Management is also responsible for ensuring that the Company complies with the requirements of the SEBI Buyback Regulations and the Companies Act, 2013 in relation to buy back of equity shares and for providing all the information to the Securities Exchange Board of India and other authorities.



*Automobile Corporation of Goa Limited
Independent Auditor's Certificate (continued)*

Auditors' Responsibility

6. Pursuant to the SEBI Buyback Regulations, it is our responsibility to examine and inspect the records of the Company as at November 20, 2019 and certify that the shares bought back and extinguished / cancelled as detailed in the Certificate of Extinguishment are in agreement with the records of the Company as at November 20, 2019.
7. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the above reporting. Within the scope of our work, we performed the following procedures:
 - I. Verified the share extinguishment confirmation received by the Company from Central Depository Services (India) Limited (CDSL) with respect to the shares held in dematerialised form which were bought back;
 - II. Examined the report from the share transfer agent on the shares outstanding before and after buy-back;
 - III. Examined the resolutions passed by the Board of Directors/ Buyback Committee of the Company relating to extinguishment of shares which were bought-back; and
 - IV. Obtained appropriate representations from the management of the Company.
8. We conducted our examination of the Certificate of Extinguishment in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

10. Based on our examination and inspection as above, and the information and explanations, we certify that, to the best of our knowledge, the shares bought back through tender offer have been extinguished / cancelled as detailed in the accompanying Certificate of Extinguishment and is in agreement with the records of the Company as at November 20, 2019.



Restriction on Use

11. This certificate has been issued at the request of the Company solely for use of the Board of Directors of the Company for onward submission to the Securities Exchange Board of India pursuant to the SEBI Buyback Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For B S R & Co. LLP

Chartered Accountants

Firm Registration No. 101248W/W-100022



Abhishek

Partner

Membership No. 062343

ICAI UDIN: 19062343AAAADU4626

Place: Pune

Date: 20 November 2019