

September 30, 2016

To,

**Bombay Stock Exchange Limited,
Dept. of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Company No. 505075**

**National Stock Exchange of India Ltd,
Listing Department
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai - 400051
Scrip Code: SETCO**

Dear Sir,

Sub: Voting Results of 33rd Annual General Meeting of Setco Automotive Ltd.

In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed the results of the voting conducted through E-voting and through Poll.

We also enclose herewith the Scrutinizers Report on the E-voting and Poll.

The above results may be accessed on the website of the Company i.e. www.setcoauto.com and CDSL website www.cdslindia.com

We request you to take note of the above on your records and oblige.

Thanking you,

Yours faithfully,

For Setco Automotive Limited


**Bhautesh Shah
Company Secretary**



Encl: As above



Setco Automotive Limited - Voting Results for 33rd Annual General Meeting

Date of the AGM	29 th September, 2016 at 3:00 p.m
Total number of shareholders on record date	13,632 (Thirteen Thousand six hundred thirty two)
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	34
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public	Not Applicable

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/Special) Agenda Item No.1:			Adoption of Standalone and Consolidated Audited Financial statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	84886725	84886725	100	84886725	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	84886725	84886725	100	84886725	--	100	--
Public-Institutions	E-Voting	4395476	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Total	4395476	--	--	--	--	--	--
Public-Non Institutions	E-Voting	44314474	119600	0.27	119590	10	99.992	0.008
	Poll		896515	2.02	896515	--	100	--
	Total	44314474	1016115	2.29	1016105	10	99.999	0.001
Total		133596675	85902840	64.30	85902830	10	100	--





Resolution required: (Ordinary/ Special) Agenda Item No.2:			Declaration of dividend for the financial year 2015-16					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	84886725	84886725	100	84886725	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	84886725	84886725	100	84886725	--	100	--
Public- Institutio ns	E-Voting	4395476	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Total	4395476	--	--	--	--	--	--
Public- Non Institutio ns	E-Voting	44314474	119600	0.27	119590	10	99.992	0.008
	Poll		896515	2.02	896515	--	100	--
	Total	44314474	1016115	2.29	1016105	10	99.999	0.001
Total		133596675	85902840	64.30	85902830	10	100	--

Resolution required: (Ordinary/ Special) Agenda Item No.3:			Reappointment of Mr. Harish Sheth as a director liable to retire by rotation					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	84886725	84886725	100	84886725	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	84886725	84886725	100	84886725	--	100	--
Public- Institutio ns	E-Voting	4395476	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Total	4395476	--	--	--	--	--	--
Public- Non Institutio ns	E-Voting	44314474	119600	0.27	119590	10	99.992	0.008
	Poll		896515	2.02	896515	--	100	--
	Total	44314474	1016115	2.29	1016105	10	99.999	0.001
Total		133596675	85902840	64.30	85902830	10	100	--





Resolution required: (Ordinary/ Special) Agenda Item No.4:			Ratification of appointment of M/s Manesh Mehta & Associates, Chartered Accountants as Statutory Auditors of the Company (Firm Reg No.: 115832W)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	84886725	84886725	100	84886725	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	84886725	84886725	100	84886725	--	100	--
Public-Institutions	E-Voting	4395476	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Total	4395476	--	--	--	--	--	--
Public-Non Institutions	E-Voting	44314474	119600	0.27	119590	10	99.992	0.008
	Poll		896515	2.02	896515	--	100	--
	Total	44314474	1016115	2.29	1016105	10	99.999	0.001
Total		133596675	85902840	64.30	85902830	10	100	--

Resolution required: (Ordinary/ Special) Agenda Item No.5:			Alteration of Articles of Association					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	84886725	84886725	100	84886725	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	84886725	84886725	100	84886725	--	100	--
Public-Institutions	E-Voting	4395476	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Total	4395476	--	--	--	--	--	--
Public-Non Institutions	E-Voting	44314474	119600	0.27	119590	10	99.992	0.008
	Poll		896515	2.02	896515	--	100	--
	Total	44314474	1016115	2.29	1016105	10	99.999	0.001
Total		133596675	85902840	64.30	85902830	10	100	--





Resolution required: (Ordinary/ Special) Agenda Item No.6:			Issue of Further securities					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	84886725	84886725	100	84886725	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	84886725	84886725	100	84886725	--	100	--
Public- Institutio ns	E-Voting	4395476	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Total	4395476	--	--	--	--	--	--
Public- Non Institutio ns	E-Voting	44314474	119600	0.27	119515	85	99.93	0.07
	Poll		896515	2.02	896515	--	100	--
	Total	44314474	1016115	2.29	1016030	85	99.992	0.008
Total		133596675	85902840	64.30	85902755	85	100	--

Accordingly, all the aforesaid resolutions have been passed with requisite majority.



FORM NO. MGT-13
REPORT OF SCRUTINIZER

[Pursuant to section 109 of the Companies Act, 2013 and rule 21 (2) of the
Companies (Management and Administration) Rules, 2014]

To,
Mr. Harish Sheth, Chairman & Managing Director,
33rd Annual General Meeting of the Equity Shareholders of Setco Automotive Limited,
Held on Thursday, September 29, 2016 at 3.00 P.M. at
Baroda-Godhra Highway, Kalol,
District Panchmahals, Pin Code – 389 330,
Gujarat, India.

Dear Sir,

I, Mr. Pradip Shah, Practicing Company Secretary and Partner of M/s. P. P. Shah & Co., Practicing Company Secretaries was appointed as Scrutinizer for the 33rd Annual General Meeting of the equity shareholders of Setco Automotive Limited held on Thursday, September 29, 2016 at 3.00 p.m. at Baroda-Godhra Highway, Kalol, District Panchmahals, Pin Code – 389 330, Gujarat, India, for the purpose of scrutinizing the E-voting process and Physical Voting by Ballot papers at the general meeting in a fair and transparent manner and ascertaining the requisite majority on E-voting and Physical Voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The E-voting period remained open from 9.00 A.M. on Monday, September 26, 2016 to Wednesday, September 28, 2016 at 5.00 P.M.
2. The notice was sent to all the Members, whose names appeared in the Register of Members as on 19th August, 2016 (Cutoff date: 22nd September, 2016) who were entitled to vote on the proposed 6 (six) resolutions as mentioned in the Notice of the 33rd Annual General Meeting of "Setco Automotive Limited" (Item No. 1 (One) to 6 (Six) of the Notice of the 33rd Annual General Meeting of Setco Automotive Limited).
3. After the time fixed for closing of the poll by Mr. Harish Sheth, Chairman & Managing Director, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
4. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
5. The votes were unblocked on September 29, 2016 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Ms. Jignasa Waghela working with M/s. P. P. Shah & Co., Practicing Company Secretaries and Ms. Pooja Mittal working with M/s. P. P. Shah & Co., Practicing Company Secretaries. Both of them are not in the employment of the Company.
6. No poll paper was found invalid.



7. The Results of the voting are as under:

ORDINARY BUSINESS:

a. RESOLUTION NO. 1

Ordinary Resolution No. 1 – Adoption of Audited Standalone Annual Financial Statements of the Company for the year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon and Consolidated Financial Statements for the year ended March 31, 2016:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	8,59,02,830	100.00	10	0.00	8,59,02,840	100.00	0	0.00	8,59,02,840
Total No. of Ballots	62	98.41	1	1.59	63	100.00	0	0.00	63

b. RESOLUTION NO. 2

Ordinary Resolution No. 2 – To declare dividend for the financial year 2015 – 16:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	8,59,02,830	100.00	10	0.00	8,59,02,840	100.00	0	0.00	8,59,02,840
Total No. of Ballots	62	98.41	1	1.59	63	100.00	0	0.00	63

c. RESOLUTION NO. 3

Ordinary Resolution No. 3 – To appoint a Director in place of Mr. Harish Sheth, who retires by rotation and being eligible offers himself for re-appointment:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	8,59,02,830	100.00	10	0.00	8,59,02,840	100.00	0	0.00	8,59,02,840
Total No. of Ballots	62	98.41	1	1.59	63	100.00	0	0.00	63



d. RESOLUTION NO. 4

Ordinary Resolution No. 4 – To ratify the appointment of M/s. Manesh Mehta & Associates, Chartered Accountants as Statutory Auditors and to fix their remuneration:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	8,59,02,830	100.00	10	0.00	8,59,02,840	100.00	0	0.00	8,59,02,840
Total No. of Ballots	62	98.41	1	1.59	63	100.00	0	0.00	63

SPECIAL BUSINESS:

e. RESOLUTION NO. 5

Special Resolution No. 5 – Alteration of Articles of Association of the Company:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	8,59,02,830	100.00	10	0.00	8,59,02,840	100.00	0	0.00	8,59,02,840
Total No. of Ballots	62	98.41	1	1.59	63	100.00	0	0.00	63

f. RESOLUTION NO. 6

Special Resolution No. 6 – Issue of Further Securities:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	8,59,02,755	100.00	85	0.00	8,59,02,840	100.00	0	0.00	8,59,02,840
Total No. of Ballots	61	96.83	2	3.17	63	100.00	0	0.00	63

8. A Compact Disc (CD) containing a list of equity shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for each resolution is enclosed.
9. The poll papers and other relevant records were sealed and handed over to Mr. Bhautesh Shah, Company Secretary authorized by the Board for safe keeping.



10. The consolidated result of the votes cast (by E-Voting and by poll) is provided as Annexure 1 to this report.

Thanking You,

Yours Faithfully,

For P P Shah & Co.,
Practising Company Secretaries

Pradip C. Shah

Pradip Shah
Partner

Place: Mumbai
Date: September 29, 2016



Annexure – 1

Consolidated result of voting (by E-voting and Poll) for Resolution Nos. 1 to 6 of the Notice of the 33rd Annual General Meeting of “Setco Automotive Limited” held on Thursday, September 29, 2016 at 3.00 P.M.

Resolution No.	Total Valid Votes Cast			Voted in favour of resolution				Voted against the resolution			
	E-voting	Poll	Total	E-voting	Poll	Total	%	E-voting	Poll	Total	%
1	85006325	896515	85902840	85006315	896515	85902830	100.00	10	0	10	0.00
2	85006325	896515	85902840	85006315	896515	85902830	100.00	10	0	10	0.00
3	85006325	896515	85902840	85006315	896515	85902830	100.00	10	0	10	0.00
4	85006325	896515	85902840	85006315	896515	85902830	100.00	10	0	10	0.00
5	85006325	896515	85902840	85006315	896515	85902830	100.00	10	0	10	0.00
6	85006325	896515	85902840	85006240	896515	85902755	100.00	85	0	85	0.00