

April 03, 2018

To,
Listing Compliance Department,
National Stock Exchange of India Ltd.
Bandra Kurla Complex,
Bandra (East)
Mumbai – 400 051

Dear Sir,

SUB.: Intimation under Reg. 30 of SEBI (LODR) Regulations, 2015 regarding to change in status (Holding – Subsidiary Relationship)

This is with reference to your email dated March 29, 2018 seeking clarification on the announcement submitted to NSE on March 27, 2018 regarding to change in status (Holding – Subsidiary Relationship), we hereby submit our response as follows:

- 1) There has been no slump sale of equity shares of Setco Automotive Limited and hence disclosures in relation to slump sale are not applicable.
- 2) Yes, the transaction falls under related party transaction as both the acquirer and seller are promoters of the company. The transaction has been carried on an arm's length basis at price quoted on BSE & NSE at the time of event; details of the transaction are mentioned in Form C under Reg. 7(2) of SEBI (PIT) Regulations, 2015 which are enclosed below for your reference.
- 3) Yes, Mr. Harish Sheth is the acquirer and also the promoter of the company. Disclosure under Reg. 10(5) of SEBI (SAST) Regulations, 2011 are enclosed below for your reference.
- 4) Sale of 16,00,00 equity shares of Setco Automotive Limited held by Setco Engineering Private Limited has been sold to Mr. Harish Sheth in 2 Tranches:
1 Tranche consisting of 8,00,000 shares were sold on 15th March, 2018 [From C under Reg. 7(2) of SEBI (PIT) Regulations, 2015 is enclosed for your reference]





2 Tranche consisting of 8,00,000 shares were sold on 19th March, 2018 [From C under Reg. 7(2) of SEBI (PIT) Regulations, 2015 is enclosed for your reference]

- 5) Sale of 16,00,000 equity shares of Setco Automotive Limited has been completed on 19th March, 2018.
- 6) No formal agreement entered into between the parties since the transaction is between promoters and at market price quoted on BSE & NSE at the time of event.
- 7) NIL.

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

Thanking you,

Yours faithfully

For Setco Automotive Limited

Authorised Signatory

Encl.: as above.



FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure]

Name of the company: Setco Automotive Limited

ISIN of the company: INE878E01021

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

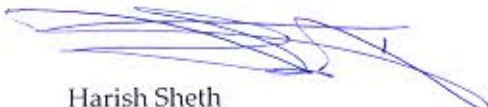
Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities Acquired/Disposed				Securities held post acquisition / disposal		Date of allotment advice/acquisition of shares /sale of shares specify		Date of intimation to company	Mode of acquisition (on market purchase/ public rights/ preferential offer / off market/ Inter-se Transfer, ESOPs etc.
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. & % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy / Sale / Pledge / Revok e / Invoke)	Type of Security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. & % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14
Harish Sheth PAN: AAJPS0670D Add: Ila Kunj, 32, Nepean Sea Road, Mumbai – 400036 Contact No.: 022 – 40755555	Promoter	Equity Shares	71,61,575 (5.36%)	Equity Shares	4,00,000 (BSE) (0.30%)	2,26,00,000	Buy	Equity Shares	79,61,575 (5.96%)	Acquisition 15/03/18	15/03/18	16/03/18	Inter-se Transfer
					4,00,000 (NSE) (0.30%)	2,25,60,000							

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives of the Company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of units (contracts lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21
NIL	NIL	NIL	NIL	NIL	NIL	NIL

Note: In case of Options, Notional Value shall be calculated based on Premium plus strike of Options



Harish Sheth

Date: 16th March, 2018

Place: Mumbai

FORM C

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1	2	3	4	5	6	7	8	9	10	11	12	13	14
Setco Engineering Private Limited PAN: AACCS6284M Add: 54A, Tardeo Road, Near Film Centre Building, Mumbai – 400036 Contact No.: 022 – 40755555	Promoter	Equity Shares	6,77,13,845 (50.69 %)	Equity Shares	4,00,000 (BSE) (0.30%)	2,26,00,000	Sale	Equity Shares	6,69,13,845 (50.09%)	Sale 15/03/18	15/03/18	16/03/2018	Inter-se Transfer
					4,00,000 (NSE) (0.30%)	2,25,60,000							

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

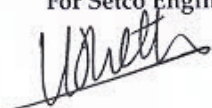


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15	16	17	18	19	20	21
NIL	NIL	NIL	NIL	NIL	NIL	NIL

Note: In case of Options, Notional Value shall be calculated based on Premium plus strike of Options

For Setco Engineering Private Limited



Udit Sheth

Director

Din: 00187221

Date: 16th March, 2018

Place: Mumbai

FORM C
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure]

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ISIN of the company: INE878E01021

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Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/disposal ^{at}		Securities Acquired/Disposed				Securities held post acquisition / disposal		Date of allotment advice/acquisition of shares /sale of shares specify		Date of intimation to company	Mode of acquisition (on market purchase/ public rights/ preferential offer / off market/ Inter-se Transfer, ESOPs etc.
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Harish Sheth PAN: AAJPS0670D Add: Ila Kunj, 32, Nepean Sea Road, Mumbai – 400036 Contact No.: 022 – 40755555	Promoter	Equity Shares	79,61,575 (5.96%)	Equity Shares	4,00,000 (BSE) (0.30%)	2,15,00,000	Buy	Equity Shares	87,61,575 (6.56%)	Acquisition 19/03/18	19/03/18	20/03/18	Inter-se Transfer
					4,00,000 (NSE) (0.30%)	2,14,80,000							

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

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15	16	17	18	19	20	21
NIL	NIL	NIL	NIL	NIL	NIL	NIL

Note: In case of Options, Notional Value shall be calculated based on Premium plus strike of Options

Harish Sheth

Date: 20th March, 2018

Place: Mumbai

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure]

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ISIN of the company: INE878E01021

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Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors/ Immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities Acquired/Disposed				Securities held post acquisition / disposal		Date of allotment advice/acquisition of shares /sale of shares specify		Date of intimation to company	Mode of acquisition (on market purchase/ public rights/ preferential offer / off market/ Inter-se Transfer, ESOPs etc.
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Setco Engineering Private Limited PAN: AACCS6284M Add: 54A, Tardeo Road, Near Film Centre Building, Mumbai – 400036 Contact No.: 022 – 40755555	Promoter	Equity Shares	6,69,13,845 (50.09 %)	Equity Shares	4,00,000 (BSE) (0.30%)	2,15,00,000	Sale	Equity Shares	6,61,13,845 (49.49%)	Sale 19/03/18	19/03/18	20/03/2018	Inter-se Transfer
					4,00,000 (NSE) (0.30%)	2,14,80,029.35							

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

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Details of trading in derivatives of the Company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
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15	16	17	18	19	20	21
NIL	NIL	NIL	NIL	NIL	NIL	NIL

Note: In case of Options, Notional Value shall be calculated based on Premium plus strike of Options

For Setco Engineering Private Limited



Udit Sheth

Director

Din: 00187221

Date: 20th March, 2018

Place: Mumbai



Harish Sheth

Ila Kunj, 32, Napean Sea Road, Mumbai – 400 036

20th February, 2018

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
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Dear Sir,

Subject: Advance intimation under Reg. 10 (5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

I hereby enclose herewith advanced intimation for acquisition of 16,00,000 equity shares from M/s. Setco Engineering Private Limited by way of Inter se transfer under Reg. 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as required under Reg. 10 (5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Kindly take on your record and acknowledge the same.

Thanking you

Yours faithfully,



HARISH SHETH
ACQUIRER

Encl: as above

Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	SETCO AUTOMOTIVE LIMITED
2.	Name of the acquirer(s)	Mr. Harish Sheth
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	YES
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	M/s. Setco Engineering Private Limited
	b. Proposed date of acquisition	On or after 26 th February, 2018
	c. Number of shares to be acquired from each person mentioned in 4(a) above	16,00,000 equity shares from M/s. Setco Engineering Private Limited
	d. Total shares to be acquired as % of share capital of TC	16,00,000 1.20%
	e. Price at which shares are proposed to be acquired	As per applicable regulations / Guidelines / Circulars on Block / Bulk Deal / Inter se Transfer at price prevailing on the date of transaction.
	f. Rationale, if any, for the proposed transfer	-Inter Se Promoter Transfer amongst “Qualified Person”
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	10 (1) (a) (ii)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	frequently traded – 58.31
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as Applicable.	I hereby declare that acquisition price would not be higher by more than 25% of the price computed in point 6 above.



9.	i. Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997) ii. The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.	The transferor and transferee have complied with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to Exemptions has been duly complied with.	The acquirer declares that all the conditions specifies under Regulation 10 (1) (a) with respect to has been duly complied with.			
11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
a	Acquirer(s) and PACs(other than sellers) Harish Sheth	71,61,575	5.36	87,61,575	6.56
b	Seller (s) M/s. Setco engineering Private Limited	6,77,13,845	50.69	6,61,13,845	49.49

Note:

- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.



HARISH SHETH
ACQUIRER