CERTIFIED TS 16949/ISO 14001 EMS OHSAS 18001
CIN No. L35999GJ1982PLC005203

SETCO™ AUTOMOTIVE LTD
LIPE™ CLUTCH

September 27, 2019

To,

BSE Limited, Dept. of Corporate Services, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 **Company Code: 505075**	National Stock Exchange of India Ltd, Listing Department Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 **Scrip Symbol: SETCO**

Dear Sir,

Sub: Disclosure of voting results at the 36th Annual General Meeting (AGM) of Setco Automotive Limited.

At the 36th Annual general meeting of the Company on 27th September 2019 at 12:00 noon at the Registered office of the Company at Vadodara Godhra Highway, Kalol, Panchmahal, Gujarat 389330, all the business contained in the Notice of the AGM dated 13th August, 2019 were transacted and approved by the shareholders with requisite majority.

The details of the combined voting results (result of remote e-voting and result of voting through ballot papers at AGM) are enclosed in the prescribed format under regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as Annexure-I.

The Scrutinizer's Report on the combined voting result is also enclosed as Annexure-II.

Kindly acknowledge and take the above on record.

For Setco Automotive Limited

Chandra Kant Sharma
Company Secretary

Annexure-I

Setco Automotive Limited - Voting Results for 36th Annual General Meeting

Date of the AGM	27th September, 2019 at 12:00 Noon
Total number of shareholders on record date	33,412 (Thirty Three Thousand and Four Hundred and Twelve)
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 4 29
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	 Not Applicable 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, 2019 together with the Reports of the Board of Directors and the 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	7,91,22,588	7,74,22,588	97.85	7,74,22,588	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	7,91,22,588	7,74,22,588	97.85	7,74,22,588	--	100	--
Public-Institutions	E-Voting	1,85,402	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Total	1,85,402	--	--	--	--	--	--
Public-Non Institutions	E-Voting	5,44,59,285	24,13,600	4.43	24,13,550	50	100.00	0.00
	Poll		4,94,091	0.91	4,94,091	0	100.00	0.00
	Total	5,44,59,285	29,07,691	5.34	29,07,641	50	100.00	0.00
Total		13,37,67,275	8,03,30,279	60.05	8,03,29,729	50	100.00	0.00

SETCO AUTOMOTIVE LIMITED KALOL DIST:-PMS.

Resolution required: (Ordinary/ ~~Special)~~ Agenda Item No.2:			Declaration of dividend for the financial year 2018-19				
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	7,91,22,588	7,74,22,588	97.85	7,74,22,588	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	7,91,22,588	7,74,22,588	97.85	7,74,22,588	--	100	--
Public-Institutions	E-Voting	1,85,402	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Total	1,85,402	--	--	--	--	--	--
Public-Non Institutions	E-Voting	5,44,59,285	24,13,600	4.43	24,13,600	0	100.00	0.00
	Poll		4,94,091	0.91	4,94,091	0	100.00	0.00
	Total	5,44,59,285	29,07,691	5.34	29,07,691	0	100.00	0.00
Total		13,37,67,275	8,03,30,279	60.05	8,03,30,279	0	100.00	0.00

Resolution required: (Ordinary/ ~~Special)~~ Agenda Item No.3:			Reappointment of Mr. Shvetal Vakil (DIN: 00140956) 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 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	7,91,22,588	7,74,22,588	97.85	7,74,22,588	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	7,91,22,588	7,74,22,588	97.85	7,74,22,588	--	100	--
Public-Institutions	E-Voting	1,85,402	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Total	1,85,402	--	--	--	--	--	--
Public-Non Institutions	E-Voting	5,44,59,285	24,13,600	4.43	24,13,050	550	99.98	0.02
	Poll		4,94,091	0.91	4,94,091	0	100.00	0.00
	Total	5,44,59,285	29,07,691	5.34	29,07,141	550	99.98	0.02
Total		13,37,67,275	8,03,30,279	60.05	8,03,29,729	550	100.00	0.00

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DIST:-PMS

Resolution required: ~~(Ordinary/~~ Special) Agenda Item No.4:			Re-Appointment of Mr. Arun Arora (DIN 00172044) as an Independent Director of the Company						
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	7,91,22,588	7,74,22,588	97.85	7,74,22,588	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	7,91,22,588	7,74,22,588	97.85	7,74,22,588	--	100	--
Public-Institutions	E-Voting	1,85,402	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Total	1,85,402	--	--	--	--	--	--
Public-Non Institutions	E-Voting	5,44,59,285	24,13,600	4.43	24,12,835	765	99.97	0.03
	Poll		4,94,091	0.91	4,94,091	0	100.00	0.00
	Total	5,44,59,285	29,07,691	5.34	29,06,926	765	99.97	0.03
Total		13,37,67,275	8,03,30,279	60.05	8,03,29,514	765	100.00	0.00

Resolution required: ~~(Ordinary/~~ Special) Agenda Item No.5:			Re-Appointment of Mr. Ashok Kumar Jha (DIN 00170745) as an Independent Director of the Company					
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	7,91,22,588	7,74,22,588	97.85	7,74,22,588	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	7,91,22,588	7,74,22,588	97.85	7,74,22,588	--	100	--
Public-Institutions	E-Voting	1,85,402	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Total	1,85,402	--	--	--	--	--	--
Public-Non Institutions	E-Voting	5,44,59,285	24,13,600	4.43	24,12,835	765	99.97	0.03
	Poll		4,94,091	0.91	4,94,091	0	100.00	0.00
	Total	5,44,59,285	29,07,691	5.34	29,06,926	765	99.97	0.03
Total		13,37,67,275	8,03,30,279	60.05	8,03,29,514	765	100.00	0.00

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Resolution required: (~~Ordinary~~/ Special) Agenda Item No.6:			Re-Appointment of Mrs. Suhasini Sathe (DIN 00205174) an Independent Director of the Company					
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	7,91,22,588	7,74,22,588	97.85	7,74,22,588	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	7,91,22,588	7,74,22,588	97.85	7,74,22,588	--	100	--
Public-Institutions	E-Voting	1,85,402	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Total	1,85,402	--	--	--	--	--	--
Public-Non Institutions	E-Voting	5,44,59,285	24,13,600	4.43	24,12,835	765	99.97	0.03
	Poll		4,94,091	0.91	4,94,091	0	100.00	0.00
	Total	5,44,59,285	29,07,691	5.34	29,06,926	765	99.97	0.03
Total		13,37,67,275	8,03,30,279	60.05	8,03,29,514	765	100.00	0.00

Resolution required: (~~Ordinary~~/ Special) Agenda Item No.7:			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 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	7,91,22,588	7,74,22,588	97.85	7,74,22,588	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	7,91,22,588	7,74,22,588	97.85	7,74,22,588	--	100	--
Public-Institutions	E-Voting	1,85,402	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Total	1,85,402	--	--	--	--	--	--
Public-Non Institutions	E-Voting	5,44,59,285	24,13,600	4.43	24,13,050	550	99.98	0.02
	Poll		4,94,091	0.91	4,94,091	0	100.00	0.00
	Total	5,44,59,285	29,07,691	5.34	29,07,141	550	99.98	0.02
Total		13,37,67,275	8,03,30,279	60.05	8,03,29,729	550	100.00	0.00

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

SETCO AUTOMOTIVE LIMITED

Pradip Shah
B. Com, LL B, FCS

P. P. Shah & Co.
Company Secretaries

Punit Shah
B. Com, ACS

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. Shvetal Vakil, Executive Director,
36th Annual General Meeting of the Equity Shareholders of Setco Automotive Limited,
Held on Friday, September 27, 2019 at 12.00 Noon 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 36th Annual General Meeting of the Equity Shareholders of Setco Automotive Limited held on Friday, September 27, 2019 at 12.00 Noon 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 Tuesday, September 24, 2019 at 9.00 A.M. to Thursday, September 26, 2019 at 5.00 P.M.

2. The notice was sent to all the Members on September 03, 2019 whose names appeared in the Register of Members as on August 23, 2019 (Cut-off Date: September 20, 2019) who were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the Notice of the 36th Annual General Meeting of "Setco Automotive Limited" (Item No. 1 (One) to 7 (Seven) of the Notice of the 36th Annual General Meeting of Setco Automotive Limited).

3. After the time fixed for closing of the poll by Mr. Shvetal Vakil, Executive 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 27, 2019 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Ms. Jignasa Waghela and Mrs. Kalavati Jadhav working with M/s. P. P. Shah & Co., Practicing Company Secretaries. Both of them are not in the employment of the Company.

Office: 218, Veena Chambers, 21, Dalal Street, Fort, Mumbai: 400 001
Tel: (022) 22675812, 22676339 Email: shahpradipcs@gmail.com

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 (a) – Approving and adopting the Audited Standalone Annual Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors' thereon:

(b) – Approving and adopting the Audited Consolidated Annual Financial Statements of the Company for the financial year ended March 31, 2019 together with the Report of the Auditors' thereon:

	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	80330229	100.00	50	0.00	80330279	100.00	0	0.00	80330279
Total No. of Ballots	161	99.38	1	0.62	162	100.00	0	0.00	162

b. RESOLUTION NO. 2

Ordinary Resolution No. 2 – To declare dividend for the financial year 2018 – 19:

	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	80330279	100.00	0	0.00	80330279	100.00	0	0.00	80330279
Total No. of Ballots	162	100.00	0	0.00	162	100.00	0	0.00	162

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Pradip Shah
B. Com, LL B, FCS

P. P. Shah & Co.
Company Secretaries

Punit Shah
B. Com, ACS

c. RESOLUTION NO. 3

Ordinary Resolution No. 3 – To appoint a Director in place of Mr. Shvetal Vakil (DIN: 00140956), who retires by rotation and being eligible offers herself for re-appointment:

	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	80329729	100.00	550	0.00	80330279	100.00	0	0.00	80330279
Total No. of Ballots	160	98.77	2	1.23	162	100.00	0	0.00	162

SPECIAL BUSINESS:

d. RESOLUTION NO. 4

Special Resolution No. 4 – To re-appoint Dr. Arun Arora (DIN: 00172044) as an Independent Director of the Company:

	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	80329514	100.00	765	0.00	80330279	100.00	0	0.00	80330279
Total No. of Ballots	159	98.15	3	1.85	162	100.00	0	0.00	162

e. RESOLUTION NO. 5

Special Resolution No. 5 – To re-appoint Mr. Ashok Kumar Jha (DIN: 00170745) as an Independent Director of the Company:

	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	80329514	100.00	765	0.00	80330279	100.00	0	0.00	80330279
Total No. of Ballots	159	98.15	3	1.85	162	100.00	0	0.00	162

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Pradip Shah
B. Com, LL B, FCS

P. P. Shah & Co.
Company Secretaries

Punit Shah
B. Com, ACS

f. **RESOLUTION NO. 6**

Special Resolution No. 6 – To re-appoint Ms. Suhasini Sathe (DIN: 00205174) as an Independent Director of the Company:									
	Assent	**%**	**Dissent**	**%**	**Total**	**%**	**Invalid**	**%**	**Total Votes Cast**
Total No. of Shares on voting	80329514	100.00	765	0.00	80330279	100.00	0	0.00	80330279
Total No. of Ballots	159	98.15	3	1.85	162	100.00	0	0.00	162

g. **RESOLUTION NO. 7**

Special Resolution No. 7 – Issue of Further Securities:									
	Assent	**%**	**Dissent**	**%**	**Total**	**%**	**Invalid**	**%**	**Total Votes Cast**
Total No. of Shares on voting	80329729	100.00	550	0.00	80330279	100.00	0	0.00	80330279
Total No. of Ballots	160	98.77	2	1.23	162	100.00	0	0.00	162

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. Chandrakant Sharma, Company Secretary and Compliance Officer 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.,
Practicing Company Secretaries

PradipC-Shah

P. P. SHAH & CO. PRACTISING COMPANY SECRETARY FCS No. 1483 CP No. 436

Pradip Shah
Partner

Place: Mumbai
Date: September 27, 2019

Pradip Shah
B. Com, LL B, FCS

P. P. Shah & Co.
Company Secretaries

Punit Shah
B. Com, ACS

Annexure – 1

Consolidated result of voting (by E-voting and Poll) for Resolution Nos. 1 to 7 of the Notice of the 36th Annual General Meeting of "Setco Automotive Limited" held on Friday, September 27, 2019 at 12.00 Noon

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	79836188	494091	80330279	79836138	494091	80330229	100.00	50	0	50	0.00
2	79836188	494091	80330279	79836188	494091	80330279	100.00	0	0	0	0.00
3	79836188	494091	80330279	79835638	494091	80329729	100.00	550	0	550	0.00
4	79836188	494091	80330279	79835423	494091	80329514	100.00	765	0	765	0.00
5	79836188	494091	80330279	79835423	494091	80329514	100.00	765	0	765	0.00
6	79836188	494091	80330279	79835423	494091	80329514	100.00	765	0	765	0.00
7	79836188	494091	80330279	79835638	494091	80329729	100.00	550	0	550	0.00

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