SETCO AUTOMOTIVE LTD
LIPE™ CLUTCH

September 2, 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: Notice of the 33rd Annual General Meeting

In terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith a copy of the Notice of 33rd Annual General Meeting of the Company to be held on Thursday, September 29, 2016 at the Registered office of the Company.

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

Thanking you,

Yours faithfully,
For Setco Automotive Limited

Bhautesh Shah
Company Secretary

SETCO AUTOMOTIVE LTD. MUMBAI

Encl: As above

CIN: L35999GJ1982PLC005203
Regd. Office: Baroda - Godhra Highway, Kalol (Panchmahals), Pincode - 389 330, Gujarat, India
Phone: 02676-305600, Fax: 02676-235524. Email: investor.relations@setcoauto.com,Website: www.setcoauto.com

NOTICE is hereby given that the Thirty Third Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company at Baroda-Godhra Highway, Kalol, District Panchmahals, Pin Code – 389 330, Gujarat, India, on Thursday, September 29, 2016 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
   (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon; and
   (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2016.
2. To declare Dividend for the Financial Year 2015-16;
3. To appoint a Director in place of Mr. Harish Sheth, who retires by rotation and being eligible offers himself for re-appointment;
4. To ratify the appointment of Messrs Manesh Mehta & Associates, Chartered Accountants, as the Statutory Auditors from the conclusion of Thirty Third Annual General Meeting until the conclusion of the Thirty Fourth Annual General Meeting and to fix their remuneration and if thought fit, to pass with or without modification(s) the following resolution proposed as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the appointment of M/s. Manesh Mehta & Associates, Chartered Accountants (Firm Registration No. 115832W) as the Statutory Auditors of the Company be and is hereby ratified, to hold office from the conclusion of this Thirty Third Annual General Meeting until the conclusion of the Thirty Fourth Annual General Meeting of the Company on a remuneration to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee and reimbursement of all out of pocket expenses in connection with the audit for the financial year 2016-17."

SPECIAL BUSINESS:

5. **Alteration of Articles of Association of the Company:**

   To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:-**

   "RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company."

   "RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **Issue of Further Securities:**

   To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:-**

   "RESOLVED THAT in accordance with the provisions of section 23, 42 and 62(1)(c), as may be applicable, and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules framed thereunder ("Act") (including any amendment thereto or re-enactment thereof, and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the Listing Regulation entered into with the stock exchanges where the equity shares of the Company are listed ("Stock Exchanges"), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("SEBI ICDR Regulations") (including any amendment thereto or re-enactment thereof, for the time being in force), the Foreign Exchange Management Act, 1999

("FEMA"), as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by the Securities and Exchange Board of India, Reserve Bank of India, the Stock Exchanges, the Government of India, the Registrar of Companies or any other relevant authority from time to time ("Governmental Authorities"), to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be required from such Governmental Authorities, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by such Governmental Authorities while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) thereof constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) is hereby authorized to accept, the Board be and is hereby authorized, on behalf of the Company, to create, issue, offer and allot, (including the provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted), in the course of one or more public or private offerings with or without a green shoe option (including Qualified Institutions Placement ("QIP") under SEBI ICDR Regulations), equity shares of the Company with a face value of Rs.2 (Rupees two) each ("Equity Shares") and/or Equity Shares through convertible bonds, depository receipts and/or other securities convertible into Equity Shares at the option of the Company and/or the holder(s) of such securities, and/or securities linked to Equity Shares or other securities with or without warrants, which may either be detachable or linked, and which warrant has a right exercisable by the warrant holder to subscribe for the Equity Shares and/or warrants with an option exercisable by the warrant-holder to subscribe for Equity Shares and/or any instruments or securities representing either Equity Shares and/or convertible securities linked to Equity Shares (including the issue and allotment of Equity Shares pursuant to a green shoe option, if any), (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, to eligible investors under applicable laws, regulations and guidelines as decided by the Board, including but not limited to qualified institutional buyers in accordance with Chapter VIII of the SEBI ICDR Regulations, (whether residents and/or non-residents and/or institutions/banks and/or incorporated bodies, mutual funds, venture capital funds, and Indian and/or multi-lateral financial institutions, other eligible investors and/or individuals and/or trustees and/or stabilising agents or otherwise, and whether or not such investors are members of the Company), through placement document and/or letter of offer or circular and/or on public and/or private/preferential placement basis, such issue and allotment to be made at such time/times, in one or more tranches, for cash, at such price or prices, including at discount / premium to the market price in such manner and on such terms and conditions including security, rate of interest etc., considering the then prevailing market conditions and other relevant factors wherever necessary, in consultation with the merchant bankers and/or other advisors or otherwise, on such terms and conditions as the Board, may, in its absolute discretion, decide at the time of issue of Securities provided that the total amount raised through the issuance of such Securities shall not exceed Rs. 100 crores or its equivalent in one or more currencies, if any, as may be decided by the Board, to investors as mentioned above and that the combination of Securities would result in a maximum issue of up to 2,10,00,000 equity shares of Rs.2/- each of the Company, if and after they are exchanged with the equity shares of the Company AND THAT the new equity shares to be issued would result in a maximum dilution of up to 20% of the expanded issued and paid up equity share capital of the Company, taking into consideration the un-exercised stock options as on date."

The pricing of the Securities that may be issued to qualified institutional buyers pursuant to a QIP shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations.

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of the Securities may have all or any terms or conditions or combination of terms in accordance with applicable regulations, prevalent market practices, etc."

"RESOLVED FURTHER THAT any issue of Securities made by way of QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the allotment of the Securities, or any combination of Securities as may be decided by the Board shall be completed within 12 months from the date of this Resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time."

"RESOLVED FURTHER THAT in the event the Equity Shares are issued pursuant to the QIP, the "relevant date" for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board (including a committee of the Board) decides to open the proposed issue, and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued pursuant to the QIP, the relevant date for the purpose of pricing of such convertible securities, shall be the date of the meeting in which the Board of the Company (including a committee of the Board) decides to open the proposed issue of such convertible securities."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Securities as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any Securities referred to above or as may be necessary in accordance with the terms of the offer. Subject to the provisions of the Memorandum and Articles of Association of the Company, all such Equity Shares shall rank pari passu inter-se and with the then existing Equity Shares of the Company in all respects, including dividend, which shall be subject to relevant provisions on that behalf contained in the Articles of Association of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board, where required in consultation with the merchant bankers and/or other advisors, be and is hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the selection of qualified institutional buyers to whom the Securities are to be offered, issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, and matters related thereto, and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agents, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on the Stock Exchange(s) and the Equity Shares to be issued on conversion of the Securities as set forth in the aforesaid resolution, if any, on the Stock Exchange(s), authorising any director(s) or any officer(s) of the Company to sign for and on behalf of the Company, the offer document(s), agreement(s), arrangement(s), application(s), authority letter(s), or any other related paper(s) / document(s) and give any undertaking(s), affidavit(s), certificate(s), declaration(s) as the Board may in its absolute discretion deem fit including the authority to amend or modify the aforesaid document(s)."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to form a committee and/or delegate all or any of its power to any committee of directors (including any officer(s) of the company) to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Equity Shares."

Registered Office:
Baroda-Godhra Highway,
Kalol, District Panchmahals,
Pin Code – 389 330,
Gujarat, India.

Date: August 11, 2016

By Order of the Board of Directors

Bhautesh Shah
Company Secretary

NOTICE

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of resolutions set out hereinabove at Item No. 5 & 6 is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The instrument appointing Proxy(ies) must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect, at any time during the business hours of the Company, the proxies lodged provided not less than three days' notice in writing of the intention so to inspect is given to the Company.
4. Members / proxies are requested to bring duly filled attendance slip sent herewith to attend the meeting.
5. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 a.m. to 3.00 p.m. on all working days except Tuesdays, up to and including the date of the Meeting.
6. The Register of Members and the Share Transfer Books of the Company will be closed from Thursday, September 22, 2016 to Thursday, September 29, 2016 (both days inclusive).
7. Dividend as recommended by the Board, if declared at the meeting, will be payable on or after September 30, 2016, to those members whose names appear on the Register of Members as on Book Closure Date.
8. Members holding shares in demat form are requested to direct their Depository Participants for any change in address or update their bank account details.
9. Members are requested to address all correspondence including dividend matters to the Registrar and Share Transfer Agents, Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound L.B.S. Marg, Bhandup (West), Mumbai 400 078.
10. Members who have not claimed their dividends pertaining to earlier years are requested to correspond with the Registrar and Share Transfer Agents of the Company viz., Link Intime India Private Limited at their address specified above or the Company Secretary, at the Corporate Office of the Company for claiming the unclaimed dividends.
11. In terms of provisions of Section 124 and 125 of the Companies Act, 2013 (corresponding to Section 205C of the Companies Act, 1956), any dividend not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to 'Investor Education & Protection Fund' according to statutory stipulations. The relevant dates of transfer to Investor Education & Protection Fund are provided in the Corporate Governance Report forming part of the Annual Report of the Company.
12. As required under Regulation 27 of SEBI (LODR) Regulations, 2015 with the Stock Exchange, the details of Director seeking re-appointment at the ensuing Annual General Meeting are provided in the Corporate Governance Report.
13. The members are requested to update their Bank Account details and address details with the Registrar (in case of physical holding) and with their Depository Participant (in case of electronic holding). The Bank Account / Address details can be updated in the prescribed format as attached or can be downloaded from the Company's website viz., www.setcoauto.com.
14. Entire Annual Report is available on the Company's website viz., www.setcoauto.com.
15. This Notice is being sent to all the Members, whose names appear in the Register of Members / Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on August 19, 2016.

NOTICE

16. In compliance with Listing Regulation with the Stock Exchange(s) and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional.

17. The facility for voting through ballot paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper.

18. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

19. Voting through electronic means

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on September 26, 2016 at 9.00 a.m. and ends on September 28, 2016 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Record Date) of September 22, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Enter User ID :

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for **Setco Automotive Limited** on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have

decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the existing password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5:

The Articles of Association ("AoA") of the Company as presently in force from time of incorporation of the Company. The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections. Accordingly, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No.5 of the Notice for approval by the shareholders.

Item No. 6:

The Company's business plan envisages organic as well as inorganic growth opportunities and also provides for further expansion of its manufacturing facilities. Company requires adequate capital to meet these growth objectives as well as meet general corporate requirements that arises from time to time. While internal accruals and debt raising would meet part of these requirements, it is thought prudent to have enabling approvals to raise part of the balance funds requirements through the issue of appropriate securities as defined in the Resolution.

Section 62(1)(c) of the Companies Act, 2013 ("Act") provides that, inter-alia, such further shares may be offered to any persons whether or not such persons are existing holders of equity shares of the Company as on the date of offer by way of a Special Resolution passed to that effect by the Company. Accordingly, consent of the shareholders is being sought, pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the Listing Regulations, 2015 and such other approvals as may be necessary to issue and allot securities as stated in the Special Resolution.

Accordingly, the Company proposes to create/offer/ issue/allot securities allot securities including equity

shares of the Company ("Securities") for an aggregate amount not exceeding Rs.100 crores, in one or more tranches, including, to qualified institutional buyers ("QIBs") under Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations") in consultation with the lead manager(s) etc.

The following would inter alia be broad terms and conditions of the proposed Issue:

a. **Objects of the Issue** -To augment the long-term resources of the Company

b. **Total number of shares or other securities to be issued**

The Company proposes to issue/allot securities including equity shares of the Company ("Securities") for an aggregate amount not exceeding Rs.100 crores, in one or more tranches.

If the Warrants/convertible securities are exchanged with the equity shares of the Corporation, it would result in a maximum issue of upto 2,10,00,000 equity shares of Rs. 2/- each of the Company. The maximum dilution that could take place in future, if all the Warrants/convertible securities are exchanged with the equity shares of the Company, would not exceed 20% of the expanded issued and paid up share capital of the Company, taking into consideration the un-exercised stock options as on date.

c. **Price or Price Band**

The price of the equity shares to be issued on conversion of the Warrants/convertible securities would be decided by the Board and shall not be less than the price that is determined in accordance with the ICDR Regulations in relation to QIP. Further the ICDR Regulations permit the granting of discount after seeking shareholder approval. In the present case discount is intended to be given and accordingly shareholder approval is being sought for granting such discounts as per the ICDR Regulations. The discount may be given as may be permitted under applicable regulations to the floor price as determined in terms of SEBI Regulations, subject to section 53 of Companies Act, 2013.

The Warrants/Convertible Securities would be issued at a value as may be decided by the Board and the amount paid on Warrants is not refundable and would not be adjusted with the conversion price at the time of exercise of option to convert the Warrants.

d. **Basis on which the Price has been arrived along with the Report of Registered Valuer**

The pricing would be arrived at by the Board depending on market conditions and on the guidance of the lead managers/ merchant bankers to the issue. The pricing would not be less than the price that is determined in accordance with ICDR Regulations in relation to QIP.

e. **Relevant Date**

The relevant date for the purpose of pricing of the equity shares to be issued upon exchange with the Warrants/combination of securities, shall be the date of the meeting in which the Board (hereinafter referred to as the 'Board') decides to open the proposed issue of the Warrants or combination of securities, in accordance with the ICDR Regulations.

The holder of warrant and combination of securities will be entitled to exchange the Warrants or any convertible security with the equity shares of the Corporation at such time and within such period as may be decided by the Board in its sole and absolute discretion and at a price, which will be at a premium to the price to be determined at the time of issue of the Warrants in accordance with the ICDR Regulations. The equity shares issued and allotted pursuant to the resolution as set out in Item No. 6 shall rank paripassu inter se with the then existing equity shares of the Corporation, in all respects.

The Warrants and combination of securities will be issued simultaneously and listed separately on recognized stock exchanges.

f. **Class or classes of persons to whom the allotment is proposed to be made**

The allotment would be made only to qualified institutional buyers (QIBs) who are permitted to acquire such warrants/convertible securities under the ICDR Regulations.

g. **Proposed time within which the allotment shall be completed**

The Allotment of the equity, warrants and combination of securities, if any, would be completed within a period of 12 months from the date of this Meeting.

h. **Name of the proposed allottees and the percentage of the capital post allotment**

The allottees would be identified pursuant to the process for the QIP and accordingly at this time it is not possible to indicate who would be the proposed allottees and their capital post allotment.

i. **Change in control**

No change in control or management of the company is expected as a result of the subject issue.

j. **Number of persons to whom preferential allotment has already been made during the year.**

Company has made no preferential allotment during the year.

NOTICE

k. Pre and post issue shareholding pattern of the company

Category Code	Category of Shareholder	Shareholding Pre-QIP (Face Value Rs. 2)		Shareholding Post-QIP (Face Value Rs. 2)*	
		Total number shares	of % to Capital	Total number of shares	% to Capital
(A)	**Shareholding of Promoter and Promoter Group**				
1	**Indian**				
(a)	Individuals/ Hindu Undivided Family	1,55,22,880	11.62	1,55,22,880	10.04
(b)	Bodies Corporate	6,93,63,845	51.92	6,93,63,845	44.87
	Total Shareholding of Promoter and Promoter Group	**8,48,86,725**	**63.54**	**8,48,86,725**	**54.91**
(B)	**Public shareholding**				
(1)	**Institutions**				
(a)	Mutual Funds/ UTI	4,46,377	0.33	4,46,377	0.29
(b)	Financial Institutions/ Banks	45,750	0.03	45,750	0.03
(c)	Foreign Portfolio Investors	51,52,500	3.86	51,52,500	3.33
(d)	Financial Institutions/ Banks (QIP)	-	-	2,10,00,000	13.58
	Sub-Total (B)(1)	**56,44,627**	**4.22**	**2,66,44,627**	**17.23**
(B)(2)	**Non-Institutions**				
(a)	Bodies Corporate	76,98,996	5.76	76,98,996	4.98
(b)	Foreign Companies	1,17,64,915	8.81	1,17,64,915	7.61
(c)	Others	2,36,01,412	17.67	2,36,01,412	15.27
	Sub-Total (B)(2)	**4,30,65,323**	**32.24**	**4,30,65,323**	**27.86**
(B)	**Total Public Shareholding (B)= (B)(1)+(B)(2)**	**4,87,09,950**	**36.46**	**6,97,09,950**	**45.09**
	GRAND TOTAL (A)+(B)	**13,35,96,675**	**100.00**	**15,45,96,675**	**100.00**

* Note : Post QIP shareholding will depend upon actual price and number of shares / securities issued.

The net worth of the Corporation as on March 31, 2016 was Rs193 crores and thus the funds to be raised through the said issue of equity/Warrants/ combination of securities on a QIP basis is within the limits prescribed under the ICDR Regulations.

In terms of the provisions of the ICDR Regulations, the resolution as set out in Item No. 6, to issue equity shares/Warrants/combination of securities on a QIP basis, is valid for a period of 12 months from the date of passing of the said resolution.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing Members of the Corporation as specified in Section 62(1)(a) of the Companies Act, 2013, including any amendment, modification, variation or re-enactment thereof, provided the Members of the Corporation approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the prior approval of its members by way of a special resolution.

Consent of the Members in general meeting would therefore be necessary pursuant to the provisions of Section 42, 62(1)(c) and 71 of the Companies Act, 2013 and the Listing Regulations, 2015. The resolution as set out in Item No. 6 and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines / regulations issued / to be issued by the Government of India or the Securities and Exchange Board of India or the Reserve Bank of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the Members is being sought to enable the Board to decide on the issue of the equity shares/ Warrants/combination of securities on public offering, QIP basis to the extent and in the manner as set out in the resolution, with the authority to the Board to decide on the timing of the issue, the tranches in which the equity / Warrants/ combination of securities are to be issued, the price at which the Warrants/combination of securities will be exchanged with equity shares of the Company and the manner in which the issue will be made, as it may deem appropriate in its sole and absolute discretion.

Save and except for the shares of the Company held by them, none of the Directors or Key Managerial Personnel of the Corporation or their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

Registered Office:
Baroda-Godhra Highway,
Kalol, District Panchmahals,
Pin Code – 389 330,
Gujarat, India.

Date: August 11, 2016

By Order of the Board of Directors

Bhautesh Shah
Company Secretary

ATTENDANCE SLIP

CIN: L35999GJ1982PLC005203
Regd. Office: Baroda - Godhra Highway, Kalol (Panchmahals), Pincode - 389 330, Gujarat, India
Phone: 02676-305600, Fax: 02676-235524. Email: investor.relations@setcoauto.com,Website: www.setcoauto.com

33rd ANNUAL GENERAL MEETING ON THURSDAY, SEPTEMBER 29, 2016

Serial No.:_____

Registered Folio No./ DP ID/Client ID	
Name and address of the Member(s) Joint Holder 1 Joint Holder 2	

I/We hereby record my/our presence at the 33rd Annual General Meeting of the Company at the Registered Office on Thursday, September 29, 2016 at 3.00 p.m.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Please hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL.

PROXY FORM

CIN: L35999GJ1982PLC005203
Regd. Office: Baroda - Godhra Highway, Kalol (Panchmahals), Pincode - 389 330, Gujarat, India
Phone: 02676-305600, Fax: 02676-235524. Email: investor.relations@setcoauto.com,Website: www.setcoauto.com

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

ANNUAL GENERAL MEETING ON THURSDAY, SEPTEMBER 29, 2016

Name of the Member(s):

Registered Address:

E-mail ID:

I/We being member(s) of Setco Automotive Limited, holding .....shares of the Company, hereby appoint:

(1) Name ..... Address .....

Email ID: ..... Signature .....or failing him;

(2) Name ..... Address .....

Email ID: ..... Signature .....or failing him;

(3) Name ..... Address .....

Email ID: ..... Signature .....

Signature .....

ELECTRONIC VOTING PARTICULARS	
EVSN (Electronic Voting Sequence Number)	*Default PAN / Sequence No.
160823018	

*Only Members who have not updated their PAN with Company / Depository Participant shall use default PAN / sequence number in the Pan field.
Note: Please read the instructions printed under the Note No. 19 to the Notice of Annual General Meeting dated September 29, 2016. The Voting period starts from 9.00 a.m. on Monday, September 26, 2016 and ends at 5.00 p.m. on Wednesday, September 28, 2016. The voting module shall be disabled by CDSL for voting thereafter.

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, September 29, 2016 at 3.00 p.m. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:

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 the Auditors thereon.
2. Declaration of Dividend for the Financial Year 2015-16
3. Appointment of a Director in place of Mr. Harish Sheth, who retires by rotation and being eligible, offers himself for re-appointment
4. Ratification of Appointment of Messrs Manesh Mehta & Associates, Chartered Accountants, as Statutory Auditors of the Company
5. Alteration of Articles of Association
6. Issue of Further Securities

Signed this ..... day of ....., 2016

Signature of the Shareholder .....

Signature of the Proxy holder(s) .....

Affix Revenue Stamp

Notes:

1. This form of proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.