

September 28, 2017

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 34th 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.

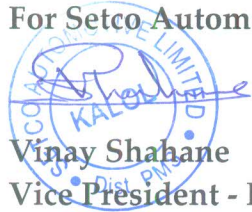
The above results may be accessed on the website of the Company i.e. www.setcoauto.com and CDSL website www.cdslindia.com

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

Thanking you,

Yours faithfully,

For Setco Automotive Limited



Vinay Shahane
Vice President - Finance

Encl: As above

Setco Automotive Limited - Voting Results for 34th Annual General Meeting

Date of the AGM	27 th September, 2017 at 2:00 p.m
Total number of shareholders on record date	21,002 (Twenty One Thousand and two)
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	44
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public	Not Applicable

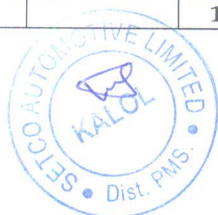
Agenda- wise disclosure (to be disclosed separately for each agenda item)

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, 2017 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	74086725	87.28	74086725	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	84886725	74086725	87.28	74086725	--	100	--
Public-Institutions	E-Voting	262480	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Total	262480	--	--	--	--	--	--
Public-Non Institutions	E-Voting	48447470	37523	0.08	37523	--	100	--
	Poll		553424	1.14	553424	--	100	--
	Total	48447470	590947	1.22	590947	--	100	--
Total		133596675	74677672	55.90	74677672	--	100	--



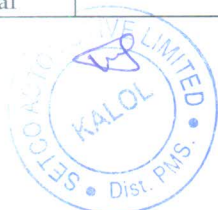
Resolution required: (Ordinary/ Special) Agenda Item No.2:			Declaration of dividend for the financial year 2016-17					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi 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	74086725	87.28	74086725	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	84886725	74086725	87.28	74086725	--	100	--
Public- Institutio ns	E-Voting	262480	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Total	262480	--	--	--	--	--	--
Public- Non Institutio ns	E-Voting	48447470	37,523	0.08	35,793	1730	95.39	4.61
	Poll		553424	1.14	553,424	0	100.00	0.00
	Total	48447470	590947	1.22	589,217	1730	99.71	--
Total		133596675	74677672	55.90	74675942	1730	100.00	--

Resolution required: (Ordinary/ Special) Agenda Item No.3:			Reappointment of Mr. Udit 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	74086725	87.28	74086725	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	84886725	74086725	87.28	74086725	--	100	--
Public- Institutio ns	E-Voting	262480	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Total	262480	--	--	--	--	--	--
Public- Non Institutio ns	E-Voting	48447470	37523	0.08	37523	--	100	--
	Poll		553424	1.14	553424	--	100	--
	Total	48447470	590947	1.22	590947	--	100	--
Total		133596675	74677672	55.90	74677672	--	100	--



Resolution required: (Ordinary/ Special) Agenda Item No.4:			Appointment of M/s. V. Parekh & Associates, Chartered Accountants, as Statutory Auditors 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	84886725	74086725	87.28	74086725	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	84886725	74086725	87.28	74086725	--	100	--
Public-Institutions	E-Voting	262480	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Total	262480	--	--	--	--	--	--
Public-Non Institutions	E-Voting	48447470	37523	0.08	37493	30	99.92	0.08
	Poll		553424	1.14	553424	0	100	--
	Total	48447470	590947	1.22	590917	30	99.99	--
Total		133596675	74677672	55.90	74677642	--	100	--

Resolution required: (Ordinary/ Special) Agenda Item No.5:			Re-appointment and remuneration of Mr. Harish Sheth as Chairman and Managing Director of the Company for a period of 3 (Three) years w.e.f. January 1, 2018.					
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	84886725	74086725	87.28	74086725	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	84886725	74086725	87.28	74086725	--	100	--
Public-Institutions	E-Voting	262480	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Total	262480	--	--	--	--	--	--
Public-Non Institutions	E-Voting	48447470	37523	0.08	36493	1030	97.26	2.74
	Poll		553424	1.14	553424	--	100	--
	Total	48447470	590947	1.22	589917	1030	99.83	--
Total		133596675	74677672	55.90	74676642	1030	100	--



Resolution required: (Ordinary/ Special) Agenda Item No.6:			Re-appointment and remuneration of Mr. Udit Sheth as Joint Managing Director of the Company for a period of 3 (Three) years w.e.f. January 1, 2018.					
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	84886725	74086725	87.28	74086725	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	84886725	74086725	87.28	74086725	--	100	--
Public-Institutions	E-Voting	262480	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Total	262480	--	--	--	--	--	--
Public-Non Institutions	E-Voting	48447470	37523	0.08	36493	1030	97.26	2.74
	Poll		553424	1.14	553424	--	100	--
	Total	48447470	590947	1.22	589917	1030	99.83	--
Total		133596675	74677672	55.90	74676642	1030	100	--

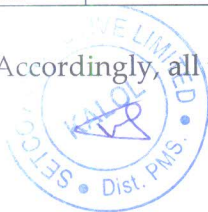
Resolution required: (Ordinary/ Special) Agenda Item No.7:			Re-appointment and remuneration of Mr. Shveta Vakil as an Executive Director of the Company for a period of 3 (Three) years w.e.f. January 1, 2018.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	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	74086725	87.28	74086725	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	84886725	74086725	87.28	74086725	--	100	--
Public-Institutions	E-Voting	262480	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Total	262480	--	--	--	--	--	--
Public-Non Institutions	E-Voting	48447470	37523	0.08	36493	1030	97.26	2.74
	Poll		553424	1.14	553424	--	100	--
	Total	48447470	590947	1.22	589917	1030	99.83	--
Total		133596675	74677672	55.90	74676642	1030	100	--



Resolution required: (Ordinary/ Special) Agenda Item No.8:			Re-appointment and remuneration of Mrs. Urja Shah as an Executive Director of the Company for a period of 3 (Three) years w.e.f. November 11, 2017.					
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	84886725	74086725	87.28	74086725	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	84886725	74086725	87.28	74086725	--	100	--
Public-Institutions	E-Voting	262480	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Total	262480	--	--	--	--	--	--
Public-Non Institutions	E-Voting	48447470	37523	0.08	36493	1030	97.26	2.74
	Poll		553424	1.14	553424	--	100	--
	Total	48447470	590947	1.22	589917	1030	99.83	--
Total		133596675	74677672	55.90	74676642	1030	100	--

Resolution required: (Ordinary/ Special) Agenda Item No.9:			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	84886725	74086725	87.28	74086725	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	84886725	74086725	87.28	74086725	--	100	--
Public-Institutions	E-Voting	262480	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Total	262480	--	--	--	--	--	--
Public-Non Institutions	E-Voting	48447470	37523	0.08	36523	1000	97.33	2.67
	Poll		553424	1.14	553424	--	100	--
	Total	48447470	590947	1.22	589947	1000	99.83	--
Total		133596675	74677672	55.90	74676642	1000	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,
34th Annual General Meeting of the Equity Shareholders of Setco Automotive Limited,
Held on Wednesday, September 27, 2017 at 2.00 P.M. at
Baroda-Godhra Highway, Kalol,
District Panchmahals, Pin Code – 389 330,
Gujarat, India.

Dear Sir,

I, Mr. Punit Shah, Practicing Company Secretary and Partner of M/s. P. P. Shah & Co., Practicing Company Secretaries was appointed as Scrutinizer for the 34th Annual General Meeting of the Equity Shareholders of Setco Automotive Limited held on Wednesday, September 27, 2017 at 2.00 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 Sunday, September 24, 2017 at 9.00 A.M. to Tuesday, September 26, 2017 at 5.00 P.M.
2. The notice was sent to all the Members, whose names appeared in the Register of Members as on September 02, 2017 (Cutoff date: September 20, 2017) who were entitled to vote on the proposed 9 (Nine) resolutions as mentioned in the Notice of the 34th Annual General Meeting of "Setco Automotive Limited" (Item No. 1 (One) to 9 (Nine) of the Notice of the 34th 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 27, 2017 (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. Nishita Visaria 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 (a) – Approving and adopting the Audited Standalone Annual Financial Statements of the Company for the financial year ended March 31, 2017 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, 2017 together with the Report of the Auditors' thereon:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	7,46,77,672	100.00	0	0.00	7,46,77,672	100.00	0	0.00	7,46,77,672
Total No. of Ballots	71	100.00	0	0.00	71	100.00	0	0.00	71

b. RESOLUTION NO. 2

Ordinary Resolution No. 2 – To declare dividend for the financial year 2016 – 17:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	7,46,75,942	99.99	1,730	0.01	7,46,77,672	100.00	0	0.00	7,46,77,672
Total No. of Ballots	69	97.18	2	2.82	71	100.00	0	0.00	71



c. RESOLUTION NO. 3

Ordinary Resolution No. 3 – To appoint a Director in place of Mr. Udit 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	7,46,77,672	100.00	0	0.00	7,46,77,672	100.00	0	0.00	7,46,77,672
Total No. of Ballots	71	100.00	0	0.00	71	100.00	0	0.00	71

d. RESOLUTION NO. 4

Ordinary Resolution No. 4 – Appointment of M/s. V. Parekh & Associates, Chartered Accountant as Statutory Auditors of the Company to hold office from the conclusion of the 34th Annual General Meeting till the conclusion of the 39th Annual General Meeting subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting and fix their remuneration:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	7,46,77,642	100.00	30	0.00	7,46,77,672	100.00	0	0.00	7,46,77,672
Total No. of Ballots	70	98.59	1	1.41	71	100.00	0	0.00	71

SPECIAL BUSINESS:

e. RESOLUTION NO. 5

Special Resolution No. 5 – Re-Appointment of Mr. Harish Sheth as Chairman & Managing Director:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	7,46,76,642	100.00	1,030	0.00	7,46,77,672	100.00	0	0.00	7,46,77,672
Total No. of Ballots	69	97.18	2	2.82	71	100.00	0	0.00	71



f. RESOLUTION NO. 6

Special Resolution No. 6 – Re-Appointment of Mr. Udit Sheth as Joint Managing Director:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	7,46,76,642	100.00	1,030	0.00	7,46,77,672	100.00	0	0.00	7,46,77,672
Total No. of Ballots	69	97.18	2	2.82	71	100.00	0	0.00	71

g. RESOLUTION NO. 7

Special Resolution No. 7 – Re-Appointment of Mr. Shveta Vakil as Executive Director:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	7,46,76,642	100.00	1,030	0.00	7,46,77,672	100.00	0	0.00	7,46,77,672
Total No. of Ballots	69	97.18	2	2.82	71	100.00	0	0.00	71

h. RESOLUTION NO. 8

Special Resolution No. 8 – Re-Appointment of Mrs. Urja Shah as Executive Director:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	7,46,76,642	100.00	1,030	0.00	7,46,77,672	100.00	0	0.00	7,46,77,672
Total No. of Ballots	69	97.18	2	2.82	71	100.00	0	0.00	71

i. RESOLUTION NO. 9

Special Resolution No. 9 – Issue of further securities:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	7,46,76,672	100.00	1,000	0.00	7,46,77,672	100.00	0	0.00	7,46,77,672
Total No. of Ballots	70	98.59	1	1.41	71	100.00	0	0.00	71



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. Harish Sheth, Chairman & Managing Director 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

Punit P. Shah

Punit Shah
Partner



Place: Mumbai
Date: September 28, 2017

Annexure – 1

Consolidated result of voting (by E-voting and Poll) for Resolution Nos. 1 to 9 of the Notice of the 34th Annual General Meeting of "Setco Automotive Limited" held on Wednesday, September 27, 2017 at 2.00 P.M.

Resol ution 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	74124248	553424	74677672	74124248	553424	74677672	100.00	0	0	0	0.00
2	74124248	553424	74677672	74122518	553424	74675942	99.99	1730	0	1730	0.01
3	74124248	553424	74677672	74124248	553424	74677672	100.00	0	0	0	0.00
4	74124248	553424	74677672	74124218	553424	74677642	100.00	30	0	30	0.00
5	74124248	553424	74677672	74123218	553424	74676642	100.00	1030	0	1030	0.00
6	74124248	553424	74677672	74123218	553424	74676642	100.00	1030	0	1030	0.00
7	74124248	553424	74677672	74123218	553424	74676642	100.00	1030	0	1030	0.00
8	74124248	553424	74677672	74123218	553424	74676642	100.00	1030	0	1030	0.00
9	74124248	553424	74677672	74123248	553424	74676672	100.00	1000	0	1000	0.00