

September 29, 2018

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: Voting Results of 35th 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 35th Annual General Meeting**

Date of the AGM	28 th September, 2018 at 4:00 p.m
Total number of shareholders on record date	32,168 (Thirty Two Thousand and One Hundred and Sixty Eight)
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	35
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, 2018 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	84886725	72486725	85.39	72486725	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	84886725	72486725	85.39	72486725	--	100	--
Public-Institutions	E-Voting	449591	--	--	--	--	--	--
	Poll	--	--	--	--	--	--	--
	Total	449591	--	--	--	--	--	--
Public-Non Institutions	E-Voting	48340959	1928099	3.99	1928099	--	100	--
	Poll	--	276510	0.57	276510	--	100	--
	Total	48340959	2204609	4.56	2204609	--	100	--
Total		133677275	74691334	55.87	74691334	--	100	--



Resolution required: (Ordinary/ Special) Agenda Item No.2:			Declaration of dividend for the financial year 2017-18					
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	72486725	85.39	72486725	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	84886725	72486725	85.39	72486725	--	100	--
Public- Institutio ns	E-Voting	449591	--	--	--	--	--	--
	Poll	449591	--	--	--	--	--	--
	Total	449591	--	--	--	--	--	--
Public- Non Institutio ns	E-Voting	48340959	1928099	3.99	1928099	--	100	--
	Poll	48340959	276510	0.57	276510	--	100	--
	Total	48340959	2204609	4.56	2204609	--	100	--
Total		133677275	74691334	55.87	74691334	--	100	--

Resolution required: (Ordinary/ Special) Agenda Item No.3:			Reappointment of Mrs. Urja Shah 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	72486725	85.39	72486725	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	84886725	72486725	85.39	72486725	--	100	--
Public- Institutio ns	E-Voting	449591	--	--	--	--	--	--
	Poll	449591	--	--	--	--	--	--
	Total	449591	--	--	--	--	--	--
Public- Non Institutio ns	E-Voting	48340959	1928099	3.99	1928099	--	100	--
	Poll	48340959	276510	0.57	276510	--	100	--
	Total	48340959	2204609	4.56	2204609	--	100	--
Total		133677275	74691334	55.87	74691334	--	100	--





Resolution required: (Ordinary/ Special) Agenda Item No.4:			Ratification of 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 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	72486725	85.39	72486725	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	84886725	72486725	85.39	72486725	--	100	--
Public- Institutio ns	E-Voting	449591	--	--	--	--	--	--
	Poll	--	--	--	--	--	--	--
	Total	449591	--	--	--	--	--	--
Public- Non Institutio ns	E-Voting	48340959	1928099	3.90	1928099	--	100	--
	Poll	--	276510	0.57	276510	--	100	--
	Total	48340959	2204609	4.56	2204609	--	100	--
Total		133677275	74691334	55.87	74691334	--	100	--

Resolution required: (Ordinary/ Special) Agenda Item No.5:			Appointment of Mr. B. L. Naik 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 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	72486725	85.39	72486725	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	84886725	72486725	85.39	72486725	--	100	--
Public- Institutio ns	E-Voting	449591	--	--	--	--	--	--
	Poll	--	--	--	--	--	--	--
	Total	449591	--	--	--	--	--	--
Public- Non Institutio ns	E-Voting	48340959	1928099	3.99	1928099	--	100	--
	Poll	--	224881	0.47	224881	--	100	--
	Total	48340959	2152980	4.45	2152980	--	100	--
Total		133677275	74639705	55.84	74639705	--	100	--



Resolution required: (Ordinary/ Special) Agenda Item No.6:			Appointment of Mr. Arun Tiwari 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 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	72486725	85.39	72486725	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	84886725	72486725	85.39	72486725	--	100	--
Public- Institutio ns	E-Voting	449591	--	--	--	--	--	--
	Poll	--	--	--	--	--	--	--
	Total	449591	--	--	--	--	--	--
Public- Non Institutio ns	E-Voting	48340959	1928099	3.99	1928099	--	100	--
	Poll	--	276510	0.57	276510	--	100	--
	Total	48340959	2204609	4.56	2204609	--	100	--
Total		133677275	74691334	55.87	74691334	--	100	--

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 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	72486725	85.39	72486725	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	84886725	72486725	85.39	72486725	--	100	--
Public- Institutio ns	E-Voting	449591	--	--	--	--	--	--
	Poll	--	--	--	--	--	--	--
	Total	449591	--	--	--	--	--	--
Public- Non Institutio ns	E-Voting	48340959	1928099	3.99	1926134	1965	99.90	0.10
	Poll	--	276510	0.57	276510	--	100	--
	Total	48340959	2204609	4.56	2202644	1965	99.91	0.09
Total		133677275	74691334	55.87	74689369	1965	100	--





Resolution required: (Ordinary/ Special) Agenda Item No.8:			Loan to Lava Cast Pvt. Ltd., Subsidiary/Joint Venture of the Company					
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	72486725	85.39	72486725	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	84886725	72486725	85.39	72486725	--	100	--
Public- Institutio ns	E-Voting	449591	--	--	--	--	--	--
	Poll	449591	--	--	--	--	--	--
	Total	449591	--	--	--	--	--	--
Public- Non Institutio ns	E-Voting	48340959	1928099	3.99	1926124	1975	99.90	0.10
	Poll	48340959	276510	0.57	276510	--	100	--
	Total	48340959	2204609	4.56	2202634	1975	99.91	0.09
Total		133677275	74691334	55.87	74689359	1975	100	--

Resolution required: (Ordinary/ Special) Agenda Item No.9:			Increase of limit u/s 186(2) of Companies Act, 2013 for extending loans, providing guarantees or giving securities for loan taken by any person or body corporate					
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	72486725	85.39	72486725	--	100	--
	Poll	--	--	--	--	--	--	--
	Total	84886725	72486725	85.39	72486725	--	100	--
Public- Institutio ns	E-Voting	449591	--	--	--	--	--	--
	Poll	449591	--	--	--	--	--	--
	Total	449591	--	--	--	--	--	--
Public- Non Institutio ns	E-Voting	48340959	1928099	3.99	1927699	400	99.98	0.02
	Poll	48340959	276510	0.57	276510	--	100	--
	Total	48340959	2204609	4.56	2204209	400	99.98	0.02
Total		133677275	74691334	55.87	74690934	400	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. Udit Sheth, Vice Chairman

35th Annual General Meeting of the Equity Shareholders of Setco Automotive Limited,

Held on Friday, September 28, 2018 at 4.00 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 35th Annual General Meeting of the Equity Shareholders of Setco Automotive Limited held on Friday, September 28, 2018 at 4.00 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 Tuesday, September 25, 2018 at 9.00 A.M. to Thursday, September 27, 2018 at 5.00 P.M.
2. The notice was sent to all the Members on 03rd September, 2018 whose names appeared in the Register of Members as on 17th August, 2018 (Cut-off Date: 21st September, 2018) who were entitled to vote on the proposed 9 (Nine) resolutions as mentioned in the Notice of the 35th Annual General Meeting of "Setco Automotive Limited" (Item No. 1 (One) to 9 (Nine) of the Notice of the 35th Annual General Meeting of Setco Automotive Limited).
3. After the time fixed for closing of the poll by Mr. Udit Sheth, Vice Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
4. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
5. The votes were unblocked on September 29, 2018 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Ms. Jignasa Waghela 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, 2018 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, 2018 together with the Report of the Auditors' thereon:

	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	7,46,91,334	100.00	0	0.00	7,46,91,334	100.00	0	0.00	7,46,91,334
Total No. of Ballots	154	100.00	0	0.00	154	100.00	0	0.00	154

b. RESOLUTION NO. 2

Ordinary Resolution No. 2 – To declare dividend for the financial year 2017 – 18:

	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	7,46,91,334	100.00	0	0.00	7,46,91,334	100.00	0	0.00	7,46,91,334
Total No. of Ballots	154	100.00	0	0.00	154	100.00	0	0.00	154



c. RESOLUTION NO. 3

Ordinary Resolution No. 3 – To appoint a Director in place of Mrs. Urja Shah, 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	7,46,91,334	100.00	0	0.00	7,46,91,334	100.00	0	0.00	7,46,91,334
Total No. of Ballots	154	100.00	0	0.00	154	100.00	0	0.00	154

d. RESOLUTION NO. 4

Ordinary Resolution No. 4 – Ratification of appointment of statutory auditors and fix their remuneration:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	7,46,91,334	100.00	0	0.00	7,46,91,334	100.00	0	0.00	7,46,91,334
Total No. of Ballots	154	100.00	0	0.00	154	100.00	0	0.00	154

SPECIAL BUSINESS:

e. RESOLUTION NO. 5

Special Resolution No. 5 – Appointment of Mr. Bhalchandra Naik as an Independent Director of the Company:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	7,46,39,705	100.00	0	0.00	7,46,39,705	100.00	0	0.00	7,46,39,705
Total No. of Ballots	153	100.00	0	0.00	153	100.00	0	0.00	153



f. RESOLUTION NO. 6

Ordinary Resolution No. 6 – Appointment of Mr. Arun Tiwari as an Independent Director of the Company:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	7,46,91,334	100.00	0	0.00	7,46,91,334	100.00	0	0.00	7,46,91,334
Total No. of Ballots	154	100.00	0	0.00	154	100.00	0	0.00	154

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	7,46,89,369	99.99	1,965	0.01	7,46,91,334	100.00	0	0.00	7,46,91,334
Total No. of Ballots	152	98.70	2	1.30	154	100.00	0	0.00	154

h. RESOLUTION NO. 8

Special Resolution No. 8 – Loans to Lava Cast Pvt. Ltd., Subsidiary/Joint Venture of the Company:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	7,46,89,359	99.99	1,975	0.01	7,46,91,334	100.00	0	0.00	7,46,91,334
Total No. of Ballots	151	98.05	3	1.95	154	100.00	0	0.00	154



i. RESOLUTION NO. 9

Special Resolution No. 9 – Increase of limits u/s 186(2) of Companies Act, 2013 for extending loans, providing guarantees or giving securities for loans taken by any person or body corporate:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	7,46,90,934	100.00	400	0.00	7,46,91,334	100.00	0	0.00	7,46,91,334
Total No. of Ballots	153	99.35	1	0.65	154	100.00	0	0.00	154

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. Udit Sheth, Vice 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 29, 2018

Annexure – 1

Consolidated result of voting (by E-voting and Poll) for Resolution Nos. 1 to 9 of the Notice of the 35th Annual General Meeting of “Setco Automotive Limited” held on Friday, September 28, 2018 at 04.00 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	74414824	276510	74691334	74414824	276510	74691334	100.00	0	0	0	0.00
2	74414824	276510	74691334	74414824	276510	74691334	100.00	0	0	0	0.00
3	74414824	276510	74691334	74414824	276510	74691334	100.00	0	0	0	0.00
4	74414824	276510	74691334	74414824	276510	74691334	100.00	0	0	0	0.00
5	74414824	224881	74639705	74414824	224881	74639705	100.00	0	0	0	0.00
6	74414824	276510	74691334	74414824	276510	74691334	100.00	0	0	0	0.00
7	74414824	276510	74691334	74412859	276510	74689369	99.99	1965	0	1965	0.01
8	74414824	276510	74691334	74412849	276510	74689359	99.99	1975	0	1975	0.01
9	74414824	276510	74691334	74414424	276510	74690934	100.00	400	0	400	0.00

