

To

October 04, 2019

**BSE 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: Disclosure of reasons for encumbrance by Promoter and Promoter Group of Setco Automotive Limited under Regulation 31(1) read with Regulation 28(3) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

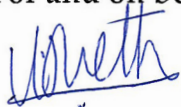
Pursuant to SEBI Circular No. SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated 7 August 2019 and Regulation 31(1) read with Regulation 28(3) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find enclosed herewith the disclosure of reasons for encumbrance by Promoter and Promoter Group of Setco Automotive Limited.

We request you to kindly take the above information on record.

Thanking you,

Yours faithfully,

For and on behalf of Setco Engineering Pvt. Ltd. and Person Acting in Concert



**Udit Sheth
Director
DIN: 00187221**



Encl.: as above.

**Cc: Company Secretary
Setco Automotive Limited**

Annexure - II

Disclosure of reasons for encumbrance

(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

Name of listed company	Setco Automotive Limited
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited (BSE)
	National Stock Exchange of India Limited (NSE)
Name of the promoter(s) / PACs whose shares have been encumbered	1. Harish Sheth
	2. Udit Sheth
	3. Setco Engineering Private Limited
Total promoter shareholding in the listed company	No. of shares – 7,91,22,588 % of total share capital - 59.15%
Encumbered shares as a % of promoter shareholding	77.82%
Whether encumbered share is 50% or more of promoter shareholding	YES
Whether encumbered share is 20% or more of total share capital	YES





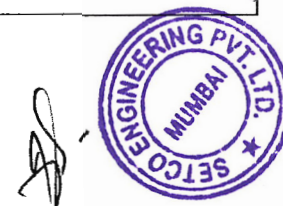



Details of all the existing events/ agreements pertaining to encumbrance

		Encumbrance 1 (Date of creation of encumbrance: 28th September, 2016)	Encumbrance 2 (Date of creation of encumbrance: 5th July, 2017)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Pledge	Pledge
No. and % of shares encumbered		No. of shares: 7205884 % of total share capital: 5.39%	No. of shares: 15015000 % of total share capital: 11.22%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Tata Capital Financial Services Ltd	Tata Capital Financial Services Ltd
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	YES	YES
	Names of all other entities in the agreement	Listed company and its group companies (if any) - 1. Setco Engineering Pvt. Ltd. Other entities (if any) - 1. ...NA	Listed company and its group companies (if any) - 1. Setco Engineering Pvt. Ltd. Other entities (if any) - 1. ...NA
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	NO	NO
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	310,573,600	605,104,500
	Amount involved (against which shares have been encumbered) (B)*	32,000,000	145,600,000
	Ratio of A / B	9.71	4.16
End use of money	Borrowed amount to be utilized for what purpose -		
	(a) Personal use by promoters and PACs	Yes	Yes
	(b) For the benefit of listed company	-	-
	(a) Any other reason (please specify)	-	-

* Loan amount as on date

Worth

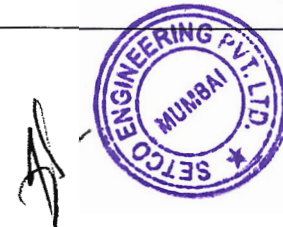


Details of all the existing events/ agreements pertaining to encumbrance

		Encumbrance 3 (Date of creation of encumbrance: 15th September, 2018)	Encumbrance 4 (Date of creation of encumbrance: 18th September, 2018)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Pledge	Pledge
No. and % of shares encumbered		No. of shares: 6435000 % of total share capital: 4.83%	No. of shares: 10000000 % of total share capital: 7.48%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Test Capital Financial Services Ltd	JHP Finvest Pvt Ltd
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	YES	YES
	Names of all other entities in the agreement	Listed company and its group companies (if any) - 1. Setco Engineering Pvt. Ltd. Other entities (if any) - 1. ...NA	Listed company and its group companies (if any) - 1. Setco Engineering Pvt. Ltd. Other entities (if any) - 1. ...NA
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	NO	NO
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	308,057,250	470,000,000
	Amount involved (against which shares have been encumbered) (B)*	69,600,000	200,000,000
	Ratio of A / B	4.43	2.35
End use of money	Borrowed amount to be utilized for what purpose -		
	(a) Personal use by promoters and PACs	Yes	Yes
	(b) For the benefit of listed company	-	-
	(a) Any other reason (please specify)	-	-

* Loan amount as on date

W. S. Kulkarni

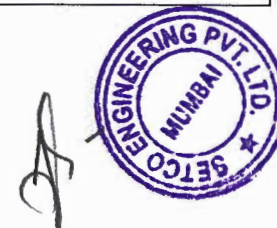


Details of all the existing events/ agreements pertaining to encumbrance

		Encumbrance 5 (Date of creation of encumbrance: 15th May, 2018)	Encumbrance 6 (Date of creation of encumbrance: 19th July, 2017)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Pledge	Pledge
No. and % of shares encumbered		No. of shares: 7000000 % of total share capital: 5.23%	No. of shares: 2800000 % of total share capital: 2.09%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Finquest Financial Solutions Pvt Ltd	Ashish Ahuja
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	YES	NO, Individual
	Names of all other entities in the agreement	Listed company and its group companies (if any) - 1. Setco Engineering Pvt. Ltd. Other entities (if any) - 1. ...NA	Listed company and its group companies (if any) - 1. Setco Engineering Pvt. Ltd. Other entities (if any) - 1. ...NA
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	NO	NO
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	372,400,000	120,400,000
	Amount involved (against which shares have been encumbered) (B)*	150,000,000	70,000,000
	Ratio of A / B	2.48	1.72
End use of money	Borrowed amount to be utilized for what purpose -		
	(a) Personal use by promoters and PACs	Yes	Yes
	(b) For the benefit of listed company	-	-
	(a) Any other reason (please specify)	-	-

* Loan amount as on date

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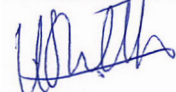


Details of all the existing events/ agreements pertaining to encumbrance

		Encumbrance 7 (Date of creation of encumbrance: 4th July, 2017)	Encumbrance 8 (Date of creation of encumbrance: 20th June, 2017)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Pledge	Pledge
No. and % of shares encumbered		No. of shares: 8250000 % of total share capital: 6.36%	No. of shares: 4784689 % of total share capital: 3.58%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (S)	GVFL Trustee Company Pvt Ltd	Yes Bank Ltd
	Whether the entity is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	YES	YES
	Names of all other entities in the agreement	Listed company and its group companies (if any) - 1. TransStadia Holdings Pvt. Ltd. 2. SE TransStadia Pvt. Ltd. Other entities (if any) -	Listed company and its group companies (if any) - 1. TransStadia Holdings Pvt. Ltd. Other entities (if any) - 1. ...NA
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	NO	NO
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	315,975,000	186,602,871
	Amount involved (against which shares have been encumbered) (B)*	150,000,000	189,585,858
	Ratio of A / B	2.11	0.98
End use of money	Borrowed amount to be utilized for what purpose -		
	(a) Personal Use by promoters and PACs	Yes	Yes
	(b) For the benefit of listed company	-	-
	(a) Any other reason please specify)	-	-

* Loan amount as on date

For and on behalf of Setco Engineering Private Limited and Persons Acting in Concert



Udit Sheth
Director

Place: Mumbai

Date: 4th October, 2019

