

September 29, 2023

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
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Dear Sir,

Sub: Disclosure of voting results at the 40th Annual General Meeting (AGM) of Setco Automotive Limited

This is to inform you that the 40th Annual General Meeting (“AGM”) of the Company was scheduled on Wednesday, 27th September, 2023 at 2.00 p.m. at the registered office of the Company at Vadodara Godhra Highway, Kalol, Panchmahal, Gujarat 389330 and concluded at 2.45 p.m.

In these regards and business(es) mentioned in the Notice dated 14th August, 2023, convening the AGM were transacted thereat.

In this regard, please find enclosed the following:

Proceedings of the AGM pursuant to Part A of Schedule III under Regulation 30 of the Listing Regulations	Appendix – 1
Voting results of the AGM pursuant to Regulation 44 of the Listing Regulations	Appendix – 2
Consolidated Report of the Scrutinizer dated 28th September, 2023, on remote e – voting and physical voting by Ballot paper at the AGM	Appendix – 3

The above results will also be available on the website of the Company (www.setcoauto.com) and on the website of Central Depository Services India Limited (<https://www.evotingindia.com>).

This is for your information and records.

Thanking you,

Yours faithfully,

For Setco Automotive Limited

HIRENKUMAR Digitally signed by
HIRENKUMAR
POPATBHAI VALA
Date: 2023.09.29
12:26:22 +05'30'

Hiren Vala

Company Secretary

Appendix – 1

BRIEF PROCEEDINGS OF THE 40TH ANNUAL GENERAL MEETING OF THE COMPANY

The 40th Annual General Meeting (AGM) of the Company was scheduled on Wednesday, 27th September, 2023, at the registered office of the Company at Vadodara Godhra Highway, Kalol, Panchmahal, Gujarat - 389330. The meeting commenced at 2:00 p.m.

Mr. Harish Sheth, Chairman and Managing Director of the Company, chaired the proceedings of the meeting.

Chairman welcomed the Director, Company Secretary, Statutory and Secretarial Auditors and shareholders of the Company to the AGM, as the requisite quorum being present, the Chairman called the Meeting to order.

Chairman then handed over to Mr. Hiren Vala, Company Secretary and requested him to proceed with the meeting.

Mr. Hiren Vala welcomed the Board, Statutory and Secretarial Auditors and shareholders of the Company to the AGM.

The Notice convening the AGM and the Annual Report of the Company for the financial year ended 31st March, 2023, were taken as read as the same were already circulated to the members.

Mr. Hiren Vala informed the following:

- The notice of the Annual General Meeting & Audited Accounts / reports for financial year 2022-23 were sent only through electronic mode to those Members whose email addresses were registered with the Company/ Depositories. These are also available on the website of the Company, BSE, NSE and Central Depository Services (India) Limited (CDSL).
- The Register of Proxies and other Statutory registers as required to be kept open for inspection under the Companies Act, 2013 are available for inspection by the Members at the entrance of the hall.
- In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided to its Members, facility to cast their votes by electronic means through remote e-voting platform of Central Depository Services (India) Limited (CDSL) in respect of all resolutions as set out in the Notice convening the 40th AGM. The remote e-voting period commenced from Sunday, September 24, 2023 at 9:00 am (IST) ended on Tuesday, September 26, 2023 at 5:00 pm (IST).
- Members who had not cast their votes through remote e-voting platform were provided with an opportunity to cast their votes physically during the AGM.

The Company Secretary requested the members to consider the following items of business, as per the Notice of AGM dated August 14, 2023:

Ordinary Business:

1. To receive, consider and adopt:
 - a) Approving and adopting the Audited Standalone Annual Financial Statements of the Company for the financial year ended March 31, 2023 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, 2023 together with the Report of the Auditors' thereon:
2. To appoint a director in place of Mrs. Urja Harshal Shah (DIN: 02675341), who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

3. To consider and if thought fit, approve the re-Appointment of Mr. Harish Kiritbhai Sheth (DIN: 01434459) as Chairman and Managing Director of the Company.
4. To consider and if thought fit, re-appointment of Mr. Udit Harish Sheth (DIN: 00187221) as Vice Chairman & Executive Director of the Company.
5. To consider and if thought fit, re-appointment of Mrs. Urja Harshal Shah (DIN: 02675341) as Executive Director of the Company.

The Company Secretary further informed the Members that the Board of Directors had appointed M/s. P. P. Shah & Co. Practicing Company Secretaries as Scrutinizer to scrutinize the remote e-voting and ballot voting process in a fair and transparent manner and submit a Consolidated Report.

The Company Secretary, thereafter, ordered a poll to be taken at the Meeting on all resolutions set out in the Notice convening the 40th AGM and requested Ms. Aditi Pai, representing the Secretarial Auditor and Scrutinizer, M/s. P. P. Shah & Co., Practicing Company Secretaries Scrutinizer for an orderly conduct of the voting.

The Company Secretary further informed the Members that voting results along with the Consolidated Scrutinizer's Report shall be placed on the website of the Company, www.setcoauto.com and on the website of CDSL engaged for providing e-voting and will be communicated to the Stock Exchanges, where the shares of the Company are listed within 48 hours of the conclusion of AGM.

The meeting concluded with a vote of thanks to all the Directors, Auditors and Members for attending the 40th AGM of the Company and declared the meeting as concluded at 2:45 p.m.

Appendix – 2

Setco Automotive Limited - Voting Results for 40th Annual General Meeting

Date of the AGM	27th September 2023 at 02:00 p.m.
Total number of shareholders on record date	32571 (Thirty-Two Thousand Five Hundred and Seventy One)
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	6
Public:	45
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public	Not Applicable

Resolution (1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Adoption of standalone and consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	79257488	7647390	96.4879	7647390	0	100.0000	0.0000
	Poll		2783588	3.5121	2783588	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		79257488	79257488	100.0000	79257488	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public-Non Institutions	E-Voting	54509787	201170	0.3691	199235	1935	99.0381	0.9619
	Poll		401768	0.7371	401768	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		54509787	602938	1.1061	601003	1935	99.6791
Total		133767275	79860426	59.7010	79858491	1935	99.9976	0.0024
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a director in place of Mrs. Urja Harshal Shah (DIN: 02675341), who retires by rotation and being eligible, offers herself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	79257488	76473900	96.4879	76473900	0	100.0000	0.0000
	Poll		2762863	3.4859	2762863	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		79257488	79236763	99.9739	79236763	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public-Non Institutions	E-Voting	54509787	201170	0.3691	197485	3685	98.1682	1.8318
	Poll		401768	0.7371	401768	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		54509787	602938	1.1061	599253	3685	99.3888
Total		133767275	79839701	59.6855	79836016	3685	99.9954	0.0046
Whether resolution is Pass or Not.							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To re-appoint Mr. Harish Kiritbhai Sheth (DIN: 01434459) as Chairman and Managing Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	79257488	73515245	92.7550	73515245	0	100.0000	0.0000
	Poll		2783588	3.5121	2783588	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		79257488	76298833	96.2670	76298833	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public-Non Institutions	E-Voting	54509787	201170	0.3691	196260	4910	97.5593	2.4407
	Poll		401768	0.7371	401768	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		54509787	602938	1.1061	598028	4910	99.1857
Total		133767275	76901771	57.4892	76896861	4910	99.9936	0.0064
Whether resolution is Pass or Not.							Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To re-appoint Mr. Udit Harish Sheth (DIN: 00187221) as Vice Chairman and Executive Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	79257488	76473900	96.4879	76473900	0	100.0000	0.0000
	Poll		20725	0.0261	20725	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		79257488	76494625	96.5141	76494625	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public-Non Institutions	E-Voting	54509787	201170	0.3691	197180	3990	98.0166	1.9834
	Poll		401768	0.7371	401768	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		54509787	602938	1.1061	598948	3990	99.3382
Total		133767275	77097563	57.6356	77093573	3990	99.9948	0.0052
Whether resolution is Pass or Not.							Yes	

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To re-appoint Mrs. Urja Harshal Shah (DIN: 02675341) as Executive Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	79257488	72209900	91.1080	72209900	0	100.0000	0.0000
	Poll		2762863	3.4859	2762863	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		79257488	74972763	94.5939	74972763	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public-Non Institutions	E-Voting	54509787	201170	0.3691	197180	3990	98.0166	1.9834
	Poll		401768	0.7371	401768	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		54509787	602938	1.1061	598948	3990	99.3382
Total		133767275	75575701	56.4979	75571711	3990	99.9947	0.0053
Whether resolution is Pass or Not.							Yes	

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. Harish Sheth, Chairman and Managing Director,
40th Annual General Meeting of the Equity Shareholders of Setco Automotive Limited,
Held on Wednesday, September 27, 2023 at 2.00 P.M. at
Baroda-Godhra Highway, Kalol,
District Panchmahals, Pin Code – 389 330,
Gujarat, India.

Dear Sir,

I, Mr. Pradip Shah, Partner of M/s. P. P. Shah & Co., Practicing Company Secretaries was appointed as Scrutinizer for the 40th Annual General Meeting of the Equity Shareholders of Setco Automotive Limited held on Wednesday, September 27, 2023 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, 2023 at 9.00 A.M. (IST) to Tuesday, September 26, 2023 at 5.00 P.M. (IST).
2. The notice was sent to all the Members on Monday, September 4, 2023 whose names appeared in the Register of Members as on Friday, September 1, 2023. The Shareholders holding shares as on the Cut-off Date Wednesday, September 20, 2023 who were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the Notice of the 40th Annual General Meeting of “Setco Automotive Limited” (Item No. 1 (One) to 5 (Five) of the Notice of the 40th Annual General Meeting of Setco Automotive Limited).
3. After the time fixed for closing of the poll by Mr. Harish Sheth, Chairman and 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 Wednesday, September 27, 2023 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Mr. Devendra Shah and Mr. Rohan Vaidya. 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, 2023 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, 2023 together with the Report of the Auditors’ thereon:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	7,98,58,491	100.00	1,935	0.00	7,98,60,426	100.00	0	0.00	7,98,60,426
Total No. of Ballots	171	95.53	8	4.47	179	100.00	0	0.00	179

b. RESOLUTION NO. 2

Ordinary Resolution No. 2 – To appoint a Director in place of Mrs. Urja Harshal Shah (DIN: 02675341), 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	7,98,36,016	100	3,685	0.00	7,98,39,701	100.00	0	0.00	7,98,39,701
Total No. of Ballots	166	93.26	12	6.74	178	100.00	0	0.00	178



SPECIAL BUSINESS:

c. RESOLUTION NO. 3

Special Resolution No. 3 – To re-appoint Mr. Harish Kiritbhai Sheth (DIN: 01434459) as Chairman and Managing Director:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	7,68,96,861	99.99	4,910	0.01	7,69,01,771	100.00	0	0.00	7,69,01,771
Total No. of Ballots	160	91.43	15	8.57	175	100.00	0	0.00	175

d. RESOLUTION NO. 4

Special Resolution No. 4 – To re-appoint Mr. Udit Harish Sheth (DIN: 00187221) as Vice Chairman and Executive Director:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	7,70,93,573	99.99	3,990	0.01	7,70,97,563	100.00	0	0.00	7,70,97,563
Total No. of Ballots	164	92.13	14	7.87	178	100.00	0	0.00	178

e. RESOLUTION NO. 5

Special Resolution No. 5 – To re-appoint Mrs. Urja Harshal Shah (DIN: 02675341) as Executive Director:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	7,55,71,711	99.99	3,990	0.01	7,55,75,701	100.00	0	0.00	7,55,75,701
Total No. of Ballots	163	92.09	14	7.91	177	100.00	0	0.00	177

8. The poll papers and other relevant records were sealed and handed over to Mr. Hiren Vala, Company Secretary and Compliance Officer authorized by the Board for safe keeping.



9. 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

Pradip C. Shah

Pradip Shah
Partner



Place: Mumbai
Date: 28th September, 2023
UDIN: F001483E001111009

Annexure – 1

Consolidated result of voting (by E-voting and Poll) for Resolution Nos. 1 to 5 of the Notice of the 40th Annual General Meeting of “Setco Automotive Limited” held on Wednesday, September 27, 2023 at 2.00 P.M.

Resolution # 1 – Ordinary Resolution	E-voting			Poll			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	146	76675070	100.00	33	3185356	100.00	179	79860426	100.00
Voted In Favour Of Resolution	138	76673135	100.00	33	3185356	100.00	171	79858491	100.00
Voted against the resolution	8	1935	0.00	0	0	0.00	8	1935	0.00

Resolution # 2 – Ordinary Resolution	E-voting			Poll			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	146	76675070	100.00	32	3164631	100.00	178	79839701	100.00
Voted In Favour Of Resolution	134	76671385	100.00	32	3164631	100.00	165	79836016	100.00
Voted against the resolution	12	3685	0.00	0	0	0.00	12	3685	0.00



Resolution # 3 – Special Resolution	E-voting			Poll			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	142	73716415	100.00	33	3185356	100.00	175	76901771	100.00
Voted In Favour Of Resolution	127	73711505	99.99	33	3185356	100.00	160	76896861	99.99
Voted against the resolution	15	4910	0.01	0	0	0.00	15	4910	0.01

Resolution # 4 – Special Resolution	E-voting			Poll			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	146	76675070	100.00	32	422493	100.00	178	77097563	100.00
Voted In Favour Of Resolution	132	76671080	99.99	32	422493	100.00	164	77093573	99.99
Voted against the resolution	14	3990	0.01	0	0	0.00	14	3990	0.01

Resolution # 5 – Special Resolution	E-voting			Poll			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	145	72411070	100.00	32	3164631	100.00	177	75575701	100.00
Voted In Favour Of Resolution	131	72407080	99.99	32	3164631	100.00	163	75571711	99.99
Voted against the resolution	14	3990	0.01	0	0	0.00	14	3990	0.01

