

December 04, 2020

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 37th Annual General Meeting

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith a copy of the Notice of 37th Annual General Meeting of the Company to be held on Monday, December 28, 2020 at 03:00 p.m. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OVAM”).

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

Thanking you,

Yours faithfully,

For Setco Automotive Limited


Chandra Kant Sharma
Company Secretary





SETCO AUTOMOTIVE LIMITED
CIN: L35999GJ1982PLC005203

Registered Office: Baroda-Godhra Highway, Kalol (Panchmahals), Pin Code - 389 330, Gujarat, India
Phone: 02676-270600; E-mail: investor.relations@setcoauto.com; Website: www.setcoauto.com

NOTICE

Notice is hereby given that the **Thirty Seventh** Annual General Meeting of the members of SETCO AUTOMOTIVE LIMITED will be held on Monday, December 28, 2020, at **3.00 p.m.** IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OVAM:") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt;
 - (a) The audited standalone financial statements of the Company for the financial year ended March 31, 2020 and the Reports of the Board of Directors and the Auditors thereon;
 - (b) The audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the Report of the Auditors thereon.
2. To appoint a director in place of Mrs. Urja Shah (DIN 02675341), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Harish Sheth (DIN 01434459) as Chairman and Managing Director of the Company**

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modifications or re-enactment thereof, for the time being in force) and Article 87 of Articles of Association of the Company, the approval of the Company be and is hereby accorded to the re-appointment of **Mr. Harish Sheth (DIN 01434459)** as Chairman and Managing Director of the Company for a period of 3 (Three) years with effect from January 1, 2021 on the remuneration and terms and conditions detailed in the Explanatory Statement to this Notice which include remuneration not exceeding the amount that remains unutilized from the overall permitted limit of 10% of net profits of the Company after payment of remuneration to all other Whole-time Directors of the Company, subject to minimum remuneration (remuneration includes remuneration, perquisites, benefits and amenities) of Rs.3,60,00,000 (Rupees Three Hundred Sixty Lakhs only) per annum, and further subject to compliances as may be applicable under the provisions of the Companies Act, 2013, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors ("the Board") of the Company, Subject to the approval of members of the Company."

"RESOLVED FURTHER THAT when in any financial year the Company has no profits or its profits are inadequate, Mr. Harish Sheth shall be entitled to receive Rs.3,60,00,000 (Rupees Three Hundred Sixty Lakhs only) per annum, as minimum remuneration in accordance with Schedule V to the Companies Act 2013 and SEBI (LODR) Regulation 2015."

"RESOLVED FURTHER THAT in the event of any statutory amendment(s), modification(s) to the Act, Schedule V to the Act or any rules made under the Act or relaxation(s) by the Central Government, as may be applicable, the Board be and is hereby authorized to vary the remuneration, including salary, perquisites, allowance, commission etc. within such modified prescribed limit or ceiling as aforesaid without any further reference to the shareholders of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this Resolution."

4. Re-appointment of Mrs. Urja Shah (DIN 02675341) as an Executive Director of the Company

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modifications or re-enactment thereof, for the time being in force) and Article 87 of Articles of Association of the Company, and subject to the approval of Central Government as applicable, the approval of the Company be and is hereby accorded to the re-appointment of **Mrs. Urja Shah** (DIN 02675341) as an Executive Director of the Company for a period of 3 (Three) years with effect from November 11, 2020 on the remuneration and terms and conditions detailed in the Explanatory Statement to this Notice which include remuneration of Rs. 60,00,000/- (Rupees Sixty Lakhs only) per annum (remuneration includes remuneration, perquisites, benefits and amenities) with such additional sum by way of annual increments within the overall limit of 10% of net profits of the Company, as set out in the explanatory statement to this Notice, as may be recommended by the Nomination and Remuneration Committee and approved by the Board; subject to limits under Schedule V to the Act, and Subject to the approval of members of the Company.”

“RESOLVED FURTHER THAT when in any financial year the Company has no profits or its profits are inadequate, Mrs. Urja Shah shall be entitled to receive minimum of Rs. 60,00,000/- (Rupees Sixty Lakhs only) per annum, as maximum remuneration as per Schedule V to the Act.”

“RESOLVED FURTHER THAT in the event of any statutory amendment(s), modification(s) to the Act, Schedule V to the Act or any rules made under the Act or relaxation(s) by the Central Government, as may be applicable, the Board be and is hereby authorized to vary the remuneration, including salary, perquisites, allowance, commission etc. within such modified prescribed limit or ceiling as aforesaid without any further reference to the shareholders of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this Resolution.”

5. Appointment of Mr. Udit Sheth (DIN 00187221) as Executive Vice Chairman of the company

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modifications or re-enactment thereof, for the time being in force) and Article 87 of Articles of Association of the Company, and subject to the approval of Central Government as applicable, the approval of the Company be and is hereby accorded for the appointment of **Mr. Udit Sheth** (DIN 00187221) as Executive Vice Chairman of the company, for a period of 3 (Three) years with effect from May 1, 2020 on remuneration and terms and conditions detailed in the Explanatory Statement to this Notice which include remuneration of Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakhs only) per annum (remuneration includes remuneration, perquisites, benefits and amenities) with such additional sum by way of annual increments within the overall limit of 10% of net profits of the Company, as set out in the explanatory statement to this Notice, as may be recommended by the Nomination and Remuneration Committee and approved by the Board; subject to limits under Schedule V to the Act, and Subject to the approval of members of the Company.”

“RESOLVED FURTHER THAT when in any financial year the Company has no profits or its profits are inadequate, Mr. Udit Sheth shall be entitled to receive minimum of Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakhs only) per annum, as maximum remuneration as per Schedule V to the Act.”

“RESOLVED FURTHER THAT in the event of any statutory amendment(s), modification(s) to the Act, Schedule V to the Act or any rules made under the Act or relaxation(s) by the Central Government, as may be applicable, the Board be and is hereby authorized to vary the remuneration, including salary, perquisites, allowance, commission etc. within such modified prescribed limit or ceiling as aforesaid without any further reference to the shareholders of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this Resolution.”

6. Approval for Related Party Transactions

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Lava Cast Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, to sell scrap and purchase castings mechanical components to/from Lava Cast Private Limited, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 20 Crore and Rs. 120 Crore respectively for the financial year 2020-21, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.”

“RESOLVED FURTHER THAT Mr. Harish Sheth, Chairman & Managing Director and Mr. Udit Sheth, Executive Vice Chairman be and are hereby severally authorised to execute the arrangement, writings, letters, documents and file necessary forms and returns and to comply with the procedure etc. with the Ministry of Corporate Affairs as required under the provisions of the Companies Act, 2013 and to settle, address any question, difficulty or doubt that may arise in this regard.”

“RESOLVED FURTHER THAT Mr. J S Gujral, CEO and Mr. Vinay Shahane, Vice President – Finance (CFO), be and are hereby severally authorised to negotiate and finalise the price and other terms and conditions of such sale of scrap and purchase of castings to / from Lava Cast Private Limited.”

7. 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.

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 186(3) and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), and the Companies (Meetings of Board and its Powers) Rules, 2014 and other Rules, Regulations, Notifications and Circulars framed thereunder including any statutory modification or re-enactment thereof for the time being in force, and such other approvals as may be required in that behalf, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- a. give loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- b. give on behalf of any person or body corporate, any guarantee, or provide security in connection with a loan made by any other person or by anybody corporate; and
- c. acquire by way of subscription, purchase or otherwise the securities of any other body corporate, in excess of the limits prescribed under Section 186(1) of the Act up to an additional aggregate sum of Rs. 200 Crores, notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.”

“FURTHER RESOLVED THAT the consent of the Company, be and is hereby, accorded, to authorised the Board to invest in the Subsidiaries, Associates, Related Parties, give loans to them; provide guarantees / security on their behalf, to any person or body corporate, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient as per limits prescribed in preceding resolution.”

“FURTHER RESOLVED THAT the Board be and is hereby authorised to negotiate the terms and conditions of the above said investment(s), loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.”

“FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company.”

8. Approval of loans under section 185 of Companies act, 2013:

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

“RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) upto an aggregate sum of Rs. 5 Crores (Rupees Five Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Mr. Harish Sheth, Chairman & Managing Director, Mr. Udit Sheth, Executive Vice Chairman, Mr. Vinay Shahane, Vice President – Finance (CFO) and Mr. Chandra Kant Sharma, Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

9. 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 pursuant to 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”) and the rules made there under to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Act) and in accordance with the provisions of the Memorandum of Association 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 provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“SEBI ICDR Regulations”) (including any amendment/ modifications thereto or re-enactment thereof, for the time being in force), provisions of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, as amended, the Foreign Exchange Management Act, 1999 (“FEMA”), as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by 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 to the extent permitted by law) 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, 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 VI 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 a permissible discount (including but not limited to any discount as may be permitted under Chapter VI of SEBI ICDR Regulations) / 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. 150 Crores or its equivalent in one or more currencies, if any, as may be decided by the Board, to investors as mentioned above"

"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 VI 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. 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 VI 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 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 of the Association 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.”

By Order of the Board of Directors
For Setco Automotive Limited

Place: Mumbai
Date: November 10, 2020

CHANDRA KANT SHARMA
Company Secretary

Notes:

1. Due to the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website www.setcoauto.com websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
4. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company by email at HYPERLINK “mailto:investor@gateway-distriparks.com” investor@gateway-distriparks.com with a copy marked to the Scrutinizer at HYPERLINK “mailto:Scrutinizer@snaco.net” Scrutinizer@snaco.net , a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting and through E-voting.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization should be uploaded on <https://instavote.linkintime.co.in>
7. The Statement setting out the material facts relating to Special Business at the meeting pursuant to section 102 of the Companies Act, 2013 is annexed hereto.
8. As required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 a brief profile of Director seeking re-appointment at ensuing Annual General Meeting is given.
9. At the Thirty Fourth AGM held on September 27, 2017 the Members approved appointment of M/S V. Parekh & Associates (Firm Registration No. 107488W), as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the Thirty Ninth AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Thirty Seventh AGM.
10. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, December 22, 2020 to Monday, December 28, 2020 (both days inclusive) for the purpose of determining the names of members eligible for final dividend on Equity Shares if declared, at the meeting.
11. The shareholders are requested to update their PAN with the Company/ Link Intime (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
12. Pursuant to Section 124 of the Companies Act, 2013, the Company has transferred on due dates the unpaid or unclaimed dividends for the financial Year 2011-12 (Final dividend) to Investor Education and Protection Fund (the IEPF) established by the Central Government.

Pursuant to provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on September 27, 2019 on the website of the Company (www.setcoauto.com) as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in)

Dividends for the financial years **2012-2013** and thereafter which remain unpaid or unclaimed for a period of 7 years from the date they became due for payment will be transferred by the Company to IEPF. Members who have not yet encashed their dividend warrants for financial year **2012-13** onwards and seek revalidation of their warrants are requested to write to Company / Company's Registrars without any delay.

13. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 notified by the Ministry of Corporate Affairs (MCA) vide its Notification dated 05.09.2016 and as amended on 28.02.2017, (The Rules) the Company has transferred 13,49,190 shares in the name of Investor Education and Protection Fund (IEPS) Suspense Account in respect of which dividend has not been paid or claimed by the Shareholders for seven consecutive years or more. The Company has uploaded the details of shares so transferred on the website of the Company (www.setcoauto.com) as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in)
14. Members holding shares in demat (electronic) account are requested to notify changes, if any, in their address, e-mail address, bank mandate etc. to their respective Depository Participants (DPs). Members holding shares in physical form are requested to intimate the changes to the Company's Registrars at the following address:
M/s. Link Intime India Pvt. Ltd.
Unit : Setco Automotive Ltd,
C 101, 247 Park,
L B S Marg, Vikhroli West,
Mumbai - 400 083.
Tel No: +91 22 49186000 Fax: +91 22 49186060
15. Facility of nomination is now available and members are requested to make use of the same by contacting the Company / Company's Registrars in case of physical holding and DPs in case of demat holdings.
16. For any assistance or information about shares, dividend etc., members may contact the Company / Company's Registrars.
17. Members are requested to quote their Folio Number / Demat Account Number and contact details such as email address, contact number and complete address in all correspondence with the Company or its Registrars.
18. Members who hold shares in multiple folios and in identical names are requested to contact the Company / Company's Registrars for consolidating their holdings into a single folio.
19. Member desirous of getting any information, on the accounts and operations of the Company, may please forward their queries to the Company at least seven days prior to the Meeting so as to enable the Company to provide appropriate response thereto at the Meeting.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are having demat accounts. Members holding shares in physical form are requested to submit PAN details to the Company / Registrar.
21. All the documents referred to in the accompanying Notice and the explanatory statement shall be open for inspection at the registered office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting.
22. Details of Director seeking appointment in the Annual General Meeting scheduled on Monday, December 28, 2020 pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Name of Director	Mrs. Urja Shah
Date of Birth	November 11, 1975
Date of Appointment	November 11, 2014
Expertise in Specific Functional area	Mrs. Urja Shah has been playing a very significant role in the Company's activities related to Corporate Social Responsibility.

Qualification	Mrs. Urja Shah has completed bachelor's in environmental science and a Masters in Environmental Policy from Duke University, USA. She also has a Certificate in International Development Studies from Duke University. She has pursued certificate courses in Financial Accounting and Marketing from Boston University, USA.
Terms and conditions of re-appointment	Executive Director liable to retire by rotation
Details of remuneration last drawn (Rs.) (FY 2019-20)	60,00,000
Number of meetings of the Board attended during the financial year 2019 – 20	5 of 6
Directorships of other Boards as on March 31, 2020	Transstadia Capital Private Limited Hrehan Venture Advisors Private Limited
Board Membership of other Public Companies as on 31 st March, 2020	Nil
Chairman / Member of the Committee of the Board of Directors of the Company as on 31 st March, 2020	CSR Committee – Chairperson Stakeholder Relationship Committee – Member
Chairman / Member of the Committee of Directors of the other companies in which she is a Director as on 31 st March, 2020	Nil
a. Audit Committee	Nil
b. Stakeholders Relationship Committee	Nil
c. Other Committees	Nil
Number of Shares held on 31 st March, 2020	42,84,725
Disclosure of relationship between director inter-se	Mrs. Urja Shah is daughter of Mr. Harish Sheth and sister of Mr. Udit Sheth.

23. E-Voting:

In compliance with section 108 of the Companies Act, 2013 read with Rule 20 of the Company (Management and Administration) Rule, 2014 The Company has provided 'remote e-voting' (e-voting from a place other than venue of the AGM) facility through **Link Intime India Private Limited (LI IPL)** as an alternative, for all members of the Company to enable them to cast their votes electronically, on all the resolutions mentioned in the notice of the **37th Annual General Meeting of the Company, dated November 10, 2020** (the AGM Notice).

The facility for voting through electronic mode shall also be made available during the 37th Annual General Meeting. The members attending the meeting through electronic mode, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the e-meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed CS Punit Shah partner of M/s P. P. Shah & Co., Practicing Company Secretary, as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. E-voting is optional. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed December 18, 2020. as the 'Cut-off Date'. The remote e-voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. **December 18, 2020**.

The remote e-voting period begins on Friday, December 25, 2020 at 10.00 a.m. (IST) and ends on Sunday, December 27, 2020 at 5.00 p. m (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. December 18, 2020 may cast their votes electronically.

The remote e-voting module shall be disabled by LI IPL for voting after 5.00 p.m. (IST) on December 27, 2020.

The instructions for shareholders voting electronically are as under:

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)**

1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on “Login” tab, available under ‘Shareholders’ section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or 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). <ul style="list-style-type: none"> • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (last 4 digits) as recorded in your demat account or in the company records for the said demat account or folio number.
Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction.	

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address; Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LI IPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
 7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
 - Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
 - You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.
8. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
 9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
 10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
 11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorized representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

24. Registration of email ID and Bank Account details:

In case the shareholder’s email ID is already registered with the Company/its Registrar & Share Transfer Agent “RTA”/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

- Members holding shares in demat form can get their E-mail ID registered by contacting their respective Depository Participant.
- Members holding shares in the physical form can get their E-mail ID registered by following the instructions as under:

Kindly log in to the website of our RTA, Link Intime India Private Ltd., HYPERLINK “<http://www.linkintime.co.in>” www.linkintime.co.in under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit.

25. Instructions for Members for Attending the AGM through VC / OVAM are as Under:

Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:

- A. Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 30 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 30 (Thirty) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1000 members only.

Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:
 - a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
 - b. PAN: Enter your 10-digit Permanent Account Number (PAN)
 - c. Mobile No.
 - d. Email ID

2. Click "Go to Meeting"

Note:

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175)

B. Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:

Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@setcoauto.com from Friday, December 25, 2020 10.00 a.m. to Sunday, December 27, 2020 10.30 a.m.

The first 25 Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor.relations@setcoauto.com. The same will be replied by the company suitably.

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

C Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on ‘**Submit**’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175)

By Order of the Board of Directors
For Setco Automotive Limited

Place: Mumbai
Date: November 10, 2020

CHANDRA KANT SHARMA
Company Secretary

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No.3

Mr. Harish Sheth is the Managing Director of the Company since 1982 its inception. His appointment and remuneration is fixed from time to time as per the provisions of Companies Act, 2013 (the 'Act') and the approval of Central Government as applicable from time to time.

Mr. Sheth's last reappointment was done at the Annual General Meeting held on 17th September, 2017 for a period of three (3) years w.e.f. 1st January 2018 to 31st December, 2020 on a remuneration of sum that remains unutilized from the overall remuneration permitted at 10% of the net profits of the Company after payment of remuneration to all other executive Directors of the Company.

Such remuneration was drawn at Rs.385 lacs in F.Y.2018-19. In F.Y. 2019-20, in view of inadequate profits and restrictions under Schedule V (prior to amendment) of Companies Act, 2013, the remuneration was required to be restricted to Rs.120 lacs only. Meanwhile in September 2018, the amendment in Schedule V of Companies Act, 2013 was introduced by the government, enabling the higher amounts of remuneration, subject to passing of Special Resolution by the shareholders. Unfortunately that was not taken into consideration earlier and hence CMD's remuneration was restricted to Rs. 120 lacs only. While law permitted increase in the amount with consent of the shareholders, as the performance of the Company was impacted the CMD decided not to seek any further consent of the shareholders for any increase in that amount.

It is now proposed to fix minimum annual remuneration of the CMD at Rs.360 lacs, subject to over limit prescribed u/s.197/196 of the Companies Act, 2013, which will be in line with the remuneration drawn in F.Y. 2018-19.

Accordingly, it is proposed to pass Special Resolution in compliance of provisions of Companies Act, 2013, read with Schedule V of the said Act to provide for remuneration to continue at such sum that remain unutilized after disbursement of minimum remuneration referred to above and the remuneration to the other executive Directors within overall limit of 10% of the net profits of the Company as per provisions of Companies Act, 2013, read with Schedule V thereof, but subject to a minimum remuneration of Rs.360 lacs per annum.

Broad particulars of the terms of reappointment of and remuneration payable to **Mr. Harish Sheth** are as under:

(a) Salary, Perquisites and Allowances per annum:

(Rs. in Lakhs)	
Salary	360.00

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

(b) Contribution to provident fund, superannuation or annuity fund, gratuity etc.

The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.

(c) Reimbursement of Expenses:

Expenses incurred for travelling, board and lodging including for **Mr. Harish Sheth's** spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

(d) General:

- (i) The Chairman and Managing Director shall perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Chairman and Managing Director will be under the overall authority of the Board of Directors.

- (ii) The Chairman and Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) The Chairman and Managing Director shall adhere to the Company's Code of Conduct.
- (iv) The office of the Chairman and Managing Director may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing.

Mr. Harish Sheth satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for his reappointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Details of **Mr. Harish Sheth** are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

In accordance with the provisions of Section 203 and Schedule V of the Act, (a) a person who has attained the age of 70 years can be appointed as managing director only by passing a special resolution, Since Mr. Harish Sheth has attained the age of 70 years, a special resolution is included in the notice seeking approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives except Mr. Harish Sheth, Mr. Udit Sheth and Mrs. Urja Shah are, in any way, financially or otherwise, deemed to be concerned or interested, in this item of business.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

Item No. 4

The Board of Directors of the Company ("the Board"), at its meeting held on November 10, 2020 has, subject to approval of members, re-appointed **Mrs. Urja Shah** (DIN 02675341) as an Executive Director of the Company for a period of 3 (Three) years with effect from November 11, 2020 on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee (the 'NRC Committee') of the Board. Members' approval is sought for the re-appointment of and remuneration payable to **Mrs. Urja Shah** as an Executive Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 ("the Act"). Broad particulars of the terms of reappointment of and remuneration payable to **Mrs. Urja Shah** are as under:

(a) Salary, Perquisites and Allowances per annum:

(Rs. in Lakhs)	
Salary	60.00

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

(b) Contribution to provident fund, superannuation or annuity fund, gratuity etc.

The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.

(c) Reimbursement of Expenses:

Expenses incurred for travelling, board and lodging including for **Mrs. Urja Shah's** spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

(d) General:

- (i) The Executive Director shall perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board/Managing Director from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board/Managing Director and the functions of the Chairman and Managing Director will be under the overall authority of the Managing Director/Board of Directors.

- (ii) The Executive Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) The Executive Director shall adhere to the Company's Code of Conduct.
- (iv) The office of the Executive Director may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing.

Mrs. Urja Shah satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for his reappointment. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Details of **Mrs. Urja Shah** are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives except Mrs. Urja Shah, Mr. Harish Sheth and Mr. Udit Sheth are, in any way, financially or otherwise, deemed to be concerned or interested, in this item of business.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

The Board of Directors of the Company ("the Board"), at its meeting held on May 13, 2020 has, subject to approval of members, re-appointed **Mr. Udit Sheth** (DIN 00187221) as Executive Vice Chairman of the company for a period of 3 (Three) years with effect from May 1, 2020 on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee (the 'NRC Committee') of the Board. Members' approval is sought for the re-appointment of and remuneration payable to **Mr. Udit Sheth** as as an Executive Vice Chairman of the Company, in terms of the applicable provisions of the Companies Act, 2013 ("the Act"). Broad particulars of the terms of reappointment of and remuneration payable to **Mr. Udit Sheth** are as under:

(a) Salary, Perquisites and Allowances per annum:

(Rs. in Lakhs)

Salary	120.00
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The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

(b) Contribution to provident fund, superannuation or annuity fund, gratuity etc.

The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.

(c) Reimbursement of Expenses:

Expenses incurred for travelling, board and lodging including for **Mr. Udit Sheth's** spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

(d) General:

- (i) The Executive Vice Chairman shall perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board/Managing Director from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board/Managing Director and the functions of the Executive Vice Chairman will be under the overall authority of the Managing Director/Board of Directors.
- (ii) The Executive Vice Chairman shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) The Executive Vice Chairman shall adhere to the Company's Code of Conduct.
- (iv) The office of the Executive Vice Chairman may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing.

Mr. Udit Sheth satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for his reappointment. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Details of **Mr. Udit Sheth** are provided in the “Annexure” to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives except Mr. Udit Sheth, Mr. Harish Sheth and Mrs. Urja Shah are, in any way, financially or otherwise, deemed to be concerned or interested, in this item of business.

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

Item No. 6

Lava Cast Private Limited (LCPL) is involved in the production of high quality fully machined Ferrous Iron components like Clutch Covers, Pressure Plates, Release Bearing Housings as well as Brake Discs, Brake Drums, etc. Setco Automotive Limited (SAL) intends to sell scrap and purchase casting mechanical components from LCPL. As SAL is the holding company of LCPL it is able to take advantage of the large volumes at a better negotiated price.

Section 188 of the Companies Act, 2013 and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

The value of proposed aggregate transactions with LCPL is likely to exceed the said threshold limit, and is expected to be around Rs. 140.00 Crore during the financial year 2020-21.

Accordingly, transaction(s) entered into with LCPL comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with LCPL in the financial year 2020-21.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with LCPL are as follows:

Sr. No	Particulars	Remarks
1	Name of the Related Party	Lava Cast Private Limited
2	Name of the Director or KMP who is related	i) Mr. Udit Sheth ii) Mr. Vinay Shahane iii) Mr. Chandra Kant Sharma
3	Nature of Relationship	i) Director in SAL and LCPL ii) Vice President Finance in SAL and Director & CFO in LCPL iii) Company Secretary in SAL and LCPL
4	Nature, material terms, monetary value and particulars of the contract or arrangement	To sell scrap and purchase castings mechanical components up to a maximum aggregate value of Rs. 20 Crore and Rs. 120 Crore respectively for the financial year 2020-21.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	LCPL is Subsidiary of the Company

None of the Directors except Mr. Udit Sheth, Vice Chairman of the Company to the extent of his Directorship, Mr. Harish Sheth Chairman & Managing Director and Mrs. Urja Shah, Executive Director of the Company to the extent of their relationship with Mr. Udit Sheth as Father and Sister respectively and Mr. Vinay Shahane, Vice President (Finance) and Mr. Chandra Kant Sharma, Company Secretary of the Company to the extent of their position as CFO and CS, respectively, is concern are interested or concerned in respect of the said resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No.7

In terms of the provisions of Section 186(2) of the Companies Act, 2013, no Company shall grant any loan to any person or body corporate or give any guarantee or provide any security to any loan taken by any person or body corporate [other than those which are exempted under the Rule 11 of Companies (Meetings of Board & its Power) Rules, 2014], in excess of 60% of the total of the paid-up share capital and free reserves or 100% of the free reserves and securities premium, whichever is higher without the prior approval of the Shareholders by means of a Special Resolution.

The Company is currently undertaking various projects by itself and through its subsidiaries, for which there is an ongoing requirement for funds, loans by the subsidiaries/Joint Venture Company i.e. Lava Cast Pvt. Ltd. Also, various loans obtained by subsidiaries require the holding company to provide security or give guarantee for these said loans. Accordingly, in order to meet these funding requirements and ensure necessary compliances of the provisions of the Companies Act, 2013, the Board of Directors, hereby propose the increase in the limits U/s 186(2) to Rs. 200 Crores over and above the limits as calculated within the provisions of Section 186 of the Companies Act, 2013.

None of the Directors except Mr. Udit Sheth, Vice Chairman of the Company to the extent of his Directorship, Mr. Harish Sheth Chairman & Managing Director and Mrs. Urja Shah, Executive Director of the Company to the extent of their relationship with Mr. Udit Sheth as Father and Sister respectively and Mr. Vinay Shahane, Vice President (Finance) and Mr. Chandra Kant Sharma, Company Secretary of the Company to the extent of their position as CFO and CS, respectively, is concern are interested or concerned in respect of the said resolution.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

Item No.8

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to its associate company. The Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to its associate company or give guarantee or provide security in respect of loans taken by such entity, for their principal business activities.

The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of its associate company.

Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

None of the Directors except Mr. Harish Sheth Chairman & Managing Director and Mr. Udit Sheth, Vice Chairman of the Company to the extent of their Directorship, Mrs. Urja Shah, Executive Director of the Company to the extent of their relationship with Mr. Harish Sheth and Mr. Udit Sheth as Father and Sister respectively, are interested or concerned in respect of the said resolution.

Item No.9

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. 150 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, 2018, 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:

Objects of the Issue - Taking into account the progressive process of economic and market revival both in domestic and international markets and also to encash the resultant potentialities and opportunities under the prevailing conditions, your Company needs to augment long term financial resources by way of raising equity for the purpose of:

- i. procurement of new machineries required for existing business of the Company;
- ii. investments by way of equity and/or loan in the Company's existing and new subsidiaries and joint ventures for its capital expenditure
- iii. general corporate purposes and
- iv. any other uses as may be permissible under applicable law.

a) 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. The Company may, in accordance with applicable laws, 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. The 'Relevant Date' for this purpose will be the date when the Board of Directors and/or Committee thereof decide to open the QIP for subscription.

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.

b) 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. The details terms and conditions for the Issue will be determined by the Board of Directors and/or Committee in consultation with the lead managers or consultant or advisor and such other authorities as may be required considering the market conditions and in accordance with the applicable provisions of law.

c) 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.

d) 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.

The special resolution seek the consent and authorization of the members to the Board of Directors / Committee to make the proposed Issue of Equity Shares, in consultation with the lead managers, advisors, other intermediaries and in the events it is decided to issue Equity Shares, as may be required to be issued in accordance with the terms of the Issue, keeping in view the prevailing market conditions in accordance with the applicable rules, regulation and guidelines.

None of the Directors, Key Managerial Personnel and Relatives of the Directors/Key Managerial Personnel of the Company, are concerned or interested in the above resolution except to the extent of their shareholding in the company. The Proposed Special Business does not relate to or affects any other company (financially or otherwise).

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the members.

By Order of the Board of Directors
For Setco Automotive Limited

Place: Mumbai
Date: November 10, 2020

CHANDRA KANT SHARMA
Company Secretary

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE MEETING

Name of Director	Mr. Harish Kiritbhai Sheth
Date of Birth	September 11, 1947
Date of Appointment	May 5, 1982
Expertise in Specific Functional area	Mr. Harish Sheth has been instrumental in transforming the Company from a single product/single location to a multiple product/multi-location Company, catering towards a remarkable presence for the Company in the international market as well.
Qualification	Mr. Harish Sheth is the founder of Setco Automotive Limited. A core visionary of the Company, Mr. Harish Sheth has been instrumental in transforming the Company from a single product/single location to a multiple product/multi-location Company, catering towards a remarkable presence for the Company in the international market as well. Mr. Harish Sheth has a Bachelor's degree in Mechanical Engineering from the University of Michigan, Ann Arbor and an MBA (Finance) from the Columbia University, New York.
Terms and conditions of re-appointment	Chairman and Managing Director liable to retire by rotation
Details of remuneration last drawn (Rs.) (FY 2019-20)	120.00 Lakhs
Number of meetings of the Board attended during the financial year 2019 – 20	6 of 6
Directorships of other Boards as on March 31, 2020	Setco Engineering Private Limited Setco Holdings Private Limited Transstadia Technologies Private Limited Transstadia Holdings Private Limited Transstadia Capital Private Limited SE Transstadia Private Limited Hrehan Venture Advisors Private Limited Transstadia Sport Sciences Private Limited Transstadia Playsport Private Limited Transstadia Boxing India Private Limited White River Entertainment Private Limited
Chairman / Member of the Committee of the Board of Directors of the Company as on 31st March, 2020	Stakeholder Relationship Committee – Member
Chairman / Member of the Committee of Directors of the other companies in which she is a Director as on 31st March, 2020	Nil
a. Audit Committee	Nil
b. Stakeholders Relationship Committee	Nil
c. Other Committees	Nil
Number of Shares held on 31st March, 2020	28,97,575
Disclosure of relationship between director inter-se	Mrs. Urja Shah is daughter of Mr. Harish Sheth and Mr. Udit Sheth is son of Mr. Harish Sheth

Name of Director	Mr. Udit Sheth
Date of Birth	January 10, 1979
Date of Appointment	June 30, 2008
Expertise in Specific Functional area	Mr. Udit Sheth has a Bachelor's Degree in Science with a specialization in Finance & MIS from Purdue University and has completed an Executive Education program from MIT, Cambridge-Boston, USA.
Qualification	Mr. Udit Sheth started his career at Setco in 2002. A strategist by temperament, he has been responsible for Strategy and Business Development for Group Information Technology and the Joint Ventures of the Company. A key member within the M&A team, he has contributed to the Company's U.K. and USA acquisitions. Mr. Udit Sheth has a Bachelor's Degree in Science with a specialization in Finance & MIS from Purdue University and has completed an Executive Education program from MIT, Cambridge-Boston, USA.
Terms and conditions of re-appointment	Executive Vice Chairman liable to retire by rotation
Details of remuneration last drawn (Rs.) (FY 2019-20)	NIL
Number of meetings of the Board attended during the financial year 2019 – 20	6 of 6
Directorships of other Boards as on March 31, 2020	Setco Engineering Private Limited Setco Holdings Private Limited Lava Cast Private Limited Transstadia Technologies Private Limited Transstadia Holdings Private Limited Transstadia Capital Private Limited SE Transstadia Private Limited Hrehan Venture Advisors Private Limited Transstadia Sport Sciences Private Limited Transstadia Playsport Private Limited Transstadia Boxing India Private Limited Transstadia Hospitality Private Limited White River Entertainment Private Limited Transstadia Education & Research Foundation
Board Membership of other Public Companies as on 31st March, 2020	Nil
Chairman / Member of the Committee of the Board of Directors of the Company as on 31st March, 2020	NIL
Chairman / Member of the Committee of Directors of the other companies in which she is a Director as on 31st March, 2020	Nil
Audit Committee	Nil
Stakeholders Relationship Committee	Nil
Other Committees	Nil
Number of Shares held on 31st March, 2020	27,62,863
Disclosure of relationship between director inter-se	Mr. Harish Sheth is Father of Mr. Udit Sheth and Mrs. Urja Shah is sister of Mr. Udit Sheth.

**ANNEXURE FORMING PART OF THE EXPLANATORY STATEMENT
AS REQUIRED TO BE GIVEN PURSUANT TO PART II OF SCHEDULE V
TO THE COMPANIES ACT, 2013**

The information required in terms of Schedule V of the Companies Act, 2013 is as under:

I		General Information			
	Nature of Industry	The company is engaged in the business of manufacture of clutches for Medium and Heavy Commercial Vehicles			
	Date or expected date of commencement of commercial production	Date of commencement of commercial production was January 1984. Date of Incorporation of the Company was May 5, 1982			
	Financial performance based on given indicators	Rs. In Lakhs			
		Particulars	31.03.2020	31.03.2019	31.03.2018
		Total Income	43,709.10	62,854.38	54,632.25
		Profit/(Loss) Before Tax	(1,870.93)	5,306.15	3,592.62
	Export performance and net foreign exchange collaborations	Profit/(Loss) After Tax	(1,516.32)	3,622.36	2,880.46
		Particulars	31.03.2020	31.03.2019	31.03.2018
	Export performance and net foreign exchange collaborations	FOB value of Exports	1,498.50	1,789.68	2,170.38
		Income in Foreign Exchange	-	-	-
	Foreign investments or collaborators, if any	Total Foreign investment in the Company as on March 31, 2020 is representing 1.50 % of paid up Equity Share Capital of the Company.			
II		Information about the Appointee			
(1)	Background details	<p>Mr. Harish Sheth: Mr. Harish Sheth is the founder of Setco Automotive Ltd. He has steered Setco since its inception in 1982 and has made the company the largest manufacturer of clutches for Medium and Heavy Commercial Vehicles in India today. He has been instrumental in shaping Setco from a single product/single location organization to a multiple product/multi location one having two manufacturing facilities in India, one in Manchester, UK and one in Paris, Tennessee, USA.</p> <p>Mr. Udit Sheth: Mr. Udit Sheth joined the Company in June 2002. He has been responsible for Strategy and Business Development for Group Information Technology and the Joint Ventures of the Company. A key member within the M&A team, he has contributed to the Company's UK and USA acquisitions.</p> <p>Mrs. Urja Shah: has completed Bachelors in Environmental Science and a Masters in Environmental Policy from Duke University, USA. She also has a Certificate in International Development Studies from Duke University. She has pursued certificate courses in Financial Accounting and Marketing from Boston University, USA. Mrs. Urja Shah has been playing a very significant role in the Company's activities related to Corporate Social Responsibility.</p>			

	(2)	Past Remuneration	Mr. Harish Sheth		
			Sr. No.	Financial Year	Remuneration
			1	2019-20	Rs. 120 Lakhs
			2	2018-19	Rs. 240 Lakhs
			3	2017-18	Rs. 137.10 Lakhs
			Mr. Udit Sheth		
	1	2019-20	Nil		
	2	2018-19	Nil		
	3	2017-18	Rs. 90 Lakhs		
	Mrs. Urja Shah				
	Sr. No.	Financial Year	Remuneration		
	1	2019-20	Rs. 60 Lakhs		
2	2018-19	Rs. 42 Lakhs			
3	2017-18	Rs. 30 Lakhs			
(3)	Recognition or awards	Mr. Harish Sheth has been Awarded for “The Machinist Super Entrepreneur 2016” under the Editorial Choice Awards. This award was to honour one of India’s finest Entrepreneurs and technocrats.			
(4)	Job profile and suitability of the appointees	<p>Mr. Harish Sheth has been the Managing Director of the Company since its inception in 1982. He was last reappointed as the Chairman and Managing Director of the Company w.e.f. January 1, 2010. He is entrusted with the substantial powers of management of the affairs of the Company. He has steered Setco since its inception in 1982 and has made the company the largest manufacturer of clutches for Medium and Heavy Commercial Vehicles in India today. He has been instrumental in shaping Setco from a single product/single location organization to a multiple product/multi location one having two manufacturing facilities in India, one in Manchester, UK and one in Paris, Tennessee, USA.</p> <p>Mr. Udit Sheth joined the Company in June 2002. He has been responsible for Strategy and Business Development for Group Information Technology and the Joint Ventures of the Company. A key member within the M&A team, he has contributed to the Company’s UK and USA acquisitions.</p> <p>Mrs. Urja Shah has been playing a very significant role in the Company’s activities related to Corporate Social Responsibility.</p>			
(5)	Remuneration proposed	The terms of remuneration to Mr. Harish Sheth, Mr. Udit Sheth and Mrs. Urja Shah are detailed in Explanatory Statement hereinabove under Item Nos. 3, 4 and 5, respectively.			
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration proposed is reasonable when compared to the exigencies of the global stature & complexity of business of the Company and commensurate with the similar industry (manufacturing), operating in India and the profile of the position.			
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Harish Seth and Mr. Udit Sheth are related as father and son. Mrs. Urja Shah is daughter of Mr. Harish Sheth and sister of Mr. Udit Sheth.			

III.	Other Information:	
	(1)	<p>Reasons of loss or inadequate profits</p> <p>The Company manufactures clutches for medium and heavy commercial vehicles. MHCV production came down by ~50% due to lower economic activity and the increase in axle load norms resulted in increase in capacity by 20% which resulted in lower utilisation of vehicle and thus replacement market also came down. Due to lower sales, contribution margin came down but cost like salaries are fixed in nature, thus resulted in lower profits for the year.</p>
	(2)	<p>Steps taken or proposed to taken for improvement</p> <p>During the year the Company has leveraged its world class capability for new product development to prepare a base for strong growth in the all business segments including Farm tractor clutches. Also sharp focus on fixed cost reduction along with better operational parameters, and higher turnover we expect to have higher profits going into future.</p>
	(3)	<p>Expected increase in productivity and profits in measurable terms</p> <p>The Company's tight control on costs and higher asset productivity will help in reducing overall costs and increase profits.</p>
IV.	Disclosures	
	1.	Remuneration package of the managerial person: Fully described in the respective explanatory statement as stated above
	2.	Disclosures in the Board of Directors' report under the heading "Corporate Governance" attached to the Annual Report of the Company