

May 21, 2019

To,

BSE Limited,  
Dept. of Corporate Services,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
Company Code: 505075

National Stock Exchange of India Ltd,  
Listing Department  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai – 400051  
Scrip Symbol: SETCO

Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March, 2019**

Pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019, please find enclosed herewith the Annual Secretarial Compliance Report issued by M/s. P. P. Shah & Co., Company Secretaries in Practice, for the financial year ended 31<sup>st</sup> March, 2019.

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

Thanking you,

Yours faithfully,  
For Setco Automotive Limited



Vinay Shahane  
Vice President - Finance



Encl: As above

**SECRETARIAL COMPLIANCE REPORT OF SETCO AUTOMOTIVE LIMITED  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

We, M/s. P. P. Shah & Co., Practicing Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by Setco Automotive Limited (“the listed entity”),
- (b) The filings / submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2019 (“Review Period”) in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-

- (a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) SEBI (Buyback of Securities) Regulations, 2018; - Not Applicable
- (e) SEBI (Share Based Employee Benefits) Regulations, 2014;
- (f) SEBI (Issue and Listing of Debt Securities) Regulations, 2008; - Not Applicable
- (g) SEBI (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - Not Applicable



- (h) SEBI (Prohibition of Insider Trading) Regulations, 2015;
- (i) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- (j) SEBI (Stock Brokers and Sub-Brokers) Regulations, 1992 - Not Applicable

and circulars / guidelines issued thereunder; and based on the above examination, We hereby report that, during the Review Period:

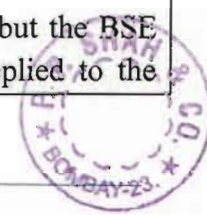
- (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Reg. 6(1) of SEBI (LODR) Regulations, 2015	The Company Secretary and Compliance Officer of the Company resigned w.e.f. 24 <sup>th</sup> September, 2018. The Company has not appointed Company Secretary as Compliance Officer within the stipulated time period.	The Company has filed reply to BSE Ltd. and National Stock Exchange of India Limited

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from our examination of those records.

- (c) The following are the details of actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE Ltd.	Non appointment of Company Secretary as Compliance	Fine of Rs. 92,000 + 18% GST for the quarter ended 31 <sup>st</sup> December, 2018	The Company has requested BSE Ltd. to waive the fine but the BSE Ltd. has not replied to the



		Officer		said letter. Till date the Company has not paid the said amount to BSE Ltd.
2.	National Stock Exchange of India Limited (NSE)	Non appointment of Company Secretary as Compliance Officer	Fine of Rs. 92,000 + 18% GST for the quarter ended 31 <sup>st</sup> December, 2018	The Company has requested NSE to waive the fine and NSE has accepted and waived the fine.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...(The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
<i>The Secretarial Compliance Report was introduced by the SEBI vide Circular No. CIR/CFD/CMD1/27/2019 dated 08<sup>th</sup> February, 2019 from the financial year 2018-19. Accordingly, this being the first financial year of applicability of this Report, the previous year's comparative information is not available. Hence, this information is not provided.</i>				

Place: Mumbai

Date: 21<sup>st</sup> May, 2019



Signature: Pradip C. Shah

**Pradip Shah**  
**For P. P. Shah & Co.,**  
**Practicing Company Secretaries**  
**FCS No. 1483, C P No.: 436**