

July 27, 2020

To,

<b>BSE Limited,</b> <b>Dept. of Corporate Services,</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 <b>Company Code: 505075</b>	<b>National Stock Exchange of India Ltd,</b> <b>Listing Department</b> Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 <b>Scrip Symbol: SETCO</b>
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Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March, 2020**

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 by M/s. P. P. Shah & Co., Company Secretaries in Practice, for the financial year ended 31<sup>st</sup> March, 2020.

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

Thanking you,

Yours faithfully,  
**For Setco Automotive Limited**

  
**Chandra Kant Sharma**  
Company Secretary



Encl: As above

**SECRETARIAL COMPLIANCE REPORT OF SETCO AUTOMOTIVE LIMITED FOR  
THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

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, 2020 ("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 to the Company during the Audit Period);**
- (e) SEBI (Share Based Employee Benefits) Regulations, 2014;
- (f) SEBI (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period);**



- (g) SEBI (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the Company during the Audit Period);**
- (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 to the Company during the Audit Period);**

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.	The Company is required to file Report under Regulation 10(6) of the SEBI (SAST) Regulations, 2011 not later than four working days from the acquisition with BSE Ltd. and NSE.	Non-Filing of Report with BSE Ltd. and NSE under Regulation 10(6) in respect of inter-se transfer of shares.	Till 31 <sup>st</sup> March, 2020, the Company has not filed the said Report with BSE Ltd. and NSE.
2.	The Company is required to file Report under Regulation 10(7) of the SEBI (SAST) Regulations, 2011 within twenty-one working days of the date of acquisition with SEBI.	Non-Filing of Report with SEBI under Regulation 10(7) in respect of inter-se transfer of shares.	Till 31 <sup>st</sup> March, 2020, the Company has not filed the said Report with SEBI.

- (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 and Compliance Officer under Reg. 6(1) of the SEBI (LODR) Regulations, 2015	Fine of Rs. 17,000 + 18% GST for the quarter ended 31 <sup>st</sup> March, 2019.	The Company has requested BSE Ltd. to waive the fine but the BSE Ltd. has not replied to the 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 and Compliance Officer under Reg. 6(1) of the SEBI (LODR) Regulations, 2015	Fine of Rs. 17,000 + 18% GST for the quarter ended 31 <sup>st</sup> March, 2019.	The Company has requested NSE to waive the fine and NSE has accepted and waived the fine.
3.	BSE Ltd.	Late appointment of Company Secretary and Compliance Officer under Reg. 6(1) of the SEBI (LODR) Regulations, 2015	Fine of Rs. 35,000 + 18% GST for the quarter ended 30 <sup>th</sup> June, 2019.	The Company has paid the fine.
4.	National Stock Exchange of India Limited (NSE)	Late appointment of Company Secretary and Compliance Officer under Reg. 6(1) of the SEBI (LODR) Regulations, 2015	Fine of Rs. 35,000 + 18% GST for the quarter ended 30 <sup>th</sup> June, 2019.	The Company has paid the fine.
5.	BSE Ltd.	Notice for Non-Compliance of Listing Regulation 29(2)/(3) of the SEBI (LODR) Regulations, 2015	Fine of Rs. 10,000 + 18% GST for the quarter ended 30 <sup>th</sup> June, 2019.	The Company has paid the fine.



6.	National Stock Exchange of India Limited (NSE)	Notice for Non-Compliance of Listing Regulation 29(2)/(3) of the SEBI (LODR) Regulations, 2015	Fine of Rs. 10,000 + 18% GST for the quarter ended 30 <sup>th</sup> June, 2019.	The Company has paid the fine.
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(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 31 <sup>st</sup> March, 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Non appointment of Company Secretary as Compliance Officer 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 said letter. Till date the Company has not paid the said amount to BSE Ltd.	The Company has appointed Mr. Chandra Kant Sharma as Company Secretary and Compliance Officer w.e.f. 06 <sup>th</sup> May, 2019. The Company has not paid the fine to BSE.	The Company has complied with Reg. 6 (1) of the SEBI (LODR) Regulations, 2015. The Company has not paid the fine to BSE.
2.	Non appointment of Company Secretary as Compliance Officer 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.	The Company has appointed Mr. Chandra Kant Sharma as Company Secretary and Compliance Officer w.e.f. 06 <sup>th</sup> May, 2019. The waiver of fine has been granted to the Company from NSE.	The Company has complied with Reg. 6 (1) of the SEBI (LODR) Regulations, 2015. The waiver of fine has been granted to the Company from NSE.

Place: Mumbai

Date: 2<sup>nd</sup> June, 2020

Signature: 

**Pradip Shah**

For P. P. Shah & Co.,

**Practicing Company Secretaries**

**FCS No. 1483, C P No.: 436**

**UDIN: F001483B000308955**

