

Date: March 23, 2026

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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**Subject: Outcome/Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 — Approval of Scheme of Amalgamation**

Dear Sir / Madam,

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and in accordance with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (“Master Circular”), we hereby inform you that the Board of Directors of Setco Automotive Limited (“the Company”), at its meeting held today i.e. March 23, 2026, has, inter-alia, considered and approved the draft Scheme of Amalgamation (merger by absorption)(“Scheme”) of Lava Cast Private Limited (“LCPL”), a wholly-owned subsidiary of the Company, with the Company, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

The Scheme is subject to receipt of necessary approvals from:

- National Company Law Tribunal (NCLT)
- Shareholders and Creditors, as may be directed by NCLT
- Other statutory and regulatory authorities, and lenders, as may be required

Since LCPL is a wholly-owned subsidiary of the Company, neither any shares are proposed to be issued nor any consideration is proposed to be paid pursuant to the Scheme and there will be no change in the shareholding pattern of the Company.

The meeting of the Board of Directors commenced at 3:20 p.m. and concluded at 3:45 p.m.

The disclosures required pursuant to Regulation 30 of SEBI LODR Regulations read with the Master Circular are enclosed herewith as Annexure – A.



CERTIFIED TS 16949 / ISO 14001 EMS OHSAS 18001  
CIN No. : L35999GJ1982PLC005203

Kindly take the same on record.

Thanking you,  
**For Setco Automotive Limited**

**Name: Hiren Vala**  
**Designation: Company Secretary & Compliance Officer**

**ANNEXURE - A**  
**Disclosure under Regulation 30 of SEBI (LODR) Regulations, 2015 read with the Master Circular**

Sr. No.	Particulars	Details															
1	Name of the entity(ies) forming part of the Scheme, details in brief such as size, turnover etc.	<p><b>LCPL (Transferor Company):</b></p> <p>LCPL is a wholly-owned subsidiary of the Company. The figures below are audited numbers as of March 31, 2025: (Rs. in Lakhs)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Turnover as on March 31, 2025</th> <th>Net Worth as on March 31, 2025</th> </tr> </thead> <tbody> <tr> <td>Standalone</td> <td>8,737.90</td> <td>-10,256.69</td> </tr> </tbody> </table> <p><b>Company (Transferee Company):</b></p> <p>The figures below are audited numbers as of March 31, 2025: (Rs. in Lakhs)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Turnover as on March 31, 2025</th> <th>Net Worth as on March 31, 2025</th> </tr> </thead> <tbody> <tr> <td>Standalone</td> <td>114.38</td> <td>7,386.68</td> </tr> <tr> <td>Consolidated</td> <td>71,862.76</td> <td>(69,382.13)</td> </tr> </tbody> </table>	Particulars	Turnover as on March 31, 2025	Net Worth as on March 31, 2025	Standalone	8,737.90	-10,256.69	Particulars	Turnover as on March 31, 2025	Net Worth as on March 31, 2025	Standalone	114.38	7,386.68	Consolidated	71,862.76	(69,382.13)
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2	Whether the transaction would fall within related party transactions? If yes, whether the same is done at arm's length	<p>LCPL is a wholly-owned subsidiary of the Company. The proposed merger does not fall within the purview of related party transaction under Section 188 of the Companies Act, 2013, pursuant to the clarifications provided in General Circular No. 30/2014 dated July 17, 2014, issued by the Ministry of Corporate Affairs. Further, under Regulation 23(5)(b) of the SEBI LODR Regulations, transaction between a holding company and its wholly-owned subsidiary are exempted from the rigours of Regulation 23(2),(3) and (4) of the SEBI LODR Regulations.</p>															
3	Area of business of the entity(ies)	<p>LCPL is engaged in the business of manufacture of basic precious and non-ferrous metals, including casting components for commercial and passenger vehicle segments.</p> <p>The Company is engaged in the business of manufacturing of hydraulics and trading of clutches and other automotive components, including clutch assemblies, brake linings, release bearings, flywheels, universal joint crosses, water</p>															

		pumps, torque rod bushes, and related products for commercial vehicles, farm tractors, and construction equipment.
4	Rationale for Scheme	<p>The Scheme is proposed to achieve:</p> <ul style="list-style-type: none"> <li>• Combining business interests into a single entity and achieving a simplified corporate structure;</li> <li>• Reducing the number of entities in the group thereby reducing the managerial overlaps, which are necessarily involved in running multiple entities;</li> <li>• Reduce regulatory and legal compliances/filings including accounting, reporting requirements, statutory and internal audit requirements, tax filings etc. and consequential reduction in administrative costs;</li> <li>• Consolidating the operations of a wholly owned subsidiary into the holding company to augment growth and synergy in the business operations of the holding company and thereby unlocking shareholder value and improve long term growth prospects;</li> <li>• Making the group structure simple and reduce the multiple level of business entities.</li> </ul>
5	In case of cash consideration – amount or otherwise share exchange ratio	The Scheme does not involve payment of any cash consideration. As the entire issued, subscribed and paid-up equity share capital of LCPL is held by the Company and its nominees, upon the Scheme becoming effective, notwithstanding anything contrary in the Scheme, the equity share capital of LCPL will stand automatically cancelled and hence there will be no issue and allotment of shares.
6	Brief details of change in shareholding pattern (if any)	There will be <b>no change</b> in the shareholding pattern of the Company pursuant to the Scheme as there is no fresh equity shares that will be issued by the Company for the reasons stated in point number 5 above.