

I. U. THAKUR
B.COM, LLB, F.C.S.
COMPANY SECRETARY

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SCRUTIZER'S REPORT

[Pursuant to the Section 108 and 110 of the Companies Act, 2013 read with the Rule 20 and 22 of the Companies (Management and Administration) Rule, 2014]

To,
The Chairman,
Z F STEERING GEAR (INDIA) LIMITED
GAT NO 1242/1244 VILLAGEVADU BUDRUK
TAL SHIRUR PUNE MH 412216 IN

Dear Sir,

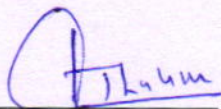
I, I U THAKUR, Company Secretary in practice, have been appointed by the Board of Directors of **Z F STEERING GEAR (INDIA) LIMITED** ("the Company"), as a Scrutinizer for the purpose of conducting the postal ballot voting process and ascertaining the requisite majority on members resolution for "Re-classification of some of the Promoters of the Company", by way of physical ballot forms and e-voting carried out as per the provisions of Section 108 and 110 of Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time.

1. The notice of Postal Ballot dated 21st September, 2018 along with statement setting out material facts under section 102 of the Companies Act, 2013 was dispatched to the all the shareholders on 12th October, 2018 and an advertisement was published in Marathi Language in a Marathi Newspaper 'Loksatta' and in English language in an English newspaper 'Business Standard' on Saturday, 13th October, 2018, pursuant to the rule 22 (3) of the Companies (Management and Administration) Rules, 2013, in respect of the resolution mentioned in the notice.
2. The management of the Company has to ensure compliance with requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution contained in the notice. My responsibility as a Scrutinizer for the E-voting process is restricted to make a Scrutinizer's report of the votes cast "**In Favour**" or "**Against**" the resolution stated above and "**Invalid**" votes, based on the reports generated from e-voting system provided by the Central Depositories Service (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company and Ballot Forms received.
3. Further to the above, I submit my report as under:-

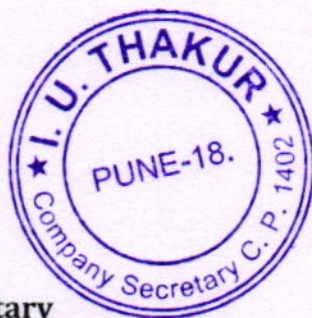


- i. The voting period commenced on October 13, 2018 (9.00 a.m.) and ended on 11th November, 2018 (5.00 p.m.),
- ii. Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 5th October, 2018 were entitled to cast their vote through electronically or physically on ballot papers, on the proposed resolution as set out in the notice,
- iii. The e-voting module was disabled by CDSL for voting after Sunday, 11th November, 2018 (5.00 p.m.),
- iv. Copies of the Postal Ballots were received up to 11th November, 2018.
- v. The votes cast were unblocked on Monday, 12th November, 2018 (3 p.m.) in the presence of 2 witnesses, Mr. Sagar Nagarkar and Mr. Jayesh Katariya, who are not in the employment of the Company.
- vi. Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "for", "against" and "Invalid" on each of the resolution that were put to vote, were generated from the e-voting website of Central Depositories Service (India) Limited (CDSL) i.e. www.evotingindia.com and based on such report generated, the results of the e-voting is annexed.
- vii. Based on scrutiny of the Ballot forms received under the Postal Ballot voting process combined with e-voting through CDSL platform, the reports are annexed.

Thanking You,
Yours Faithfully,



I U THAKUR
Practicing Company Secretary
M No : 2298
CP No : 1402



PLACE : PUNE
DATE : 14th November, 2018

VOTING RESULT

Z F STEERING GEAR (INDIA) LIMITED CIN: L29130PN1981PLC023734

Based on the data downloaded from the official website of the Central Depositories Service (India) Limited (CDSL), for E-voting process and postal ballot conducted, I now submit combined report (E-Voting & Ballot Papers) as under:

➤ **Resolution No. 01**

To consider and if thought fit pass, with or without modifications, the following resolution, by the Postal Ballot/E-Voting, as an ordinary resolution:

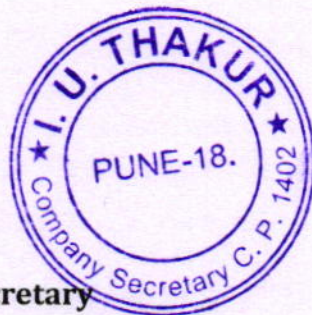
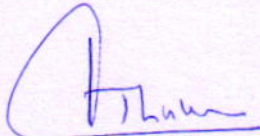
Re-classification of some of the Promoters of the Company

	E-VOTING		BALLOT FORMS		TOTAL VOTES	PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	NO OF MEMBERS	NO OF VOTES	E-VOTING + POLL	
IN FAVOUR	20	3690346	91	671646	4361992	99.99%
AGAINST	0	0	4	25	25	0.01%
INVALID VOTES	0	0	1	600	600	NA

✓ **RESULT**

As the number of votes cast in favour of the resolution were more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No.1. as set out in the Notice of the Postal Ballot, is passed in favour of the resolution with requisite majority.

Thanking You,
Yours Faithfully,



I U THAKUR
Practicing Company Secretary
M No : 2298
CP No : 1402

PLACE : PUNE
DATE : 14th November, 2018