



ZF STEERING GEAR (INDIA) LTD.

Regd. Office & Works :

Gat Nos. 1242 & 1244, Village Vadu BK., Tal. Shirur,

Dist. Pune - 412 216 (India) Tel.: 02137-305100, Fax : 02137-305302

Web : www.zfindia.com, Email Id : enquiry@zfindia.com

Corporate Identity Number (CIN) : L29130PN1981PLC023734



March 24, 2025

BSE LIMITED

25TH Floor, P.J. Towers,
Dalal Street, Mumbai – 400001

Security Code: 505163

Sub: Voting Results and Scrutinizers' Report for Postal Ballot held from February 21, 2025, to March 22, 2025.

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Voting Results of Postal Ballot held from February 21, 2025, to March 22, 2025, as per the format prescribed.

Further, the said results are also being uploaded on website of the Company at www.zfindia.com and on the website of the Stock Exchange www.bseindia.com.

Also, please find enclosed herewith, the Report issued by the Scrutinizers – M/s. SIUT & Co., LLP, Practicing Company Secretaries.

We request you to take the aforesaid on records.

Thank You,
Yours faithfully,
for **ZF Steering Gear (India) Limited**

Company Secretary



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OUTCOME OF VOTING FOR POSTAL BALLOT

[As per Regulation 44(3) of Listing Regulations]

Postal Ballot	Friday, February 21, 2025, to Saturday, March 22, 2025
Total no. of Shareholders as on record date (i.e. Monday, February 17, 2025– cut-off date for voting purpose)	10124
No. of shareholders Voted:	
a. Promoters and Promoter Group (Voted for Resolutions 1, 2 & 3 only)	7
b. Public	37

Voting Procedure

1. E-voting window was open during Friday, February 21, 2025 (9:00 a.m. IST), to Saturday, March 22, 2025 (5:00 p.m. IST).

The detailed voting results are given in **Annexure – 1** and the Scrutinizers' Report is attached as **Annexure – 2**.

Thank You,
Yours faithfully,
for **ZF Steering Gear (India) Limited**

Company Secretary

Chairman

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Shrenik Gandhi (DIN: 10929891) as a Non-Executive, Independent Director of the Company w.e.f. April 01, 2025.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6079836	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		5043011	82.9465	5043011	0	100	0
	Total		6079836	5043011	82.9465	5043011	0	100
Public- Institutions	E-Voting	3261	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3261	0	0	0	0	0
Public- Non Institutions	E-Voting	2990203	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		294779	9.8582	294769	10	99.9966	0.0034
	Total		2990203	294779	9.8582	294769	10	99.9966
Total		9073300	5337790	58.8296	5337780	10	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Bharat Agarwal (DIN: 00256915) as a Non-Executive, Independent Director of the Company w.e.f. April 01, 2025.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6079836	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		5043011	82.9465	5043011	0	100	0
	Total		6079836	5043011	82.9465	5043011	0	100
Public- Institutions	E-Voting	3261	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3261	0	0	0	0	0
Public- Non Institutions	E-Voting	2990203	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		294779	9.8582	294769	10	99.9966	0.0034
	Total		2990203	294779	9.8582	294769	10	99.9966
Total		9073300	5337790	58.8296	5337780	10	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Reappointment of Mrs. Smita Lahoti (DIN: 08764528) as a Non-Executive, Independent Director of the Company w.e.f. June 27, 2025.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6079836	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		5043011	82.9465	5043011	0	100	0
	Total		6079836	5043011	82.9465	5043011	0	100
Public- Institutions	E-Voting	3261	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3261	0	0	0	0	0
Public- Non Institutions	E-Voting	2990203	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		294779	9.8582	294769	10	99.9966	0.0034
	Total		2990203	294779	9.8582	294769	10	99.9966
Total		9073300	5337790	58.8296	5337780	10	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of Material Related Party Transactions in terms of Regulation 23 of the Listing Regulations by the Company and/or its Subsidiaries.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6079836	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6079836	0	0	0	0	0	0
Public- Institutions	E-Voting	3261	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3261	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2990203	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		294779	9.8582	294754	25	99.9915	0.0085
	Total	2990203	294779	9.8582	294754	25	99.9915	0.0085
Total		9073300	294779	3.2489	294754	25	99.9915	0.0085
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of Material Related Party Transactions in terms of Regulation 23 of the Listing Regulations by and between subsidiaries of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6079836	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6079836	0	0	0	0	0	0
Public- Institutions	E-Voting	3261	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3261	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2990203	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		294779	9.8582	294754	25	99.9915	0.0085
	Total	2990203	294779	9.8582	294754	25	99.9915	0.0085
Total		9073300	294779	3.2489	294754	25	99.9915	0.0085
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

SIUT & Co LLP

COMPANY SECRETARIES

LLPIN: ABA-6960

SCRUTINIZERS' REPORT

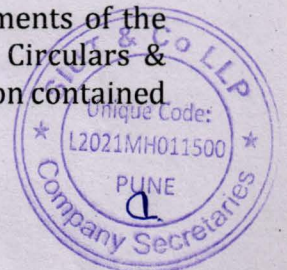
[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rule, 2014 as amended]

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

Dear Sir,

We, SIUT & Co LLP, Company Secretaries, have been appointed by the Board of Directors of **ZF STEERING GEAR (INDIA) LIMITED** ("the Company"), as a Scrutinizer for the purpose of scrutinizing the postal ballot through e-voting process and ascertaining the requisite majority on 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 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, provisions of Secretarial Standard on General Meetings ("SS-2") read with General Circulars issued by Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto ("SEBI Listing Regulations") in respect of the Resolutions as proposed in the postal ballot notice dated 8th February 2025.

1. The postal ballot notice dated 8th February 2025 along with the explanatory statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the members on 19th February, 2025, whose name appeared in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company/ Registrar/Depositories as on Monday, 17th February 2025 (**Cut-off date**).
2. The management of the Company has to ensure compliance with requirements of the Companies Act, 2013 and the Rules framed thereunder along with MCA Circulars & Listing Regulations relating to postal ballot through E-voting on the Resolution contained in the postal ballot notice dated 8th February 2025.



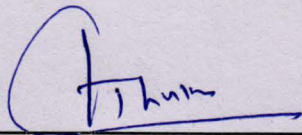
**ADDRESS: MSR CAPITAL, OFFICE NO. 15, 2nd FLOOR, MORWADI COURT
ROAD, PIMPRI, PUNE – 411018**

EMAIL ID: es@siut.in

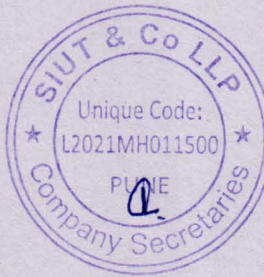
WEBSITE: www.siut.in

3. Our 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 and "**Invalid**" votes, based on the reports generated from e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide facilities for e-voting.
4. Further to the above, we submit our report as under:
- The remote e-voting period commenced from Friday, 21st February 2025 (9:00 A.M) and ended on Saturday, 22nd March 2025 (5:00 P.M).
 - The members of the Company as on the Cut-off date i.e., Monday, 17th February 2025 were entitled to vote on the resolution as set out in the postal ballot notice.
 - The requisite Public Advertisement with respect to dispatch of Postal Ballot Notice pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 was published in the daily Newspaper viz. "Business Standard" (English, Mumbai & Pune edition) on Thursday, February 20, 2025 and Loksatta- (Marathi, Pune Edition) on Friday, February 21, 2025.
 - The votes cast via remote e-voting were unblocked on Saturday, 22nd March 2025 in the presence of two witnesses not in the employment of the Company.
 - The details containing *inter alia*, list of Equity Shareholders, who voted "**for**" and "**against**" on the resolution that were put to vote and which were Invalid, were generated from the e-voting website of Central Depository Services (India) Limited (CDSL) i.e. www.evotingindia.com based on such report generated, the result of the e-voting is annexed.

Thanking You,
Yours Faithfully,



For SIUT & Co LLP
Company Secretaries
(Unique code: L2021MH011500)
CSIU THAKUR
Partner
FCS: 2298
CP: 1402
UDIN: F002298F004142269



Peer Review No:5460/2024

Place: Pune
Date: 24/03/2025

VOTING RESULTS

ZF STEERING GEAR (INDIA) LIMITED CIN: L29130PN1981PLC023734

Based on the data downloaded from website of Central Depository Services (India) Limited (CDSL), for e-voting process, we now submit report as under:

Resolution No. 1:

Appointment of Mr. Shrenik Gandhi (DIN: 10929891) as a Non-Executive, Independent Director of the Company w.e.f. April 01, 2025.

Resolution as a **Special Resolution** :

	E-VOTING		PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	
IN FAVOUR	42	5337780	100%
AGAINST	2	10	0%
INVALID VOTES	-	-	NA

RESULT

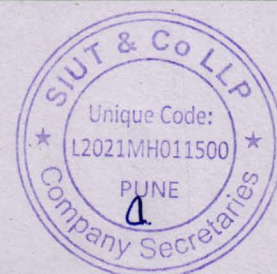
As the number of votes cast in favour of the resolution were more than three times the number of votes cast against, we report that the Special Resolution with regard to Resolution No. 1 as set out in the Postal Ballot Notice is passed with requisite majority.

Resolution No. 2:

Appointment of Mr. Bharat Agarwal (DIN: 00256915) as a Non-Executive, Independent Director of the Company w.e.f. April 01, 2025.

Resolution as a **Special Resolution** :

	E-VOTING		PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	
IN FAVOUR	42	5337780	100%
AGAINST	2	10	0
INVALID VOTES	-	-	NA



RESULT

As the number of votes cast in favour of the resolution were more than three times the number of votes cast against, we report that the Special Resolution with regard to Resolution No. 2 as set out in the Postal Ballot Notice is passed with requisite majority.

Resolution No. 3:

Reappointment of Mrs. Smita Lahoti (DIN: 08764528) as a Non-Executive, Independent Director of the Company w.e.f. June 27, 2025.

Resolution as a **Special Resolution** :

	E-VOTING		PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	
IN FAVOUR	42	5337780	100%
AGAINST	2	10	0%
INVALID VOTES	-	-	NA

RESULT

As the number of votes cast in favour of the resolution were more than three times the number of votes cast against, we report that the Special Resolution with regard to Resolution No. 3 as set out in the Postal Ballot Notice is passed with requisite majority.

Resolution No. 4:

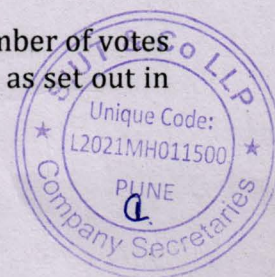
Approval of Material Related Party Transactions in terms of Regulation 23 of the Listing Regulations by the Company and/or its Subsidiaries.

Resolution as an **Ordinary Resolution** :

	E-VOTING		PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	
IN FAVOUR	34	294754	99.99%
AGAINST	3	25	0.01%
INVALID VOTES	-	-	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. 4 as set out in the Postal Ballot Notice is passed with requisite majority.



Resolution No. 5:

Approval of Material Related Party Transactions in terms of Regulation 23 of the Listing Regulations by and between subsidiaries of the Company.

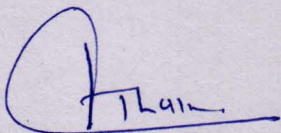
Resolution as an **Ordinary Resolution** :

	E-VOTING		PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	
IN FAVOUR	34	294754	99.99%
AGAINST	3	25	0.01%
INVALID VOTES	-	-	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. 5 as set out in the Postal Ballot Notice is passed with requisite majority.

Thanking You,
Yours Faithfully,



For SIUT & Co LLP
Company Secretaries
(Unique code: L2021MH011500)
CS I U THAKUR
Partner
FCS: 2298
CP: 1402
UDIN: F002298F004142269



Peer Review No:5460/2024

Place: Pune
Date: 24/03/2025