



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



September 9, 2025

BSE LIMITED

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

Security Code: 505163

Sub: Scrutinizers' Report for 45th Annual General Meeting held on September 8, 2025.

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Scrutinizers' Report with respect to e-Voting for 45th Annual General Meeting of the Company, held on Monday, September 8, 2025, at 10:00 a.m. through electronic mode (video conference or other audio visual means), issued by M/s. SIUT and Co., LLP, Company Secretaries.

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

We request you to take the aforesaid on records.

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

Company Secretary

SIUT & Co LLP

COMPANY SECRETARIES

LLPIN: ABA-6960

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) 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, MAHARASHTRA, INDIA, 412216

Dear Sir,

We, SIUT & Co LLP, Company Secretaries, have been appointed by the Board of Directors of **Z F STEERING GEAR (INDIA) LIMITED** ("the Company"), as a Scrutinizer for the purpose of scrutinizing the remote e-voting process along with e-voting during the Annual General Meeting ("AGM") and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of Companies Act, 2013, read with Rule 20(4) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice (herein after referred to as the "resolutions") of the 45th Annual General Meeting (AGM) of the members of the Company, held on **Monday, 8th day of September, 2025** at 10:00 am through Video Conferencing (VC) or Other Audio Video Means (OAVM).

1. The notice dated 26th July, 2025, convening the 45th Annual General Meeting (AGM) of the Company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the below mentioned resolutions passed at the said AGM of the Company held on Monday 8th September 2025.
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 resolutions contained in the notice of the 45th Annual General Meeting (AGM) of the members of the Company. 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 resolutions stated above and "**Invalid**" votes, based on the reports generated from e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide facilities for remote e-voting and e-voting during the AGM.
3. Further to the above, we submit our report as under:
 - i. The remote e-voting period commenced from Friday, 5th September 2025 (9:00 A.M) and ended on Sunday, 7th September 2025 (5:00 P.M).
 - ii. The members of the Company as on the Cut-off date i.e., Monday, 1st September 2025 were entitled to vote on the resolutions as set out in the notice of 45th Annual General Meeting (AGM) of the Company.
 - iii. The votes cast via remote e-voting were blocked on Sunday, 7th September, 2025 immediately after completion of voting hours.

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

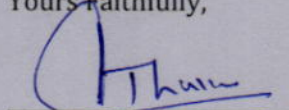
EMAIL ID: cs@siut.in

WEBSITE: www.siut.in



- iv. At the Annual General Meeting for the benefit of the members attending the meeting who had not availed remote e-voting facility, the Chairman asked the Company Secretary to brief the members about the e-voting process. The Company Secretary directed e-voting during the AGM on one vote for one share basis i.e., at par with remote e-voting and results to be placed on the Company website within prescribed time limit. Such e-voting along with remote e-voting was unblocked after completion of such voting in presence of 2 witnesses who are not in employment of the Company.
- v. Thereafter, considering votes by e-voting during the AGM and remote e-voting the combined result of the voting is annexed. The details containing *inter alia*, list of Equity Shareholders, who voted "for" and "against" on each of the resolutions that were put to vote and which were Invalid, were generated from the e-voting website of National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com/> based on such report generated, the results of the e-voting is annexed.

Thanking You,
Yours Faithfully,



CS I U THAKUR
Partner

For SIUT & Co LLP
Company Secretaries
(Unique code: L2021MH011500)
Membership N.O: 2298
COP: 1402
Place: Pune
Date: September 9, 2025
UDIN: F002298G001208393

Peer Review No: 5460/2024



VOTING RESULTS

Z F STEERING GEAR (INDIA) LIMITED

CIN: L29130PN1981PLC023734

Based on the data downloaded from website of National Securities Depository Limited (NSDL), for e-voting process and remote e-voting conducted at the AGM, we now submit combined report (remote e-voting & voting) as under:

Resolution No. 01

(a) To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 together with the Reports of the Board of Directors and the Auditors thereon.

(b) To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Report of the Auditors thereon.

Resolution as an **Ordinary Resolution**:

	E-VOTING		REMOTE E-VOTING		TOTAL VOTES	PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	NO OF MEMBERS	NO OF VOTES	E-VOTING & REMOTE E-VOTING	
IN FAVOUR	2	2270	50	5886847	5889117	99.99988114
AGAINST	0	0	4	7	7	0.000118863
INVALID VOTES	0	0	0	0	0	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 AGM is passed in favour of the resolution with requisite majority.

Resolution No. 02

To appoint a Director in place of Dr. Dinesh Bothra (DIN: 00049883), who retires by rotation under Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for reappointment.

Resolution as an **Ordinary Resolution**:

	E-VOTING		REMOTE E-VOTING		TOTAL VOTES	PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	NO OF MEMBERS	NO OF VOTES	E-VOTING & REMOTE E-VOTING	
IN FAVOUR	2	2270	49	5886832	5889102	99.99962643



AGAINST	0	0	5	22	22	0.00037357
INVALID VOTES	0	0	0	0	0	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. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution No. 03

Appointment of M/s. SIUT & Co., LLP, Company Secretaries as a Secretarial Auditor of the Company from FY 2025-26 to FY 2029-30.

Resolution as an **Ordinary Resolution:**

	E-VOTING		REMOTE E-VOTING		TOTAL VOTES	PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	NO OF MEMBERS	NO OF VOTES	E-VOTING & REMOTE E-VOTING	
IN FAVOUR	2	2270	50	5886847	5889117	99.99988114
AGAINST	0	0	4	7	7	0.000118863
INVALID VOTES	0	0	0	0	0	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. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution No. 04

Approval of Revised Material Related Party Transactions – In Supersession of Earlier Resolution in terms of Regulation 23 of the Listing Regulations by the Company.

Resolution as an **Ordinary Resolution:**

	E-VOTING		REMOTE E-VOTING		TOTAL VOTES	PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	NO OF MEMBERS	NO OF VOTES	E-VOTING & REMOTE E-VOTING	
IN FAVOUR	2	2270	38	233385	235655	99.99844926
AGAINST	0	0	4	7	7	0.001550745
INVALID VOTES	0	0	1	215734	215734	NA

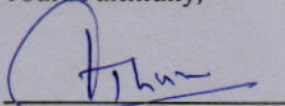


RESULT

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 Notice of the AGM is passed in favour of the resolution with requisite majority.

As informed by the Company, **Fifty-One (51)** Members attended the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Thanking You,
Yours Faithfully,



CSTU Thakur
Partner

For SIUT & Co LLP
Company Secretaries
(Unique code: L2021MH011500)
Membership N.O: 2298
COP: 1402
Place: Pune
Date: September 9, 2025
UDIN: F002298G001208393



Peer Review No: 5460/2024