

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

D. C. Chambers, 2nd Floor,
Opp. K.S.B. Pumps Ltd.,
Mumbai-Pune Road,
Pimpri, Pune - 411 018.
Phone : (020) 27420355, 27420555
E-mail : iuthakur@gmail.com
office@iuthakurcs.com
Website : www.iuthakurcs.com

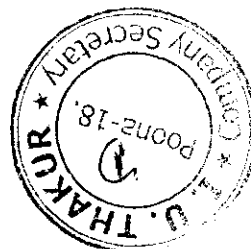
Scrutinizer's Report
[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies,
(Management and Administration) Rules, 2014]

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

Dear Sir,

I, I. U. Thakur, a Company Secretary in practice, 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 E-voting process along with Ballot forms, and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 36th Annual General Meeting (AGM) of the members of the Company, held on 28th day of September, 2016 at **ZF STEERING GEAR (INDIA) LIMITED, GAT NO 1242/1244 VILLAGEVADU BUDRUK TAL SHIRUR PUNE MH 412216**.

1. The notice dated 28th July, 2016 convening the 36th 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 28th September, 2016.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 36th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "In Favor" or "Against" the resolutions stated above and "Invalid" votes, based on the reports generated from the e-voting system provided by **Central Depositories Services (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 e-voting period remained open from Sunday, 25th September, 2016 (09:00 A.M.) to Tuesday, 27th September, 2016 (05:00 P.M).
- ii. The members of the Company as on the "cut-off" date i.e. Wednesday, 21st September, 2016 were entitled to vote on the resolutions as set out in the notice of the 36th Annual General Meeting (AGM) of the Company.
- iii. The votes cast were unblocked on Wednesday, 28th September, 2016 in the presence of 2 witnesses, Mrs. Chitra Panwar Chandrawat and Ms. Lekha Mahindre, who are not in the employment of the Company.
- iv. Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "for", "against" and "invalid" on each of the resolutions that were put to vote, were generated from the e-voting website of Central Depositories Services (India) Limited (CDSL) i.e. <https://www.evotingindia.com//> and based on such reports generated, and the result of the e-voting is annexed.
- v. At the Annual general Meeting for the benefit of shareholders attending the meeting who had not availed e-voting facility, the Chairman *suo-moto* directed voting through ballot on one vote for one share basis i.e. at par with e-voting and result to be placed on the Company website within prescribed time limit.
- vi. Based on scrutiny of ballot forms received at the Annual General Meeting combined with e-voting through CDSL platform, the reports are annexed.

Thanking You,
Yours faithfully,



I U Thakur
Practicing Company Secretary
Membership No.- FCS 2298
CP 1402
Place: PUNE
Date: 30/09/2016



VOTING RESULT
ZF STEERING GEAR (INDIA) LIMITED
CIN: L29130PN1981PLC023734

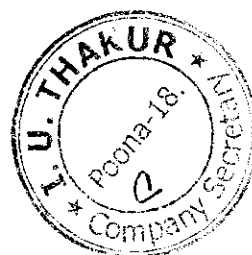
Based on the report furnished by **Central Depositories Services (India) Limited (CDSL)**, on the Poll conducted at the AGM Venue and based on the data downloaded from the Official Website of the **Central Depositories Services (India) Limited (CDSL)**, for the E-voting process, we now submit combined report (E-voting and Poll) as under

Resolution No. 01

To receive, consider and adopt

- a) The Audited Financial Statement of the Company for the financial year ended March 31, 2016 together with the reports of Board of Directors and the Auditors thereon; and**
- b) The Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2016 together with the Report of the Auditors thereon**

	E-voting		Ballot Forms		Total votes	Percentage
	No of Members	No of Votes	No of Members	No of Votes	E-voting + Poll	
In Favour	45	3860408	39	6373	3866781	100%
Against	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0

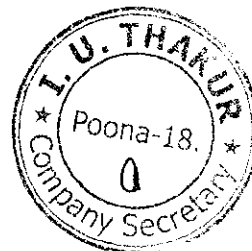


Resolution No. 02**To confirm the payment of Interim Dividend of Rs. 12.50 per share for the financial year 2015-16.**

	E-voting		Ballot Forms		Total votes	Percentage
	No of Members	No of Votes	No of Members	No of Votes	E-voting + Poll	
In Favour	45	3860408	39	6373	3866781	100%
Against	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0

Resolution No. 03**To appoint a Director in place of Mr. Ludwig Rapp (DIN: 00700693), who retires by rotation and, being eligible, offers himself for reappointment.**

	E-voting		Ballot Forms		Total votes	Percentage
	No of Members	No of Votes	No of Members	No of Votes	E-voting + Poll	
In Favour	45	3860408	39	6373	3866781	100%
Against	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0



Resolution No. 04

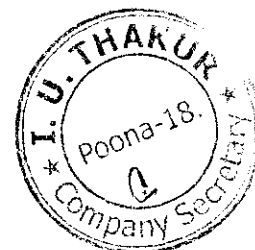
Appointment of M/s. MGM and Company, chartered Accountants, as Statutory Auditors.

	E-voting		Ballot Forms		Total votes	Percentage
	No of Members	No of Votes	No of Members	No of Votes	E-voting + Poll	
In Favour	45	3860408	39	6373	3866781	100%
Against	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0

Resolution No. 05

Appointment of Mr. Soumitra Bhattacharya (DIN: 02783243), as a Director 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	45	3860408	39	6373	3866781	100%
Against	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0



Resolution No. 06**Appointment of Mr. Utkarsh Munot (DIN: 00049903) as the Chief Executive Officer 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	45	3860408	39	6373	3866781	100%
Against	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0

Resolution No. 07**Alteration of Articles of Association by inserting new Articles 117A.**

	E-voting		Ballot Forms		Total votes	Percentage
	No of Members	No of Votes	No of Members	No of Votes	E-voting + Poll	
In Favour	45	3860408	39	6373	3866781	100%
Against	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0



Resolution No. 08

Re-appointment of Mr. Dinesh Munot (DIN: 00049801) as the Chairman and Managing Director.

	E-voting		Ballot Forms		Total votes	Percentage
	No of Members	No of Votes	No of Members	No of Votes	E-voting + Poll	
In Favour	45	3860408	39	6373	3866781	100%
Against	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0



Resolution No. 09

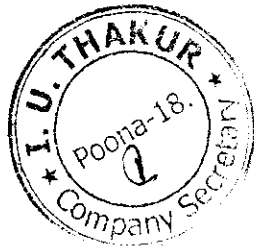
Consent to mortgage and/ or create Charges on the moveable/ immoveable properties of the Company.

	E-voting		Ballot Forms		Total votes	Percentage
	No of Members	No of Votes	No of Members	No of Votes	E-voting + Poll	
In Favour	45	3860408	39	6373	3866781	100%
Against	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0

All the Resolutions were approved with requisite majority.

54 (Fifty Four) members were personally present and 7 (Seven) members were present through Proxy in the Annual General Meeting of the Company.

Thanking You,
Yours faithfully,



I U Thakur
Practicing Company Secretary
Membership No. - FCS 2298
CP - 1402

Place: PUNE
Date: 30/09/2016