



ZF STEERING GEAR (INDIA) LTD.

Regd. Office & Works :

Gat No. 1242/44, 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 11, 2024

BSE LIMITED

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

Security Code: 505163

Sub: Voting Results and Scrutinizers' Report for 44th Annual General Meeting held on September 10, 2024.

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the details of Voting Results with respect to 44th Annual General Meeting of the Company held on September 10, 2024, at 10.30 a.m., through electronic mode (video conference or other audio visual means) 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

**OUTCOME OF VOTING AT 44th ANNUAL GENERAL MEETING****[As per Regulation 44(3) of Listing Regulations]**

Date of Annual General Meeting	September 10, 2024
Total no. of Shareholders as on record date (i.e. Tuesday, September 3, 2024- cut-off date for voting purpose)	10,160
No. of shareholders present in the meeting either in person or through proxy:	
a. Promoters and Promoter Group	Not Applicable
b. Public	Not Applicable
No. of shareholders attended the meeting through Video Conferencing *:	
a. Promoters and Promoter Group	6
b. Public	59

*Video conferencing includes video conference and other audio visual means

Voting Procedure

1. Remote e-voting window was open during Saturday, September 7, 2024 (9:00 a.m. IST), to Monday, September 9, 2024 (5:00 pm. IST).
2. Voting through electronic means conducted during the Annual General Meeting.

The details of voting for each resolution are given in **Annexure- 1**

Thank You,

Yours faithfully,

for **ZF Steering Gear (India) Limited**

Company Secretary

Chairman

Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			(a). To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the Reports of the Board of Directors and the Auditors thereon. (b). To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Report of the Auditors thereon.					
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	6094198	5458264	89.5649	5458264	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6094198	5458264	89.5649	5458264	0	100	0
Public-Institutions	E-Voting	900	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	900	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2978202	7524	0.2526	7524	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2978202	7524	0.2526	7524	0	100	0
Total		9073300	5465788	60.2404	5465788	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare dividend on equity shares				
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	6094198	5458264	89.5649	5458264	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6094198	5458264	89.5649	5458264	0	100	0
Public- Institutions	E-Voting	900	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	900	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2978202	7524	0.2526	7524	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2978202	7524	0.2526	7524	0	100	0
Total		9073300	5465788	60.2404	5465788	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Utkarsh Munot (DIN: 00049903), who retires by rotation, and being eligible, offers himself for reappointment.				
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	6094198	5458264	89.5649	5458264	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6094198	5458264	89.5649	5458264	0	100	0
Public- Institutions	E-Voting	900	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	900	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2978202	7524	0.2526	7389	135	98.2057	1.7943
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2978202	7524	0.2526	7389	135	98.2057	1.7943
Total		9073300	5465788	60.2404	5465653	135	99.9975	0.0025
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?			No					
Description of resolution considered			To consider Reappointment of M/s. Joshi Apte & Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office for the second consecutive term of 5 (five) Financial Years from the conclusion of this 44th Annual General Meeting of the Company until the conclusion of 49th Annual General Meeting 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	6094198	5458264	89.5649	5458264	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6094198	5458264	89.5649	5458264	0	100
Public- Institutions	E-Voting	900	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		900	0	0	0	0	0
Public- Non Institutions	E-Voting	2978202	7524	0.2526	7524	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2978202	7524	0.2526	7524	0	100
Total		9073300	5465788	60.2404	5465788	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Rohit Rathi (DIN: 00018654) as an Independent Director 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	6094198	5458264	89.5649	5458264	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6094198	5458264	89.5649	5458264	0	100	0
Public- Institutions	E-Voting	900	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	900	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2978202	7524	0.2526	6664	860	88.5699	11.4301
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2978202	7524	0.2526	6664	860	88.5699	11.4301
Total		9073300	5465788	60.2404	5464928	860	99.9843	0.0157
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval to be granted for Material Related Party Transactions of the Company with its Subsidiary				
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	6094198	5458264	89.5649	5458264	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6094198	5458264	89.5649	5458264	0	100	0
Public- Institutions	E-Voting	900	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	900	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2978202	7524	0.2526	6109	1415	81.1935	18.8065
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2978202	7524	0.2526	6109	1415	81.1935	18.8065
Total		9073300	5465788	60.2404	5464373	1415	99.9741	0.0259
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider Issuance of equity shares, for an amount not exceeding Rs. 200,00,00,000 (Rupees Two hundred crore only).				
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	6094198	5458264	89.5649	5458264	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6094198	5458264	89.5649	5458264	0	100	0
Public- Institutions	E-Voting	900	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	900	0	0	0	0	0	0
Public- Non Institutions	E-Voting	2978202	7524	0.2526	5974	1550	79.3993	20.6007
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2978202	7524	0.2526	5974	1550	79.3993	20.6007
Total		9073300	5465788	60.2404	5464238	1550	99.9716	0.0284
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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 MH 412216 IN

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 44th Annual General Meeting (AGM) of the members of the Company, held on **Tuesday, 10th day of September, 2024** at 10:30 am through Video Conferencing (**VC**) or Other Audio Video Means (**OAVM**).

1. The notice dated 10th August 2024, convening the 44th 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 Tuesday 10th September 2024.
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 44th 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 Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide facilities for remote e-voting and e-voting during the AGM.

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

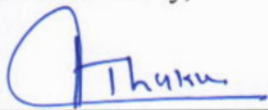
EMAIL ID: cs@siut.in

WEBSITE: www.siut.in

3. Further to the above, we submit our report as under:

- i. The remote e-voting period commenced from Saturday, 7th September 2024 (9:00 A.M) and ended on Monday, 9th September 2024 (5:00 P.M).
- ii. The members of the Company as on the Cut-off date i.e., Tuesday, 3rd September 2024 were entitled to vote on the resolutions as set out in the notice of 44th Annual General Meeting (AGM) of the Company.
- iii. The votes cast via remote e-voting were blocked on Monday, 9th September, 2024 immediately after completion of voting hours.
- 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 Central Depository Services (India) Limited (CDSL) i.e. www.evotingindia.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 10, 2024
UDIN: F002298F001185975

Peer Review No: 5460/2024

VOTING RESULTS

Z F STEERING GEAR (INDIA) LIMITED CIN: L29130PN1981PLC023734

Based on the data downloaded from website of Central Depository Services (India) Limited (CDSL), 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 receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the Reports of the Board of Directors and the Auditors thereon.

(b). To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Report of the Auditors thereon.

	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	1	1	42	5465787	5465788	100%
AGAINST	0	0	0	0	0	0
INVALID VOTES	0	0	0	0	0	NA

RESULT

As all the votes were cast in favour of the resolution and no vote was against, we report that the Ordinary Resolution with regard to Item No. 1 as set out in the Notice of the AGM is passed unanimously.

Resolution No. 02

To declare dividend on equity shares:

	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	1	1	42	5465787	5465788	100%
AGAINST	0	0	0	0	0	0
INVALID VOTES	0	0	0	0	0	NA

RESULT

As all the votes were cast in favour of the resolution and no vote was against, we report that the Ordinary Resolution with regard to Item No. 2 as set out in the Notice of the AGM is passed unanimously.

Resolution No. 03

To appoint a Director in place of Mr. Utkarsh Munot (DIN: 00049903), who retires by rotation, 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	1	1	40	5465652	5465653	100%
AGAINST	0	0	2	135	135	0%
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.

Q.

Resolution No. 04

To consider Reappointment of M/s. Joshi Apte & Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office for the second consecutive term of 5 (five) Financial Years from the conclusion of this 44th Annual General Meeting of the Company until the conclusion of 49th Annual General Meeting of 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	1	1	42	5465787	5465788	100%
AGAINST	0	0	0	0	0	0
INVALID VOTES	0	0	0	0	0	NA

RESULT

As all the votes were cast in favour of the resolution and no vote was against, we report that the Ordinary Resolution with regard to Item No. 4 as set out in the Notice of the AGM is passed unanimously.

Resolution No. 05

Appointment of Mr. Rohit Rathi (DIN: 00018654) as an Independent Director of the Company.

Resolution as a **Special 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	1	1	41	5464927	5464928	99.98%
AGAINST	0	0	1	860	860	0.02%
INVALID VOTES	0	0	0	0	0	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 Item No. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution No. 06

Approval to be granted for Material Related Party Transactions of the Company with its Subsidiary
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	1	1	39	5464372	5464373	99.97%
AGAINST	0	0	3	1415	1415	0.03%
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. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Q.

Resolution No. 07

To consider Issuance of equity shares, for an amount not exceeding Rs. 200,00,00,000 (Rupees Two hundred crore only).

Resolution as a **Special Resolution**:

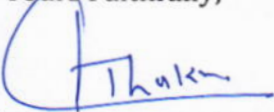
	E-VOTING		REMOTE E-VOTING		TOTAL VOTES	PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	NO OF MEMBERS	NO OF VOTES	E-VOTING & REMOTE E-VOTING	
IN FAVOUR	1	1	37	5464237	5464238	99.97%
AGAINST	0	0	5	1550	1550	0.03%
INVALID VOTES	0	0	0	0	0	NA

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 Item No. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Sixty-Five **(65) Members** attended the Annual General Meeting of the Company through Video Conferencing (VC) or Other Audio Video Means (OAVM).

Thanking You,
Yours Faithfully,



CSIU Thakur
Partner

For SIUT & Co LLP
Company Secretaries
(Unique code: L2021MH011500)
Membership N.O: 2298
COP: 1402
Place: Pune
Date: September 10, 2024
UDIN: F002298F001185975

Peer Review No: 5460/2024