

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

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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,
ZF 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 **ZF 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 41st Annual General Meeting (AGM) of the members of the Company, held on **Saturday, 28th day of August, 2021** at 10:30 am through Video Conferencing (VC) or Other Audio Video Means (OAVM).

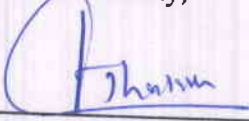
1. The notice dated 24th July 2021, convening the 41st Annual General Meeting (AGM) of the Company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the below mentioned resolutions passed at the said AGM of the Company held on Saturday 28th August 2021.
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 41st 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 Favour**" and/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.



3. Further to the above, I submit my report as under:

- i. The remote e-voting period remained open from Wednesday, 25th August 2021 (9:00 A.M) to Friday, 27th August 2021 (5:00 P.M).
- ii. The members of the Company as on the Cut-off date i.e., Friday, 20th August, 2021 were entitled to vote on the resolutions as set out in the notice of 41st Annual General Meeting (AGM) of the Company.
- iii. The votes cast via remote e-voting were blocked on Friday, 27th August 2021 immediately after completion of voting hours.
- iv. At the Annual General Meeting for the benefit of the shareholders 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.

Thank You,
Yours Faithfully,



I U Thakur

Practicing Company Secretary

Membership NO: 2298

COP: 1402

Place: Pune

Date: 30/08/2021

UDIN: F002298C000854446

Peer Review No: 1426/2021

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 and remote e-voting conducted at the AGM, I now submit combined report (remote e-voting & voting) as under:

Resolution No. 01

To receive, consider and adopt the Audited Financial Statements of the Company, for the Financial Year ended 31st March, 2021 together with the Reports of the Directors and the Auditors thereon.

Resolution as an Ordinary Resolution

	E-VOTING		REMOTE E-VOTING		TOTAL VOTES E-VOTING & REMOTE E-VOTING	PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	NO OF MEMBERS	NO OF VOTES		
IN FAVOUR	1	41	71	3543236	3543277	84.40%
AGAINST	0	0	7	654673	654673	15.60%
INVALID VOTES	0	0	0	0	0	

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 Mrs. Eitika Munot (DIN 01396661), who retires by rotation and, being eligible, offers herself for re-appointment.
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	41	67	3542284	3542325	84.38%
AGAINST	0	0	11	655625	655625	15.62%
INVALID VOTES	0	0	0	0	0	0

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

To reappoint Mr. Dinesh Munot (DIN:00049801) as the 'Chairman & Whole-Time Director' of the Company, for a period of five years with effect from July 28, 2021 to July 27, 2026, and in this regard, to consider, and if thought fit, to pass, with or without modification(s), the 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	41	67	3542194	3542235	84.38%
AGAINST	0	0	11	655715	655715	15.62%
INVALID VOTES	0	0	0	0	0	

RESULT

As the number of votes cast in favour of the resolution were more than three times the number of votes, cast against the resolution, we report that the Special 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

To reappoint Mr. Utkarsh Munot (DIN:00049903) as the 'Managing Director (MD)' of the Company, for a period of five years with effect from May 19, 2021 to May 18, 2026, and in this regard, to consider, and if thought fit, to pass, with or without modification(s), the Resolution as a Special Resolution:

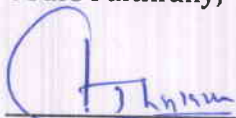
	E-VOTING		REMOTE E-VOTING		TOTAL VOTES	PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	NO OF MEMBERS	NO OF VOTES	E-VOTING & REMOTE E-VOTING	
IN FAVOUR	1	41	66	3542189	3542230	84.38%
AGAINST	0	0	12	655720	655720	15.62%
INVALID VOTES	0	0	0	0	0	

RESULT

As the number of votes cast in favour of the resolution were more than three times the number of votes, cast against the resolution, we report that the Special 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.

Fifty-One (51) Members attended the Annual General Meeting of the Company through Video Conferencing (VC) or Other Audio Video Means (OAVM).

Thank You,
Yours Faithfully,



I U Thakur
Practicing Company Secretary

Membership NO: 2298

COP: 1402

Place: Pune

Date: 30/08/2021

UDIN: F002298C000854446

Peer Review No: 1426/2021

