



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 16, 2023

BSE LIMITED

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

Security Code: 505163

**Sub: Voting Results and Scrutinizers' Report for 43rd Annual General Meeting held on
September 16, 2023.**

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 43rd Annual General Meeting of the Company held on Saturday, September 16, 2023, 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.

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 43rd ANNUAL GENERAL MEETING****[As per Regulation 44(3) of Listing Regulations]**

Date of Annual General Meeting	September 16, 2023
Total no. of Shareholders as on record date (i.e. Friday, September 8, 2023- cut-off date for voting purpose)	9,915
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	7
b. Public	52

*Video conferencing includes video conference and other audio visual means

Voting Procedure

1. Remote e-voting window was open during Wednesday, September 13, 2023 (9:00 a.m. IST), to Friday, September 15, 2023 (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

SIUT & Co LLP

COMPANY SECRETARIES

LLPIN: ABA-6960

SCRUTINIZER'S REPORT

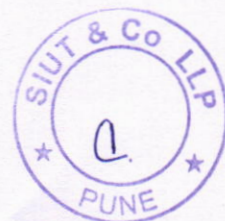
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) of the Companies (Management and Administration) Rule, 2014]

To,
The Chairman,
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 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 43rd Annual General Meeting (AGM) of the members of the Company, held on **Saturday, 16th day of September, 2023** at 10:30 am through Video Conferencing (VC) or Other Audio Video Means (OAVM).

1. The notice dated 22nd July 2023, convening the 43rd 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 16th September 2023.
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 43rd 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

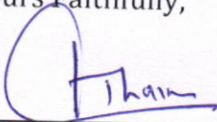
EMAIL ID: cs@siut.in

WEBSITE: www.siut.in

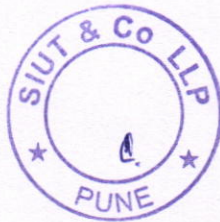
3. Further to the above, we submit our report as under:

- i. The remote e-voting period commences from Wednesday, 13th September 2023 (9:00 A.M) and ends on Friday, 15th September 2023 (5:00 P.M).
- ii. The members of the Company as on the Cut-off date i.e., Friday, 8th September 2023 were entitled to vote on the resolutions as set out in the notice of 43rd Annual General Meeting (AGM) of the Company.
- iii. The votes cast via remote e-voting were blocked on Friday, 15th September, 2023 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



Chairman

For SIUT & Co LLP
Company Secretaries
(Unique code: L2021MH011500)
Membership N.O: 2298
COP: 1402
Place: Pune
Date: 16/09/2023
UDIN: F002298E001024924

Peer Review No: 1959/2022

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, 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, 2023 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, 2023 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	10	14587	47	5765779	5780366	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	10	14587	47	5765779	5780366	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. Dinesh Munot (DIN: 00049801), who retires by rotation, and being eligible, offers himself for reappointment.

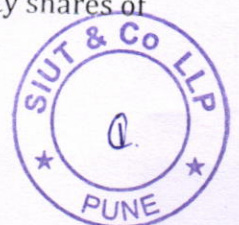
	E-VOTING		REMOTE E-VOTING		TOTAL VOTES	PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	NO OF MEMBERS	NO OF VOTES	E-VOTING & REMOTE E-VOTING	
IN FAVOUR	10	14587	46	5765659	5780246	99.998%
AGAINST	0	0	1	120	120	0.002%
INVALID VOTES	0	0	0	0	0	NA

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

To consider for increasing the Authorised Share Capital of the Company from existing Rs. 10,00,00,000 (Rupees Ten Crore Only) comprising 1,00,00,000 (One Crore) equity shares of



Rs. 10 (Rupees Ten Only) each to Rs. 20,00,00,000 (Rupees Twenty Crore Only) comprising 2,00,00,000 (Two Crore) equity shares of Rs. 10 each.
Resolution as a 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	10	14587	46	5765659	5780246	99.998%
AGAINST	0	0	1	120	120	0.002%
INVALID VOTES	0	0	0	0	0	NA

RESULT

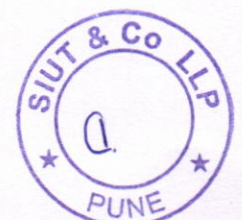
As the number of votes cast in favour of the resolution were more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution No. 05

To consider for substituting existing Clause V of the Memorandum of Association of the Company with "The Authorised Share Capital of the Company is Rs. 20,00,00,000 (Rupees twenty Crore only) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10 each, with powers to increase capital from time to time and divide the shares of original or any increased capital into several classes and attach thereto respectively, such preferential, qualified or special rights, privileges, or conditions as regards capital, dividend, voting rights or otherwise, as prescribed by the regulations of the Company as originally framed or altered from time to time.

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	10	14587	47	5765779	5780366	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 Special Resolution with regard to Item No. 5 as set out in the Notice of the AGM is passed unanimously.

Resolution No. 06

To consider and adopt the new set of Articles of Association of the Company in substitution and/or supersession of the existing Articles of Association 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	10	14587	47	5765779	5780366	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 Special Resolution with regard to Item No. 6 as set out in the Notice of the AGM is passed unanimously.

Resolution No. 07

To consider for advancing loan and/or giving of guarantee(s) and/or providing of security(ies) in connection with any loan sanctioned/ to be sanctioned by financial institutions/ banks/ insurance companies/ other investing agencies or any other person as specified in the said Section, up to the aggregate outstanding amounts not exceeding Rs. 100,00,00,000 (One Hundred Crore).

Resolution as a Special Resolution:



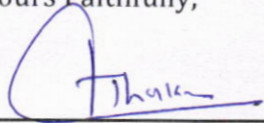
	E-VOTING		REMOTE E-VOTING		TOTAL VOTES	PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	NO OF MEMBERS	NO OF VOTES	E-VOTING & REMOTE E-VOTING	
IN FAVOUR	10	14587	46	5765659	5780246	99.998%
AGAINST	0	0	1	120	120	0.002%
INVALID VOTES	0	0	0	0	0	NA

RESULT:

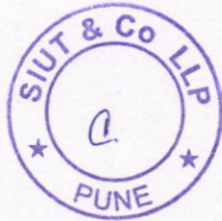
As the number of votes cast in favour of the resolution were more than three times the number of votes cast against, we report that the Special Resolution with regard to Item No. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Fifty Nine **(59) 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



Chairman

For SIUT & Co LLP
Company Secretaries
(Unique code: L2021MH011500)
Membership N.O: 2298
COP: 1402
Place: Pune
Date: 16/09/2022
UDIN: F002298E001024924

Peer Review No: 1959/2022