

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

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### SCRUTIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 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 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 Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the notice (herein after referred to as the "resolutions") of the 39<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on **Friday, 20<sup>th</sup> day of September, 2019** at the registered office of the Company at **GAT NO 1242/1244, VILLAGEVADU BUDRUK, TAL. SHIRUR, PUNE MAHARASHTRA 412216**.

1. The notice dated 31<sup>st</sup> July, 2019, convening the 39<sup>th</sup> 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 Friday 20<sup>th</sup> September, 2019.
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 39<sup>th</sup> 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**" or "**Against**" the resolutions stated above and "**Invalid**" votes, based on the reports generated from e-voting system provided by Link Intime India Pvt Limited, 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 Monday, 16<sup>th</sup> September 2019 (9:00 A.M) to Thursday, 19<sup>th</sup> September, 2019 (5:00 P.M).
- ii. The members of the Company as on the Cut-off date i.e., Thursday, 12<sup>th</sup> September, 2019 were entitled to vote on the resolutions as set out in the notice of 39<sup>th</sup> Annual General Meeting (AGM) of the Company.
- iii. The votes cast were unblocked on Friday, 20<sup>th</sup> September 2019 after AGM in the presence of 2 witnesses, Mr. Sohal Thakur and Ms. Neha Garud.

Thereafter, the details containing *inter alia*, list of Equity Share Holders, 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 Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in> based on such report generated, the results of the e-voting is annexed.

- iv. At the Annual General Meeting for the benefit of the 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 results to be placed on the Company website within prescribed time limit.
- v. Based on scrutiny of the Ballot forms received at the Annual General Meeting combined with e-voting through Link Intime India Private Limited platform, the reports are annexed.

Thanking You,  
Yours Faithfully,



**I U THAKUR**  
Practicing Company Secretary  
M No : 2298  
CP No : 1402



**PLACE : PUNE**

**DATE : 21/09/2019**

## VOTING RESULT

### ZF STEERING GEAR (INDIA) LIMITED

CIN: L29130PN1981PLC023734

Based on the data downloaded from Link Intime India Pvt Limited, for E-voting process and poll conducted at the AGM, I now submit combined report (E-Voting & poll) as under:

#### Resolution No. 01

To receive, consider and adopt

- a) The Audited Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March, 2019 together with the reports of the Board of Directors and the Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March, 2019 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	20	6032773	38	1128	6033901	100%
AGAINST	0	0	0	0	0	0.00%
INVALID VOTES	0	0	1	1	1	NA

#### RESULT

As the number of votes cast in favour of the resolution were more than the number of votes cast against if any, 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**

Vacancy on the Board, caused due to retirement by rotation of Mr. Soumitra Bhattacharya (DIN: 02783243), be not filled-up."

	E-VOTING		BALLOT FORMS		TOTAL VOTES	PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	NO OF MEMBERS	NO OF VOTES	E-VOTING + POLL	
IN FAVOUR	20	6032773	38	1128	6033901	100%
AGAINST	0	0	0	0	0	0.00%
INVALID VOTES	0	0	1	1	1	NA

### **RESULT**

As the number of votes cast in favour of the resolution were more than the number of votes cast against if any, 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 appoint M/s Joshi Apte & Co., Chartered Accountants (Firm Registration No. 104370W), as Statutory Auditors of the Company, in place of retiring auditors M/s. MGM & Company, Chartered Accountants (Firm Registration No. 117963W), for a period of 5 (five) consecutive years, to hold office from the conclusion of this 39th Annual General Meeting until the conclusion of the 44th Annual General Meeting, on a remuneration of Rs. 7.30 Lakh as statutory audit fees for the financial year 2019-20 which will increase by 5% per annum, from next financial year.

	E-VOTING		BALLOT FORMS		TOTAL VOTES	PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	NO OF MEMBERS	NO OF VOTES	E-VOTING + POLL	
IN FAVOUR	20	6032773	38	1128	6033901	100%
AGAINST	0	0	0	0	0	0.00%
INVALID VOTES	0	0	1	1	1	NA

### **RESULT**

As the numbers of votes cast in favour of the resolution were more than the number of votes cast against if any, 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 re-appoint **Mr. Shridhar S Kalmadi (DIN 00044301)** as an Independent 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	
<b>IN FAVOUR</b>	20	6032773	38	1128	6033901	100%
<b>AGAINST</b>	0	0	0	0	0	0.00%
<b>INVALID VOTES</b>	0	0	1	1	1	NA

**RESULT**

As the numbers of votes cast in favour of the resolution were more than three times the number of votes, if any, 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.

**Resolution No. 05**

To re-appoint **Mr. Jitendra A. Pandit (DIN 05359478)** as an Independent 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	
<b>IN FAVOUR</b>	20	6032773	38	1128	6033901	100%
<b>AGAINST</b>	0	0	0	0	0	0.00%
<b>INVALID VOTES</b>	0	0	1	1	1	NA

**RESULT**

As the numbers of votes cast in favour of the resolution were more than three times the number of votes, if any, cast against the resolution, 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**

To appoint Mr. Sandeep Nelamangala (DIN 08264554) as Non-Executive 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	20	6032773	38	1128	6033901	100%
AGAINST	0	0	0	0	0	0.00%
INVALID VOTES	0	0	1	1	1	NA

**RESULT**

As the numbers of votes cast in favour of the resolution were more than the number of votes cast against if any, 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.

**Resolution No. 07**

To appoint Mr. Adit Rathi (DIN 00084380) as an Independent 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	20	6032773	38	1128	6033901	100%
AGAINST	0	0	0	0	0	0.00%
INVALID VOTES	0	0	1	1	1	NA

**RESULT**

As the numbers of votes cast in favour of the resolution were more than the number of votes cast against if any, we report that the Ordinary 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.



**Resolution No. 08**

To approve re-classification of some of the Promoters 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	20	6032773	38	1128	6033901	100%
AGAINST	0	0	0	0	0	0.00%
INVALID VOTES	0	0	1	1	1	NA

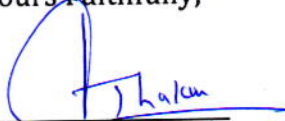
**RESULT**

As the numbers of votes cast in favour of the resolution were more than the number of votes cast against if any, we report that the Ordinary Resolution with regard to Item No.8 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Forty-Nine Members were personally present and no Member was present through proxy in the Annual General Meeting of the Company.

The relevant records relating to E-voting and Poll were sealed and handed over to the Company Secretary for safe keeping.

Thanking You,  
Yours Faithfully,



**I U THAKUR**  
**Practicing Company Secretary**  
M No : 2298  
CP No : 1402



PLACE : PUNE  
DATE : 21/09/2019