



ZF STEERING GEAR (INDIA) LTD.

Corporate Office :

A-601/602, ICC Trade Tower, Senapati Bapat Road,
Shivajinagar, Pune-411 016 (India), Tel. : 020 - 6728 9900
Corporate Identity Number (CIN) : L29130PN1981PLC023734



July 17, 2019

**The Secretary
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001**

Company's Scrip Code: 505163

Dear Sir,

Sub: Proceedings of Extraordinary General Meeting of ZF Steering Gear (India) Limited (CIN: L29130PN1981PLC023734) held on Wednesday, July 17, 2019 from 10.00 a.m. at Navalmal Firodia Seminar Hall No.4-West, Mahratta Chamber of Commerce Industries and Agriculture, 505 A Wing, 5th Floor, MCCIA Trade Tower, Senapati Bapat Road, Pune 411016.

This is to inform you that the Extraordinary General Meeting (EGM) of ZF Steering Gear (India) Limited (**the Company**) was held today i.e. Wednesday, July 17, 2019, during 10 a.m. to 10.50 a.m. at the Navalmal Firodia Seminar Hall No.4-West, Mahratta Chamber of Commerce Industries and Agriculture, 505 A Wing, 5th Floor, MCCIA Trade Tower, Senapati Bapat Road, Pune 411016.

Mr. Dinesh Munot, Chairman of the Board of Directors of the Company, chaired the meeting. The Chairman confirmed the presence of requisite quorum as per Section 103 of the Companies Act, 2013. Thereafter, he called the meeting to order. The Chairman extended a warm welcome to members and other dignitaries present at the meeting. He then introduced the Directors and the key managerial persons sitting on the dais.

The Members were informed that the Statutory Registers, Proxy Register and other documents referred to in the EGM Notice, were kept open for inspection.

It was further informed that the Notice convening the EGM was sent to all the members and others entitled thereto through permitted mode. With the permission of the Members, the Notice of the EGM was taken as read.



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



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The Chairman, in his address briefed on the Items contained in the EGM Notice. Thereafter, he invited Members to ask questions or queries, if any, pertaining to the Agenda of the EGM.

It was then informed that pursuant to the provisions of the Companies Act, 2013 read with Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended remote e-voting facility to the Members of the Company in respect of the Resolutions mentioned in the Notice convening the EGM. The remote e-voting commenced at 9.00 a.m. on July 13, 2019 and ended at 5.00 p.m. on July 16, 2019. The Company engaged the services of Link Intime India Private Limited ("LI IPL") as the authorised agency to provide e-voting facility and appointed Mr. Sridhar G Mudaliar, FCS 6158, Practicing Company Secretary and Ms. Sheetal Joshi, ACS 17436, Practicing Company Secretary as the Scrutinizers for the purpose of scrutinizing the Remote E-voting and Electronic Venue Voting process in a fair and transparent manner. The facility for voting through Electronic Venue Voting was also made available at the Meeting for Members who had not cast their vote through remote e-voting.

After that the following agenda items as set out in the EGM Notice were taken up while briefly explaining the objective and implications, wherever necessary:

Sr. No.	Particulars	Type of Resolution
Special Business		
1	Sale of shares of Robert Bosch Automotive Steering Private Limited held by the Company to Robert Bosch Automotive Steering GmbH.	Special Resolution
2	Change in designation of Mr. Dinesh Hirachand Munot (DIN 00049801) and Minimum Remuneration.	Special Resolution
3	Change in designation of Mr. Utkarsh Munot (DIN 00049903) and Terms of Remuneration.	Special Resolution
4	Re-appointment of Mr. Manish Motwani (DIN 00394860) as	Special Resolution



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	an Independent Director of the Company.	
5	Re-appointment of Mr. S. A. Gundecha (DIN 00220352) as an Independent Director of the Company.	Special Resolution

Thereafter, the Chairman put all the resolutions for voting and requested the Members to cast their votes, if not cast earlier, by Electronic Venue Voting.

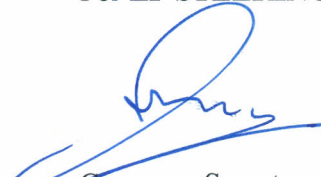
The Chairman further informed that the Scrutinizers will consider the votes cast through Remote E-Voting, and Electronic Venue Voting conducted at the meeting and will then prepare consolidated report of voting on the resolutions and submit to the Chairman. On receipt of Scrutinizer's Report, the Company will send the Voting Results to the BSE Limited, where the shares of the Company are listed, within 48 hours of the conclusion of the meeting and shall place the same on website of the Company.

The meeting was thereafter concluded at 10.50 a.m. with a vote of thanks to the Chair.

Thanking you,

Yours faithfully,

For **ZF STEERING GEAR (INDIA) LIMITED**


Company Secretary



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