



## 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



August 30, 2021

**BSE LIMITED**  
25<sup>TH</sup> Floor, P.J. Towers,  
Dalal Street, Mumbai – 400001

**Security Code: 505163**

**Sub: Outcome of Voting of 41<sup>st</sup> Annual General Meeting held on August 28, 2021.**

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 41<sup>st</sup> Annual General Meeting of the Company held on Saturday, August 28, 2021 from 10.30 a.m. to 11:44 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](http://www.zfindia.com) and on the website of the Stock Exchange [www.bseindia.com](http://www.bseindia.com).

Also, please find enclosed herewith, the Report issued by the Scrutinizer - Mr. I U Thakur, Practicing Company Secretary, (Membership No. 2298, C.P. No. 1402).

We request you to take the aforesaid on records.

Thank You,  
Yours faithfully,  
for ZF Steering Gear (India) Limited

Company Secretary



**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](http://www.zfindia.com), Email Id : [enquiry@zfindia.com](mailto:enquiry@zfindia.com)



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### OUTCOME OF VOTING AT 41<sup>st</sup> ANNUAL GENERAL MEETING

[As per Regulation 44(3) of Listing Regulations]

<b>Date of Annual General Meeting</b>	August 28, 2021
<b>Total no. of Shareholders as on record date (i.e. Friday, August 20, 2021- cut-off date for voting purpose)</b>	10,605
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>a. Promoters and Promoter Group</b>	Not Applicable
<b>b. Public</b>	Not Applicable
<b>No. of shareholders attended the meeting through Video Conferencing *:</b>	
<b>a. Promoters and Promoter Group</b>	6
<b>b. Public</b>	45

\*Video conferencing includes video conference and other audio visual means

#### Voting Procedure

1. Remote e-voting window was open during August 25, 2021 to Friday, August 27, 2021.
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



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**ANNEXURE -1**

Resolution Required: (Ordinary)			1. To receive, consider and adopt the Audited Financial Statements of the Company, for the Financial Year ended March 31, 2021, together with the Reports of the Directors and the Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	No. 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	61,18,418	36,26,169	59.27	29,71,613	6,54,556	81.95	18.10
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		36,26,169	59.27	29,71,613	6,54,556	81.95	18.10
Public Institutions	E-Voting	1,49,700	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-
Public Non Institutions	E-Voting	28,05,182	5,71,740	20.39	5,71,623	117	99.97	0.02
	*Poll		41	0.01	41	-	0.01	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		5,71,781	20.40	5,71,664	117	99.98	0.02
<b>Total</b>		<b>90,73,300</b>	<b>41,97,950</b>	<b>46.27</b>	<b>35,43,277</b>	<b>6,54,673</b>	<b>84.40</b>	<b>15.60</b>
<b>Whether the Resolution was passed or not</b>								<b>Yes</b>
*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM.								

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Resolution Required: (Ordinary)			2. To appoint a Director in place of Mrs. Eitika Munot (DIN: 01396661), who retires by rotation and being eligible, offers herself for reappointment.					
Whether promoter/ promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	No. 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	61,18,418	36,26,169	59.27	29,71,613	6,54,556	81.95	18.05
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		36,26,169	59.27	29,71,613	6,54,556	81.95	18.05
Public Institutions	E-Voting	1,49,700	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-
Public Non Institutions	E-Voting	28,05,182	5,71,740	20.39	5,70,671	1,069	99.81	0.18
	*Poll		41	0.01	41	-	0.01	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		5,71,781	20.40	5,70,712	1,069	99.82	0.18
<b>Total</b>		<b>90,73,300</b>	<b>41,97,950</b>	<b>46.27</b>	<b>35,42,325</b>	<b>6,55,625</b>	<b>84.38</b>	<b>15.62</b>
<b>Whether the Resolution was passed or not</b>								<b>Yes</b>
*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM.								

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Resolution Required: (Special)			3. To reappoint Mr. Dinesh Munot (DIN: 00049801) as the Chairman and Whole – Time Director for 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 following Resolution as a Special Resolution.					
Whether promoter/ promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	No. 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	61,18,418	36,26,169	59.27	29,71,613	6,54,556	81.95	18.05
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		36,26,169	59.27	29,71,613	6,54,556	81.95	18.05
Public Institutions	E-Voting	1,49,700	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-
Public Non Institutions	E-Voting	28,05,182	5,71,740	20.39	5,70,581	1,159	99.79	0.20
	*Poll		41	0.01	41	-	0.01	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		5,71,781	20.40	5,70,622	1,159	99.80	0.20
<b>Total</b>		<b>90,73,300</b>	<b>41,97,950</b>	<b>46.27</b>	<b>35,42,235</b>	<b>6,55,715</b>	<b>84.38</b>	<b>15.62</b>
<b>Whether the Resolution was passed or not</b>								<b>Yes</b>
*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM.								



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Resolution Required: (Special)			4. To reappoint Mr. Utkarsh Munot (DIN: 00049903) as the Managing Director for 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 following Resolution as a Special Resolution.					
Whether promoter/ promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	No. 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	61,18,418	36,26,169	59.27	29,71,613	6,54,556		
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		36,26,169	59.27	29,71,613	6,54,556	81.95	18.05
Public Institutions	E-Voting	1,49,700	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-
Public Non Institutions	E-Voting	28,05,182	5,71,740	20.39	5,70,576	1,164	99.79	0.20
	*Poll		41	0.01	41	-	0.01	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		5,71,781	20.40	5,70,617	1,164	99.80	0.20
<b>Total</b>		<b>90,73,300</b>	<b>41,97,950</b>	<b>46.27</b>	<b>35,42,230</b>	<b>6,55,720</b>	<b>54.38</b>	<b>15.62</b>
<b>Whether the Resolution was passed or not</b>								<b>Yes</b>
*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM.								

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

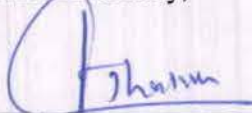
1. The notice dated 24<sup>th</sup> July 2021, convening the 41<sup>st</sup> Annual General Meeting (AGM) of the Company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the below mentioned resolutions passed at the said AGM of the Company held on Saturday 28<sup>th</sup> 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 41<sup>st</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**" 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, 25<sup>th</sup> August 2021 (9:00 A.M) to Friday, 27<sup>th</sup> August 2021 (5:00 P.M).
- ii. The members of the Company as on the Cut-off date i.e., Friday, 20<sup>th</sup> August, 2021 were entitled to vote on the resolutions as set out in the notice of 41<sup>st</sup> Annual General Meeting (AGM) of the Company.
- iii. The votes cast via remote e-voting were blocked on Friday, 27<sup>th</sup> 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](http://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 31<sup>st</sup> 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	PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	NO OF MEMBERS	NO OF VOTES	E-VOTING & REMOTE E-VOTING	
<b>IN FAVOUR</b>	1	41	71	3543236	3543277	84.40%
<b>AGAINST</b>	0	0	7	654673	654673	15.60%
<b>INVALID VOTES</b>	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	
<b>IN FAVOUR</b>	1	41	67	3542284	3542325	84.38%
<b>AGAINST</b>	0	0	11	655625	655625	15.62%
<b>INVALID VOTES</b>	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	
<b>IN FAVOUR</b>	1	41	67	3542194	3542235	84.38%
<b>AGAINST</b>	0	0	11	655715	655715	15.62%
<b>INVALID VOTES</b>	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	
<b>IN FAVOUR</b>	1	41	66	3542189	3542230	84.38%
<b>AGAINST</b>	0	0	12	655720	655720	15.62%
<b>INVALID VOTES</b>	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**





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Based on the Scrutinizer's Report dated August 30, 2021, I, Dinesh Munot, Chairman of the Company, hereby declare that the Resolutions No. 1 to 4 proposed at the 41<sup>st</sup> Annual General Meeting of ZF Steering Gear (India) Limited, are passed with requisite majority.

for ZF Steering Gear (India) Limited

  
**Dinesh Munot**  
Chairman



**Date: August 30, 2021.**

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