



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



September 21, 2019

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

Company's Scrip Code: 505163

Dear Sir,

**Sub: Disclosure under Regulation 30(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- Summary of Proceedings of the 39th Annual General Meeting held on September 20, 2019.**

The 39th Annual General Meeting (AGM) of the Members (**the Meeting**) of the Company was held on Friday during 3.00 p.m.to 3.45 p.m.at the Registered office of the Company situated at Gat Nos. 1242/44, Village Vadu Budruk, Tal. Shirur, Dist. Pune – 412 216.

In accordance with the Article 67 of the Articles of Association of the Company, Mr. Dinesh Munot, Chairman of the Board of Directors, took the Chair.

The Chairman welcomed the Members and made the following announcements –

- i. As the requisite quorum was present, he called the Meeting to order.
- ii. He introduced the Directors present on the dais and confirmed the presence of the Committee-Members authorized by the respective Chairman of the Audit Committee, Nomination and Remuneration Committee and the Stakeholders' Relationship Committee, Statutory Auditors and the Secretarial Auditor at the Meeting. The Chairman explained the absence of the Directors, who could not be present at the Meeting.



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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- iii. The Reports of the (Statutory) Auditors and of the Secretarial Auditors along with the Register of Directors and Key Managerial Personnel maintained under Section 170 of the Companies Act, 2013 (**the Act**)' the Register of Contracts or Arrangement maintained under Section 189 of the Act and other Statutory Registers, as prescribed under the Act were kept open for inspection.
- iv. The Auditors' Report and the Secretarial Audit Report, both being unmodified, were not required to be read at the Meeting.
- v. The remote e-voting facility was kept open for a period of four days from Monday, September 16, 2019 (9.00 a.m.) to Thursday, September 19, 2019 (5.00 p.m.).
- vi. Mr. I. U. Thakur, Practicing Company Secretary has been appointed by the Board, as Scrutinizer, in respect of the remote e-voting process, as well as for the Poll, to be taken at the Meeting.

The Chairman thereafter made his speech in which he briefed the Members about general automobile industry demand scenario in the country, key events impacting the Financial Performance of the Company in financial year 2018-19, performance of the first quarter of the financial year 2019-20 and the progress at the new manufacturing plant being built at Pithampur, Madhya Pradesh. He acknowledged Mr. Soumitra Bhattacharya (the Director)'s active role, particularly with regard to the affairs of the then Joint Venture Company in his speech and mentioned that Mr. Bhattacharya is not seeking re-appointment as Directors of the Company.

Thereafter, the Chairman briefly explained the background/ objectives of the proposed Eight items of business to be transacted at the Meeting.



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Before conducting the poll, the Chairman invited the Members present in person to ask questions and offer comments/ suggestions, if any, in respect of the Annual Report or in respect of operations of the Company.

Questions were asked by the Members on the adaptability of the products of the Company under BS VI norms, industrial relations, planned operations at Pithampur facility, capacity utilization and competition faced by the Company.

The Chairman replied to all the questions of the Members. He further informed the Meeting that the scrappage policy of old vehicles, which the Government is mulling, can give boost to the automobile demand.

Thereafter, the following businesses were transacted at the Meeting.

Sr. No.	Particulars	Type of Resolution
Ordinary Business		
1	Adoption of (a) the Audited Financial Statements of the Company for the financial year ended March 31, 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 March 31, 2019, together with the Report of the Auditors thereon.	Ordinary
2	Vacancy on the Board, caused due to retirement by rotation of Mr. Soumitra Bhattacharya, be not filled-up.	Ordinary
3	Appointment of M/s. Joshi Apte & Co., Chartered Accountants, as Statutory Auditors of the Company for five years.	Ordinary



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Special Business		
4.	Re-appointment of Mr. Shridhar S. Kalmadi (DIN 00044301) as an Independent Director of the Company.	Special
5.	Re-appointment of Mr. Jitendra A. Pandit (DIN 05359478) as an Independent Director of the Company.	Special
6.	Appointment of Mr. Sandeep Nelamangala (DIN 08264554) as Non-Executive Director of the Company.	Ordinary
7.	Appointment of Mr. Adit Rathi (DIN 00084380) as an Independent Director of the Company.	Ordinary
8.	Re-classification of some of the Promoters of the Company.	Ordinary

The voting on all the above resolutions was conducted through remote e-voting facility pursuant to Section 108 of the Act and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and also by way of Poll at the Meeting.

The Chairman then informed the Meeting that the combined results of the Remote e-voting and Poll will be announced on receipt of the Scrutinizer's Report and will be placed on the website of the Company and reported to BSE Limited.

The Chairman then thanked the Members present and declared the Meeting as closed. The Meeting concluded at 3.45 p.m.

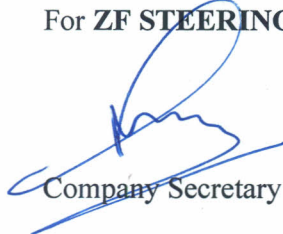
The requisite quorum was present throughout the Meeting.

This is for your information and records.

Thanking you

Yours faithfully,

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


Company Secretary



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