



ZF STEERING GEAR (INDIA) LTD.

601-602, "A" Wing, 6th Floor, MCCIA Trade Tower,
International Convention Center, 403-A, Senapati Bapat Road,
Pune-411 016, Tel. : 020-30211600, Fax : 020-30211699
Web : www.zfindia.com



Corporate Identity Number (CIN) - L29130PN1981PLC023734, Email Id- satish.mehta@zfindia.com

August 1, 2014

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

Company's Scrip Code: 505163

Sub: Voting Results of the 34th Annual General Meeting

Dear Sir,

In terms of Clause 35A of the Listing Agreement, given below are the subject mentioned details of the 34th Annual General Meeting of the Company held on July 30, 2014 at 4.00 p.m. at the Registered Office & Works: Gat No. 1242/44, Village Vadu Budruk, Tal. Shirur, Dist. Pune – 412216 (India).

Date of Annual General Meeting	Wednesday, July 30, 2014
Total Number of Shareholders on Book Closure date (i.e. July 23, 2014)	7589
Number of Shareholders present in the meeting either in person or through proxy	
Promoter and Promoter Group	5
Public	28
Number of Shareholders attending the meeting through Video Conferencing	
Promoter and Promoter Group	Nil
Public	Nil



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Agenda-wise

In case of Poll/ Postal ballot/ E-voting:

The mode of voting for all resolutions was E-voting and Poll conducted at the Meeting.

Resolution 1: Adoption of Audited Financial Statement of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon (Ordinary Resolution)

Promoter/ Public	No. of Shares held	No. of Votes polled	% 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	66,83,589	43,43,589	64.99	43,43,589	0	99.54	0.00
Public- Institutional holders	1,700	0	0.00	0	0	0.00	0.00
Public-others	23,88,011	20,081	0.84	20,081	0	0.46	0.00
Total	90,73,300	43,63,670	48.09	43,63,670	0	100	0.00

Resolution 2: Declaration of Dividend on Equity Shares (Ordinary Resolution)

Promoter/ Public	No. of Shares held	No. of Votes polled	% 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	66,83,589	43,43,589	64.99	43,43,589	0	99.54	0.00
Public- Institutional holders	1,700	0	0.00	0	0	0.00	0.00
Public- others	23,88,011	20,081	0.84	20,081	0	0.46	0.00
Total	90,73,300	43,63,670	48.09	43,63,670	0	100	0.00





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Resolution 3: Appointment of Mr. Carl Magnus Backlund, Director retiring by rotation (Ordinary Resolution)

Promoter/ Public	No. of Shares held	No. of Votes polled	% 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	66,83,589	43,43,589	64.99	43,43,589	0	99.54	0.00
Public- Institutional holders	1,700	0	0.00	0	0	0.00	0.00
Public- others	23,88,011	20,047	0.84	20,047	0	0.46	0.00
Total	90,73,300	43,63,636	48.09	43,63,636	0	100	0.00

Resolution 4: Appointment of Auditors and fixing their Remuneration (Ordinary Resolution)

Promoter/ Public	No. of Shares held	No. of Votes polled	% 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	66,83,589	43,43,589	64.99	43,43,589	0	99.54	0.00
Public- Institutional holders	1,700	0	0.00	0	0	0.00	0.00
Public- others	23,88,011	20,081	0.84	20,081	0	0.46	0.00
Total	90,73,300	43,63,670	48.09	43,63,670	0	100	0.00





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Resolution 5: Appointment of Mr. Manish Motwani as Independent Director (Ordinary Resolution)

Promoter/ Public	No. of Shares held	No. of Votes polled	% 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)	$(3)=\frac{(2)}{(1)} \times 100$	(4)	(5)	$(6)=\frac{(4)}{(2)} \times 100$	$(7)=\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	66,83,589	43,43,589	64.99	43,43,589	0	99.54	0.00
Public- Institutional holders	1,700	0	0.00	0	0	0.00	0.00
Public- others	23,88,011	20,081	0.84	20,081	0	0.46	0.00
Total	90,73,300	43,63,670	48.09	43,63,670	0	100	0.00

Resolution 6: Approval of the Remuneration of the Cost Auditor for the Financial Year Ending March 31, 2015(Ordinary Resolution)

Promoter/ Public	No. of Shares held	No. of Votes polled	% 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)	$(3)=\frac{(2)}{(1)} \times 100$	(4)	(5)	$(6)=\frac{(4)}{(2)} \times 100$	$(7)=\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	66,83,589	43,43,589	64.99	43,43,589	0	99.82	0.00
Public- Institutional holders	1,700	0	0.00	0	0	0.00	0.00
Public- others	23,88,011	20,081	0.84	20,081	0	0.46	0.00
Total	90,73,300	43,63,670	48.09	43,63,670	0	100	0.00

Note: All the aforesaid resolutions were passed with requisite majority.

Thanking You.

Yours faithfully,
For ZF Steering Gear (India) Limited


Satish Mehta
Company Secretary



Sridhar G. Mudaliar
M.Com, LL.B., F.C.S.

22-A, Hanuman Nagar,
Off: Senapati Bapat Road,
Model Colony,
Pune- 411016
Tel: 25655319

Company Secretary

Scrutinizer(s) Report

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

The 34th Annual General Meeting of the Members of ZF Steering Gear(India) Limited to be held on Wednesday, 30th day of July, 2014 at 04:00 p.m., at Gat No.1242/44, Village Vadu Budruk, Tal .Shirur, Dist.Pune - 412216.

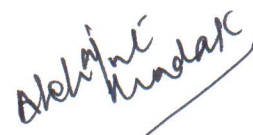
Dear Sir,

I, Sridhar G. Mudaliar, Practicing Company Secretary having office at 22 A Hanuman Nagar, Off. Senapati Bapat Road, Model Colony, Pune- 411016 have been appointed as scrutinizer of ZF Steering Gear(India) Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner & ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on below mentioned resolution(s), at the 34th AGM of the Members of ZF Steering Gear(India) Limited to be held on Wednesday, 30th day of July, 2014 at 04:00 p.m., at -Gat No.1242/44, Village Vadu Budruk, Tal .Shirur, Dist.Pune - 412216. I submit my report as under:

1. The e-voting period remained open from 24th July, 2014 (09.00 a.m.) to 26th July, 2014 (05.00 p.m.)
2. The shareholders holding shares as on the "cut off" date i.e. 06th June, 2014 were entitled to vote on the proposed resolutions (item no. 1 to 6 as set out in the Notice of the 34th AGM of ZF Steering Gear (India) Limited.
3. The votes were unblocked on 28rd July, 2014 at around 10.30 a.m. in the presence of two witnesses, Mr. Anand Jain (34/35, Ganesh Peth ,Pune-411002) and Mr. Abhijeet Modak (Prakash Developers, S. No. 34, Opp W. N. C, Vadgaon Sheri, Pune- 411014) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Anand Jain



Name: Abhijeet Modak



4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "Against", were downloaded from the e-voting website of Central Depository Services Limited (CDSL). (<https://www.evotingindia.co.in>)

5. The result of the e-voting is as under:

a) Resolution 1 – Adoption of Balance sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial period for financial year ended 31st March, 2014

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	4351624	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

b) Resolution 2 – To declare a Dividend

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	4351624	100%



(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

c) Resolution 3 – Re Appointment of Mr. Carl Magnus Backlund who retires by rotation

(i) Voted **in favour** of the resolution:

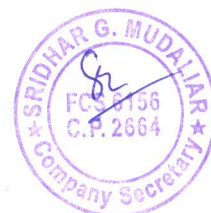
Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
30	4351590	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	34



- d) Resolution 4 – To re appointment M/s. MGM & Company Chartered Accountants as statutory auditors of the Company and to fix their remuneration.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	4351624	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

- e) Resolution 5 – Appointment of Mr. Manish Motwani as an Independent Director , who is not liable to retire by rotation.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	4351624	100%



(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

f) Resolution 6 – To approve the Remuneration of Cost Auditor M/s Joshi Apte & Associates for the financial year ending 31 st March 2015

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	4351624	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



6. The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting.

Thanking you,

Yours faithfully,



Sridhar G. Mudaliar
Practicing Company Secretary
C. P. No. 2664

Place: Pune

Date: 28th July 2014

Sridhar G. Mudaliar
M.Com, LL.B., F.C.S.

22-A, Hanuman Nagar,
Off: Senapati Bapat Road,
Model Colony,
Pune- 411016
Tel: 25655319

Company Secretary

Scrutinizer's Report

[Pursuant to Section 109 of the companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
34th Annual General Meeting of the Members of ZF Steering Gear(India) Limited held on Wednesday, 30th day of July, 2014 at 04:00 p.m. at Gat No.1242/44, Village Vadu Budruk, Tal .Shirur, Dist.Pune - 412216.

Dear Sir,

I, Sridhar G. Mudaliar, Practicing Company Secretary having office at 22 A Hanuman Nagar off Senapati Bapat Road, Model Colony, Pune 411016 having been appointed as scrutinizer of ZF Steering Gear (India) Limited ("the company") along with Mr. Pawan Kumar Jain, Client ID No. IN30009510042728 having residential address C-91, Dayanand Colony, Lajpat Nagar - 4, New Delhi - 110024 for the purpose of the poll taken on below mentioned resolution(s), 34th Annual General Meeting of the Members of ZF Steering Gear (India) Limited held on Wednesday, 30th day of July, 2014 at 04:00 p.m. at Gat No.1242/44, Village Vadu Budruk, Tal .Shirur, Dist.Pune - 412216.I submit my report as under:

1. After the time fixed for closing of the poll by the chairman, ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the company.
3. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



- a) Resolution 1 – Adoption of Balance sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial period for financial year ended 31st March, 2014

(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	12046	100%

(ii) Voted **against** the resolution:

Number of members voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

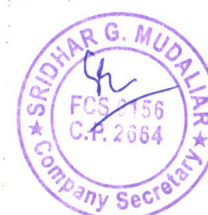
- b) Resolution 2 – To declare a Dividend

(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	12046	100%

(ii) Voted **against** the resolution:

Number of members voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

c) Resolution 3 – Re Appointment of Mr. Carl Magnus Backlund who retires by rotation

(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	12046	100%

(ii) Voted **against** the resolution:

Number of members voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

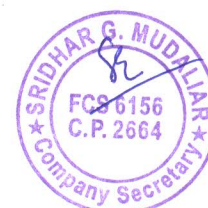
(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

d) Resolution 4 - Re appointment of M/s. MGM & Company Chartered Accountants as statutory auditors of the Company and to fix their remuneration.

(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	12046	100%



(ii) Voted **against** the resolution:

Number of members voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

e) Resolution 5 – Appointment of Mr. Manish Motwani as an Independent Director, who is not liable to retire by rotation

(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	12046	100%

(ii) Voted **against** the resolution:

Number of members voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



- f) Resolution 6 – To approve the Remuneration of Cost Auditor M/s Joshi Apte & Associates for the financial year ending 31st March 2015

(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	12046	100%

(ii) Voted **against** the resolution:

Number of members voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

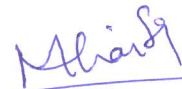
(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

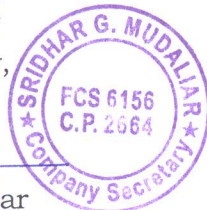
5. A list of equity shareholders who voted “ FOR”, “AGAINST” and those whose votes were declared invalid for each resolution is enclosed
6. The poll papers and other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking you,

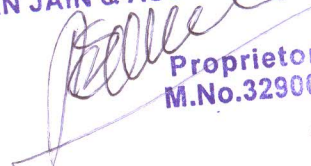
Yours faithfully,



Sridhar Mudaliar
Practicing Company Secretary



For PAWAN JAIN & ASSOCIATES


Proprietor
M.No.32900



Pawan Kumar Jain
C-91, Dayanand Colony, Lajpat Nagar - 4,
New Delhi – 110024
Client ID No. IN IN30009510042728

C. P. No.2664
Place: Pune
Date: 31st July, 2014

Place: Pune
Date: 31st July, 2014