

MINUTES OF THE PROCEEDINGS OF THE THIRTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ZF STEERING GEAR (INDIA) LIMITED, HELD ON WEDNESDAY, THE 30<sup>TH</sup> DAY OF JULY, 2014 AT 4.00 P.M., AT THE REGISTERED OFFICE OF THE COMPANY, AT GAT NOS. 1242/1244, VILLAGE-VADU BUDRUK, TAL. SHIRUR, DIST. PUNE-412 216.

The following were present:

- Mr. Dinesh Munot- Chairman and Managing Director/ Member
- Mr. Jinendra Munot- Jt. Managing Director/ Member
- Mr. Utkarsh Munot- Executive Director/ Member
- Mr. Manish Motwani- Chairman-Audit Committee
- Mr. Ludwig Rapp- Director
- Mr. M. L. Rathi- Independent Director
- Mr. Shridhar S. Kalmadi- Independent Director
- Mr. Ajinkya Arun Firodia- Independent Director
- Mr. Carl Magnus Backlund- Director
- Mr. Jitendra A. Pandit- Independent Director
- Mr. Jinendra Jain- Chief Financial Officer (CFO)
- Mr. Satish Mehta- Company Secretary
  
- Thirty Two Members were present in person
- One Member was present through Proxy.

Mr. Mangesh Katariya of M/s. MGM and Company, Pune, Chartered Accountants, Statutory Auditors and Mr. Sridhar G. Mudaliar, Practising Company Secretary, the Scrutinizer for scrutinizing the process of electronic and ballot voting, were also present.



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 declared that the requisite quorum, as per the provisions of Section 103 of the Companies Act, 2013, was present and called the Meeting as in order.

The Chairman requested the Company Secretary to inform the Members about Representation and Proxies received by the Company. The Company Secretary announced that one Corporate member holding 23,40,000 Equity Shares has appointed the representative, to attend this Meeting and one Proxy from a Member holding 4,292 shares were received by the Company. The Company Secretary further informed that however, the Corporate- Representation received is defective. The original representation document conferring authority to Mr. Backlund and failing him Mr. Rapp to represent and vote, on behalf of ZF Lenksysteme, GmbH, at the 34<sup>th</sup> Annual General Meeting, was shown to the Chairman. The Chairman declared that Mr. Backlund and Mr. Rapp can attend the Meeting in their capacity as 'Director' of the Company.

The Chairman then requested the Company Secretary to read the Auditors' Report. The Auditors' Report was read.

The Chairman then delivered his speech.

Thereafter, the Chairman stated that the Company had provided e-voting facility to the shareholders to cast their votes at the Annual General Meeting, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, in respect of all the businesses mentioned in the Notice. He further informed that the e-voting facility was kept open from Thursday, July 24, 2014 (9.00 a.m.) to Saturday, July 26, 2014 (5.00 p.m.). He further stated that Mr. Sridhar G. Mudaliar, Practising Company Secretary was appointed as Scrutinizer in connection with the e-voting process.



Before conducting the poll, the Chairman invited members present in person to ask questions and offer comments, if any, in respect of the Annual Report or in respect of any business being part of the Notice of the 34<sup>th</sup> Annual General Meeting.

On invitation by the Chairman, Mr. Mustafa Mazahir Khedwala (Client Id IN300214 15721839) and Mr. Prasanna Shantilal Mutha (Client ID 13021900 00132073), gave their suggestions and raised queries in respect of the Company's financial statements and business operations. The questions were mainly about (a) the Company's substantial investment in its Joint Venture Company- ZF Lenksysteme India Pvt. Ltd., (b) Joint Venture Company's future prospects, (c) the Company's capex plans, (d) New Product- Steering Gears for Quadricycle (e) and other matters like provision for tax etc.

The Chairman requested Mr. Backlund to explain to the shareholders the plans of Joint Venture Company and future prospects thereof. Mr. Backlund, however, did not address the Meeting and requested the Chairman to reply to all the questions. The Chairman replied to all the questions and also briefed the Members about the operations of the Joint-Venture Company.

The Chairman also invited Mr. Carl Magnus Backlund, representing ZF Lenksysteme GmbH if he wanted to read the Statement dated July 29, 2014, received from ZF Lenksysteme, GmbH (ZFLS), which was received by the Company from ZFLS on July 29, 2014, as a statement under Section 111 of the Companies Act, 2013. Mr. Backlund did not read the Statement.

The Chairman then announced that as per Section 107 read Section 108 of the Companies Act 2013, there will be no show of hands at the Annual General Meeting. and stated that in order to enable the members present at the meeting in person or in proxy to cast their votes, a poll would be conducted in respect of all the resolutions/business contained in the Notice and for each of the resolutions separately.

The Chairman intimated the meeting that the poll of these resolutions to be put for the consideration of this Meeting would be conducted simultaneously, in order to organize the voting in a systematic



manner and considering the fact that the Company has offered electronic voting for the business to be transacted at this Meeting.

- 1) The Chairman then moved the resolution related to Item No.1 and as per the provisions of Section 109 of the Companies Act, 2013, directed that the poll be conducted along with the other Resolutions/business before the Meeting :-

“ **RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended March 31, 2014, together with the reports of the Board of Directors and Auditors thereon covering the same period be and are hereby approved and adopted.”

- 2) The Chairman then moved the resolution related to Item No.2 and as per the provisions of Section 109 of the Companies Act, 2013, directed that the poll be conducted along with the other Resolutions/business before the Meeting :-

“**RESOLVED THAT** a dividend of Rs. 7/- per Equity Share of Rs. 10/-each for the year ended March 31, 2014, be and is hereby declared, out of the profits available for appropriation, on the paid up capital of the Company as on March 31, 2014, i.e on 90,73,300 Equity Shares of Rs. 10/- each and that the same be paid: (1) to the Members who hold shares in physical form and whose names appear on the Register of Members as at the close of business on July 23, 2014 and (ii) to the beneficial owners of shares, as on July 23, 2014.”

- 3) The Chairman then moved the resolution related to Item No.3 and as per the provisions of Section 109 of the Companies Act, 2013, directed that the poll be conducted along with the other Resolutions/business before the Meeting :-

“**RESOLVED THAT** Mr. Carl Magnus Backlund, a Director, who retires by rotation at this meeting, being eligible for re-appointment be and is hereby re-appointed a Director of the Company.”



- 4) The Chairman then moved the resolution related to Item No.4 and as per the provisions of Section 109 of the Companies Act, 2013, directed that the poll be conducted along with the other Resolutions/business before the Meeting :-

“**RESOLVED THAT** in accordance with applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), the retiring auditors, Messers, MGM and Company, Chartered Accountants, (Registration No. 117963W), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on remuneration to be fixed by the Board of Directors.”

- 5) The Chairman then moved the resolution related to Item No.5 and as per the provisions of Section 109 of the Companies Act, 2013, directed that the poll be conducted along with the other Resolutions/business before the Meeting :-

“**RESOLVED THAT**, pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013. Mr. Manish Motwani (DIN: 00394860), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Manish Motwani as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office up to March 31, 2019, not liable to retire by rotation.”

- 6) The Chairman then moved the resolution related to Item No.6 and as per the provisions of Section 109 of the Companies Act, 2013, directed that the poll be conducted along with the other Resolutions/business before the Meeting :-

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s.



Joshi Apte & Associates, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

The Chairman appointed Mr. Sridhar G. Mudaliar, Practising Company Secretary, as one of the Scrutinizers for poll and requested one of the shareholders present to act as the second scrutinizer, Mr. Pawan Kumar Jain consented to act as the second Scrutinizer.

The Chairman then informed the meeting that the results of the e-voting and poll will be announced on receipt of the Scrutinizers Report and will be placed on the website of the Company and reported to the Stock Exchange, as required.

#### **Conduct of Poll**

Mr. Sridhar G. Mudaliar and Mr. Pawan Kumar Jain conducted the poll. After ensuring that all the Members and proxies participating in the Poll had casted their votes, the Scrutinizers closed the poll at around 1800 hrs. and took the custody of the Polling boxes.

The Chairman thanked the Members for their participation and announced formal closure of the 34<sup>th</sup> Annual General Meeting of the Company.

#### **Results of the Electronic Voting and Poll on the Ordinary and Special Business at the Annual General Meeting of the Company held on Wednesday, July 30, 2014.**

On the basis of the Scrutinizer’s Report for the e-voting dated July 24, 2014 and the Scrutinizer’s Report for the Poll conducted at the Annual General Meeting dated July 30, 2014, the summary of which is mentioned hereunder, the Company Secretary (as authorized by the Chairman to announce



the results) of the Company announced the results of Voting on August 1, 2014 that all the Resolutions for the Ordinary and Special Business as set out in item No. 1 to 6 in the Notice of the 34<sup>th</sup> Annual General Meeting of the Company have been duly passed, by the requisite majority.

Resolution Nos. as given in the Notice of the 34 <sup>th</sup> Annual General Meeting	Particulars of Votes Cast							Results Declared
		Electronic Voting		Poll		Voting Results		
		Nos. (A)	% to vote	Nos. (B)	% to vote	Nos. (A) + (B)	% to vote	
<b>Ordinary Business</b>								
1. To consider and adopt the Annual Financial Statement of the Company for the Financial Year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon.	Votes cast in favour	43,51,624	100	12,046	100	43,63,670	100	<b>Passed Unanimously</b>
	Votes cast against	N.A		N.A		N.A		
	Invalid Votes	Nil		Nil		Nil		
2. Declaration of Dividend @ Rs. 7 per equity share for the financial year 2013-14	Votes cast in favour	43,51,624	100	12,046	100	43,63,670	100	<b>Passed Unanimously</b>
	Votes cast against	N.A		N.A		N.A		
	Invalid Votes	Nil		Nil		Nil		
3. Appointment of Mr. Carl Magnus Backlund (DIN 03573869), Director retiring by rotation	Votes cast in favour	43,51,590	100	12,046	100	43,63,636	100	<b>Passed Unanimously</b>
	Votes cast against	N.A		N.A		N.A		
	Invalid Votes	Nil		Nil		Nil		



<p>4. Appointment of M/s MGM &amp; Company, Chartered Accountants, (Firm Registration No. 117963W), as Statutory Auditors of the Company to hold office from conclusion of this 34<sup>th</sup> Annual General Meeting until the conclusion of next Annual General Meeting on such remuneration as may be determined by the Board of Directors.</p>	<p>Votes cast in favour Votes cast against Invalid Votes</p>	<p>43,51,624 N.A Nil</p>	<p>100</p>	<p>12,046 N.A Nil</p>	<p>100</p>	<p>43,63,670 N.A Nil</p>	<p>100</p>	<p><b>Passed Unanimously</b></p>
<b>Special Business</b>								
<p>5. Appointment of Mr. Manish Motwani (DIN 00394860), as an Independent Director of the Company to hold office for a term of 5(five) consecutive years up to March 31, 2019, not liable to retire by rotation.</p>	<p>Votes cast in favour Votes cast against Invalid Votes</p>	<p>43,51,624 N.A Nil</p>	<p>100</p>	<p>12,046 N.A Nil</p>	<p>100</p>	<p>43,63,670 N.A Nil</p>	<p>100</p>	<p><b>Passed Unanimously</b></p>
<p>6. Ratification of the remuneration payable to the Cost Auditors of the Company for the financial year ending March 31, 2015</p>	<p>Votes cast in favour Votes cast against Invalid Votes</p>	<p>43,51,624 N.A Nil</p>	<p>100</p>	<p>12,046 N.A Nil</p>	<p>100</p>	<p>43,63,670 N.A Nil</p>	<p>100</p>	<p><b>Approved Unanimously</b></p>

**For ZF STEERING GEAR (INDIA) LTD.**



*[Handwritten Signature]*

**Chairman & Managing Director**

**Pune  
August 25, 2014**