

SVD & ASSOCIATES

Company Secretaries

4th Floor, Vedwati Apartments, Shivajinagar, Pune – 411005
Telephone: 020 25511040; email: deulkarcs@gmail.com

To
The Chairman,
Z F Steering Gear (India) Limited
Gat Nos. 1242/44, Village Vadu Budruk,
Taluka Shirur, Dist Pune,
Pune-412216.

Sub: Results of E-voting and Poll

Dear Sir,

I undersigned, Sridhar G. Mudaliar, Practicing Company Secretary who has been appointed as the Scrutinizer of Z F Steering Gear (India) Limited for following:

- a) E-voting conducted during 21st March, 2015 to 23rd March, 2015
- b) Poll conducted at Extra-Ordinary General Meeting (EGM) held on 27th March, 2015 and
- c) Combined report of E-voting and Poll

For the resolutions contained in the Notice of the said Extra-Ordinary General Meeting (EGM) held on 27th March, 2015.

I enclose my Reports on E-voting, Poll and Combined report of E-voting and Poll for your information and records.

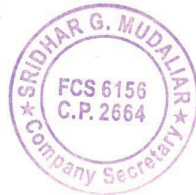
I hereby declare that all the 5 (Five) resolutions as per the aforesaid Notice of the EGM of the Company have been passed unanimously.

Thanking you,

For SVD & Associates



Sridhar G. Mudaliar
Partner
C. P. No. 2664



Place: Pune

Date: 28th March, 2015

Company Secretary

Combined Report
Z F Steering Gear (India) Limited
Extra-Ordinary General Meeting dated 27th March, 2015

| Sr. No | Resolutions | E - voting | | Voting through Poll | | Total | | Result |
|--------|---|--------------|---------|---------------------|---------|--------------|---------|-------------------------------|
| | | No. of Votes | | No. of Votes | | No. of Votes | | |
| | | For | Against | For | Against | For | Against | |
| 1 | Ordinary Resolution for Appointment of Mr. M. L. Rathi as an Independent Director not Liable to retire by rotation | 4397715 | 0 | 37963 | 0 | 4435678 | 0 | Resolution passed unanimously |
| 2 | Ordinary Resolution for Appointment of Mr. Shridhar S. Kalmadi as an Independent Director not Liable to retire by rotation | 4397715 | 0 | 37963 | 0 | 4435678 | 0 | Resolution passed unanimously |
| 3 | Ordinary Resolution for Appointment of Mr. Ajinkya Arun Firodia as an Independent Director not Liable to retire by rotation | 4397715 | 0 | 37963 | 0 | 4435678 | 0 | Resolution passed unanimously |
| 4 | Ordinary Resolution for Appointment of Mr. Jitendra A. Pandit as an Independent Director not Liable to retire by rotation. | 4397715 | 0 | 37963 | 0 | 4435678 | 0 | Resolution passed unanimously |
| 5 | Ordinary Resolution for Appointment of Mr. Satish A. Gundecha as an Independent Director not Liable to retire by rotation. | 4397715 | 0 | 37963 | 0 | 4435678 | 0 | Resolution passed unanimously |



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



Place: Pune
Date : 28th March, 2015