

ZF STEERING GEAR (INDIA) LIMITED

Registered Office: 1242/44, Village Vahu Budruk, Tal. Shirur, Dist. Pune- 412 216 Tel: 02137-305100. CIN : L29130PN1981P1 C023734. Email: enquire@zf.india.com

PART I STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE QUARTER / YEAR ENDED MARCH 31, 2015		(Rs. in Million)				
Sr. No.	PARTICULARS	Quarter ended			Year Ended	
		31-Mar-15 (Reviewed)	31-Dec-14 (Reviewed)	31-Mar-14 (Reviewed)	31-Mar-15 (Audited)	31-Mar-14 (Audited)
1	(a) Net Sales/ Income from Operations	954.03	701.47	812.59	3,304.52	2,910.98
	(b) Other Operating Income	5.88	6.52	5.01	21.39	13.68
	Total Income from Operations (net)	959.91	707.99	817.60	3,325.91	2,924.66
2	Expenses					
	a) Cost of material consumed	521.28	499.00	503.09	2,123.53	1,911.01
	b) Purchases of stock-in-trade	2.67	2.37	2.01	10.15	8.15
	c) Changes in inventories of finished goods & Work-in-Progress	53.61	(30.50)	34.14	(9.44)	(98.70)
	d) Employees benefits expense	89.14	84.60	59.59	360.82	312.29
	e) Depreciation and amortisation expense	68.63	64.94	55.77	234.45	210.39
	f) Other Expenses	94.86	49.51	45.46	239.91	185.54
	Total expenses	830.19	669.92	700.06	2,959.42	2,528.68
3	Profit from Operations before other income, finance costs and exceptional items (1-2)	129.72	38.07	117.54	366.49	395.98
4	Other Income	23.89	13.00	13.24	69.67	59.61
5	Profit from ordinary activities before finance costs & exceptional items (3+4)	153.61	51.07	130.78	436.16	455.59
6	Finance costs	2.97	1.96	5.44	8.52	6.90
7	Profit from ordinary activities after finance costs but before exceptional items (5-6)	150.64	49.11	125.34	427.64	448.69
8	Exceptional Items	-	-	-	-	-
9	Profit from ordinary activities before tax (7+8)	150.64	49.11	125.34	427.64	448.69
10	Tax Expense	13.38	4.30	29.96	72.00	307.65
11	Net Profit from ordinary activities after tax (9-10)	137.26	44.81	95.38	355.64	141.04
12	Extraordinary item (net of tax expense)	-	-	-	-	-
13	Net Profit for the period (11+12)	137.26	44.81	95.38	355.64	141.04
14	Paid-up Equity Share Capital (Face Value Rs. 10 Per Share)	90.73	90.73	90.73	90.73	90.73
15	Reserves excluding Revaluation Reserves as per Balancesheet of previous accounting year				2,390.72	2,165.53
16	Earnings Per Share - Basic/ Diluted & before/ after Extraordinary items	15.13	4.94	10.51	39.20	15.55

PART II SELECT INFORMATION FOR THE QUARTER/ YEAR ENDED MARCH 31, 2015

A PARTICULARS OF SHAREHOLDING					
1 Public shareholding					
- Number of Shares	2,390,161	2,390,161	2,389,711	2,390,161	2,389,711
- Percentage of Shareholding	26.34	26.34	26.34	26.34	26.34
2 Promoters and promoter group Shareholding					
a) Pledged/ encumbered					
- Number of shares	Nil	Nil	Nil	Nil	Nil
- Percentage of shares (as a % of the total shareholding of promoters & Promoters group)	Nil	Nil	Nil	Nil	Nil
- Percentage of shares (as a % of the total share capital of the Company)	Nil	Nil	Nil	Nil	Nil
b) Non-encumbered					
- Number of shares	6,683,139	6,683,139	6,683,589	6,683,139	6,683,589
- Percentage of shares (as a % of the total shareholding of promoters & Promoters group)	100.00	100.00	100.00	100.00	100.00
- Percentage of shares (as a % of the total share capital of the Company)	73.66	73.66	73.66	73.66	73.66
B INVESTORS COMPLAINTS					
	Pending at the beginning of the quarter	Received during the quarter	Disposed off during the quarter	Remaining unresolved at the end of the quarter	
	Nil	2	2	Nil	

Notes:-

- The above audited results were reviewed by the Audit Committee and thereafter approved by the Board of Directors at their meeting held on 7th May, 2015.
- The Board has recommended a dividend of Rs.10 Per Equity share (100 %) for the year ended March 31, 2015.
- The Operations of the Company relate to two segments ie. Automotive Components and Renewable Energy.
- The figures for the last quarter of the current year and of the previous year are the balancing figures between audited figures in respect of the full financial year and the published year-to date figures up to third quarter .
- The Company has revised depreciation as per the provision of Part B of Schedule II of the Companies Act, 2013 which is effective from April , 2014. Consequently the depreciation for the year is higher by Rs. 18.72 Million.
- Corresponding Figures of the previous year have been regrouped/ recast, wherever necessary, so as to confirm with the current year's presentation.

For and on behalf of the Board of Directors
ZF STEERING GEAR (INDIA) LIMITEDINESH MUNOT
CHAIRMAN & MANAGINGPune
07/05/2015



SEGMENT REPORTING

(Rs. In Million)

		QUARTER ENDED			Year Ended	
		31.03.2015	31.12.2014	31.03.2014	31.03.2015	31.03.2014
		(Reviewed)	(Reviewed)	(Reviewed)	(Audited)	(Audited)
1	Segment Revenue					
	a. Auto Components	958.50	697.79	805.62	3,299.99	2,886.54
	b. Renewable Energy	27.48	30.04	30.16	138.82	148.50
	TOTAL	985.98	727.83	835.78	3,438.81	3,035.04
	Less- Inter-segment revenue	2.18	6.84	4.94	43.23	50.77
	Total Income	983.80	720.99	830.84	3,395.58	2,984.27
2	Segment Results					
	Profit/(Loss) before tax and finance costs from each segment					
	a. Auto Components	156.87	46.74	136.20	404.81	427.93
	b. Renewable Energy	(3.26)	4.33	(5.42)	31.35	27.66
	TOTAL	153.61	51.07	130.78	436.16	455.59
	Less- Finance Costs	2.97	1.96	5.44	8.52	6.90
	Total Profit Before Tax	150.64	49.11	125.34	427.64	448.69
3	Capital Employed					
	a. Auto Components	1,995.27	1,942.12	1,696.90	1,995.27	1,696.90
	b. Renewable Energy	441.82	482.49	525.20	441.82	525.20
	c. unallocable assets less liabilities	44.36	47.72	34.16	44.36	34.16
	Total Capital employed in the Company	2,481.45	2472.33	2256.26	2,481.45	2,256.26

ZF STEERING GEAR (INDIA) LIMITED


Dinesh Munot
Chairman & Managing Director

Pune
07/05/2015

Audited Statement of Assets and Liabilities as on March 31, 2015

Rs. in Million

Sr. No.	Particulars	Year Ended	
		31-Mar-15	31-Mar-14
		(Audited)	(Audited)
A	EQUITY AND LIABILITIES		
1	Shareholders' Funds		
	a. Share Capital	90.73	90.73
	b. Reserves and surplus	2,390.72	2,165.53
	Sub-total - Shareholders' funds	2,481.45	2,256.26
2	Non-current liabilities		
	a. Long-term borrowings	101.00	124.47
	b. Deferred tax liabilities (net)	58.16	78.99
	c. Long-term provisions	20.12	16.71
	Sub-total - Non Current Liabilities	179.28	220.17
3	Current Liabilities		
	a. Short-term borrowings	101.26	2.06
	b. Trade payables	400.63	398.93
	c. Other current liabilities	55.42	119.23
	d. Short-term provisions	143.76	99.35
	Sub-total - Current Liabilities	701.07	619.57
	TOTAL - EQUITY AND LIABILITIES	3,361.80	3,096.00
B	ASSETS		
1	Non-current assets		
	a. Fixed assets	1,010.87	1,004.86
	b. Non-current investments	1,373.49	994.50
	c. Long-term loans and advances	104.82	167.55
	d. Other non-current assets	-	0.20
	Sub-total - Non-current assets	2,489.18	2,167.11
2	Current assets		
	a. Current Investment	-	-
	b. Inventories	248.42	260.14
	c. Trade receivables	523.50	473.81
	d. Cash and cash equivalents	29.07	137.46
	e. Short-term loans and advances	35.33	34.78
	f. Other current assets	36.30	22.70
	Sub-total - Current assets	872.62	928.89
	TOTAL-ASSETS	3,361.80	3,096.00

ZF STEERING GEAR (INDIA) LIMITED


 Dinesh Munot
 Chairman & Managing Director

INDEPENDENT AUDITORS' REPORT

To the Members of Z F Steering Gear (India) Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Z F Steering Gear (India) Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015;
- (b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date, and
- (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.



- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company has disclosed the impact of pending litigations on its financial position in the aforesaid financial statements - Refer Note 35 to the financial statements;
- ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place: Pune
Date : 07-May-15

For MGM and Co.
Chartered Accountants
Firm Registration No. 117963W

M. Katariya

Mangesh Katariya
Partner
Membership No. 104633



ANNEXURE REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF THE Z F STEERING GEAR (INDIA) LIMITED

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we state that:

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
b) The fixed assets are physically verified by the management according to a phased programme designed to cover all the items over a period of two years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain fixed assets have been physically verified by the Management during the year and no material discrepancies were noticed on such verification.
2. a) The inventory has been physically verified by the management at reasonable intervals during the year. Inventory lying with third parties and in-transit have been verified by the management with reference to the confirmations received from them and/or subsequent receipt of goods.
b) The procedures for physical verification of the inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and book records were not material considering the operations of the Company and have been properly dealt with in the books of account.
3. During the year, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business for purchase of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, no major weakness has been noticed in the internal control system.



5. No deposits within the meaning of directives issued by RBI (Reserve Bank of India) and Sections 73 to 76 or any other relevant provisions of the Act and rules framed thereunder have been accepted by the Company.
6. On the basis of records produced, we are of the opinion that prima facie, the cost records and accounts prescribed by the Central Government under Section 148 (1) of the Act have been maintained. However, we are not required to and thus, have not carried out any detailed examination of such accounts and records, with a view to ascertain whether these are accurate or complete.
7. a) The Company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to the Company with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at 31st March, 2015 for a period of more than six months from the date they became payable.
- b) According to the records of the Company, there are no dues of Income Tax, Sales Tax, Service tax, Customs Duty, Wealth Tax, Excise Duty, Cess which have not been deposited on account of any dispute except the following:

Name of the Statute	Nature of Dues	Forum where the dispute is pending	Financial Year	Amount (Rs.in Million)
MVAT Act 2002 & CST Act.	Assessed VAT dues by AO	Dy. Commissioner of Sales Tax	F.Y.-2010-11	3.19

- c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
8. The Company has no accumulated losses as at 31st March, 2015 and it has not incurred any cash losses in the financial year ended on that date and in the immediately preceding financial year.
9. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks.
10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks and financial institutions.



11. Based on the information and explanations given to us by the management, the company has not raised term loan during the year.
12. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing standards in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For MGM and Co.
Chartered Accountants
Firm Registration No. 117963W

Mangesh

Mangesh Katariya
Partner
Membership No. 104633



Place: Pune
Date : 07-May-15

Limited Review Report for Quarter Ended 31st March, 2015

To,
The Board of Directors,
ZF Steering Gear (India) Limited
Pune

We have audited accompanying statement for financial results for the year ended March 31,2015 and reviewed unaudited financial results of **ZF Steering Gear (India) Limited** for the quarter ended **31st March, 2015** except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding', which have been traced from disclosures made by management and have not been audited by us. The quarterly financial results are derived from the figures between the audited figures in respect of the year ended March 31, 2015 and the published figures up to December 31, 2014, being the date of the end of the third quarter of the current financial year, which were subject to limited review. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors / Committee of Board of Directors.

Our responsibility is to issue a report on these financial results which was prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, [specified under the Companies Act,1956 (which are deemed to be applicable as per section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014] and other accounting principles generally accepted in India.

We conducted our review in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing accounting principles used and significant estimates made by management. We believe that our audits provide a reasonable basis for our opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of financial results prepared in



accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of **Clause 41 of the Listing Agreement** including the manner in which it is to be disclosed, or that it contains any material misstatement.

For MGM and Company
Chartered Accountants
Firm Regn No. 117963W

M. Katariya



CA Mangesh A. Katariya
Membership No. 104633
Partner

Place of Signature: **Pune**
Date of Signature: **07/05/2015**