



ZF STEERING GEAR (INDIA) LTD.

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
Corporate Identity Number (CIN) : L29130PN1981PLC023734



September 25, 2015

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

Company's Scrip Code: 505163

Sub: Voting Results of the 35th Annual General Meeting of the Company

Dear Sir,

In terms of Clause 35A of the Listing Agreement, given below are the subject mentioned details of the 35th Annual General Meeting of the Company held on September 23, 2015 during 4.00 p.m. to 6.00 p.m. at the Registered Office & Works: Gat No. 1242/44, Village Vadu Budruk, Tal. Shirur, Dist. Pune – 412216.

The Resolution-wise Consolidated Voting Results and the Report of the Scrutinizers are attached herewith.

Date of Annual General Meeting	September 23, 2015
Record Date for Voting (i.e. Cutoff date)	September 16, 2015
Date of Report of the Scrutinizer	September 24, 2015
Date of Declaration of Results	September 25, 2015
Total Number of Shareholders on Book Closure date (i.e. September 16, 2015)	9,919
Number of Shareholders present in the meeting either in person or through proxy	
Promoter and Promoter Group	04
Public	62
Number of Shareholders attending the meeting through Video Conferencing	
Promoter and Promoter Group	
Public	Not Arranged





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Details of the Agenda			
Sr. No.	Details of Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Remote E-voting, Ballot and Poll) (see* Notes)
1.	Adoption of Audited Financial Statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon	Ordinary	Remote E-Voting, Ballot and Poll
2.	Declaration of Dividend on Equity Shares for the financial year 2014-15	Ordinary	Remote E-Voting, Ballot and Poll
3.	Re-Appointment of Mr. Utkarsh Munot, Executive Director retiring by rotation	Ordinary	Remote E-Voting, Ballot and Poll
4.	Appointment of Auditors and fixing their Remuneration	Ordinary	Remote E-Voting, Ballot and Poll
5.	Appointment of Mrs. Eitika Munot as Director of the Company	Ordinary	Remote E-Voting, Ballot and Poll

• Notes:

1. **Remote E-Voting** Services were provided by Central Depository Services (India) Limited. (CDSL).
2. **Ballot** - Ballot in lieu of Remote E-voting
3. **Poll** - Physical voting conducted at the 35th Annual General Meeting held on September 23, 2015.



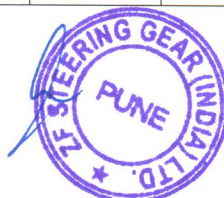
Agenda-wise

Resolution 1: Adoption of Audited Financial Statement of the Company for the financial year ended March 31, 2015, 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 outstandi ng 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	6,683,139	6,648,639	99.5	6,648,639	Nil	100	Nil
Public- Institutional holders	75,370	58,670	77.8	58,670	Nil	100	Nil
Public-others	2,314,791	71,977	3.1	71,977	Nil	100	Nil
Total	9,073,300	6,779,286	74.7	6,779,286	Nil	100	Nil

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

Promoter/ Public	No. of Shares held	No. of Votes polled	% of Votes polled on outstandi ng 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	6,683,139	6,648,639	99.5	6,648,639	Nil	100	Nil
Public- Institutional holders	75,370	58,670	77.8	58,670	Nil	100	Nil
Public- others	2,314,791	71,977	3.1	71,977	Nil	100	Nil
Total	9,073,300	6,779,286	74.7	6,779,286	Nil	100	Nil



Resolution 3: Re-Appointment of Mr. Utkarsh Munot, Executive Director, retiring by rotation (Ordinary Resolution)

Promoter/ Public	No. of Shares held	No. of Votes polled	% of Votes polled on outstandi ng 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	6,683,139	6,648,639	99.5	6,648,639	Nil	100	Nil
Public- Institutional holders	75,370	58,670	77.8	58,670	Nil	100	Nil
Public- others	2,314,791	71,977	3.1	71,977	Nil	100	Nil
Total	9,073,300	6,779,286	74.7	6,779,286	Nil	100	Nil

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 outstandi ng 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	6,683,139	6,648,639	99.5	6,648,639	Nil	100	Nil
Public- Institutional holders	75,370	58,670	77.8	58,670	Nil	100	Nil
Public- others	2,314,791	71,977	3.1	70,977	1,000	98.6	1.4
Total	9,073,300	6,779,286	74.7	6,778,286	1,000	99.99	0.01





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Resolution 5: Appointment of Mrs. Eitika Munot as Director of the Company (Ordinary Resolution)

Promoter/ Public	No. of Shares held	No. of Votes polled	% of Votes polled on outstandi ng 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	6,683,139	6,648,639	99.5	6,648,639	Nil	100	Nil
Public- Institutional holders	75,370	58,670	77.8	58,670	Nil	100	Nil
Public- others	2,314,791	71,977	3.1	70,977	1,000	98.6	1.4
Total	9,073,300	6,779,286	74.7	6,778,286	1,000	99.99	0.01

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

Thanking You.

Yours faithfully,

For ZF Steering Gear (India) Limited


Satish Mehta
Company Secretary



To
The Chairman,
ZF Steering Gear (India) Limited,
Gat. Nos. 1242/44, Village
Vadu Budruk, Tal. Shirur, District
Pune- 412216.

Sub: Results of voting by Poll, E-voting and Ballot in lieu of E-voting.

Dear Sir,

I undersigned, Sridhar Mudaliar, Partner, M/s SVD & Associates, Company Secretaries, have been appointed as Scrutinizer of ZF Steering Gear (India) Limited (“the Company”) for scrutinizing the ballots received by post/courier/hand delivery (“Ballots received in lieu of e-voting”), e-voting process (during September 19, 2015 to September 22, 2015) and voting by poll (at 35th Annual General Meeting (AGM) held on September 23, 2015) conducted as per the provisions of the Companies Act, 2013.

The Compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and Listing Agreement entered into by the Company with the Stock exchanges on which the shares of the Company are listed relating to voting through electronic means (by remote e-voting), by ballot in lieu of e voting and voting by poll by the shareholders on the resolutions proposed in the Notice of the 35th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through ballots received in lieu of e-voting, by remote e-voting and by poll at AGM are conducted in a fair and transparent manner and render consolidated scrutinizer’s report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Securities Depository Limited (“CDSL”), report on ballot received in lieu of e-voting and the report of poll at the meeting.:

I hereby enclose below reports relating to the voting on the resolutions proposed at the 35th Annual General Meeting of the Company held on September 23, 2015:

- a) Report on Ballots received in lieu of e-voting;
- b) Report on E-voting;
- c) Report on Poll and
- d) Combined report of ballots received in lieu of e-voting, e-voting and Poll

I hereby declare that Resolution No. 1, 2 & 3 are passed unanimously and Resolution No. 4 & 5 are passed by requisite majority as per the aforesaid Notice of the Annual General Meeting of the Company.

Thanking you,
Yours faithfully,

For SVD & Associates



Sridhar Mudaliar
Partner
C. P. No. 2664



Place: Pune

Date: September 24, 2015

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

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

Company Secretary

Combined Report										
Z F Steering Gear (India) Limited										
Annual General Meeting held on September 23, 2015										
Sr. No	Resolutions	Ballot received by post		E - voting		Voting by poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	For	Against	
1	Adoption of financial statement for the year ended March 31,2015 and the Director's and Auditor's Reports thereon.	310	0	4369848	0	2409128	0	6779286	0	Resolution passed unanimously
2	Declaration of dividend on Equity Shares.	310	0	4369848	0	2409128	0	6779286	0	Resolution passed unanimously
3	Re-appointment of Mr. Utkarsh Munot- Executive Director, who retires by rotation.	310	0	4369848	0	2409128	0	6779286	0	Resolution passed unanimously
4	Appointment of MGM & Company, Chartered Accountants as Statutory Auditors.	310	0	4368848	1000	2409128	0	6778286	1000	Resolution passed with requisite majority
5	Appointment of Mrs. Eitika Munot as Director of the Company	310	0	4368848	1000	2409128	0	6778286	1000	Resolution passed with requisite majority

Place: Pune

Date: September 24, 2015

