

I. U. THAKUR
B.COM, LLB, F.C.S.
COMPANY SECRETARY

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SCRUTINIZER'S REPORT

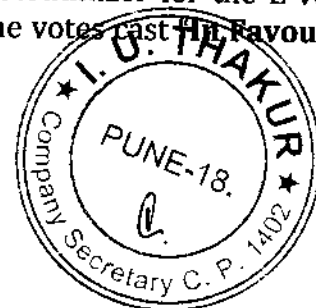
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rule, 2014]

To,
The Chairman,
ZF STEERING GEAR (INDIA) LIMITED
GAT NO 1242/1244 VILLAGEVADU BUDRUK
TAL SHIRUR PUNE MH 412216 IN

Dear Sir,

I, I U THAKUR, Company Secretary in practice, have been appointed by the Board of Directors of **ZF STEERING GEAR (INDIA) LIMITED** ("the Company"), as a Scrutinizer for the purpose of scrutinizing the E-voting process along with Ballot forms and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rule, 2014 on the Four Resolutions contained in the AGM notice dated 30.5.2017 and one Resolution contained in the Notice of Candidature dated 10.7.2017, pursuant to Section 160 of the Companies Act, 2013 (herein after referred to as the "resolutions") of the 37th Annual General Meeting (AGM) of the members of the Company, held on **02nd Day of August, 2017** at the registered office of the Company at **GAT NO 1242/1244 VILLAGEVADU BUDRUK TAL SHIRUR PUNE MH 412216 IN**.

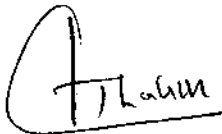
1. The Notice dated 30th May, 2017, convening the 37th Annual General Meeting ("AGM") of the Company was sent to the shareholders in respect of the Four resolutions under the Ordinary Business. Subsequently, the Notice of Candidature of Mr. Suresh B. R. dated 10.7.2017 as Special Business was sent along with the statement setting out material facts under section 102 of the Companies Act, 2013. Consequently, the below mentioned Five resolutions were voted at the said AGM of the Company held on 02nd August, 2017.
2. The management of the Company has to ensure compliance with requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice of the 37th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the E-voting process is restricted to make a Scrutinizer's report of the votes cast "in Favour" or



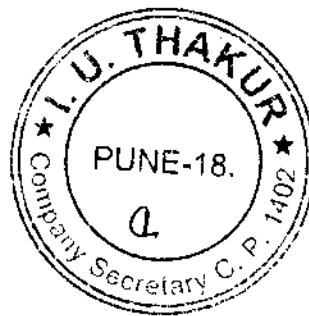
"Against" the resolutions stated above and **"Invalid/ Not Voted For"** votes, based on the reports generated from e-voting system provided by the Central Depositories Service (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company and Ballot Forms received.

3. Further to the above, I submit my report as under:-
- i. The e-voting period remained open from Sunday, 30th July, 2017 (9.00 A.M) to Tuesday, 1st August, 2017 (5.00 P.M)
 - ii. The members of the Company as on the Cut-off date i.e., Wednesday, 26th July, 2017 were entitled to vote on the resolutions as set out in the notice of 37th Annual General Meeting (AGM) of the Company.
 - iii. The votes cast were unblocked on Wednesday, 02nd August, 2017 after the AGM in the presence of 2 witnesses, Ms. Sonal Desai and Mrs. Suvarna Chavan, who are not in the employment of the Company.
 - iv. Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted **"for"**, **"against"** and **"Invalid/ Not Voted for"** on each of the resolutions that were put to vote, were generated from the e-voting website of Central Depositories Service (India) Limited (CDSL) i.e., <https://www.evotingindia.com//> and based on such report generated, the results of the e-voting is annexed.
 - v. At the Annual general meeting for the benefits of the shareholders attending the meeting who had not availed e-voting facility, the chairman *suo-moto* directed voting through ballot on one vote for one share basis i.e., at par with e-voting and results to be placed on the Company website within prescribed time limit.
 - vi. Based on scrutiny of the Ballot forms received at the Annual general meeting combined with e-voting through CDSL platform, the reports are annexed.

Thanking You,
Yours Faithfully,



I U THAKUR
Practicing Company Secretary
Membership No: 2298
COP: 1402



PLACE: PUNE
DATED: 4th August, 2017.

VOTING RESULT

ZF STEERING GEAR (INDIA) LIMITED

CIN: L29130PN1981PLC023734

Based on the data downloaded from the official website of the Central Depositories Service (India) Limited (CDSL), for E-voting process and poll conducted at the AGM, I now submit combined report (E-Voting & poll) as under:

Resolution No. 01

To receive, consider and adopt

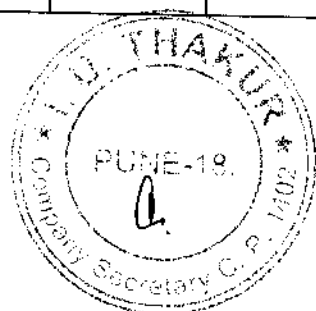
- a) The Audited Financial statements of the Company for the Financial year ended 31st March, 2017 together with the reports of the Board of Directors and the Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the Financial year ended 31st March, 2017 together with the Report of the Auditors thereon

	E-VOTING		BALLOT FORMS		TOTAL VOTES	PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	NO OF MEMBERS	NO OF VOTES	E-VOTING + POLL	
IN FAVOUR	28	1791447	40	2580580	4372027	65.13%
AGAINST	0	0	0	0	0	0
INVALID VOTES/ NOT VOTED FOR	0	0	5	2340855	2340855	34.87%

Resolution No. 02

To confirm the payment of Dividend of Rs. 8/- per share for the Financial year ended 31st March, 2017

	E-VOTING		BALLOT FORMS		TOTAL VOTES	PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	NO OF MEMBERS	NO OF VOTES	E-VOTING + POLL	
IN FAVOUR	28	1791447	40	2580580	4372027	65.13%
AGAINST	0	0	0	0	0	0
INVALID VOTES/ NOT VOTED FOR	0	0	5	2340855	2340855	34.87%



Resolution No. 03

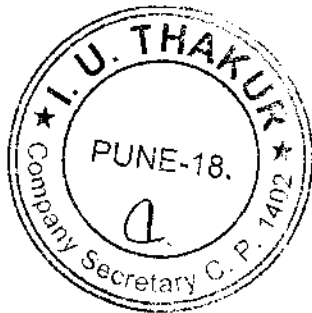
To appoint a Director in place of MR. UTKARSH MUNOT (DIN: 00049903), who retires by rotation and, being eligible, offers himself for re-appointment.

	E-VOTING		BALLOT FORMS		TOTAL VOTES	PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	NO OF MEMBERS	NO OF VOTES	E-VOTING + POLL	
IN FAVOUR	28	1791447	40	2580580	4372027	65.13%
AGAINST	0	0	0	0	0	0
INVALID VOTES/ NOT VOTED FOR	0	0	5	2340855	2340855	34.87%

Resolution No. 04

Appointment of M/S MGM AND COMPANY, Chartered Accountants as Statutory Auditors of the Company.

	E-VOTING		BALLOT FORMS		TOTAL VOTES	PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	NO OF MEMBERS	NO OF VOTES	E-VOTING + POLL	
IN FAVOUR	28	1791447	40	2580580	4372027	65.13%
AGAINST	0	0	0	0	0	0
INVALID VOTES/ NOT VOTED FOR	0	0	5	2340855	2340855	34.87%



Resolution No. 05

To appoint a Director in place of MR. SURESH B.R (DIN: 07766334), who retires by rotation and, being eligible, offers himself for re-appointment.

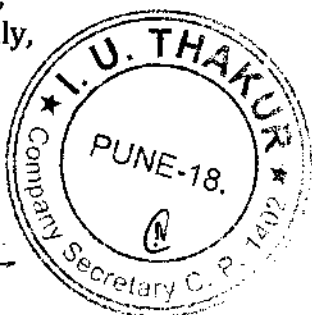
	E-VOTING		BALLOT FORMS		TOTAL VOTES	PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	NO OF MEMBERS	NO OF VOTES	E-VOTING + POLL	
IN FAVOUR	6	780	4	2341151	2341931	35.20%
AGAINST	16	1730763	37	2579584	4310347	64.79%
INVALID VOTES/ NOT VOTED FOR	6	59904	4	700	700	0.01%

Resolution No. 1-4 were approved.

Resolution No. 5 to appoint Mr. Suresh B. R (DIN: 07766334) as a Director of the Company, liable to retire by rotation, pursuant to the notice under section 160 of the Companies Act, 2013 was not approved.

60 Members were personally present and 5 Members were present through proxies in the Annual General Meeting of the Company.

Thanking You,
Yours Faithfully,



I U THAKUR
Practicing Company Secretary
Membership No: 2298
COP: 1402

PLACE: PUNE
DATED: 4th August, 2017