

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) 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 remote e-voting process along with e-voting during the Annual General Meeting ("AGM") 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(4) of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the notice (herein after referred to as the "resolutions") of the 40th Annual General Meeting (AGM) of the members of the Company, held on **Saturday, 19th day of September, 2020** at 10:00 am through Video Conferencing (VC) or Other Audio Video Means (OAVM).


1. The notice dated 1st August, 2020, convening the 40th Annual General Meeting (AGM) of the Company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the below mentioned resolutions passed at the said AGM of the Company held on Saturday 19th September, 2020.
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 40th 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**" votes, based on the reports generated from e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide facilities for remote e-voting and e-voting during the AGM.



3. Further to the above, I submit my report as under:

- i. The remote e-voting period remained open from Wednesday, 16th September 2020 (9:00 A.M) to Friday, 18th September, 2020 (5:00 P.M).
- ii. The members of the Company as on the Cut-off date i.e., Friday, 11th September, 2020 were entitled to vote on the resolutions as set out in the notice of 40th Annual General Meeting (AGM) of the Company.
- iii. The votes cast via remote e-voting were blocked on Friday, 18th September 2020 immediately after completion of voting hours.
- iv. At the Annual General Meeting for the benefit of the shareholders attending the meeting who had not availed remote e-voting facility, the Chairman asked the Company Secretary to brief the members about the e-voting process. The Company Secretary directed e-voting during the AGM on one vote for one share basis i.e., at par with remote e-voting and results to be placed on the Company website within prescribed time limit. Such e-voting along with remote e-voting was unblocked after completion of such voting in presence of 2 witnesses who are not in employment of the Company.
- v. Thereafter, considering votes by e-voting during the AGM and remote e-voting the combined result of the voting is annexed. The details containing *inter alia*, list of Equity Shareholders, who voted "for" and "against" on each of the resolutions that were put to vote and which were Invalid, were generated from the e-voting website of Central Depository Services (India) Limited (CDSL) i.e. www.evotingindia.com based on such report generated, the results of the e-voting is annexed.

Thanking You,
Yours Faithfully,



I U Thakur
Practicing Company Secretary
Membership N.O: 2298
COP: 1402
Place: Pune
Date: 19/09/2020
UDIN: F002298B000737197



VOTING RESULTS

ZF STEERING GEAR (INDIA) LIMITED

CIN: L29130PN1981PLC023734

Based on the data downloaded from website of Central Depository Services (India) Limited (CDSL), for e-voting process and remote e-voting conducted at the AGM, I now submit combined report (remote e-voting & voting) as under:

Resolution No. 01

To receive, consider and adopt the Audited Financial Statements of the Company, for the Financial Year ended 31st March, 2020 together with the Reports of the Directors and the Auditors thereon.

	E-VOTING		REMOTE E-VOTING		TOTAL VOTES	PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	NO OF MEMBERS	NO OF VOTES	E-VOTING & REMOTE E-VOTING	
IN FAVOUR	3	551	57	3732457	3733008	99.9997%
AGAINST	0	0	1	13	13	0.0003%
INVALID VOTES	0	0	0	0	0	NA

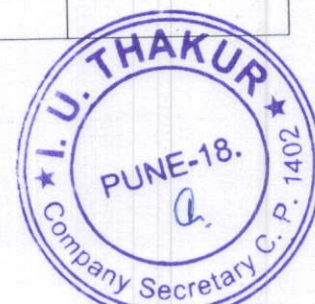
RESULT

As the number of votes cast in favour of the resolution were more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No.1. as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution No. 02

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		REMOTE E-VOTING		TOTAL VOTES	PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	NO OF MEMBERS	NO OF VOTES	E-VOTING & REMOTE E-VOTING	
IN FAVOUR	3	551	57	3732457	3733008	99.9997%
AGAINST	0	0	1	13	13	0.0003%
INVALID VOTES	0	0	0	0	0	NA



RESULT

As the number of votes cast in favour of the resolution were more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No.2. as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution No. 03

To appoint Mrs. Smita Amol Lahoti as an Independent Director, and in this regard, to consider, and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

	E-VOTING		REMOTE E-VOTING		TOTAL VOTES	PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	NO OF MEMBERS	NO OF VOTES	E-VOTING & REMOTE E-VOTING	
IN FAVOUR	3	551	57	3732457	3733008	99.9997%
AGAINST	0	0	1	13	13	0.0003%
INVALID VOTES	0	0	0	0	0	NA

RESULT

As the number of votes cast in favour of the resolution were more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No.3. as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Sixty-Three Members attended the Annual General Meeting of the Company through Video Conferencing (VC) or Other Audio Video Means (OAVM).

Thanking You,
Yours Faithfully,



I U Thakur
Practicing Company Secretary
Membership N.O: 2298
COP: 1402
Place: Pune
Date: 19/09/2020
UDIN: F002298B000737197

