

SIUT & Co LLP

COMPANY SECRETARIES

LLPIN: ABA-6960

SCRUTINIZER'S REPORT

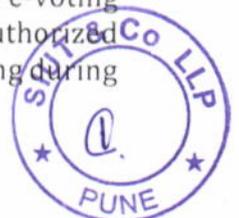
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) of the Companies (Management and Administration) Rule, 2014]

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

Dear Sir,

We, SIUT & Co LLP, Company Secretaries, 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 42nd Annual General Meeting (AGM) of the members of the Company, held on **Saturday, 3rd day of September, 2022** at 10:30 am through Video Conferencing (VC) or Other Audio Video Means (OAVM).

1. The notice dated 30th July 2022, convening the 42nd 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 3rd September 2022.
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 42nd Annual General Meeting (AGM) of the members of the Company. Our 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.



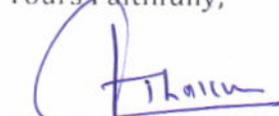
**ADDRESS: MSR CAPITAL, OFFICE NO. 15, 2nd FLOOR, MORWADI COURT ROAD,
PIMPRI, PUNE - 411018**

EMAIL ID: cs@siut.in

WEBSITE: www.siut.in

3. Further to the above, we submit our report as under:
- i. The remote e-voting period remained open from Wednesday, 31st August 2022 (9:00 A.M) to Friday, 2nd September 2022 (5:00 P.M).
 - ii. The members of the Company as on the Cut-off date i.e., Friday, 26th August 2022 were entitled to vote on the resolutions as set out in the notice of 42nd Annual General Meeting (AGM) of the Company.
 - iii. The votes cast via remote e-voting were blocked on Friday, 2nd September 2022 immediately after completion of voting hours.
 - iv. At the Annual General Meeting for the benefit of the members 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,



CSI U THAKUR
Partner



For SIUT & Co LLP
Company Secretaries
Membership N.O: 2298
COP: 1402
Place: Pune
Date: 03/09/2022
UDIN: F002298D000904210
Peer Review No: 1959/2022

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, we 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, 2022 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	2	4090	57	3749160	3753250	100%
AGAINST	0	0	0	0	0	0
INVALID VOTES	0	0	0	0	0	0

RESULT

As all the votes were cast in favour of the resolution and no vote was 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 unanimously.



Resolution No. 02

To appoint a director in place of Mr. Sandeep Nelamangala (DIN 08264554), who retires by rotation and being eligible, offers himself for re-appointment.

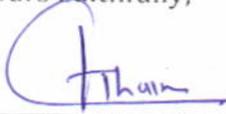
	E-VOTING		REMOTE E-VOTING		TOTAL VOTES	PERCENTAGE
	NO OF MEMBERS	NO OF VOTES	NO OF MEMBERS	NO OF VOTES	E-VOTING & REMOTE E-VOTING	
IN FAVOUR	2	4090	57	3749160	3753250	100%
AGAINST	0	0	0	0	0	0
INVALID VOTES	0	0	0	0	0	0

RESULT

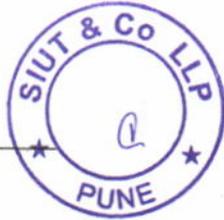
As all the votes were cast in favour of the resolution and no vote was cast against, we report that the Ordinary Resolution with regard to Item No.2. as set out in the Notice of the AGM is passed unanimously.

Fifty-Three (53) Members attended the Annual General Meeting of the Company through Video Conferencing (VC) or Other Audio Video Means (OAVM).

Thanking You,
Yours Faithfully,



CSIU Thakur
Partner



For SIUT & Co LLP
Company Secretaries
Membership N.O: 2298
COP: 1402
Place: Pune
Date:03/09/2022
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