



ZF STEERING GEAR (INDIA) LIMITED



35th

Annual Report
2014-2015

www.zfindia.com

Steering Towards Future





ZF STEERING SIGNED MEMORANDUM OF CO-OPERATION WITH JSC 'BATE' OF REPUBLIC OF BELARUS ON JUNE 4, 2015



(From Left to Right)

Mr. Sergei Yarmots - Deputy Director - JSC 'Bate', **Mr. Anant Kalvit** - President - ZF India,
Mr. Ajit Gugale - VP Commercial - ZF India, **Mr. Utkarsh Munot** - Executive Director - ZF India,
Mr. Alexander Marchanka - Director - JSC 'Bate',
Mr. Vasili Launik - General Director - Borisov Plant - Avtogydrou Silitel - JSC

BOARD OF DIRECTORS

Chairman & Managing Director

Mr. Dinesh Munot

Jt. Managing Director

Mr. Jinendra Munot

Executive Director

Mr. Utkarsh Munot

Non-Executive Directors

Mr. Manish Motwani
 Mr. Ludwig Rapp
 Mr. M. L. Rathi
 Mr. Shridhar S. Kalmadi
 Mr. Ajinkya Arun Firodia
 Mr. Carl Magnus Backlund (upto 31.12.2014)
 Mr. Jitendra A. Pandit
 Mr. S. A. Gundecha (w.e.f. 15.09.2014)
 Mrs. Eitika Munot (w.e.f. 15.09.2014)
 Mr. Klaus Traeder
 (Alternate Director for Mr. Carl Magnus Backlund) (upto 31.12.2014)

CHIEF FINANCIAL OFFICER (CFO)

Mr. Jinendra Jain

COMPANY SECRETARY

Mr. Satish Mehta

Audit Committee

Mr. S. A. Gundecha - Chairman
 Mr. M. L. Rathi
 Mr. Jitendra A. Pandit

Stakeholders Relationship Committee

Mr. Jitendra A. Pandit - Chairman
 Mr. M. L. Rathi
 Mrs. Eitika Munot

Nomination and Remuneration Committee

Mr. M. L. Rathi - Chairman
 Mr. Jitendra A. Pandit
 Mr. Manish Motwani

Corporate Social Responsibility Committee

Mr. Dinesh Munot - Chairman
 Mr. Jinendra Munot
 Mr. Utkarsh Munot
 Mr. M. L. Rathi

Risk Management Committee

Mr. Jitendra A. Pandit - Chairman
 Mr. Manish Motwani
 Mr. Utkarsh Munot

AUDITORS

M/s. MGM & Co.
 Chartered Accountants

INTERNAL AUDITORS

M/s. Pawan Jain & Associates
 Chartered Accountants

SECRETARIAL AUDITOR

Mr. I. U. Thakur
 Company Secretary

REGISTERED OFFICE & WORKS

Gat Nos. 1242& 1244, Village Vadu Budruk,
 Tal. Shirur, Dist. Pune – 412 216.
 Maharashtra

CIN: L29130PN1981PLC02373

Tel: 02137-305100. Fax: 02137- 305302

E-mail Id: enquiry@zfindia.com

Web: www.zfindia.com

BANKERS

Bank of Maharashtra

Canara Bank

HDFC Bank

Yes Bank

Deutsche Bank AG

Kotak Mahindra Bank

SHARE TRANSFER AGENTS

Link Intime India Pvt. Ltd.

Block No. 202, A Wing, 2nd Floor,

Akshay Complex,

Off. Dhole Patil Road, Pune – 411 001

Tel: 020-26160084, Fax: 020- 26163503

E- mail: Pune@linkintime.co.in

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NOTICE

Notice is hereby given that the **Thirty-Fifth Annual General Meeting** of the Members of **ZF STEERING GEAR (INDIA) LIMITED** will be held as scheduled below:

Day : Wednesday
Date : September 23, 2015
Time : 4.00 p.m.
Place : Registered Office of the Company,
Gat Nos. 1242/ 44, Village Vadu Budruk,
Tal. Shirur, Dist. Pune - 412 216.

to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Mr. Utkarsh Munot (DIN00049903), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To re-appoint Messrs MGM & Company, Chartered Accountant (Firm Registration Number: 117963W), as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting of the Company and approve remuneration of Rs. 410,000 plus service tax and out of pocket expenses.

SPECIAL BUSINESS:

5. To consider and if though fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (the Act), and Clause 49 of the Listing Agreement, Mrs. Eitika Munot (DIN: 01396661), who was appointed as an Additional Director pursuant to the Provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

By Order of the Board of Directors
For **ZF Steering Gear (India) Ltd.**

Satish Mehta

Company Secretary

July 28, 2015

Registered Office:

Membership No. : F3219

Gat No. 1242/44, Village Vadu Budruk,

Tal. Shirur, Dist. Pune - 412 216

CIN: L29130PN1981PLC02373

Notes:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- 2) The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business mentioned in the Notice is annexed hereto.
- 3) Profiles of the Directors being appointed/ re-appointed, as required by the Corporate Governance Code (Clause 49 VI A of the Listing Agreements entered into with the Stock Exchange), are annexed to the Notice.
- 4) Members/ Proxies/ Representatives should bring the enclosed duly filled attendance slip, for attending the Meeting. Copies of the Annual Report or Attendance Slip will not be distributed at the Meeting.

5) Voting through electronic means:

- A. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35 B of the Listing Agreement, the Company is pleased to offer remote e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with 'Central Depository Services (India) Limited' (CDSL) to facilitate remote e-voting.

Remote E-voting is optional and members shall have the option to vote either through remote e-voting or through ballot-form (by post) or by way of poll-paper at the Annual General Meeting. Members who have cast their votes by remote e-voting or by way of ballot-form prior to Meeting, may attend the Meeting, but shall not be entitled to cast their votes again.

The Board of Directors have appointed Mr. Sridhar G. Mudaliar, Partner, SVD & Associates, Company Secretaries, who in the opinion of the Company, is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner.

The instructions for shareholders voting electronically are as under:

- I. The voting period begins on September 19, 2015 (9.a.m.) and ends on September 22, 2015 (5 p.m.). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 16, 2015 (End of Day), may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- II. The shareholders should log on to the e-voting website www.evotingindia.com.
- III. Click on 'Shareholders' tab.
- IV. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- V. Next enter the Image Verification as displayed and Click on Login.
- VI. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- VII. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction(iv)

- VIII. After entering these details appropriately, click on "SUBMIT" tab.

- IX. **Members holding shares in physical form** will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- X. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XI. Click on the EVSN for < **ZF Steering Gear (India) Limited**>.
- XII. On the voting page, you will see 'RESOLUTION DESCRIPTION' and against the same the option 'YES/ NO' for voting. Select the option YES or No as desired. The option YES implies that you assent to the Resolution and option No implies that you dissent to the Resolution.
- XIII. Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
- XIV. After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- XV. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- XVI. You can also take out print of the voting done by you by clicking on 'Click here to print' option on the Voting page.
- XVII. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forget Password & enter the details as prompted by the system.
- XVIII. Note for Non-individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

XIX. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ('FAQs') and e-voting manual available at www.evotingindia.com. Under help section or write an email to helpdesk.evoting@cDSLindia.com.

B. In the event, the draft resolution is assented to by the requisite majority of Shareholders by means of electronic voting, the date of declaration of result shall be deemed to be the date of passing of the said resolution at the Annual General Meeting.

C. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. September 16, 2015. Shareholders are requested to notify the change in the address, if any, in case of shares held in electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent.

D. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and also count the votes received by post through ballot-form, in the presence of at least two witnesses, not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.zfindia.com and on the website of CDSL. The results shall simultaneously be communicated to the BSE Limited.

E. For members who wish to vote using ballot form:

Pursuant to Clause 35B of the Listing Agreement, members may fill in the ballot form sent alongwith the Annual Report and submit the same in a sealed envelop to the scrutiniser, Mr. Sridhar G Mudaliar, Partner, SVD & Associates, Company Secretaries, Unit: ZF Steering Gear (India) Ltd. C/o Link Intime India Pvt. Ltd., Block No. 202, A Wing, 2nd Floor, Akshay Complex, Off Dhole Patil Road, Pune- 411 01. so as to reach by 5.00 p.m. on September 22, 2015. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutinsiser on the validity of the forms will be final.

6) A copy of this notice has been placed on the website of the Company and on the website of CDSL

7) The Register of Members and Share Transfer Books of the Company will remain closed from September 17, 2015 to

September 23, 2015 (both days inclusive) for the purpose of payment of dividend to those Members, whose names stand on the Register of Members as on September 16, 2015. The dividend in respect of Equity Shares held in electronic form will be payable to the beneficial owners of the Equity Shares as at the end of business hours on September 16, 2015, as per the details furnished by the depositories for this purpose.

8) Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company, so as to reach it at least ten days before the date of the Meeting, so that information can be made available at the Meeting.

9) Members holding shares in physical form are requested to intimate the changes, if any, in their registered addresses, to the Company's Registrar & Share Transfer Agents Link Intime India Pvt. Ltd., Block No. 202, Akshay Complex, Near Ganesh Temple, Off Dhole Patil Road, Pune - 411 001.

10) Members are advised that respective bank details and address as furnished by them or by NSDL/ CDSL to the Company, for shares held in physical form and in the dematerialized form respectively, will be printed on their dividend warrants so as to protect against fraudulent encashment.

11) Pursuant to provisions of Section 205A and 205C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Accordingly, unclaimed dividends for the financial years 1995-96 to 2006-07 have been transferred to the IEPF. Unclaimed dividend for financial years 2008-09 and thereafter is still lying with the Company. Shareholders who have not yet encashed the dividend warrants for financial years 2007-08 and thereafter are requested to contact the Company at the earliest since no claim shall lie against the Company or the IEPF after transfer as mentioned above. The details of the unclaimed dividends of the aforesaid years are available on the Ministry of Corporate Affairs website at www.mca.gov.in.

12) The Annual Report 2014-15 of the Company circulated to the Members of the Company, will be made available on the Company's website at www.zfindia.com and also on the website of the BSE Ltd. (Bombay Stock Exchange) at www.bseindia.com

13) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrars and Transfer Agents, Link Intime India Pvt. Ltd.

- 14) All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days up to the date of the 35th Annual General Meeting.
- 15) In this Notice and Annexure thereto, the terms 'Shareholders' and 'Members' are used interchangeably.

Important Communication to Members

The following are the Company's recommendations to shareholders/ investors:

Open Demat Account and Dematerialize your shares

Investors should convert their physical holdings of securities into demat holdings. Holding securities in demat form helps investors to get immediate transfer of securities. No stamp duty is payable on transfer of shares held in demat form and risks associated with physical certificates such as forged transfers, fake certificates and bad deliveries are avoided.

Consolidate Multiple Folios

Investors should consolidate their shareholding held in multiple folios. This would facilitate one-stop tracking of all corporate benefits on the shares and would reduce time and efforts required to monitor multiple folios.

Register NECS Mandate and furnish correct bank account particulars with Company/ Depository Participant (DP)

Investors holding the shares in physical form should provide the national Electronic Clearing Services (NECS) mandate to the Company and investors holding the shares in demat form should ensure that correct and updated particulars of their bank account are available with the Depository Participant (DP). This would facilitate in receiving direct credits of dividends, refunds etc., from Companies and avoid postal delays and loss in transit. Investors must update their new bank account numbers allotted after implementation of Core Banking Solution (CBS) to the Company in case of shares held in physical form and to the DP in case of shares held in demat form.

Submit Nomination Form

Investors should register their nominations in case of physical shares with the Company and in case of dematerialized shares with their DP. Nomination would help the nominees to get the shares transmitted in their favour. Investors must ensure that nomination made is in the prescribed Form and must be witnessed by two witnesses in order to be effective. The Form may be downloaded from the Company's website www.zfindia.com under the section 'Investor'.

Green Initiative

Register e-mail address:

To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards greener environment and to receive all documents, notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with 'Link Intime India Pvt. Ltd.', if shares are held in physical mode or with their DP, if the holding is in electronic mode.

Annexure to the Notice

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013.

As required by Section 102(1) of the Companies Act, 2013 (the Act), in respect of the item of Special Business in this Notice.

Item No. 5

Mrs. Eitika Munot is a Non-Executive Non-Independent Director of the Company. She was appointed as an Additional Director of the Company by the Board of Directors with effect from September 15, 2014 pursuant to provisions of Section 161 of the Act and the Articles of Association of the Company and holds office up to the date of ensuing Annual General Meeting.

In view of the above, it is proposed to appoint Mrs. Eitika Munot as Non-Executive Non-Independent Director under Section 152 and other applicable provisions of the Act and the Rules made there under read with Clause 49 of the Listing Agreement.

The Company has received a notice in writing from the Member along with the deposit of Rs. 1,00,000 proposing the candidature of Mrs. Eitika Munot for the office of Director of the Company. The Company has received from Mrs. Eitika Munot the –

- I. Consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 (the Rules).
- II. Intimation in Form DIR 8 in terms of the Rules, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, confirming her eligibility for such appointment.

A brief resume of Mrs. Eitika Munot, nature of her expertise in specific functional areas, names of companies in which she hold directorships, memberships of the Board's Committees, shareholding in the Company and relationship between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, is given herein under and forms part of the Notice.

Mrs. Eitika Munot is interested in the resolution set out at Item No. 5 of the Notice with regard to her appointment. Mrs. Eitika Munot and Mr. Utkarsh Munot and Mr. Dinesh Munot, her relatives may be deemed to be interested in the resolution set out respectively at Item No. 5 of the Notice, to the extent of her shareholding interest, if any, in the Company. Save and except the above, none of the other Directors or key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution as set out respectively at Item No. 5 of the Notice.

The Board considers that the continued association of Mrs. Eitika Munot would be of immense benefit to the Company and it is desirable to continue to avail of the services of the proposed Director. Accordingly, the Board recommends the Ordinary Resolution set out at the Item No. 5 of the Notice for approval by the Members of the Company.

Profile of the Directors being appointed/ re-appointed as required under Clause 49 of the Listing Agreement entered into with the Stock Exchange.

Particulars	Mr. Utkarsh Munot	Mrs. Eitika Munot
DIN	00049903	01396661
Type	Executive Director	Non- Executive Non-Independent
Age	36 years	36 years
Date of Appointment	October 31, 2006	September 15, 2014
Qualification	B.E. (Mech. & Mfg. Engg.), U.S.A, Diploma in Business Admin., U.S.A.	Master of Business Administration (Human Resources) from Punjab University
Expertise in Specific Functional areas	Mr. Utkarsh Munot is in-charge of entire factory-operations including materials management, marketing, after sales service and logistics etc. He has been instrumental for implementing several New Methods and framing Policies for driving the Company to achieve Higher Goals.	Mrs. Eitika Munot was working as Manager-Co-ordination (S.A.P & H.R.) with the Company. The S.A.P was successfully installed in the Company under her guidance and supervision. Under her direction, the Company has initiated various motivational, health and safety awareness initiative. She has resigned from the services of the Company with effect from September 1, 2014.
Other Directorships held in India	Emtech Solutions Pvt. Ltd. Yelben Engineering Pvt. Ltd. Devashrya Realty Pvt. Ltd. DM South India Hospitality Pvt. Ltd.	Nil
Membership of Committees (in the Company)	-Corporate Social Responsibility Committee. - Risk Management Committee	Stakeholders' Relationship Committee.
Membership of Committees (Others)	Active member of Executive Committee of Automotive Components Manufacturers Association (ACMA)	Nil
No. of Equity Shares held in the Company	11,91,494	Nil
Relationship between directors/ KMP inter-se	Mr.Utkarsh Munot is son of Mr. Dinesh Munot and husband of Mrs. Eitika Munot.	Mrs. Eitika Munot is wife of Mr. Utkarsh Munot and daughter-in-law of Mr. Dinesh Munot.
Number of Board Meetings attended during the financial year	Five out of Five	Two out of Three

By Order of the Board of Directors
For **ZF Steering Gear (India) Ltd.**

July 28, 2015
Registered Office:
Gat No. 1242/44, Village Vadu Budruk,
Tal. Shirur, Dist. Pune - 412 216
CIN: L29130PN1981PLC02373

Satish Mehta
Company Secretary
Membership No. : F3219

Directors' Report

To the Members,

The Directors are pleased to present the 35th Annual Report and the Company's Financial Statement for the financial year ended March 31, 2015.

Financial Results

(Rs. in Million)

	2014-2015	2013-14
Sales (net) and other Income	3395.6	2984.3
Profit before depreciation and tax	662.1	659.1
Depreciation	234.4	210.4
Provision for tax	72.0	307.6
Net Profit	355.6	141.0
Balance Brought Forward from Previous year	18.8	22.1
Amount available for appropriation	374.4	163.1
APPROPRIATIONS		
General Reserve	240.4	70.0
Proposed Dividend and Tax thereon	109.2	74.3
Contribution to Prime Minister National Relief Fund	10.8	-
Balance Carried Forward	14.0	18.8
	374.4	163.1

Dividend

Your Directors are pleased to recommend a dividend of Rs. 10 per share for the financial year ended March 31, 2015.

Management Discussion and Analysis

While the global recovery was still slow and witnessing divergent trends, Indian Economy grew at 7.3% in the Financial Year (FY) 2014-15, against 6.9% in 2013-14 (Source: Indian Statistical Office (CSO) of India data). The major contributor was the manufacturing sector which registered 7.1% growth for the year. The Government has initiated a slew of steps to take the economy forward.

Industry structure and developments

As per the vehicle sales data published by the apex industry body - SIAM (Society of Indian Automobile Manufacturers) for the FY 2014-15, all vehicle categories, other than Commercial Vehicles, were in positive territory. Riding on the back of a gradual uplift in market sentiment, excise duty cuts continuing through to December 2014 and the opening up of the mining and infrastructure sectors, the Indian Automobile Industry registered a growth of 8.3% in FY 2014-15. While, the Medium and Heavy Commercial Vehicles clocked 17% growth in sales after two years of down cycle, the Light Commercial Vehicles declined by

10%. Therefore, the overall Commercial Vehicles segment registered nominal de-growth of 1.3% for the year.

Your Company supplies its Mechanical Steering Gears mainly to the Tractor industry. After seeing robust performance in earlier years, the Tractor industry witnessed contraction in volume by 13% in FY 2014-15, due to host of unfavourable factors which include delayed and deficient monsoon, decline in Kharif output, softening commodity prices and farm losses due to extensive crop damages due to unseasonal rainfall and hail storms in several key Rabi cropping states. This affected adversely the sales-numbers of Mechanical Steering Gears of the Company.

Review of Operations and the State of Company's Affairs

Operations and Financial Performance of the Company

Auto Components

Comparative quantitative figures of Sales are as under:

(numbers)

Type	2014-15	2013-14	Growth
Power Steering	206,107	165,456	25 %
Mechanical Steering	136,717	185,676	-26 %

Sales, in value terms, was up by 13.7%.

Renewable Energy-

Solar Energy

Your Company's 5 MW Solar Power Project at Gujarat Solar Park, Charnka Village, District Patan (Kutch) Gujarat generated 8.55 million Units of Electricity with sales-revenue of Rs. 95.6 million in the FY 2014-15. The entire electricity is purchased by Gujarat Urja Vikas Nigam Limited (GUVNL), a Government of Gujarat Company.

Wind Energy

Seven Wind Turbine Machines, owned and operated by the Company, located in districts of Satara and Ahmednagar, having aggregate capacity of 6.7 MW, generated a total of 6.17 million units in the FY 2014-15. All the units generated were used as captive consumption, which accounted for approximately 54.5% of the energy-consumption of the Company's factory at Village Vadu Budruk.

Other Income

During the financial year, Income received on financial-investments, held by the Company, was Rs. 60.95 million, marginally higher compared to Rs. 59.60 million for the FY 2013-14.

Finance

Finance cost was Rs. 8.52 million against Rs. 6.9 million. During the year, the Company was sanctioned an Overdraft facility of Rs. 200 million, against security of financial investments. There was no other fresh borrowing by the Company.

Investments

Total Investments increased by Rs. 379 million, from Rs. 994.5 million at March 31, 2014 to Rs. 1373.5 million at March 31, 2015, primarily due to increase in investment in the capital of the Joint Venture Company.

Credit Rating

ICRA, the Credit Rating Agency, has reaffirmed the A+ and A1+ rating for long and short term borrowing of the Company.

Profitability

Net Profit for the year jumped impressively from Rs. 141 million to Rs. 355.6 million. Earnings Per Share is Rs. 39.20 for the year ended March 31, 2015.

Outlook, Opportunities and Threat

The global economic climate continues to be volatile, uncertain and prone to geo-political risks. The marked slowdown in global markets is expected to continue in 2015. In this global backdrop, India is expected to perform better, aided by improving macroeconomic fundamentals. However, execution of the reform agenda and kick starting the investment cycle will be key determinants of India's economic performance. Indian Meteorological Department (IMD) has predicted a second consecutive year of weak rainfall. 'Deficient' monsoon has been indicated. This may hit badly the plans to revive/ boost the economy. A weak monsoon – leading to high inflation and low growth – would be the biggest challenge.

There has been sharp recovery in Medium and Heavy Commercial Vehicle sales post October 2014. In Credit Rating Agency - ICRA's view, this segment is likely to register a growth of 12 to 14% in FY 2016, driven by expectations of pick-up in demand from infrastructure, mining and industrial sectors in view of various reforms, including 'Make in India' and 'Smart City', being initiated by the Government. In contrast, the Light Commercial vehicle segment continues to struggle and expected to grow at a modest pace of 4 to 6%. The Indian Commercial Vehicle Industry is witnessing sizeable investments by Original Equipment Manufacturers (OEMs) towards upgrading their product portfolio, introducing new models and expanding manufacturing capacities.

Sustained economic growth of Indian economy continues to drive power demand in India. The Government of India's focus to attain 'Power For All' has accelerated capacity addition in the country. Solar as well as Wind energy market are expected to grow at a rapid pace.

'Robert Bosch Automotive Steering GmbH'.

During the year, there was a change in the Shareholding/ Ownership pattern of 'ZF Lenksysteme, GmbH' (ZFLS), the foreign-promoter of your Company. Previously, entire share-capital of ZFLS was held between ZF Friedrichshafen AG and Robert Bosch GmbH in the ratio of 50:50. In January 2015, Robert Bosch GmbH agreed to buy the shares held by ZF Friedrichshafen AG in ZFLS and became 100% owner of ZFLS. Consequent upon this change, name of ZFLS has been changed to 'Robert Bosch Automotive Steering GmbH'.

Subsidiaries, Associates and Joint Ventures

The Company does not have any subsidiary.

Joint Venture (JV)

'ZF Lenksysteme India Private Limited' (now 'Robert Bosch Automotive Steering Private Limited') (Joint Venture with ZF Lenksysteme GmbH, Germany) (hereinafter 'the JV Company')

With change in the name of its Holding Company ('Robert Bosch Automotive Steering GmbH'), the JV Company, too decided to change its name to 'Robert Bosch Automotive Steering Private Limited'.

After the incorporation in the year 2007, the JV Company had set up, in April 2012, an assembly and manufacture of Steering Gears for Commercial Vehicles. Subsequently, in FY 2013-14, the JV Company set-up a state of the art assembly-line for manufacture of Electric Power Steering Systems (EPS) for Passenger Cars, wherein series production has started and regular supplies are made for Tata Motors Passenger Cars. Recently, an assembly-line has been added for manufacture of EPS for Ford Motors. All the above facilities are situated at Village Phulgaon, Alandi-Markal Road, Dist. Pune.

Additional capital, by way of Rights issues, has been raised by the JV Company. Consequently, the paid-up share-capital of the JV Company presently stands at Rs. 3,565 million and your Company holds 26% of the total paid up share-capital of the JV Company, as per the contractual and regulatory obligations. Total investment of the Company in the JV Company as of date stands at Rs. 926.9 million. The Company, as per its obligations, continues to support the JV Company and has invested the additional equity capital in the JV Company. The JV Company plans to further raise additional capital, by way of Rights issue, in the current financial year.

The JV Company has reported a turnover of Rs. 889 million and incurred a loss of Rs. 573 million for Financial Year 2014-15. The major contributor to the sales-revenue is EPS for passenger-cars.

A statement, pursuant to Section 129(3) of the Companies Act, 2013 (the Act) read with Rule 5 of the Companies (Accounts) Rules, 2014, containing the salient features of the financial statement of the JV Company is appended with the financial statement.

Expansion and Capital Expenditure

Steering Gear Systems

The Company is in a process of gradually enhancing its installed capacity of Steering Gears and modernize its plant at Vadu Budruk, mainly from internal accruals.

Renewable Energy

The Company is exploring the avenues of further investments in this sector by way of new project/ expanding capacity to the existing project.

Internal Control System and its Adequacy

The Internal Control Systems of the Company, comprising

internal audit department and independent internal auditor, are responsible for the financial reporting, assets, adherence to management policies and to conduct audit, so as to ensure ethical conduct and compliance with set procedures within the organization. The Company has independent Internal Auditors for conducting internal audits of the financial reporting and operations of the Company. The Company's existing system of internal controls is commensurate with its size and nature of business. The Company's internal control ensures reliable financial reporting, better utilization of the Company's resources, and effectiveness of operations, compliance with the legal obligations and the Company policies and procedures.

The Company's Audit Committee also regularly reviews the financial management reports and data, and interacts with the External and Internal Auditors for ascertaining the adequacy of internal controls.

Human Resources/ Industrial Relations

The industrial relations remained cordial during the year. As at end of March 31, 2015, the Company had 576 permanent employees on its roll.

Cautionary statement

The above 'Management Discussion and Analysis Report' is a forward looking Statement based on the Company's projections, estimates and perceptions. These statements reflect the Company's current views with respect to the future events and are subject to risks and uncertainties. Actual results may vary materially from those projected here.

Conservation of Energy, Research and Development, Technology Absorption and Innovation, Foreign Exchange Earnings and Outgo:

The details as required under the Companies (Accounts) Rules, 2014 are given in Annexure I to this Report.

Directors and Key Managerial Personnel

Mr. Carl Magnus Backlund resigned as Director of the Company with effect from January 1, 2015. Consequently, Mr. Klaus Traeder, who was Alternate Director to Mr. Backlund, too ceased to be Director of the Company. The Board places on record its appreciation for the services rendered by Mr. Carl Magnus Backlund and Mr. Klaus Traeder, during their association with the Company.

During the year under review, the Board appointed Mrs. Eitika Munot as a non-executive non-independent Director of the Company.

In light of the provisions of the Act, Mr. Utkarsh Munot, retires from the Board by rotation this year and being eligible, offers himself for re-appointment.

Profiles of Mrs. Eitika Munot and Mr. Utkarsh Munot, as required by Clause 49 of the Listing Agreement are provided in the Notice convening the Annual General Meeting. The Board recommends both the appointments.

During the year under review, the members approved, at the Extraordinary General Meeting held on March 27, 2015, the

appointments of Mr. M. L. Rathi, Mr. Shridhar S Kalmadi, Mr. Ajinkya Arun Firodia, Mr. Jitendra A. Pandit and Mr. S. A. Gundecha as Independent Directors, who are not liable to retire by rotation.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence, as prescribed both under the Act and Clause 49 of the Listing Agreement with the Stock Exchange.

The Company has devised a Policy, for performance evaluation of Independent Directors, Board, Committees and other individual Executive/ Non-Executive Directors. The Policy includes criteria for performance evaluation. The criteria are based upon age, experience, quality of participation in Board/ Committee proceedings, attendance at meetings, contribution by strategic inputs and others. The criteria along with additional requirements prescribed by Section 149 of the Act are used for selection of Independent Directors. The Company carried out the performance evaluation during the year.

During the year, there was no change in Key Managerial Personnel of the Company.

Awards and Recognition

During the year, Mr. Dinesh Munot – Chairman & Managing Director of the Company, received an award from ACT (ACMA Centre for Technology), a division of ACMA (Automotive Component Manufacturers of India) for his outstanding leadership and exemplary contribution as the Chairman of ACT (2003-2004).

Directors' Responsibility Statement

Your Directors state that:

- i) in the preparation of the annual accounts for the financial year ended March 31, 2015, the applicable Accounting Standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- ii) the Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date.
- iii) the Directors have taken proper and sufficient care for the 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 fraud and other irregularities.
- iv) the Directors have prepared the annual accounts on a 'going concern' basis.
- v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Corporate Governance Report

Pursuant to Clause 49 of the listing agreement, a detailed report on Corporate Governance is given in Annexure - II along with the Auditors' Certificate on its compliance, which forms part of this report.

Particulars of Loans given, Investments made, Guarantees given and Securities provided

The Company has not given any loan or guarantee or provided any security in connection with any loan covered under the provisions of Section 186 of the Act.

During the year, as stated above, the Company invested a sum of Rs. 317.20 million in the equity shares of the JV Company. The Company also made investments of its surplus funds. The details of the investments, including as of April 1, 2014 and held as on March 31, 2015, are disclosed in the Note No. 11 to the financial statement.

Contracts and Arrangements with Related Parties

All contracts/ arrangements/ transactions entered into by the Company with related parties during the financial year were on an arm's length basis and were in the ordinary course of business. During the year, the Company had not entered into any contract/ arrangement/ transaction with related parties, which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

Considering the provisions of Section 134 of the Act, as all transactions with related parties referred to sub-section (1) of Section 188 of the Act and exemption is available only from the procedural compliance for transactions, which are in ordinary course of business and based on arm's length prices, the disclosure in the prescribed Form AOC – 2, including part 2 thereof is attached as Annexure III to this Report.

Corporate Social Responsibility (CSR)

With the enactment of the Act and as per the Companies (Corporate Social Responsibility) Rules, 2014, read with various clarifications issued by the Ministry of Corporate Affairs, the Company has framed a CSR Policy, which is available on the Company's website www.zfindia.com. The Company has undertaken activities as per the CSR Policy. The Annual Report on CSR activities is annexed herewith marked as Annexure IV.

Risk Management

During the year, your Directors have constituted a Risk Management Committee which has been entrusted with the responsibility to assist the Board in (a) Overseeing and approving the Company's enterprise wide risk management framework and (b) Overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, legal, information technology, Regulatory and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks.

The Company manages, monitors and reports on the major risks and uncertainties, those can impact its ability to achieve its strategic objectives. The Company has introduced several

improvements in internal control management to drive a common integrated view of risks, optimal risk mitigation, responses and efficient management of internal control and assurance activities.

Auditors and Auditors' Report

Statutory Auditors

M/s. MGM and Company, Chartered Accountants, Statutory Auditors of the Company, hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. They have confirmed (i) their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits prescribed under the Act, (ii) that they are not disqualified for re-appointment and (iii) They hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Auditors' Report does not contain any qualification, reservation or adverse remark.

Secretarial Auditor

The Board had appointed Mr. I. U. Thakur (PCS Registration No. 1402), Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report for the same is annexed herewith as Annexure V. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Disclosures

Meetings of the Board

Five meetings of the Board of Directors were held during the financial year. Detailed information is given in the Report on Corporate Governance, forming part of this Annual Report.

Committees of the Board

Audit Committee

The Audit Committee comprises Independent Directors namely Mr. S. A. Gundecha (Chairman), Mr. M. L. Rathi and Mr. Jitendra A. Pandit as other members. All the recommendations made by the Audit Committee were accepted by the Board.

The details of all committees and its terms of reference are set out in the Corporate Governance Report.

Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee, approved a policy for selection, appointment and remuneration of directors and senior management. The detailed Remuneration Policy is placed on the Company's website www.zfindia.com.

Vigil Mechanism/ Whistle Blower Policy

The Vigil Mechanism of the Company also incorporates a Whistle Blower Policy, in terms of the Listing Agreement. Protected disclosures can be made by a Whistle Blower through an e-mail/ telephone/ letter to the Chairman of the Audit Committee. The Policy on Vigil Mechanism and Whistle Blower may be accessed on the website of the Company at www.zfindia.com.

Extract of the Annual Return

Extract of the Annual Return of the Company in Form MGT 9 is annexed herewith as Annexure VI to this Report.

Particulars of Employees and related disclosures

Considering the provisions of Section 197(12) of the Act read with the relevant rules and having referred to provisions of the First Proviso to Section 136(1) of the Act, the Annual Report is being sent to the members of the Company, excluding details of particulars of employees and related disclosures. The said information / details are available for inspection at the Registered Office of the Company during working hours, on any working day. Any Member interested in obtaining this information may write to the Company Secretary and this information would be provided on request. The Company has three employees, including Working Directors, who drew remuneration exceeding Rs. 60 lac per annum or Rs.5 lac per month (if employed for part of the year).

Disclosure – Anti Sexual Harassment Policy

The Company has in place, an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, temporary, trainee etc.) are covered under this Policy.

Number of sexual harassment complaints received and disposed of during the financial year 2014-15 is one.

General

- The Company held no deposits at the beginning of the year, nor accepted any deposits during the year under report.

Annexure I to the Directors' Report 2014-15

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo (pursuant to Rule 8(3) of The Companies (Accounts) Rules, 2014)

A. Conservation of Energy

- Automatic power factor controller installed for entire factory to maintain power factor at unity.
- Factory shop floor's 250 W and 150 W overhead lamps replaced by 48W LED lamps, which provide better illumination and save energy.
- Waste-water treated and recycled for gardening.
- LPG consumption reduced from 22 tons to 13 tons by adding efficient furnaces.

Wind Energy

Seven Windmills, of aggregate 6.7 MW capacities, generated 6.17 million units of electricity in FY 2014-15, which was captively consumed in the Company's plant at Vadu Budruk. This covered 54.5% of total power consumption of that plant for the year.

Solar Energy

The Company's Solar Energy Plant generated 8.55 million units of electricity in FY 2014-15. These units were sold to GUVNL (Gujarat Urja Vikas Nigam Limited), as per the PPA (Power Purchase Agreement) signed with Government of Gujarat.

B. Technology Absorption, Research And Development

1) Efforts made towards Technology Absorption

- Process/ equipment developments – New test-rigs for functional-test made operational
- Value engineering and value analysis (VEVA) – Double-barrel power steering gear productionised.
- Up-gradation of existing products to the need of customers PAS for Tractors introduced.
- Filed patent for Auto Setting Limiters and Double-barrel power steering gear.

- All equity shares issued by the Company rank pari-passu in respect of right to receive dividend, voting rights or otherwise.
- During the year under report, no shares were issued as sweat equity to any of the employees or others.
- As the Company does not have any subsidiary, no remuneration was received by any Whole-time Director of the Company from a subsidiary.
- During the year under report, no strictures or material orders were passed by any Regulator or a Court or a Tribunal, which may impact on the going concern status of the Company or its operations in future.
- There are no material changes or commitment affecting the financial position of the Company from March 31, 2015 till date of this Report.

Acknowledgement

The Board of Directors takes this opportunity to express their appreciation for the assistance and co-operation received from Banks, Government Authorities, Customers, Suppliers, Members, Collaborators and other Business Associates.

The Board also acknowledges the understanding and support shown by all its employees.

For and on behalf of the Board of Directors

Pune

July 28, 2015

Dinesh Munot

Chairman & Managing Director

- Modernization and automation of the plant to produce and test the products to its accuracy.
- Benefits derived as a result of the above efforts**
 - Product quality and cost reduction
 - Improvement in market share
 - Indigenization of various components
 - Reduction in foreign exchange outgo
 - Conveyorise movement of material from assembly, painting and to dispatch eliminates non value adding man power.
 - Improvements in Manufacturing methods and quality standards.
 - Aiming towards self sufficiency in engineering skills for manufacturing range of steering gears and connected products.
 - Development of cost effective, high performance engineering products.
- Imported Technology in last three years - Nil**
- Expenditure on R & D**
The Company has so far incurred Capital-expenditure of Rs. 37.35 million on R & D.
- Foreign Exchange Earnings and Outgo**

a. Earnings in Foreign Exchange	Rs. 31.27 million
b. Expenditure in Foreign Exchange	Rs. 10.26 million
c. Value of Imports calculated on CIF basis-	
- Raw Material, Components etc	Rs. 290.61 million
- Capital Goods	Rs. 108.24 million

For and on behalf of the Board of Directors

Pune

July 28, 2015

Dinesh Munot

Chairman & Managing Director

Annexure II to the Directors' Report

Corporate Governance Report

1. Company's Philosophy on Corporate Governance:

The Company is fully committed to attainment of the highest levels of transparency, accountability and equity, in all facets of its operations, and in all its interactions with its shareholders, employees, suppliers, customers and the government.

The Company believes that all its operations and actions must serve the underlying goals of achieving business excellence and increasing long-term shareholder value.

Ethics/ Governance Policies:

The Company employees and the Board adhere to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. The Company has adopted various codes and policies to carry out the functions/ duties in an ethical manner. Some of these codes and policies are:

- Code of Conduct
- Code of Conduct for Prohibition of Insider Trading
- Vigil Mechanism and Whistle Blower Policy
- Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions
- Corporate Social Responsibility Policy
- Policy for Selection of Directors and determining Directors' Independence
- Remuneration policy for Directors, Key Managerial Personnel and other Employees.

2. Board of Directors:

As on March 31, 2015, the Company's Board comprised 11 Directors (out of which more than 50% of the Directors are Independent Directors) with Mr. Dinesh Munot as the Chairman & Managing Director.

The Board evaluates the Company's strategic direction, management policies, performance, objectives and effectiveness of Corporate Governance practices.

Independent Directors:

The Company has appointed Independent Directors who are renowned people having expertise/ experience in their respective field/ profession. None of the Independent Directors is Promoter or related to Promoters. They do not have pecuniary relationship with the Company and further do not hold two percent or more of the total voting power of the Company. None of the Independent Directors of the Company serves as an

Independent Director in more than seven listed companies and where any Independent Director is serving as whole-time director in any listed company, such director is not serving as Independent Director in more than three listed companies. All the Independent Directors hold office for five consecutive years from the date of their respective appointment. The Company has issued letter of appointment to all the Independent Directors, as per Schedule IV to the Companies Act, 2013 (the Act), containing the terms and conditions of their appointment.

Familiarisation Programs

The Board members are provided with necessary documents, reports, updates on statutory changes and internal policies to enable them to familiarise with the Company's procedures and practices.

With a view to familiarising the independent directors with the Company's operations, as required under Clause 49, the Company has held various familiarisation programs for the independent directors. The details of familiarisation programs are placed on the Company's website www.zfindia.com.

Meeting of Independent Directors

During the year, a separate meeting of the Independent Directors was held on March 27, 2015, without the attendance of non-independent directors and members of the management.

Board Meetings and Board-Committee Meetings

The Board has constituted five Committees, namely Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility (CSR) Committee and Risk Management Committee. The Board is authorized to constitute additional functional Committees, from time to time, depending on business needs.

Number of Board Meetings held with dates

The Board Meeting dates are normally pre-determined. During the year ended on March 31, 2015, the Board of Directors had 5 meetings. These were held on May 21, 2014, July 30, 2014, November 12, 2014, January 29, 2015 and March 2, 2015.

The information including as specified in Annexure IA to Clause 49 of the Listing Agreement entered into with BSE Limited is regularly made available to the Board, whenever applicable and materially significant, for discussion and consideration.

Details of Composition of the Board, category, attendance of Directors, number of other committee memberships are given below:

Sr. No.	Name of the Director	Category of Directorship	Attendance Particulars		No. of other directorship and committee membership/ chairmanship		
			Board Meetings during the FY 2014-15	Last AGM Held on July 30, 2014	Other Directorship #	Committee Membership	Committee Chairmanship
1	Mr. Dinesh Munot (Chairman & Managing Director)	Executive (promoter)	5	Yes	6	1	-
2	Mr. Jinendra Munot (Jt. Managing Director)	Executive (promoter)	5	Yes	5	1	-
3	Mr. Utkarsh Munot (Executive Director)	Executive (promoter)	5	Yes	4	-	-
4	Mr. Manish Motwani	Non-Executive, Independent	4	Yes	11	-	-
5	Mr. Ludwig Rapp	Non-Executive (promoter)	3	Yes	-	-	-
6	Mr. M. L. Rathi	Non-Executive, Independent	4	Yes	11	5	3
7	Mr. Shridhar S. Kalmadi	Non-Executive, Independent	4	Yes	4	-	-
8	Mr. Ajinkya Arun Firodia	Non-Executive, Independent	4	Yes	7	-	-
9	Mr. Jitendra A. Pandit	Non-Executive, Independent	4	Yes	-	-	-
10	Mr. S. A. Gundecha (appointed w.e.f 15.09.2014)	Non-Executive, Independent	3	N.A	2	-	-
11	Mrs. Eitika Munot (appointed w.e.f 15.09.2014)	Non-Executive, (promoter)	2	N.A	-	-	-
12.	Mr. Carl Magnus Backlund (up to 31.12.2014)	Non-Executive (promoter)	3	Yes	-	-	-
13	Mr. Klaus Traeder (Alternate Director for Mr. Carl Magnus Backlund-up to 31.12.2014)	Non- Executive (promoter)	Nil	Yes	-	-	-

Includes Directorship in Private Companies.

Relationship between Directors Inter-se

1. Mr. Dinesh Munot and Mr. Jinendra Munot are brothers.
2. Mr. Dinesh Munot is father of Mr. Utkarsh Munot.
3. Ms. Eitika Munot is wife of Mr. Utkarsh Munot and daughter - in - law of Mr. Dinesh Munot.

Meetings of Board Committees held during the year and Directors' attendance:

Board Committees	Audit Committee	Nomination & Remuneration Committee	Stakeholders' Relationship Committee	Corporate Social Responsibility (CSR) Committee	Risk Management Committee
Meetings held	4	1	1	1	1
Directors' Attendance					
Mr. Dinesh Munot 1	4	N.A.	N.A.	1	N.A.
Mr. Jinendra Munot	N.A.	N.A.	N.A.	1	N.A.
Mr. Utkarsh Munot	N.A.	N.A.	N.A.	1	1
Mr. Manish Motwani 2	1	1	N.A.	N.A.	1
Mr. M. L. Rathi	4	1	1	Nil	N.A.
Mr. Jitendra A. Pandit	4	1	1	N.A.	1
Mr. S. A. Gundecha 3	2	N.A.	N.A.	N.A.	N.A.
Mrs. Eitika Munot 4	N.A.	N.A.	Nil	N.A.	N.A.

N.A. – Not a member of the Committee

- 1- Mr. Dinesh Munot has attended the Audit Committee Meetings as an invitee.
- 2- Ceased to be a member of the Audit Committee w.e.f. 29.09.2014. 2 meetings were held during his tenure.
- 3- Appointed as member of the Audit Committee w.e.f. 29.09.2014.
- 4- Appointed as member of the Stakeholders' Relationship Committee w.e.f. 29.09.2014.

3. Audit Committee:

During the year under review, the following Directors were the members of the Audit Committee (the Committee). Members: Mr. S. A. Gundecha–Chairman, Mr. Manish Motwani- (up to 29.9.2014), Mr. M. L. Rathi and Mr. Jitendra A. Pandit. All the members of the Committee are Non-Executive Independent Directors. The role, powers and functions of the Audit Committee meet with requirements of Section 177 of the Act as well as Clause 49 of the Listing Agreement.

In addition to the members of the Committee, the Committee meetings were attended by the Chairman & Managing Director, Chief Financial Officer (CFO), Internal Auditor and the Statutory Auditors of the Company. The Company Secretary acted as the Secretary to the Committee.

The Committee reviews the financial statements before they are placed before the Board.

During the period under review, the Committee met 4 times on May 19, 2014, July 19, 2014, November 12, 2014 and January 29, 2015. The attendance record of the members of the Committee is given above (under Point No. 2) in tabular form.

The Committee is authorized by the Board in the manner as envisaged under Clause 49 (II) (C) of the Listing Agreement. The Committee has been assigned tasks as listed under Clause 49 (II) (D) of the Listing Agreement. The Committee reviews the information as listed under Clause 49(II) (E) of the Listing Agreement.

The Minutes of the Committee Meetings are noted by the Board of Directors at the Board Meetings. The Chairman of the Committee was present at the 34th Annual General Meeting held on July 30, 2014.

4. Nomination and Remuneration Committee (earlier 'Remuneration Committee'):

During the year under review, the nomenclature of the 'Remuneration Committee' was changed to 'Nomination and Remuneration Committee' (the Committee), as required under the provisions of Section 178 of the Act and revised Clause 49 of the Listing Agreement (effective October 1, 2014), related to Corporate Governance, entered into with BSE Limited.

During the year under review, following Directors were the members of the Committee. Members: Mr. M. L. Rathi - Chairman, Mr. Manish Motwani and Mr. Jitendra A. Pandit. The Company Secretary acted as the Secretary to the Committee.

Terms of Reference of the Committee, inter alia, includes the following:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal
- To carry out evaluation of every Director's performance
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees
- To formulate the criteria for evaluation of Independent Directors and the Board
- To devise a policy on Board diversity
- To recommend/ review remuneration of the Executive Directors based on their performance and defined assessment criteria

The Minutes of the Committee Meetings are noted by the Board of Directors at the Board Meetings.

During the financial year, the Committee met on January 29, 2015. The attendance record of the members of the Committee is given above (under Point No. 2) in tabular form

Remuneration Policy

The Nomination and remuneration policy is directed towards rewarding

performance, based on review of achievements on a periodical basis. The policy is in consonance with the existing industry practice. The detailed Remuneration Policy is placed on the Company's website www.zfindia.com.

Performance Evaluation:

The Committee lays down the criteria for performance evaluation of the Independent directors and other directors, Board of Directors and Committees of the Board of Directors. The Criteria for performance evaluation covers the areas relevant to their functioning as independent directors or other directors, member of Board or Committees of the Board. The criteria are placed on the Company's website www.zfindia.com.

Policy on Board Diversity:

The Committee devises the policy on Board diversity to provide for having a broad experience and diversity on the Board.

Details of remuneration paid to Whole-time Directors during the year ended March 31, 2015 are as under:

(Amount in Rs.)

	Mr. Dinesh Munot	Mr. Jinendra Munot	Mr. Utkarsh Munot
Salary	21,392,628	11,820,850	6,582,347
Perquisites	508,247	684,685	1,233,671
Commission	Nil	Nil	Nil
Total	21,900,875	12,505,535	7 816 018
Tenure			
From	14.12.2011	01.04.2013	01.11.2011
To	13.12.2016	31.03.2018	31.10.2016

Details of remuneration paid to Non-Executive Directors for the year ended March 31, 2015 are as under:

The Company pays sitting fees to all the Non-Executive Directors at the rate of Rs. 20,000 w.e.f. June 1, 2014 (previously Rs. 10,000) for each Board Meeting and Committee meeting attended.

Name	Sitting Fees		Total Fees (Rs.)
	Board Meeting Fees (Rs.)	Committee Meeting Fees (Rs.)	
Mr. Manish Motwani	80,000	60,000	1,40,000
Mr. Ludwig Rapp*	Nil	Nil	Nil
Mr. M. L. Rathi	70,000	1,30,000	2,00,000
Mr. Shridhar S Kalmadi	70,000	Nil	70,000
Mr. Ajinkya Arun Firodia	80,000	Nil	80,000
Mr. Carl Magnus Backlund* (up to 31.12.2014)	Nil	Nil	Nil
Mr. Jitendra A. Pandit	80,000	1,50,000	2,30,000
Mr. Klaus Traeder* (Alternate Director for Mr. Carl Magnus Backlund-up to 31.12.2014)	Nil	Nil	Nil
Mr. S. A. Gundecha (From 15.09.2014)	60,000	60,000	1,20,000
Mrs. Eitika Munot (From 15.09.2014)	40,000	Nil	40,000

* Opted not to accept any sitting fees.

None of the Non-Executive Directors was paid any incentive or commission during the year. Mrs. Eitika Munot was employee of the Company, up to August 31, 2014, before she was appointed as Non-Executive Director of the Company. During April 1, 2014 to August 31, 2014, she was paid Rs. 476,246 as salary. There was no other pecuniary relationship or transaction with any Non-Executive Director of the Company, during the year.

None of the Non-Executive Directors, except Mr. S. A. Gundecha, who holds 1,250 shares of the Company, holds any share in the Share capital of the Company.

5. Stakeholders' Relationship Committee:

The Stakeholders' Relationship Committee' (the Committee) was re-constituted by the Board on September 29, 2014. The Committee is primarily responsible to review all matters connected with the Company's transfer of securities and Redressal of shareholders'/ investors'/ security holders' grievances. The Committee looks into redressing of shareholders' complaints like transfer/ transmission of shares, non-receipt of Annual Report, non-receipt of declared dividends, etc. and recommends measures for overall improvement in the quality of investor services.

The Committee's composition and the terms of reference meet with the requirements of Clause 49 of the Listing Agreement and provisions of the Act.

During the year under review, following Directors were the members of the Committee. Members: Mr. Jitendra A. Pandit - Chairman, Mr. M. L. Rathi and Mrs. Eitika Munot. The Company Secretary acted as the Secretary to the Committee.

During the financial year, the Committee met on November 12, 2014. The attendance record of the members of the Committee is given above (under Point No. 2) in tabular form

The Company has an efficient system of dealing with investors' grievances. The Chairman & the Managing Director of the Company takes the personal interest in all matters of concern for investors. Mr. Satish Mehta - Company Secretary, being the Compliance Officer, carefully looks into each issue and reports the same to the Committee.

The total number of complaints received and resolved to the satisfaction of shareholders, during the year under review, was six. All the complaints were redressed to the satisfaction of the shareholders.

6. Corporate Social Responsibility (CSR) Committee:

The Corporate Social Responsibility Committee (the Committee)'s prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of Corporate Social Responsibility (CSR) Policy indicating the activities to be undertaken by the Company as per Schedule VII to the Act, recommending the amount of expenditure to be incurred and observe practices of Corporate Governance at all levels.

The Committee's constitution and terms of reference meet with the requirements of the Act.

During the year under review, the following Directors were the members of the Committee. Members: Mr. Dinesh Munot - Chairman and Managing Director, Mr. Jinendra Munot - Jt. Managing Director, Mr. Utkarsh Munot - Executive Director and Mr. M. L. Rathi - Independent Director. The Company Secretary acted as the Secretary to the Committee.

During the financial year, the Committee met on March 2, 2015. The attendance record of the members of the Committee is given above (under Point No. 2) in tabular form

7. Risk Management Committee:

The Risk Management Committee (the Committee) was constituted by the Board on September 29, 2014. The Committee's prime responsibility is to implement and monitor the risk management plan and policy of the Company.

During the year under review, the following Directors were the members of the Committee. Members: Mr. Jitendra A. Pandit - Chairman, Mr. Manish Motwani, and Mr. Utkarsh Munot - Executive Director. The Company Secretary acted as the Secretary to the Committee.

During the financial year, the Committee met on November 12, 2014. The attendance record of the members of the Committee is given above (under Point No. 2) in tabular form.

The Committee is inter-alia responsible for risk identification, evaluation and mitigation and control process for such risks, oversight the Enterprise Risk Management System and internal control process, monitoring and reviewing risk management plan of the Company and reviewing the foreseeable trends that could significantly impact the Company's overall business objectives and mitigation thereof.

8. General Body Meetings:

Location and time for last 3 years' General Meetings were as:

Year	AGMs	Location	Dates	Time	Special Resolutions Passed
2011-12	32nd AGM	Registered. Office:	28.07.2012	4.00 p.m.	No Special Resolution was passed.
2012-13	33rd AGM	Gat No. 1242/ 44, Village-Vadu-	28.07.2013	4.00 p.m.	Special Resolution under Section 314 of the Companies Act, 1956 was passed.
2013-14	34th AGM	Budruk, Tal. Shirur, Dist- Pune-412216	30.07.2014	4.00 p.m.	No Special Resolution was passed.
2014-15	EGM		27.03.2015	4.00 p.m.	No Special Resolution was passed.

Postal Ballot:

During the year, no special resolution was passed through postal ballot. None of the businesses proposed to be transacted in the ensuing Annual General Meeting requires passing of Special Resolution through postal ballot.

9. Disclosures:

- Transactions with related parties, as per requirements of Accounting Standard 18, are disclosed elsewhere in this Annual Report.
- The Company has not entered into any transaction of a material nature, with any of the Related Parties, that may have a potential conflict with the interests of the Company at large. The Company has formulated a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions and during the financial year 2014-15, there were no material transactions with related parties. The Policy is available on the website of the Company (www.zfindia.com).
- With regard to matters related to capital markets, the Company has complied with all the requirements of the Listing Agreement as well as the regulations and guidelines of SEBI. No penalties were imposed or strictures passed against the Company by SEBI, BSE Limited or any other statutory authority, during the last three years in this regard.

10. Risk Management Framework:

The Company has in place a mechanism to inform the Board about the risk assessment and minimization procedures and periodical review to ensure that management controls risk through means of a properly defined framework.

11. Code of Conduct

The updated Code of Conduct includes duties of Independent Directors. The Code is available on the website of the Company www.zfindia.com. Pursuant to Clause 49 of the Listing Agreement, a confirmation from the

Chairman & Managing Director regarding compliance with the Code by all the Directors and Senior Management forms part of this Report.

12. Code of Conduct for Prevention of Insider Trading:

With a view to regulate trading in shares by the directors and designated employees, the Company has adopted a Code of Conduct for Prevention of Insider Trading. The Code of Conduct is posted on the website of the Company. During the year under review, there has been due compliance with SEBI (Prohibition of Insider Trading) Regulations, 1992.

13. Whistle Blower Policy:

The Company has established a Vigil Mechanism/ Whistle Blower Policy to enable Directors and employees to report unethical behavior, actual or suspected fraud or violation of applicable laws and regulations and the Company's Code of Conduct. The Policy provides adequate safeguards against victimization of Directors(s)/ employee(s).

The Company hereby affirms that no Director/ employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

The Whistle Blower Policy has been disclosed on the Company's website www.zfindia.com.

14. Means of Communication:

Quarterly Financial Results: The Quarterly Financial Results of the Company are published in the following leading 'Business Standard' (English newspaper) and 'Prabhat' (Marathi newspaper) and are also displayed on the Company's website, www.zfindia.com.

Corporate Filing and Dissemination System: The financial and other information filed by the Company from time to time can be accessed on the URL www.corpfiling.co.in.

News, Press Releases etc.: They are sent to BSE Limited as well as uploaded on the Company's website.

Presentations to Institutional Investors/ Analysts: During the year, no such presentations have been made.

Website: The Company's website www.zfindia.com contains a separate section 'Investors' where all important public domain information including information mandated to be provided pursuant to the Act and the Listing Agreement can be accessed. The Company's Annual Report (in a downloadable form), Quarterly Financial Results, Quarterly Shareholding Pattern, Chairman's Speech etc. are available on the site.

General Shareholder Information:

35th Annual General Meeting:

Day, date and time	Wednesday, September 23, 2015 at 4 p.m.
Venue	Registered. Office: Gat No. 1242/1244, Village – Vadu Budruk, Tal. Shirur, Pune- 412 216.

Financial Calendar (tentative):

The Company follows the period of April 1 to March 31, as the Financial Year. For the Financial Year 2015-16:

Adoption of Quarterly Results for	
Quarter ending	In the Month of
June 30, 2015	July 2015
September 30, 2015	October 2015
December 31, 2015	January 2016
Annual Accounts	May 2016
36th Annual General Meeting	July 2016

Book Closure: September 17, 2015 to September 23, 2015 (both days inclusive).

Dividend and Dividend Payment Date:

The dividend of Rs. 10 per share for FY 2014-15, recommended by the Board of Directors, subject to approval by the shareholders at the ensuing Annual General Meeting will be paid on or after September 24, 2015 to those shareholders, whose names appear on the Company's Register of Members as on September 15, 2015.

Unclaimed Dividend

Unclaimed dividend for the years prior to and including the FY 2006-07 has been transferred to the General Revenue Account/ the Investor Education and Protection Fund (IEPF), set up by the Central Government, as applicable. The shareholders who have not encashed their dividend - drafts for the financial years 2007- 08 are requested to claim the amount from the Company. As per the relevant provisions, any dividend remaining unclaimed for a period of seven years, shall be transferred to IEPF. No claims shall lie against the Company in respect of amount so transferred. Unclaimed Dividend for FY 2007-08 is due for transfer in August 2015.

Listing on Stock Exchange: The Company's Equity Shares are listed on BSE Limited,

Phiroze Jeebhoy Towers, Dalal Street, Mumbai 400 001. The Company has paid the annual listing fees up to the financial year 2015-16.

Stock Code/ Symbol:

BSE	505163
International Securities Identification Number (ISIN)	INE116C01012
Corporate identity Number (CIN)- allotted by Ministry of Corporate Affairs	L29130PN1981PLC023734

Custodial Fees to Depositories:

Annual Custody/ Issuer fee for the year 2015-16 will be paid by the Company to NSDL and CDSL on receipt of the invoices.

Stock Market Data:

Market Price of Company's Share at BSE			BSE SENSEX		VOLUME
Month	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)	Number of Shares
APRIL 2014	325.00	272.15	22,939.31	22,197.51	68,195
MAY 2014	410.00	260.10	25,375.63	22,277.04	186,456
JUNE 2014	449.00	352.20	25,725.12	24,270.20	114,007
JULY 2014	463.00	389.00	26,300.17	24,892.00	52,847
AUG 2014	473.40	366.65	26,674.38	25,232.82	75,729
SEPT 2014	785.00	435.20	27,354.99	26,220.49	520,109
OCT 2014	779.00	682.00	27,894.32	25,910.77	105,378
NOV 2014	849.80	701.00	28,822.37	27,739.56	98,704
DEC 2014	865.00	720.00	28,809.64	26,469.42	134,316
JAN 2015	943.70	765.60	29,844.16	26,776.12	357,352
FEB 2015	1180.00	822.05	29,560.32	28,044.49	283,209
MAR 2015	1092.00	881.50	30,024.74	27,248.45	130,634

Stock Performance:

Share Price Performance in comparison to broad based indice - BSE Sensex as on March 31, 2015

	BSE (% Change)	
	ZF India	Sensex
FY 2014-15	268.4	24.9
2 years	376.1	48.4
3 years	239.6	60.6
5 years	293.7	59.5

Registrar and Transfer Agents:

Link Intime India Pvt. Ltd. (website :www.linkintime.com) (email: pune@linkintime.co.in)	
Pune Office Block No. 202, Akshay Complex, Near Ganesh Temple, Pune- 411001 Phone No. (020) 2616 1629/ 26160084 Fax No. (020) 2616 3503	Mumbai Office C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W) Mumbai- 400078 Phone No. (022) 2596 3838 Fax No. (022) 2594 6969

Share Transfer System:

Share-transfers are processed by Link Intime India Pvt. Ltd. and share-certificates duly endorsed are delivered within a period of 15 days from the date of receipt, subject to documents being valid and complete in all respects. The Board has delegated the authority for approving transfer, transmission etc. of the shares to the Chairman & Managing Director and/ or Company Secretary. A summary of transfers / transmissions so approved, is placed at every Stakeholders' Relationship Committee. The Company obtains from a Company Secretary in Practice half-yearly Certificate of Compliance with the Share-transfer formalities as required under Clause 47(c) of the Listing Agreement and files a copy of the said Certificate with BSE Limited.

Shareholding Pattern as on March 31, 2015:

Category	No. of Shares of Rs. 10 each	Percentage of shareholding
Indian Promoters (Munot Family)	4,343,139	47.87
Foreign Promoter (ZF Lenksysteme GmbH- 'Refer to Note 1')	2,340,000	25.79
Banks, Financial Institutions, Insurance Companies	1,650	0.02
Mutual Funds	106,826	1.18
Foreign Institutional Investors	19,170	0.21
Private Corporate Bodies	197,708	2.18
Indian Public	2,032,120	22.39
NRIs/ OCBs	32,687	0.36
Total	9,073,300	100.00
No. of Shareholders as on March 31	2015	2014
	7,677	7,851

Note 1- The name of the said entity has been changed to 'Robert Bosch Automotive Steering, GmbH' with effect from March 11, 2015.

Distribution of Shareholding (as on March 31, 2015)

No. of Shares held (Face Value of Rs, 10 each)	No. of Shareholders	% to total No. of shareholders	No. of Shares held	% to total No. of Shares
1- 500	6,882	89.64	822,313	9.06
501- 1000	439	5.73	332,403	3.66
1001-5000	292	3.80	598,112	6.59
5001-10000	24	0.31	150,933	1.67
10001 & above	40	0.52	7,169,539	79.02
Total	7,677	100.00	9,073,300	100.00

Dematerialization of Shares & Liquidity:

The details of Equity shares dematerialized and those held in physical form as on March 31, 2015 are given hereunder:

Particulars of Equity Shares	Equity shares of Rs. 10 each		Shareholders	
	Number	% of total	Number	% of total
Dematerialized form				
NSDL	7,586,065	83.61	4,243	55.27
CDSL	1,075,040	11.85	2,023	26.35
Sub-total	8,661,105	95.46	6,266	81.62
Physical Form	412,195	4.54	1,411	18.38
Total	9,073,300	100.00	7,677	100.00

Considering the advantages of dealing in securities in electronic/ dematerialized form, shareholders still holding shares in physical form are requested to dematerialize their Shares at the earliest. For further information/ clarification/ assistance in this regard, please contact Link Intime India Pvt. Ltd., Registrar and Share Transfer Agents.

As per the directions of SEBI, Equity Shares of the Company can be traded by all the investors only in dematerialized form. The Company's Shares are traded on BSE Limited.

Dividend Declared for the last 10 Years

Financial Year	Dividend Per Share*
2004-05	12.50
2005-06	6.25
2006-07	8.00
2007-08	8.00
2008-09	7.00
2009-10 Interim	3.50
2009-10 Final	5.00
2010-11 Interim	5.00
2010-11 Final	5.00
2011-12 Interim	5.00
2011-12 Final	5.00
2012-13	8.00
2013-14	7.00

*Share of paid-up value of Rs. 10 per share

Outstanding GDR, ADR or Warrants:

The Company has not issued so far any GDR, ADR or any Convertible instrument pending conversion or any other instrument likely to impact the equity share capital of the Company.

Disclosure with respect to Equity Shares lying in Suspense Account:

Particulars	Shareholders	Number of Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	217	17,754
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	1	500
Number of shareholders to whom shares were transferred from suspense account during the year	1	500
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	216	17,254

The voting rights on the shares lying in suspense account are frozen till the rightful owners of above shares claim the shares.

Adoption of Mandatory and Non-Mandatory Requirements of Clause 49:

The Company has complied with all mandatory requirements of Clause 49 of the Listing Agreement. The Company has adopted following non-mandatory requirements of Clause 49 of the Listing Agreement:

1. The Company is in the regime of unqualified financial statements.
2. The Internal Auditor directly reports to the Audit Committee.

Plant Locations:

Segment	Address
Auto Components	Gat No. 1242/ 44, Village Vadu-Budruk, Tal. Shirur, Dist: Pune- 412 216. (Maharashtra)
Solar Power Project	Plot No. 45 & 46, Survey No. 152/1, Charanka, Santalpur, Patan (Gujarat)
Wind Power Projects	1. Supa Site- At Post- Kavadya Dongar, Supa, Tal. Parner, Dist. Ahmednagar (Maharashtra) 2. Satara Site- At Post- Vankusavade, Tal. Patan, Dist. Satara (Maharashtra) 3. Sadawaghapur Site- At Post- Sadawaghapur. Tal. Sadawaghapur, Dist. Satara (Maharashtra)

Address for Investor Correspondence:

- For transfer/ dematerialization of shares
Link Intime India Pvt. Ltd.
202 A-Wing, Second Floor, Akshay Complex, Off Dhole Patil Road, Pune- 411 001
Phone- (020) 26161629/ 26163503/ 26160084 • E-mail- pune@linkintime.co.in
- For payment of dividend and other correspondence
Secretarial Department:
ZF Steering Gear (India) Ltd.
Corporate Identity Number (CIN)- L29130PN1981PLC023734
6th Floor, Eden Hall, Model Colony, Pune- 411 016
E-Mail: satish.mehta@zfindia.com • Phone- (020) 2567 6754/55
Website- www.zfindia.com

For and on behalf of the Board of Directors

**Pune
July 28, 2015**

**Dinesh Munot
Chairman and Managing Director**

Certificate on Compliance with Code of Conduct:

I hereby confirm that the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the Code of Conduct for the financial year 2014-15.

For and on behalf of the Board of Directors

**Pune
July 28, 2015**

**Dinesh Munot
Chairman & Managing Director**

CEO/ CFO Certification

As required by sub clause V of Clause 49 of the Listing Agreement with the Stock Exchange, we have certified to the Board that for the financial year ended March 31, 2015, the Company has complied with the requirements of the said sub clause.

Jinendra Jain
May 7, 2015

Dinesh Munot
Chief Financial Officer Chairman & Managing Director

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members,
ZF Steering Gear (India) Limited,

We have examined the compliance of the conditions of Corporate Governance by ZF STEERING GEAR (INDIA) LIMITED (the Company) for the year ended March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For M/s. MGM & Co.
Chartered Accountants
Firm Registration No. 117963W**

**Pune
May 7, 2015**

**Mangesh Katariya
Partner
Membership No. 104633**

ANNEXURE –III

Form AOC-2

Disclosure of particulars of contracts/ arrangements entered into by the Company with related parties referred to in sub section (1) of Section 188 of the Companies Act, 2013 (the Act) including certain arm's length transaction under third proviso thereto:

(Pursuant to Clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at Arm's length basis:

SI No.	Particulars	Details
a)	Name(s) of the related party & nature of relationship	Nil
b)	Nature of contracts/ arrangements/ transaction	Nil
c)	Duration of the Contracts/ arrangements/ transaction	Nil
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e)	Justification for entering into such contracts or arrangements or transactions	Not Applicable
f)	Date of approval by the Board	Not Applicable
g)	Amount paid as advances, if any	Nil
h)	Date on which the special resolution was passed in General Meeting as required under first proviso to Section 188	Not Applicable

2. Details of material (*) contracts or arrangements or transactions at Arm's length basis

SI No.	Particulars	Details			
a)	Name(s) of the related party	Varsha Forgings Ltd.	ZF Lenksysteme GmbH	KCTR Varsha Forgings Ltd.	Corona Bus Manufacturers Pvt. Ltd.
b)	Nature of Relationship	One of the Directors is interested	Associate Company	One of the Directors is interested	One of the Directors is interested
c)	Nature of contracts/ arrangements/ transactions	Purchase of Components			Sale of Steering Gear & Components
d)	Duration of the contracts/ arrangements/ transactions	01.04.2014 to 31.03.2015			
e)	Salient terms of the contracts or arrangements or transaction	45 Days of credit	60 Days of credit	45 Days of credit	Receipt of Advance Payment against proforma-invoice
f)	Date of approval by the Board, if any	Not Applicable in view of the third proviso to sub-section (1) of Section 188 of the Act.			
g)	Value of the transactions(Rs. in million)	217.23	155.15	0.002	1.99

*Note: There are no Material Contracts/ Arrangements/ Transactions as defined under the Listing Agreement.

For and on behalf of the Board of Directors

Pune
July 28, 2015

Dinesh Munot
Chairman and Managing Director

ANNEXURE –IV

Annual Report on Corporate Social Responsibility (CSR) Activities for the Financial Year 2014-15

1. A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs

The Company's CSR Policy outlines the Company's responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking activities for welfare and sustainable development of the community at large.

A detailed CSR Policy has been framed by the Company with approval of CSR Committee and the Board of Directors. The Policy, inter- alia covers the Philosophy, Scope, List of CSR activities, Modalities of execution of projects/ programs and Monitoring and Assessment thereof.

The CSR Policy is placed on the Company's website www.zfindia.com.

2. The Composition of the CSR Committee

A Committee of the directors, titled 'Corporate Social Responsibility Committee' was constituted by the Board on September 29, 2014 with the following members:

- Mr. Dinesh Munot - Chairman
- Mr. M. L. Rathi
- Mr. Jinendra Munot
- Mr. Utkarsh Munot

3. Average net profit of the Company for last three financial years

Rs. 539.91 million

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above)

Rs. 10.80 million

5. Details of CSR spent during the financial year:

- a) Total amount to be spent for the financial year - Rs. 10.80 million
- b) Amount unspent, if any: - Nil
- c) Manner in which the amount spent during the financial year is detailed below:

Details of Amount Spent on CSR Activities during the financial year 2014-15

Sr. No.	CSR Project or activity identified	Sector in which the projects is covered (Clause No. of Schedule VII to the Companies Act, 2013, as amended)	Project of Program (1) Local Area or Other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (Budget) project or program wise (Rs. in million)	Amount spent on the Projects or Programs Sub Heads: (1) Direct Expenditure on Projects or programs (2) Overheads (Rs. in million)	Cumulative Expenditure up to the reporting period i.e FY 2014-2015 (Rs. in million)	Amount spent Direct or through Implementing Agency
1.	Contribution to the Prime Minister's National Relief Fund	Clause No.(viii) of Schedule VII to the Act	Not Applicable	10.80	10.80	10.80	10.80 (Direct)

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report

The Company has spent two per cent of the average net profit of the last three financial years; hence this clause is **Not Applicable**.

'The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and Policy of the Company.'

Sd/-

7. Responsibility Statement

The Responsibility Statement of the Corporate Social Responsibility (CSR) Committee of the Board of the Company is reproduced below:

Pune
July 28, 2015

Dinesh Munot
Chairman & Managing Director
Chairman - CSR Committee

Annexure V
I. U. Thakur
Company Secretary
Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
ZF STEERING GEAR (INDIA) LIMITED
Pune

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ZF STEERING GEAR (INDIA) LIMITED** (CIN: L29130PN1981PLC023734) (hereinafter called the **Company**). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the ZF STEERING GEAR (INDIA) LIMITED books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives, during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31.03.2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 – **Not applicable** to the Company during the Audit Period
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Not applicable** to the Company during the Audit Period
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **Not applicable** to the Company during the Audit Period
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – **Not applicable** to the Company during the Audit Period

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. On the basis of the information provided by the Company, following laws are also complied with:

A) ENVIRONMENTAL LAWS:

1. The Air (Prevention and Control of Pollution) Act, 1981 & The Air (Prevention and Control of Pollution) Rules, 1982
2. The Water (Prevention and Control of Pollution) Act, 1974 & The Water (Prevention and Control of Pollution) Rules, 1975
3. The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008

B) LABOUR LAWS:

4. The Factories Act, 1948 and The Maharashtra Factories Rules, 1963
5. The Employees' Compensation Act, 1923 (Earlier known as Workmen's Compensation Act, 1923)

6. The Industrial Disputes Act, 1947, including the provisions of the Muster Roll u/s 25D- Attendance is recorded electronically with biometric system.
7. The Minimum Wages Act, 1948
8. The Payment of Wages Act, 1936
9. The Equal Remuneration Act, 1976 – (The Company does not have separate rates of wages for women employees)
10. The Apprentices Act, 1961 – The Working hours, overtime, leave and holidays of apprentices are within the limit as provided in the Act.
11. The Employees' Provident Fund and Miscellaneous Provisions Act, 1956 and the schemes made thereunder – Maintained electronically
12. The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959 - Maintained electronically
13. The Industrial Employment (Standing Orders) Act, 1946 – Model standing orders is made applicable.
14. The Payment of Bonus Act, 1965
15. The Payment of Gratuity Act, 1972

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with BSE Limited.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors, that took place during the period under review, were carried out in compliance with the provisions of the Act.

The Company earlier had "Remuneration Committee" which has been properly re-constituted as "Nomination and Remuneration Committee", on 29/09/2014, as per the provisions u/s 178 of the Act.

The Company earlier had "Shareholders' Grievance Committee" which has been properly re-constituted as "Stakeholders' Relationship Committee", on 29/09/2014 as per the provisions u/s 178 of the Act.

The Company has properly constituted "Corporate Social Responsibility Committee", as on 29/09/2014, as per the provisions u/s 135 of the Act.

The Company earlier had "Audit Committee" which has been properly re-constituted on 29/09/2014, as per the provisions u/s 177 of the Act.

The Company has properly constituted "Risk Management Committee" as on 29/09/2014, as per the provisions of the Act.

Adequate notices are given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions are carried through, while the dissenting members' views are captured and recorded, as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period no event has occurred during the year, which has a major bearing on the Company's affairs. However, the following event has occurred during the period under review:

The Company further invested Rs. 317.20 million by way of equity participation in its Joint-Venture Company – 'Robert Bosch Automotive Steering Private Limited'.

Sd/-

**Name of Company Secretary in practice: I U Thakur
FCS: 2298 C.P. No.: 1402**

**Place: Pune
Date: 01.07.2015**

ANNEXURE –VI

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on March 31, 2015 of **ZF STEERING GEAR (INDIA) LIMITED** [Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and other details

CIN	L29130PN1981PLC023734
Registration Date	21.01.1981
Name of the Company	ZF Steering Gear (India) Limited
Category/ Sub-Category of the Company	Company having share capital
Address of the Registered Office and contact details	Regd. Office & Works: Gat No. 1242/44, Village Vadu Budruk, Tal. Shirur, Dist. Pune -412 216 Tel: 02137 305100
Whether listed Company	Yes
Name, Address and Contact details of Registrar & Transfer Agents (RTA), if any.	Link Intime India Private Limited Block No. 202, A Wing, 2nd Floor, Akshay Complex, Off Dhole Patil Road, Pune- 411001 Tel: 020 26161629

II. Principal Business Activities of the Company

Sr. No.	Name and Description of main products/ Service	NIC Code of the Product/ Service	% to total turnover of the Company
1.	Auto Component (Mfg. of Steering Gear)	29301	96.27%
2.	Renewable Energy (Solar and Wind power)	35106	3.73%

III. Particulars of Holding, Subsidiary and Associate Companies

Sr. No.	Name and Address of the Company	CIN	Holding/ Subsidiary Associate	% of shares held	Applicable Section of Companies Act, 2013
1.	ZF Lenksysteme India Pvt. Ltd. Global Raisonni Industrial Park, Gate No. 184, Post -Phulgaon, Alandi-Markal Road, Tal. Haveli, Pune – 412 216	U29130PN2007PTC130749	Associate	26%	2(6)

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2014				No. of Shares held at the end of the year 31.03.2015				% Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
A. Promoters									
1) Indian									
a) Individual/ HUF	4,343,589	-	4,343,589	47.87	4,343,139	-	4,343,139	47.87	0.00
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks/ FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	4,343,589	-	4,343,589	47.87	4,343,139	-	4,343,139	47.87	0.00
2) Foreign	-	-	-	-	-	-	-	-	-
a) NRIs- Individual	-	-	-	-	-	-	-	-	-
b) Other individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	2,340,000	-	2,340,000	25.79	2,340,000	-	2,340,000	25.79	0.00
d) Banks/ FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	2,340,000	-	2,340,000	25.79	2,340,000	-	2,340,000	25.79	0.00
Total Share holding Promoter (A) =(A)(1)+(A)(2)	6,683,589	-	6,683,589	73.66	6,683,139	-	6,683,139	73.66	0.00
B. Public Shareholding	-	-	-	-	-	-	-	-	-
1) Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	3,069	-	3,069	0.03	106,826	-	106,826	1.18	1.14
b) Banks / FI	400	1,250	1,650	0.02	400	1,250	1,650	0.02	0.00
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	4,800	-	4,800	0.05	19,170	-	19,170	0.21	0.16
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub-total (B) (1)	8,269	1,250	9,519	0.10	126,396	1,250	127,646	1.41	1.30

Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2014				No. of Shares held at the end of the year 31.03.2015				% Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
2) Non- Institutional	-	-	-	-	-	-	-	-	-
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	134,058	30,200	164,258	1.81	167,508	30,200	197,708	2.18	0.37
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individuals shareholders holding nominal share capital up to Rs. 1 lac.	1,611,892	322,154	1,934,046	21.32	1,426,464	303,185	1,729,649	19.06	-2.25
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lac.	173,985	75,060	249,045	2.74	227,411	75,060	302,471	3.33	0.59
c) Others (Specify)	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Custodians/ Clearing member	-	-	-	-	-	-	-	-	-
NRIs	30,343	2,500	32,843	0.36	30,187	2,500	32,687	0.36	0.00
Sub-total(b) (2)	1,950,278	429,914	2,380,192	26.23	1,851,570	410,945	2,262,515	24.94	-1.30
Total Public Shareholding (B) =(B)(1)+(B)(2)	1,958,547	431,164	2,389,711	26.34	1,977,966	412,195	2,390,161	26.34	0.00
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A)+(B)+(C)	8,642,136	431,164	9,073,300	100%	8,661,105	412,195	9,073,300	100%	0.00

(ii) Shareholding of Promoters

SI No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2014			Shareholding at the end of the year 31.03.2015			% Change in shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares pledged/encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares pledged/encumbered to total shares	
1	Mr. Dinesh Munot	949,290	10.46	0.00	949,290	10.46	0.00	0.00
2	Mr. Utkarsh Munot	1,191,494	13.13	0.00	1,191,494	13.13	0.00	0.00
3	Mrs. Nandini D Munot	321,474	3.54	0.00	321,474	3.54	0.00	0.00
4	Mrs. Pragati D Bothra	115,623	1.27	0.00	115,623	1.27	0.00	0.00
5	Mrs. Trupti S Gupta	123,496	1.36	0.00	123,496	1.36	0.00	0.00
6	Mr. Jinendra Munot	259,659	2.87	0.00	259,659	2.87	0.00	0.00
7	Mrs. Amita Munot	152,457	1.68	0.00	152,457	1.68	0.00	0.00
8	Mr. Piyush J Munot	122,804	1.35	0.00	122,804	1.35	0.00	0.00
9	Mr. Yash J Munot	123,053	1.36	0.00	123,053	1.36	0.00	0.00
10	Mr. Ramesh Munot	172,239	1.90	0.00	172,239	1.90	0.00	0.00
11	Mr. Manik Munot	58,382	0.64	0.00	58,382	0.64	0.00	0.00
12	Mr. Ashish Munot	130,250	1.44	0.00	130,250	1.44	0.00	0.00
13	Mr. Hitesh Munot	43,495	0.48	0.00	43,495	0.48	0.00	0.00
14	Mr. Manish Munot	162,760	1.79	0.00	162,760	1.79	0.00	0.00
15	Ms. Priti M. Munot	410	0.00	0.00	410	0.00	0.00	0.00
16	Mr. Amol Munot	122,753	1.35	0.00	122,753	1.35	0.00	0.00
17	Mrs. Pramila A Munot	24,000	0.26	0.00	24,000	0.26	0.00	0.00
18	Mr. Harish Munot	269,950	2.98	0.00	269,500	2.98	0.00	0.00
19	ZF Lenksysteme GmbH	2,340,000	25.79	0.00	2,340,000	25.79	0.00	0.00
	Total	6,683,589	73.66	0.00	6,683,139	73.66	0.00	0.00

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SI No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	6,683,589	73.66	6,683,139	73.66
	Data wise Increase/ Decrease in Promoters Share holding during the Year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat/ equity etc.)	*	*	*	*
	At the end of year	6,683,589	73.66	6,683,139	73.66

* Note: There is a change in the total shareholding of promoters of 450 shares due to transfer between 01.04.2014 and 31.03.2015

(iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

SI No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Urmil Mahasukh Gopani	1,35,802	1.50	1,35,821	1.50
2.	Canara Robeco Mutual Fund *	Nil	Nil	1,06,776	1.18
3.	Sudha Commercial Company Ltd.	47,600	0.52	57,100	0.63
4.	Jatinder Agarwal*	Nil	Nil	35,146	0.39
5.	Prasanna Holdings Pvt. Ltd.	30,100	0.33	30,100	0.33
6.	Kishan Gopan Mohta	26,000	0.29	26,000	0.29
7.	Vilaskumar Shankarlal Munot	24,960	0.28	24,960	0.28
8.	Jayeshkumar C Shah*	Nil	Nil	15,500	0.17
9.	Elem Park Fund Limited*	Nil	Nil	15,000	0.16
10.	Bhavini Uday Shah*	Nil	Nil	14,005	0.15
11.	Sharad Mohanlal Bhatevara	14,600	0.16	13,944	0.15
12.	Ayaz Motiwala	13,485	0.14	13,485	0.14
13.	Shaila Shirish Koticha*	Nil	Nil	13,210	0.14
14.	Shirish Ratanlal Kotecha#	12,900	0.14	Nil	Nil
15.	Risewell Credit Pvt. Ltd.#	11,031	0.12	Nil	Nil
16.	Asha Shantikumar Firodia	10,400	0.11	10,400	0.11

* Not in the list of Top 10 shareholders as on 01.04.2014. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2015.

Ceased to be in the list of 10 shareholders as on 31.03.2015. The same is reflected above since the shareholder was one of the Top 10 shareholder as on 01.04.2014.

(v) Shareholding of Directors and Key Managerial Personnel

SI No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Shareholding of Directors:				
	Mr. Dinesh Munot				
	At the beginning of the year	949,290	10.46	949,290	10.46
	At the end of the year	949,290	10.46	949,290	10.46
2	Mr. Utkarsh Munot				
	At the beginning of the year	1,191,494	13.13	1,191,494	13.13
	At the end of the year	1,191,494	13.13	1,191,494	13.13
3	Mr. Jinendra Munot				
	At the beginning of the year	259,659	2.86	259,659	2.86
	At the end of the year	259,659	2.86	259,659	2.86
4	Mr. S. A. Gundecha				
	At the beginning of the year	1,250	0.01	1,250	0.01
	At the end of the year	1,250	0.01	1,250	0.01
	(Appointed as Director on 15.09.2014)				
5	Shareholding of Key Managerial Personnel:				
	Mr. Jinendra Jain				
	At the beginning of the year	Nil	0.00	Nil	0.00
	At the end of the year	1	0.00	1	0.00
6	Mr. Satish Mehta				
	At the beginning of the year	Nil	0.00	Nil	0.00
	At the end of the year	1	0.00	1	0.00

V. Indebtedness

Indebtedness of the Company including interest outstanding/ accrued but not due for payment

(Rs. in million)

	Secured loans excluding deposits	Unsecured loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2.06	124.47	-	126.53
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	2.06	124.47	-	126.53
Change in indebtedness during the financial year				
• Addition	99.20	-	-	99.20
• Reduction	-	23.47	-	23.47
Net change	99.20	23.47	-	75.73
Indebtedness at the end of the financial year				
iv) Principal Amount	101.26	101.00	-	202.26
v) Interest due but not paid	-	-	-	-
vi) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	101.26	101.00	-	202.26

VI. Remuneration of Directors and KEY Managerial Personnel
A. Remuneration to Managing Director, whole-time Directors and/ or Manager

(Rs. in million)

SI No.	Particulars of Remuneration	Name of MD/ WTD/ Manager			Total Amount
		Dinesh Munot (CMD)	Jinendra Munot (WTD)	Utkarsh Munot (WTD)	
1	Gross Salary				
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	21.39	11.82	6.58	39.79
	b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0.51	0.68	1.23	2.42
	c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-	
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	• As % of profit	-	-	-	-
	• Others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	21.90	12.50	7.81	42.21
	Ceiling as per the Act	21.90	21.90	21.90	43.75

B. Remuneration to other directors

(Rs. in million)

SI No.	Particulars of Remuneration	Names of Directors						Total Amount
		Manish Motwani	M. L. Rathi	Ajinkya Arun Firodiya	Jitendra A. Pandit	Shridhar S. Kalmadi	S. A. Gundecha	
1	Independent Directors							
	• Fee for attending board/ committee meetings	0.14	0.20	0.08	0.23	0.07	0.12	0.84
	• Commission	-	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-	-
	Total (1)	0.14	0.20	0.08	0.23	0.07	0.12	0.84
		Ludwig Rapp	Eitika Munot					
2	Other Non- Executive Directors							
	• Fee for attending board/ committee meetings	-	0.04	-	-	-	-	0.04
	• Commission	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-
	Total (2)	-	0.04	-	-	-	-	0.04
	Total (B)=(1+2)							0.88
	Total Managerial Remuneration							43.09
	Overall Ceiling as per the Act.							48.13

C. Remuneration to key Managerial Personnel other than MD/Manager/ WTD

(Rs. in million)

SI No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	CFO (Jinendra Jain)	Company Secretary (Satish Mehta)	
1	Gross Salary	Not Applicable			
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961		1.66	1.46	3.12
	b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961		0.10	-	0.10
	c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961		-	-	-
2	Stock Option		-	-	-
3	Sweat Equity		-	-	-
4	Commission <ul style="list-style-type: none"> • As % of profit • Others, specify 		-	-	-
5	Others, please specify		-	-	-
	Total (A)		1.76	1.46	3.22
	Ceiling as per the Act		-	-	-

VII. Penalties/punishment/ compounding of offences

SI No.	Section of the Companies Act	Brief Description	Details of Penalty/ punishment Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give details)
A. Company Penalty Punishment Compounding					
B. Directors Penalty Punishment Compounding					
c. Other Officers in default Penalty Punishment Compounding					

NIL

For and on behalf of the Board of Directors

 Pune
July 28, 2015

 Dinesh Munot
Chairman and Managing Director

INDEPENDENT AUDITORS' REPORT

To,

The Members

Z F Steering Gears (India) Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **ZF 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 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.

Auditors' 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.

For MGM and Company
Chartered Accountants
FRN: 117963W

CA. Mangesh Katariya
Partner
Membership No. 104633

Pune
May 07, 2015

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 ZF 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 Company
Chartered Accountants
FRN: 117963W

CA. Mangesh Katariya
Partner
Membership No. 104633

Pune
May 07, 2015

Balance Sheet as at 31st March, 2015

Rupees in Million

	Particulars	Note No.		As at 31st March, 2015	As at 31st March, 2014
(I)	EQUITY AND LIABILITIES				
(1)	Shareholders' Funds				
	(a) Share Capital	1	90.73		90.73
	(b) Reserves and Surplus	2	2,390.72		2,165.53
				2,481.45	2,256.26
(2)	Non-Current Liabilities				
	(a) Long-term borrowings	3	101.00		124.47
	(b) Deferred tax liabilities (Net)	4	58.16		78.99
	(c) Long term provisions	5	20.12		16.71
				179.28	220.17
(3)	Current Liabilities				
	(a) Short-term borrowings	6	101.26		2.06
	(b) Trade payables	7	400.63		398.93
	(c) Other current liabilities	8	55.42		119.23
	(d) Short-term provisions	9	143.76		99.35
				701.07	619.57
	Total			3,361.80	3,096.00
(II)	ASSETS				
(1)	Non-current assets				
	(a) Fixed assets	10			
	(i) Tangible assets		988.02		937.23
	(ii) Intangible assets		17.15		22.64
	(iii) Capital work-in-progress		5.70		44.99
				1,010.87	1,004.86
	(b) Non-current investments	11	1,373.49		994.50
	(c) Long term loans and advances	12	104.82		167.55
	(d) Other non-current assets	13	-		0.20
				1,478.31	1,162.25
(2)	Current assets				
	(a) Inventories	14	248.42		260.14
	(b) Trade receivables	15	523.50		473.81
	(c) Cash and Cash Equivalents	16	29.07		137.46
	(d) Short-term loans and advances	17	35.33		34.78
	(e) Other current assets	18	36.30		22.70
				872.62	928.89
	Total			3,361.80	3,096.00

SEE ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS

As per our Report of even date attached.

For **MGM and Company**
Chartered Accountants
Firm Registration No. : 117963W

Mangesh Katariya
Partner
Membership No.104633

Pune, May 07, 2015

For and on behalf of the Board of Directors

Dinesh Munot
Jinendra Munot
Utkarsh Munot

Manish Motwani
Shridhar. S. Kalmadi
Jitendra.A.Pandit
Mrs. Eitika Munot

Jinendra Jain
Satish Mehta

Pune, May 07, 2015

Chairman & Managing Director
Jt. Managing Director
Executive Director

Directors

Chief Financial Officer
Company Secretary

Statement of Profit and Loss for the year ended 31st March, 2015

Rupees in Million

	Particulars	Note No.		For the year ended 31st March, 2015	For the year ended 31st March, 2014
I.	Revenue from operations- Gross		3701.28		3254.87
	Less: Excise Duty		396.76		343.89
	Revenue from operations- Net	19		3,304.52	2,910.98
II.	Other Income	20		91.06	73.29
III.	Total Revenue (I +II)			3,395.58	2,984.27
IV.	Expenses:				
	Cost of raw materials and components consumed (including purchase of traded goods)	21		2,133.68	1,919.16
	Changes in inventories of finished goods and work-in-progress	22		(9.44)	(98.70)
	Employee benefit expense	23		360.82	312.29
	Other expenses	25		239.91	185.54
	Total (IV)			2,724.97	2,318.29
V.	Profit before Interest, tax, depreciation and amortization and exceptional item (EBITDA) (III - IV)			670.61	665.98
VI.	Finance costs	24		8.52	6.90
VII.	Depreciation and amortization expense	10		234.45	210.39
VIII.	Profit before exceptional items and tax (V - VI-VII)			427.64	448.69
IX.	Exceptional Items			-	-
X.	Profit before tax (VIII+IX)			427.64	448.69
XI.	Tax expense:				
	(1) Current tax			95.74	145.00
	(2) Deferred tax			(15.48)	(19.24)
	(3) Taxation of earlier year(s)			(8.26)	181.89
				72.00	307.65
XII.	Profit(Loss) for the period (X-XI)			355.64	141.04
XIII.	Earning per equity share (Face Value per share Rs. 10):				
	(1) Basic			39.20	15.55
	(2) Diluted			39.20	15.55

SEE ACCOMPANYING NOTE TO THE FINANCIALS STATEMENTS

As per our Report of even date attached.

For **MGM and Company**
Chartered Accountants
Firm Registration No. : 117963W

Mangesh Katariya
Partner
Membership No.104633

Pune, May 07, 2015

For and on behalf of the Board of Directors

Dinesh Munot
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Mrs. Eitika Munot

Jinendra Jain
Satish Mehta

Pune, May 07, 2015

Chairman & Managing Director
Jt. Managing Director
Executive Director

Directors

Chief Financial Officer
Company Secretary

Cash Flow Statement for the year ended 31st March, 2015

Rupees in Million

		Year ended 31st March, 2015		Year ended 31st March, 2014	
A	CASH FLOW FROM OPERATING ACTIVITIES				
	Profit/(Loss) before tax:		427.64		448.69
	Adjustment for:				
	Depreciation/Amortisation	234.45		210.39	
	Finance Costs	8.52		6.90	
	(Profit)/ Loss on sale of fixed assets	0.16		(3.40)	
	(Profit)/ Loss on sale of investments	(44.83)		(44.50)	
	Interest income	(4.19)		(8.04)	
	Dividend Income	(11.93)		(7.07)	
			182.18		154.28
	Operating profit before Working Capital changes		609.82		602.97
	Adjustments for changes in Working capital				
	Long term Loans and advances	5.62		(11.98)	
	Other non-current assets	0.20		-	
	Inventories	11.72		(1.15)	
Trade Receivables	(49.69)		(94.64)		
Short term Loans and advances	(0.55)		23.14		
Other current assets	(13.60)		(11.45)		
Long term Provisions	3.41		1.75		
Trade Payables	1.70		37.75		
Other current liabilities	(2.60)		24.52		
Short term Provisions	9.51		(4.05)		
		(34.28)		(36.11)	
Cash generated from operations		575.54		566.86	
Income taxes paid (including wealth tax)		(93.84)		(308.58)	
Net Cash from Operating activities		481.70		258.28	
B	CASH FLOW FROM INVESTING ACTIVITIES				
	Fixed Assets:				
	Purchase	(260.39)		(269.35)	
	Sale	6.47		5.29	
	Investments:				
	Purchase	(529.70)		(365.63)	
	Sale	194.95		335.73	
	Interest received	4.19		8.04	
	Dividend received	11.93		7.07	
	Net Cash from/used in investing activities		(572.55)		(278.85)
C	CASH FLOW FROM FINANCING ACTIVITIES				
	Proceeds from Long term borrowings	-		-	
	Sales Tax deferral	(23.47)		(21.37)	
	Proceeds from Short term borrowings	99.20		(22.35)	
	Interest paid	(8.52)		(6.90)	
	Payment for CSR activity shown in appropriation	(10.80)		-	
Dividend paid	(73.95)		(84.30)		
Net Cash from/used in financing activities		(17.54)		(134.92)	
D	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS		(108.39)		(155.49)
	Cash and Cash Equivalents (Opening balance)		137.46		292.95
	Cash and Cash Equivalents (Closing balance)		29.07		137.46
Notes					
1. Figures in brackets represent outflows of cash and cash equivalents					
2. Cash and Cash equivalents of					
		As at	As at	As at	
		31st March, 2015	31st March, 2014	31st March, 2013	
		Rs.	Rs.	Rs.	
a.	Cash on hand	0.04	0.30	0.57	
b.	Balance with Banks				
	- In Current Account and Fixed Deposits	(0.97)	32.16	7.38	
c.	Others	30.00	105.00	285.00	
		29.07	137.46	292.95	

As per our Report of even date attached.

For **MGM and Company**
Chartered Accountants
Firm Registration No. : 117963W

Mangesh Katariya
Partner
Membership No.104633

Pune, May 07, 2015

For and on behalf of the Board of Directors

Dinesh Munot
Jinendra Munot
Utkarsh Munot

Chairman & Managing Director
Jt. Managing Director
Executive Director

Manish Motwani
Shridhar. S. Kalmadi
Jitendra.A.Pandit
Mrs. Eitika Munot

Directors

Jinendra Jain
Satish Mehta

Chief Financial Officer
Company Secretary

Pune, May 07, 2015

NOTES FORMING PART OF FINANCIAL STATEMENTS" (Contd...)

NOTE 26. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

A) Basis of Preparation of Financial Statements :

- (i) The financial statements are prepared under the Historical Cost Convention, on the accrual basis of accounting and in accordance with the provisions of the Companies Act, 2013 and comply with the Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 2013
- (ii) Estimates and Assumptions used in preparation of the Financial Statements are based upon Management's evaluations of the relevant facts and circumstances as of the date of the financial statements, which may differ from the actual results at a subsequent date.

B) Fixed Assets and Depreciation :

(i) Fixed Assets :

Fixed Assets are stated at cost (net of Cenvat and sales tax credit) of acquisition or construction or at manufacturing cost in case of Company manufactured assets, less accumulated depreciation (except on free hold land). The cost includes freight, duties, taxes, and incidental expenses related to acquisition, installation, erection and commissioning.

(ii) Depreciation :

- a) Depreciation is provided as per the Written Down Value (W.D.V.) method for three shift as per useful life specified in Schedule II to the Companies Act, 2013 except ERP Software which is charged off in three equal installments from the date of capitalisation. Tangible assets residual value is kept at 5% of fixed asset.
- b) Leasehold land's value is written off on the basis of the tenure of the Lease.
- c) Depreciation is provided on pro-rata basis on additions / deductions during the year.

C) Investments :

Long term Investments are stated at cost. Provision is made to recognise any diminution in the value, other than temporary, in the carrying amount of any long term investments.

Current Investments are carried at lower of cost and market value determined on an individual investment basis.

Investment in Immovable Property

Immovable Properties that are not intended to be occupied substantially for self use by or in the operations of the Company, have been classified as investment Properties. Investment properties are carried at cost less accumulated depreciation.

D) Inventories :

Inventories are valued at the lower of cost (Value of cost is computed on a weighted average basis) and estimated net realisable value. Finished goods and work-in-progress include costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Excise duty is included in the value of finished goods inventory. Goods in transit are stated at actual cost incurred upto the date of balance sheet.

Scrap is valued at net realisable value.

Carbon Credit and Renewable Energy Certificates (REC) are valued at Cost or estimated net realisable value, whichever is lower.

E) Revenue Recognition

Sale of goods is recognised when the significant risks and rewards of ownership of goods have passed on to the customers, which is generally on despatch of goods. Gross Sales include excise duty but excludes sales tax and are net of trade discounts.

F) Employees Retirement Benefits :

Defined Contribution plans: The Company makes specified monthly contributions towards employee provident fund. Defined benefit plans: The Company's gratuity and leave encashment are defined benefit plans. The present value of the obligation under such defined benefit plans is determined based on actuarial valuation using the projected unit credit method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows.

The discount rates used for determining the present value of the obligation under defined benefit plans, are based on the market yields on Government Securities as at the Balance Sheet date.

Actuarial gains and losses are recognised immediately in the Profit and Loss Account.

Short term employee benefits are recognized as an expense at the undiscounted amount in the Profit and Loss Account in the year in which they relate .

G) Foreign Currency Transactions :

Transactions in foreign currency are accounted at exchange rates prevailing at the time of the transaction. All exchange gains / losses arising out of such transactions are taken to Profit and Loss Account. Foreign currency monetary assets and liabilities are translated at the exchange rates prevailing on the last working day of the accounting year .

H) Taxation :

Provision is made for income tax liability which may arise on the results for the year at the current rate of tax in accordance with the Income-tax Act, 1961.

The deferred tax for timing differences between the book profit and tax profits for the year is accounted for using the tax rates enacted as of the Balance Sheet date. Deferred tax assets arising from temporary timing differences are recognised to the extent there is reasonable certainty that the assets can be realised in future.

I) Segment Reporting

a) Identification of Segments

The Company's operating business are organised and managed separately according to the nature of activity , with each segment representing a strategic business unit that offers different activity.

b) Unallocated items

Corporate assets and liabilities, income and expenses which relate to the Company as a whole and are not allocable to segments, have been included under unallocated items.

J) Impairment of Assets :

At each Balance Sheet date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount. If the carrying amount of the assets exceeds its recoverable amount, an impairment loss is recognised in the Profit and Loss Account to the extent the carrying amount exceeds recoverable amount. During the year there was no impairment of assets.

K) Provisions and Contingent Liabilities

a) Provisions in respect of present obligation arising out of past events are made in the accounts when reliable estimates can be made about the amount of obligation.

b) Contingent Liabilities are disclosed when there is a possible obligation that may, but probably will not, require an outflow of resources.

L) Earnings per Share

Basic and diluted earning per share is computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year.

M) Warranty

The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures.

N) Government grants and subsidies

Grants and subsidies from the government are recognized when there is reasonable assurance that [i] the Company will comply with the conditions attached to them, and [ii] the grant / subsidy will be received.

When the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the Statement of Profit and Loss over the periods necessary to match them with the related costs, which they are intended to compensate .Where the grant relates to an asset, it is recognized as deferred income and is allocated to Statement of Profit and Loss over the periods and in the proportions in which depreciation on those assets is charged.

Notes forming part of the Financial Statements

Rupees in Million

	As at 31st March, 2015		As at 31st March, 2014	
NOTE 1 - SHARE CAPITAL				
Authorised:				
10,000,000 (Previous period 10,000,000) equity shares of Rs. 10 each.				
	100.00		100.00	
Issued, Subscribed and Paid up:				
9,073,300 (Previous period 9,073,300) equity shares of Rs. 10 each.				
	90.73		90.73	
	90.73		90.73	
Reconciliation of the No. of shares outstanding at the beginning and at the end of the year:	As at 31st March, 2015 No of shares	As at 31st March, 2015 Rs. In Million	As at 31st March, 2014 No of shares	As at 31st March, 2014 Rs. In Million
No of shares outstanding at the beginning of the year				
- Equity shares	9,073,300	90.73	9,073,300	90.73
Add: Additional shares issued during the year				
- Equity shares	-	-	-	-
Less: Shares forfeited / Bought back during the year				
- Equity shares	-	-	-	-
No of shares outstanding at the end of the year				
- Equity shares	9,073,300	90.73	9,073,300	90.73
Notes:				
i) Number of shares held by each shareholder holding more than 5% shares in the company are as follows:				
Particulars	as at 31st March, 2015		as at 31st March, 2014	
	No. of shares	% holding	No. of shares	% holding
Equity Shares:				
ZF Lenksysteme, GmbH (Now Known as Robert Bosch Automotive Steering GmbH)	2,340,000	25.79	2,340,000	25.79
Mr. Utkarsh Munot	1,191,494	13.13	1,191,494	13.13
Mr. Dinesh Munot	949,290	10.46	949,290	10.46
ii) Terms/Rights attached to Equity Shares				
The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share The Company declares and pays dividend in Indian Rupee. The dividend recommended by the Board of Directors is subject to approval of the members at the ensuing Annual General Meeting. During the Year ended on 31st March, 2015, the amount of per share dividend recognised as distribution to equity shareholders is Rs.10 (P.Y. 7).				
In the event of liquidation of the Company, the holders of each equity share will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts.				
The distribution will be in proportion to the number of equity shares held by shareholders.				
		As at 31st March, 2015	As at 31st March, 2014	
NOTE 2 - RESERVES AND SURPLUS				
Capital Reserve:				
As per last Balance Sheet	3.50		3.50	
Additions during the year	-		-	
		3.50	3.50	
Securities Premium Account:				
As per last Balance Sheet	23.23		23.23	
Additions on shares issued during the year	-		-	
		23.23	23.23	
General Reserve:				
As per last Balance Sheet	2,120.00		2,050.00	
Less :Impact due to change in Depreciation amount as per schedule II of the Company Act, 2013	(15.81)		-	
Add: Deferred Tax - On depreciation of earlier year's	5.36		-	
Add: Transfer from Profit & Loss Account	240.45		70.00	
		2,350.00	2,120.00	

Notes forming part of the Financial Statements (Contd....)

Rs. in Million

		As at 31st March, 2015	As at 31st March, 2014
Surplus i.e. Balance in Profit and Loss statement			
As per last Balance Sheet	18.80		22.06
Add: Profit/(Loss) for the period	355.64		141.04
Less: Appropriations			
Payment to Prime Minister National relief Funds (See Note No. 47)	10.80		-
Transfer to reserves	240.45		70.00
Proposed Dividend	90.73		63.51
Tax on Proposed Dividend	18.47		10.79
		13.99	18.80
Total		2,390.72	2,165.53

		As at 31st March, 2015	As at 31st March, 2014
NOTE 3 - LONG TERM BORROWINGS			
Loans and Advances from other than related parties:			
Deferred payment liabilities Unsecured (Note No.3a) (Sales Tax Deferral under Package Schemes of Incentives)	101.00		124.47
		101.00	124.47
Total		101.00	124.47

NOTE 3a :

Repayment Schedule

Year	Package Scheme of incentives 1993 (I) EC-3305	Package Scheme of incentives 1993 (I) EC-4206	Additional Incentives under Package Scheme 1988/ EC-1499	Incentive under 1998 Power Generation Policy (0.70 MW)	Incentive under 1998 Power Generation Policy (1.00 MW)	Total Amount (Rs.)
2015-16	5.17	9.81	-	3.49	5.00	23.47
2016-17	0.45	9.81	-	4.66	6.67	21.59
2017-18	-	8.90	-	5.82	8.33	23.05
2018-19	-	6.50	1.07	5.71	8.33	21.61
2019-20	-	2.62	1.07	4.54	6.67	14.90
2020-21	-	-	1.07	3.38	5.00	9.45
2021-22	-	-	1.07	2.21	3.33	6.61
2022-23	-	-	1.07	1.05	1.67	3.79
	5.62	37.64	5.35	30.86	45.00	124.47

Notes forming part of the Financial Statements (Contd....)

Part I of 1988/ Package Scheme of Incentives -	}	Sales Tax incentive scheme of Govt. of Maharashtra, by way of deferment of Sales Tax liability, for expansion carried out by the Company, being eligible unit under the scheme, implemented then through SICOM (The State Industrial and Investment Corporation Of Maharashtra Limited)
Part I of 1993/ Package Scheme of Incentives -		
Additional Incentives under Package Scheme 1988		Additional Incentives Scheme of Govt. of Maharashtra, by way of deferment of Sales Tax liability, as per Govt. Circular No. IDL-1005/(C.R.354)/ IND-8 Dated 06.11.2006.
1998 Power Generation promotion policy-		Sales Tax incentive scheme of Govt. of Maharashtra, by way of deferment of Sales Tax liability, for achieving required Power Load Factor (PLF) for the Company's Wind Farm project, implemented through MEDA (Maharashtra Energy Development Agency)

Rupees in Million		
	As at 31st March, 2015	As at 31st March, 2014
NOTE 4 - DEFERRED TAX LIABILITY		
(i) Break up of deferred tax liability as at year end :		
Nature of timing difference		
Provision for Depreciation	93.24	106.24
Less : Deferred tax of earlier year 's depreciation	(5.36)	-
Total	87.88	106.24
(ii) Break up of deferred tax asset as at year end:		
Provision for Employee Benefits	29.72	27.25
Total	29.72	27.25
(iii) Deferred tax (asset)/liability net:	58.16	78.99
NOTE 5 - LONG- TERM PROVISIONS		
Provision for Employee Benefits	20.12	16.71
Total	20.12	16.71
NOTE 6 - SHORT TERM BORROWINGS		
Loans and Advances from other than related parties:		
Loans repayable on demand (Secured)		
- Cash Credit Facilities	15.22	2.06
(Above loans from banks are Secured by Hypothecation of Stocks and Book Debts and Second Charge on Plant and Machinery at Factory)		
- Over Draft Facilities		
Against pledge of certain investment owned made by company (Refer Note No. 11)	86.04	-
Total	101.26	2.06
NOTE 7 - TRADE PAYABLES		
Trade payables (Refer note no. 39)	400.63	398.93
Total	400.63	398.93
NOTE 8 - OTHER CURRENT LIABILITIES		
Current maturities of long-term debt (Refer Note No: 3a)	23.47	21.37
Unpaid dividends	5.22	4.87
Other payables	26.73	92.99
(Including payable for Capital Goods, Advances from Customers, Employee related Statutory Obligations, VAT/ Sales Tax payable, Withholding Tax payable, etc)		
Total	55.42	119.23
NOTE 9 - SHORT-TERM PROVISIONS		
Provision for Employee Benefits	28.79	19.71
Provision-Others:		
Provision for Warranty	3.33	2.90
Proposed Dividend	90.73	63.51
Tax on proposed dividend	18.47	10.79
Other Provisions	2.44	2.44
(Including provision for Taxation net of Advance Tax Payments)		
Total	143.76	99.35

Notes forming part of the Financial Statements (Contd....)



NOTE 10 - FIXED ASSETS

Rupees in Million

	Gross Block at Cost				Depreciation / Amortization / Impairment				Net Block			
	As at 1st April 2014	Additions during the year	Disposals during the year/written back	* Other Adjustments	As at 31st March, 2015	Upto 31st March, 2014	For the year	On Disposals/written back	* Other Adjustments	Upto 31st March, 2015	As at 31st March, 2015	As at 31st March, 2014
(I) TANGIBLE ASSETS												
Land	3.30	-	-	-	3.30	-	-	-	-	-	3.30	3.30
Leasehold Land	78.26	-	-	-	78.26	6.93	2.61	-	-	9.54	68.72	71.33
Buildings	139.28	14.10	-	-	153.38	64.56	6.23	-	6.97	77.76	75.62	74.72
Plant & Equipment	1,151.81	266.37	0.26	-	1,417.92	878.49	112.60	0.24	6.78	997.63	420.29	273.32
Plant & Equipment (R & D)	34.48	2.87	-	-	37.35	29.84	1.72	-	-	31.56	5.79	4.64
Furniture & Fixtures	38.37	-	-	-	38.37	13.09	7.06	-	0.02	20.17	18.20	25.28
Vehicles	81.45	7.90	11.81	-	77.54	48.86	11.52	5.20	0.03	55.21	22.33	32.59
Office Equipment	23.04	2.80	-	-	25.84	10.76	6.71	-	1.91	19.38	6.46	12.28
Electrical Installation	20.61	3.00	-	-	23.61	7.14	4.24	-	0.10	11.48	12.13	13.47
ETP/STP Plant	5.40	-	-	-	5.40	1.15	1.44	-	-	2.59	2.81	4.25
Wind Mills	321.76	-	-	-	321.76	255.97	3.08	-	-	259.05	62.71	65.79
Solar Power Plant	491.98	-	-	-	491.98	135.72	66.60	-	-	202.32	289.66	356.26
Total	2,389.74	297.04	12.07	-	2,674.71	1,452.51	223.81	5.44	15.81	1,686.69	988.02	937.23
(II) INTANGIBLE ASSETS												
Computer Software	29.90	4.57	-	-	34.47	7.27	10.06	-	-	17.33	17.14	22.63
Technical know how fees	0.86	-	-	-	0.86	0.85	-	-	-	0.85	0.01	0.01
Total	30.76	4.57	-	-	35.33	8.12	10.06	-	-	18.18	17.15	22.64
TOTAL(I)+(II)	2,420.50	301.61	12.07	-	2,710.04	1,460.63	233.87	5.44	15.81	1,704.87	1,005.17	959.87
PREVIOUS YEAR	2,275.54	192.94	29.80	18.18	2,420.50	1,284.14	209.72	27.91	5.32	1,460.63	959.87	991.39
CAPITAL WORK IN PROGRESS											5.70	44.99
INTANGIBLE ASSETS UNDER DEVELOPMENT												-

Note :

* During the year, The Company has changed depreciable amount of an asset for its useful life as per Schedule II of Companies Act, 2013 and the same impact is shown in the adjustments column.

Notes forming part of the Financial Statements (Contd....)

Rupees in Million

			As at 31st March, 2015	As at 31st March, 2014
NOTE 11 a. INVESTMENT PROPERTY (At cost less accumulated depreciation)				
Land and building given on operating lease			18.18	18.18
Less: Accumulated depreciation (Current year depreciation 0.59 million)			6.56	5.97
Total (A)			11.62	12.21
b. INVESTMENTS (Non-Trade, Long Term)				
AT COST:				
In Mutual Fund Units (Units of Rs. 10 each) - Unquoted				
4,963,912	(-)	HDFC Corporate Debt Opportunities Fund - Growth	50.00	-
3,459,403	(3,459,403)	Reliance Dynamic Bond Fund	57.50	57.50
5,000,000	(-)	Axis Fixed Income Opportunities Fund - Growth	50.00	-
4,013,185	(4,013,185)	Reliance Income Fund - Growth Plan - Bonus	44.07	44.07
1,000,000	(1,000,000)	Sundaram SMILE Fund - Dividend	10.00	10.00
1,191,838	(1,191,838)	Sundaram Select Midcap Fund - Dividend	20.00	20.00
466,843	(466,843)	HDFC Top 200 Fund - Dividend	20.00	20.00
896,032	(896,032)	Reliance Regular Savings Fund-Equity - Dividend	20.00	20.00
1,339,104	(4,017,312)	L & T Triple Ace Bond Fund	16.67	50.00
792,290	(792,290)	SBI Magnum Balanced Fund - Dividend	20.00	20.00
3,904,654	(-)	Reliance Medium Term Fund - Growth	112.50	-
-	(2,315,994)	DWS Treasury Fund - Investment Plan - Growth	-	30.00
-	(1,750,000)	ICICI Pru FMP Series 68 - 369 D - Growth	-	17.50
-	(2,500,000)	Reliance Fixed Horizon Fund - XXIV - Series 3 - Growth	-	25.00
-	(3,000,000)	BSL Fixed Term Plan - Series HM - Growth	-	30.00
		Total (B)	420.74	344.07
In Tax-Free Secured Redeemable Non-Convertible Bonds of Face Value Rs. 1,000 each -Quoted, fully paid-up :				
24,724	(24,724)	National Highway Authority of India (NHAI)	24.38	24.38
19,935	(19,935)	Power Finance Corporation Ltd. (PFC)	19.59	19.59
		Total (C)	43.97	43.97
In Equity Shares - Quoted, fully paid-up :				
* 71,295	* (14,259)	ICICI Bank Ltd. of Rs. 2 each (previous year Rs.10/-)	13.40	13.40
12,216	(12,216)	Tata Consultancy Services Ltd. of Re. 1/- each	2.60	2.60
4,000	(4,000)	Cummins India Ltd. of Rs. 2/- each	1.70	1.70
60,000	(60,000)	KPIT- Cummins India Ltd. of Rs. 2/- each	4.56	4.56
-	(135,159)	National Thermal Power Corporation of Rs. 10/- each	-	8.38
-	(3,948)	Reliance Industries Ltd. of Rs. 10/- each	-	3.17
-	(76,105)	NHPC Ltd. of Rs. 10/- each	-	2.74
		Total (D)	22.26	36.55
In Equity Shares - Unquoted, fully paid up (In JV):				
87,490,000	(55,770,000)	ZF Lenksysteme India Pvt.Ltd. (26% holding) of Rs.10/-each	874.90	557.70
		Total (E)	874.90	557.70
		Total (A+B+C+D+E)	1,373.49	994.50
LONG TERM INVESTMENTS : AGGREGATE VALUE OF :			As at 31st March, 2015	
			Book Value	Market Value
			43.97	49.83
			22.26	68.53
Quoted Govt. Securities			1,295.64	-
Quoted shares				
Unquoted Investments				
Note : Investment which are pledged with Bank are shown in bold (Refer Note No. 6)				

Notes forming part of the Financial Statements (Contd....)

Rupees in Million

	As at 31st March, 2015	As at 31st March, 2014
NOTE 12 - LONG TERM LOANS AND ADVANCES		
(Unsecured, considered good unless otherwise stated)		
Loans and Advances to other than related parties:		
Capital Advances	50.99	114.47
Security deposits	3.20	3.20
Other Loans and Advances (including loans to employees, Income taxes net of provisions)	50.63	49.88
Total	104.82	167.55
NOTE 13 - OTHER NON CURRENT ASSETS		
(Unsecured, considered good unless otherwise stated)		
Others		
- Voluntary Retirement Scheme	-	0.20
Total	-	0.20
NOTE 14 - INVENTORIES		
(At cost or net realisable value whichever is lower)		
Raw materials (including Goods in Transit Rs. 10.46 million (Previous year Rs. 13.61 million))		
	94.76	115.92
Work - in - Progress	152.28	143.17
Finished Goods	0.85	0.57
Carbon Credit & Renewable Energy Certificate	0.53	0.48
Total	248.42	260.14
NOTE 15 - TRADE RECEIVABLES		
(Unsecured, considered good unless otherwise stated)		
1) Trade Receivables Outstanding for a period exceeding six months	0.53	2.06
2) Other Trade Receivables	522.97	471.75
Total	523.50	473.81
NOTE 16 - CASH AND CASH EQUIVALENTS		
Balances with Banks		
- On Current Account	(1.62)	31.51
- In Fixed Deposits	0.65	0.65
Cash on hand	0.04	0.30
Others:		
- Investments in Debt Mutual funds	30.00	105.00
Total	29.07	137.46
NOTE 17 - SHORT TERM LOANS AND ADVANCES		
(Unsecured, considered good unless otherwise stated)		
Balance with Central Excise		
	18.29	10.68
Others (including advance to suppliers, prepaid expenses etc)	17.04	24.10
Total	35.33	34.78
NOTE 18 - OTHER CURRENT ASSETS		
Other Bank Balances:		
- Balances with banks in		
- On Unpaid Dividend Accounts	5.22	4.87
- Other		
Other current assets		
Interest on Fixed Deposit / others	28.70	15.52
Voluntary Retirement Scheme	2.18	2.11
	0.20	0.20
Total	36.30	22.70
NOTE 19 - REVENUE FROM OPERATIONS- NET		
Sale of products	3,584.90	3,138.45
Income from Jobwork	0.72	0.53
Sale of Solar Power	95.59	95.11
Sale of Wind Power	-	2.62
Royalty	0.15	0.28
Scrap Sales	19.92	17.88
Gross Revenue from Operations	3,701.28	3,254.87
Less: Excise Duty	396.76	343.89
Total	3,304.52	2,910.98

Notes forming part of the Financial Statements (Contd....)

Rupees in Million

	For the year ended 31st March, 2015	For the year ended 31st March, 2014
NOTE 20 - OTHER INCOME		
Interest Income	4.19	8.04
Dividend Income from long term investments	11.93	7.07
Net gain on sale of investments-long term	44.83	44.50
Net gain on foreign currency transaction and translation	9.62	0.49
Sundry provisions and credit balances no longer required, written back	-	(3.59)
Other non-operating income (net of expenses directly attributable to such income)	18.43	10.23
Government grant under PSI scheme *	2.06	6.55
* The Company obtained and recognized as income a government grant of -2.06 (P.Y. -6.55), for Industrial Promotion Subsidy [IPS] under Packaged Scheme of Incentive [PSI] 2007.		
Total	91.06	73.29
NOTE 21 - COST OF MATERIAL CONSUMED		
Raw Material Consumed (including purchase of traded goods)	2,059.77	1,854.64
Fabrication and Processing charges	41.62	34.05
Packing Material Consumed	32.29	30.47
Total	2,133.68	1,919.16
NOTE 22 - CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK - IN - PROGRESS		
Opening stock(A)		
Work - in - progress	143.17	44.83
Finished goods	1.05	0.69
	144.22	45.52
Closing stock(B)		
Work - in - progress	152.28	143.17
Finished goods	1.38	1.05
	153.66	144.22
A-B	(9.44)	(98.70)
NOTE 23 - EMPLOYEE BENEFITS EXPENSE		
Salaries and Wages	317.91	275.53
Contribution to provident and other funds	11.09	10.46
Staff welfare expenses	31.82	26.30
Total	360.82	312.29
NOTE 24 - FINANCE COSTS		
Interest Expense	1.89	3.00
Other Borrowing Costs	6.63	3.90
Total	8.52	6.90
NOTE 25 - OTHER EXPENSES		
Power and Fuel (Net of Credit for Windmill Income of Rs. 43.23 Million (P.Y. Rs. 50.77 Million) captively consumed)	52.59	14.50
Repairs and Maintenance -		
Buildings	2.89	2.98
Machinery	34.11	31.76
Others	5.09	6.71
	42.09	41.45
Insurance	3.31	2.89
Rates & Taxes (excluding taxes on income)	1.17	2.09
Excise Duty -		
Relating to changes in inventories of finished goods	0.10	0.08
Loss on sale/write off of fixed assets (net)	0.16	-
Selling and Distribution Expenses	45.76	35.46
Windmill Expenses	24.17	30.01
Solar Energy Generation Expenses	7.73	4.55
Payment to Auditors (Net of Service Tax) -	-	-
Audit Fees	0.35	0.30
Tax Audit Fees	0.10	0.09
VAT Audit Fees	0.06	0.05
For Certification and other related work	0.01	0.04
Limited Review	0.09	0.08
	0.61	0.56
Miscellaneous expenses	62.22	53.95
Total	239.91	185.54

Notes forming part of the Financial Statements (Contd....)

NOTE 27 - THE NET EXCHANGE DIFFERENCES ARISING DURING THE YEAR:

Recognised appropriately in the profit and loss account - net gain - Rs. in Million 9.62 (P.Y. - net gain - Rs. in Million 0.49)

NOTE 28 - DETAILS OF EMPLOYEE BENEFITS AS REQUIRED BY THE ACCOUNTING STANDARD 15 (REVISED) EMPLOYEES BENEFITS ARE AS UNDER:

(A) Defined Contribution Plan

Amount recognized as an expense in the Profit and Loss Account in respect of Defined Contribution Plans is Rs. Million 9.84

(B) Defined Benefit Plan

- i) Actuarial gains and losses in respect of defined benefit plans are recognised in the Profit & Loss Account.
- ii) The Defined Benefit Plans comprise of Gratuity and Leave Encashment. Gratuity is funded. Gratuity is a benefit to an employee based on 15 days (depending on the grade/ category of employee and completed year of services) the last drawn salary of each year.

Amount Rs. In Million

Particulars	Gratuity		Leave Encashment	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
(C) Changes in the present value of defined obligation representing reconciliation of opening and closing balances thereof are as follows :				
1 Present Value of Defined Benefit Obligation at the beginning of the year	76.47	73.14	23.29	20.58
2 Current Service cost	5.86	5.18	3.21	3.00
3 Interest Cost	6.93	5.88	2.11	1.64
4 Losses (gains) on Curtailment	-	-	-	-
5 Liabilities extinguished on settlements	-	-	-	-
6 Plan amendments	-	-	-	-
7 Actuarial (gains) / losses	4.72	(6.60)	(0.60)	(1.23)
8 Benefits paid	(2.28)	(1.13)	(0.71)	(0.70)
9 Present value of Defined Benefit Obligation as on 31.03.15	91.70	76.47	27.30	23.29
(D) Changes in the fair value of plan assets representing reconciliation of opening and closing balances thereof are as follows :				
1 Fair value of Plan assets at the beginning of the year	63.34	55.85	-	-
2 Expected return on plan assets	5.76	5.13	-	-
3 Actuarial gains and losses	(0.45)	0.04	-	-
4 Actual contributions by employer	2.90	2.32	-	-
5 Benefits paid	(1.46)	-	-	-
6 Plan assets as on 31st March,2015	70.09	63.34	-	-
(E) Analysis of Defined Benefit Obligation :				
1 Defined Benefit Obligation as at 31st March,2015	91.70	76.47	27.30	23.29
2 Fair Value of Plan assets at the end of the year	70.09	63.34	-	-
3 Net (Asset)/Liability recognized in the Balance Sheet .	21.61	13.13	27.30	23.29
(F) Reconciliation of Present Value of Defined Benefit Obligation and fair value of plan assets showing amount recognized in the Balance Sheet :				
1 Present value of Defined Benefit Obligation	91.70	76.47	27.30	23.29
2 Fair value of plan assets	70.09	63.14	-	-
3 Funded status [Surplus/(Deficit)]	(21.61)	(13.33)	(27.30)	(23.29)
4 Unrecognized Past Service Costs	-	-	-	-
5 Net asset/(Liability) recognized in Balance Sheet	(21.61)	(13.33)	(27.30)	(23.29)

Notes forming part of the Financial Statements (Contd....)

Amount Rs. in Million

Particulars	Gratuity		Leave Encashment		
	31.03.2015	31.03.2014	31.03.2015	31.03.2014	
(G) Components of employer expenses recognized .					
1 Current Service cost	5.86	5.18	3.21	3.00	
2 Interest cost	6.93	5.88	2.11	1.64	
3 Expected return on plan assets	(5.76)	(5.13)	-	-	
4 Curtailment cost/(credit)	-	-	-	-	
5 Settlement cost/(credit)	-	-	-	-	
6 Past Service cost	-	-	-	-	
7 Actuarial Losses/(Gains)	5.17	(6.64)	(0.60)	(1.23)	
8 Total expense recognised in the Statement of P & L	12.20	(0.71)	4.72	3.41	
(H) In respect of Funded Benefits with respect to gratuity and superannuation, the fair value of Plan assets represents the amounts invested through "Insurer Managed Funds"					
(I) Principal Actuarial Assumptions :					
1 Discount Rate (%)	7.80%	9.20%	7.80%	9.20%	
2 Expected Return on plan assets (%)	9.00%	9.00%	0.00	0.00	
3 Salary Escalation (%)	12.00%	12.00%	12.00%	12.00%	
4 Expected Average remaining working lives of employees (years)	10.72	11.00	10.62	11.04	
a) The Discount rate is based on the prevailing market yields of Indian Government securities as at the Balance Sheet date for the estimated terms of the obligations.					
b) Expected Rate of Return of Plan Assets : This is based on the expectation of the average long term rate of return expected on investments of the Fund during the estimated term of obligations					
c) Salary Escalation Rate : The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors					
	31.03.2011	31.03.2012	31.03.2013	31.03.2014	31.03.2015
(J) Experience History					
1 Present Value of Obligation	46.09	60.12	73.14	76.47	91.70
2 Plan Assets	14.17	15.75	55.84	63.34	70.09
3 Surplus (Deficit)	(31.92)	(44.37)	(17.30)	(13.13)	(21.61)
4 Experience adjustments on plan liabilities (loss)/gain	0.16	(7.65)	1.01	0.97	(2.76)
5 Experience adjustments on plan assets (loss)/gain	1.50	(1.51)	0.43	0.04	(0.45)
* The same needs to be disclosed for 5 years					
Particulars	Gratuity		Leave Encashment		
	31.03.2015	31.03.2014	31.03.2015	31.03.2014	
(K) Actual return on plan assets:					
1 Expected Return on plan assets	5.76	5.13	-	-	
2 Actuarial gains and (losses)	5.17	0.04	-	-	
3 Actual return on plan assets	10.93	5.17	-	-	
(L) Contributions expected to be paid to the plan during the next financial year Rs 2.5 Million.					
NOTE 29 -					
Amount of borrowing costs capitalised during the year Rs. In Million - NIL (31st March, 2014- Rs. In Million - NIL)					

Notes forming part of the Financial Statements (Contd....)

NOTE 30 - RELATED PARTY DISCLOSURES:

A) Name of the related party and nature of relationship where control exists:

Name of Related Party	Nature of Relationship
ZF Lenksysteme, GmbH (Now Known as Robert Bosch Automotive Steering GmbH) ZF Shanghai Steering Co.Ltd., China ZF Sistemas De Direcao Ltd, Brazil ZF Steering Jincheng (Nanjing),China Varsha Forgings Ltd. KCTR Varsha Automotive Pvt. Ltd. ZF Lenksysteme India Pvt Ltd. (Company has 26% stake in the company)	Foreign Collaborator : Associated Companies of ZF Lenksysteme, GmbH Director's interested company Joint venture company
Mr. Dinesh Munot - Chaiman & Managing Director Mr. Jinendra Munot - Jt. Managing Director Mr. Utkarsh Munot - Executive Director	Key Managerial Personnel
Mrs. Eitika Munot - Manager-Co-ordination-SAP&HR (Employee upto 31st Aug. 2014) Mrs.Eitika Munot - Non-executive Director from 15.09.2014	Relative of Key Managerial Personnel

B) Related Party Transactions:

Rs. in Million

Name of Related Party	Description of Relationship	Nature of Transactions	Amount of Transactions 2014-15	Amount Outstanding at the end of year 31-03-2015		Amount of Transactions 2013-14	Amount Outstanding at the end of year 31-03-2014	
				Credit	Debit		Credit	Debit
ZF Lenksysteme, GmbH (Now Known as Robert Bosch Automotive Steering GmbH)	Foreign Collaborator	Sale of Goods	-	-	-	-	-	-
		Purchase of Raw materials & components	155.15	10.49	147.79	5.32	-	-
		Dividend paid during the year	16.38	-	18.72	-	-	-
Other related parties:								
ZF Shanghai Steering Co. Ltd., China ZF Sistemas De Direcao Ltd., Brazil ZF Steering Jincheng (Nanjing), China	Associate Companies	Sale of Goods	-	-	0.51	-	-	-
ZF Shanghai Steering Co. Ltd., China ZF Sistemas De Direcao Ltd., Brazil ZF Steering Jincheng (Nanjing), China	Associate Companies	Purchase of Raw materials & components	-	0.23	0.79	0.22	-	-
Varsha Forgings Ltd.	Director's Interested Company	Sale of Goods	-	-	8.21	-	-	-
KCTR Varsha Automotive Pvt. Ltd.	Director's Interested Company		0.25	-	-	-	-	
Varsha Forgings Ltd. KCTR Varsha Automotive Pvt. Ltd.	Director's Interested Company Director's Interested Company	Purchase of Raw materials & components	217.22 0.01	35.87 -	153.79	40.32	-	-
Mr. Dinesh Munot	Key Managerial Personnel	Remuneration	21.90	1.19	19.51	-	-	-
Mr. Jinendra Munot	Key Managerial Personnel	Remuneration	12.50	0.59	11.05	-	-	-
Mr. Utkarsh Munot	Key Managerial Personnel	Remuneration	7.81	0.08	6.32	-	-	-
Mrs. Eitika U. Munot	Relative of Key Managerial Personnel	Remuneration	0.48	-	0.96	-	-	-

Notes forming part of the Financial Statements (Contd....)

NOTE 31 - EARNINGS PER SHARE

- (a) The amount used as the numerator in calculating basic and diluted earnings per share is the net profit after tax for the year disclosed in the Profit and Loss Statement.
- (b) The weighted average number of equity shares used as the denominator in calculating both basic and diluted earnings per share is 9,073,300

NOTE 32- Details of provisions and movements in each class of provisions as required by the Accounting Standard on Provisions, Contingent Liabilities and Contingent Assets (Accounting Standard-29)

Particulars	Rs. In Million	
	As at 31st March, 2015	As at 31st March, 2014
	Warranty	Warranty
Carrying Amount at the beginning of the year	2.90	3.75
Additional Provision made during the year	4.14	3.35
Amounts Used during the year	3.74	4.20
Unused amounts reversed during the year	-	-
Carrying Amounts at the end of the year	3.30	2.90

Brief description of the nature of the obligation and the expected timing of any resulting outflows of economic benefits :

Warranty Provision:

Warranty cost are accrued at the time of products are sold, based on past experience. The provision is discharged over the warranty period of 18 months from the date of sale.

NOTE 33 - Value of imported and indigenous raw materials, components and packing material consumed:

Particulars	For the year ended 31st March, 2015		For the year ended 31st March, 2014	
	Value (Rs. In Million)	Percentage (%)	Value (Rs. In Million)	Percentage (%)
Imported	244.50	11.51	261.82	14.38
Indigenous	1,879.74	88.49	1,558.64	85.62
Total	2,124.24	100.00	1,820.46	100.00

NOTE 34 - CIF Value of Imports

Particulars	For the year ended 31st March, 2015 Rs. In Million	For the year ended 31st March, 2014 Rs. In Million
Raw materials, Components and consumables	290.61	267.80
Capital Goods	108.24	-
Total	398.85	267.80

NOTE 35 - Contingent Liability:

Particulars	As at 31st March, 2015 Rs. In Million	As at 31st March, 2014 Rs. In Million
Income Tax matters in dispute in respect of penalty matters pending before ITAT, Pune	32.63	32.63
Service Tax matters under Appeal	-	0.66
Co-acceptance of Import bills by the bankers	6.31	24.57
Bill discounted	254.89	360.96
Bank Guarantees by the Company	15.26	12.10
Claims against the company not acknowledged as debts	-	0.57
Any other matter (vat/cst) Sales tax liability under dispute	3.19	-
Total	312.28	431.49

Notes forming part of the Financial Statements (Contd....)

NOTE 36 - Commitments:

- a) Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. In Million - 26.68 (31st March 2014 - Rs. In Million - 59.17).
- b) The Company has deferred payment of certain Sales tax Liability under various Package Scheme of Incentives of Government of Maharashtra. The Company is required to comply with conditions of above package Schemes of Incentives, the various Eligibility Certificates granted under such Schemes, stipulations or undertaking as per the Agreements entered into in connection with the grant of incentive under the said Schemes or on the Eligibility Certificates.

NOTE 37 - Details of foreign currency exposures that are not hedged by a derivative instrument or otherwise :

Particulars	Amount in foreign currency		Equivalent amount Rs. in Million	
	Current Year	Previous Year	Current Year	Previous Year
Sundry creditors USD	0.035	0.004	2.19	0.221
Sundry creditors EURO	0.17	0.06	11.41	5.38
Sundry debtors USD	0.05	0.03	2.98	14.93

NOTE 38 - Dividend amount proposed to be distributed to Shareholders Rs.10 (Rs. 7) per share.

NOTE 39 - Under the Micro, Small and Medium Enterprises Development Act, 2006 certain disclosure are required to be made for enterprises which are covered under the Act. Since the company is in a process of compiling relevant information from its suppliers about their coverage under the said Act, no disclosures have been made. However, in view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of this Act is not expected to be material.

NOTE 40 - EARNINGS IN FOREIGN EXCHANGE

Particulars	For the year ended 31st March, 2015 Rs. in Million	For the year ended 31st March, 2014 Rs. in Million
FOB Value of exports	31.27	31.36
Total	31.27	31.36

NOTE 41 - REMITTANCES IN FOREIGN CURRENCY ON ACCOUNT OF DIVIDEND

Particulars	Paid in Current year	Paid in Previous Year
	Final	Final
(a) Year to which dividend relates	2014	2013
(b) Number of non-resident shareholders to whom remittance was made	1	1
(c) Number of shares on which remittance was made	2,340,000	2,340,000
(d) Amount remitted (Rs. In Million)	16.38	18.72

NOTE 42 - EXPENDITURE IN FOREIGN EXCHANGE

Particulars	For the year ended 31st March, 2015 Rs. In Million	For the year ended 31st March, 2014 Rs. In Million
Travelling and other expenses	10.26	6.20
Total	10.26	6.20

NOTE 43 - In current year provision for current taxes includes provision for wealth tax of Rs. In Millions - 0.3 (31st March, 2014 - Rs. In Millions - 0.5)

NOTE 44 - The Company has 26% joint venture interest in ZF Lenksysteme India Private Limited (ZFLIPL), a company incorporated in India. As on March 31, 2015 the Company has further invested Rs.317.20 Million (previous year Rs. 165.62 Million) in the share capital of this Joint Venture.

The Company's share of each of the assets, liabilities, income and expenses (each without elimination of the effect of transaction between the Company and the Joint Venture), related to its interest in the joint venture as per AS 27

Notes forming part of the Financial Statements (Contd....)

on 'Financial Reporting of interest in Joint Ventures' (Based on the unaudited accounts of the joint venture for the year ended March 31, 2015) are as under.

Particulars	As at March 31st, 2015 Rs. In Million	As at March 31st, 2014 Rs. In Million
Assets	682.78	390.65
Liabilities	682.78	390.65
Particulars	For the year 2014-2015	For the year 2013-2014
Income	216.88	46.28
Expenditure	366.50	170.94

NOTE 45- Actual production, opening stock, closing stock and sales:

Class of Goods	Opening Stock		Closing Stock		Sales	
	Qty. No.	Value Rs. in Million	Qty. No.	Value in Million	Qty. No.	Value in Million
Hydraulic Power Steering Gears including components/ spares	96	0.57	188	0.84	206,107	3,071.59
Mechanical Steering Gears including components/ spares	-	-	-	-	165,456	(2,459.51)
	-	-	4	0.01	136,717	510.83
	-	-	-	-	(185,676)	(671.92)
	96	0.57	192	0.85	342,824	3,582.42
	(74)	(0.46)	(96)	(0.57)	(351,132)	(3,131.43)

None of the company's Raw Material and Components are greater than 10 percent of total sales and consumption of raw material and hence the disclosure under Broad Heads of Materials has not given

The above figures are inclusive of Excise duty and Education Cess.

NOTE 46 - Segment reporting

Rs. in Million

	Particulars	31.03.2015	31.03.2014
1	Segment Revenue		
	a Auto Component	3,299.99	2,886.54
	b Renewable Energy	138.82	148.50
	Less: inter segment sale	43.23	50.77
	Total Income	3,395.58	2,984.27
2	Segment results		
	Profit(+) / Loss (-) before tax and interest from each segment		
	a Auto Component	404.81	427.93
	b Renewable Energy	31.35	27.66
	Total	436.16	455.59
	Less :		
	Interest	8.52	6.90
	Total profit before Tax	427.64	448.69
	Less : Tax Expenses	72.00	307.65
	Net Profit	355.64	141.04
3	Total carrying amount of segment assets		
	a Auto Component	2,866.35	2,518.18
	b Renewable Energy	448.32	526.32
	Unallocable segment	46.80	36.60
	Total segment assets	3,361.47	3,081.10
4	Total amount of segment liabilities		
	a Auto Component	871.08	821.28
	b Renewable Energy	6.50	1.12
	c. unallocable segment	2.44	2.44
	Total segment liabilities	880.02	824.84

Notes forming part of the Financial Statements (Contd....)

NOTE 46 - Segment reporting (Contd.)

Rs. In Million

	Particulars	31.03.2015	31.03.2014
5	Capital Employed (Segment assets - Segment liabilities)		
	a. Auto Component	1,995.27	1,696.90
	b. Renewable Energy	441.82	525.20
	c. Unallocable segment	44.36	34.16
	Total capital employed in the company	2,481.45	2,256.26
6	Capital Expenditure incurred during the year		
	a. Auto component	301.61	192.94
	b. Renewable Energy	-	-
7	Depreciation		
	a. Auto component	158.87	124.11
	b. Renewable Energy	75.58	86.28

NOTE 47 - During the year, Company has spent Rs. 10.80 million (Contribution to Prime Minister National Relief Fund) towards Corporate Social Responsibility (CSR) under Section 135 of the Companies Act, 2013 and rules thereon. As per clarification issued by the Institute of Chartered Accountants of India, CSR expenses have been appropriated from current year profits.

NOTE 48 - The Company based on requirement of schedule II of the Companies Act, 2013 has changed useful life of its fixed assets. In accordance with the transitional provision specified in Schedule II of the the Act, an amount of Rs. 10.40 Million (Net of Deferred Tax) has adjusted in the opening balance of Genral Reserve. If the Company followed earlier method of depreciation then current year's depreciation could have been lower by Rs.18.72 Million.

NOTE 49 - Corresponding Figures of the previous year have been regrouped/ recast, wherever necessary, so as to confirm with the current year's presentation.

Statement pursuant for Section 129 (3) of the Companies Act, 2013 (the Act) related to Associate AOC_1

(Rs. In Million)

SR No.	Name of the Associate/ Joint Venture	1. Latest audited Balance sheet date	2. shares of associates/ Joint Ventures held by the Company on the year end			3. Description of how there is significant influence	4. Reason why the associate/Joint venture is not consolidated	5. Networth attributable to shareholding as per latest audited Balance sheet	6. Profit/ (Loss) for the year	
			Number	Amount of Investment in Associate/ Joint Venture	Extend of Holding %				I. Considered in Consolidation	I. Not Considered in Consolidation
1.	ZF Lenksysteme India Private Limited	# 31.03.2014	55,770,000	557.70	26%	(i) The Company's holding of 26% of total share-capital in the Associate/ Joint- Venture Company is higher than specified under Section 2(6) of the Act, for the purpose of 'significant influence'.	It is exempted from consolidation.	345.59	Nil	(129.90)
						(ii) The Company enjoys 'Special Rights' under the Articles of Association of the Associate/ JV Company.				

Note : # Audited figures for 31.03.2015 are not yet available.

As per our Report of even date attached.

For **MGM and Company**
Chartered Accountants
Firm Registration No. : 117963W

Mangesh Katariya
Partner
Membership No. 104633

For and on behalf of the Board of Directors

Dinesh Munot
Jinendra Munot
Utkarsh Munot

Chairman & Managing Director
Jt. Managing Director
Executive Director

Manish Motwani
Shridhar.S.Kalmadi
Jitendra.A.Pandit
Ms.Eithika Munot

Directors

Jinendra Jain
Satish Mehta

Chief Financial Officer
Company Secretary

Pune, May 7, 2015

Pune, May 7, 2015



ZF STEERING GEAR (INDIA) LIMITED

Registered Office: Gat No. 1242/44, Village Vadu Budruk, Tal. Shirur, Dist. Pune 412216, CIN: L29130PN1981PLC023734
Email Id: satish.mehta@zfindia.com, Website: www.zfindia.com, Phone: 021737-305100, Fax: 02137-305302

BALLOT FORM (In lieu of E-voting)

General Meeting of the Members to be held on Wednesday, September 23, 2015. Notice dated July 28, 2015

1) Name of the First Named Shareholder (in block letters)	
2) Name(s) of the Joint Named Shareholder (if any)	
3) Postal Address	
4) Registered Folio No. / * Client ID No. (*Applicable to investors holding shares in dematerialized form)	
5) Class of Shares	

I/ We hereby exercise my/ our vote in respect of the Resolution(s) to be passed for the business stated in the Notice of the Annual General Meeting of the Company dated September 23, 2015, by conveying my/ our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below.

Item No.	Description	No. of Equity Shares held	I/ We assent to the resolution (For)	I/ We dissent to the resolution (Against)
1.	Adoption of financial statement for the year ended March 31, 2015 and the Directors' and Auditors' Reports thereon.			
2.	Declaration of dividend on Equity Shares.			
3.	Re-appointment of Mr. Utkarsh Munot-Executive Director, who retires by rotation.			
4.	Appointment of MGM and Company, Chartered Accountants, as Statutory Auditors.			
5.	Appointment of Mrs. Eitika Munot as Director of the Company.			

Pune

Date: _____

(Signature of the Shareholder)

INSTRUCTIONS

- Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
- In the event member casts his votes through both the processes i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
- To avoid fraudulent transactions, the identity/ signature of the members holding shares in electronic/ demat form is verified with the specimen signatures furnished by NSDL/ CDSL and that of members holding shares in physical form is verified as per the records of the Company. Members are requested to keep the same updated.
- There will be only one Ballot Form for every Folio/ DP ID Client ID irrespective of the number of joint members.
- In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/ her absence by the next named shareholders. Ballot Form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
- Where the Ballot Form has been signed by an authorized representative of the body corporate/ Trust/ Society, etc. a certified copy of the relevant authorization/ Board resolution to vote should accompany the Ballot Form.
- Instructions for e-voting procedure are available in the Notice of Annual General Meeting and are also placed on the website of the Company.



ZF STEERING GEAR (INDIA) LIMITED

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ANNUAL GENERAL MEETING ON SEPTEMBER 23, 2015

ATTENDANCE SLIP

Registered Folio/ DP ID & Client ID	
Name and address of the shareholder(s)	
Joint Holder 1	
Joint Holder 2	

I/ We hereby record my/ our presence at the Annual General Meeting of the Company to be held on **Wednesday, September 23, 2015 at 4.00 p.m.** at the Registered Office of the Company at- **Gat No. 1242/44, Village Vadu Budruk, Tal. Shirur, Dist. Pune 412216.**

Member's Folio/ DP ID/Client ID

Members' / Proxy's name in Block Letters

Members' / Proxy's Signature

Note: Please complete the Folio/DP ID-Client ID No. and name, sign this Attendance Slip and hand it over this slip.

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number	User ID	Password

Note: Please read the instructions printed under the note no. 5 to the Notice of Annual General Meeting dated July 28, 2015. The Voting period starts from 9.00 a.m. on Saturday, September 19, 2015 and ends at 5.00 p.m. on Tuesday, September 22, 2015. The voting module shall be disabled by CDSL for voting thereafter.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL.

ZF STEERING GEAR (INDIA) LIMITED

Registered Office: Gat No. 1242/44, Village Vadu Budruk, Tal. Shirur, Dist. Pune 412216, CIN: L29130PN1981PLC023734
Email Id: satish.mehta@zfindia.com, Website: www.zfindia.com, Phone: 021737-305100, Fax: 02137-305302



ANNUAL GENERAL MEETING ON SEPTEMBER 23, 2015

PROXY FORM

Name of the Member(s)	
Registered Address	
Email ID	
Folio No./ Client ID	
DP ID	

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

- Name : _____
Address : _____
Email id : _____ Signature: _____ or failing him/ her
- Name : _____
Address : _____
Email id : _____ Signature: _____ or failing him/ her
- Name : _____
Address : _____
Email id : _____ Signature: _____ or failing him

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the **Annual General Meeting** of the Company, to be held on **Wednesday, September 23, 2015 at 4.00 p.m. at Gat No. 1242/44, Village Vadu Budruk, Tal. Shirur, Dist. Pune 412216** and any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions No.

1. Adoption of Audited Financial Statements, Reports of Auditors and Board of Directors for the year ended March 31, 2015. 2. Declaration of Dividend for the financial year 2014-15. 3. Re-appointment of Mr. Utkarsh Munot as a Director of the Company. 4. Appointment of MGM and Company, Chartered Accountants, as Statutory Auditors.. 5. Appointment of Mrs. Eitika Munot as a Director of the Company.

Signed this day of _____ 2015.

Signature of Member: _____ Signature of Proxy holder(s): _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

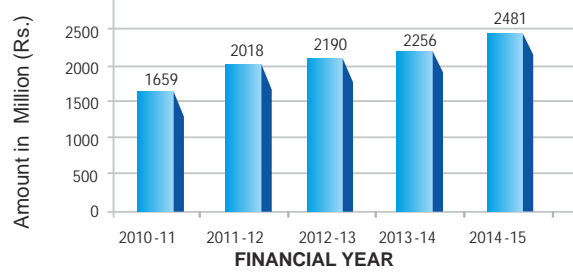
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Revenue
Stamp
not less
than Rs. 0.15**

5 Years Highlights

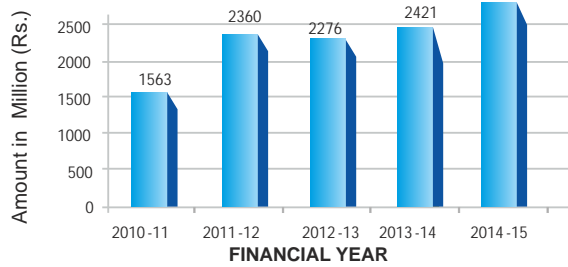
TURNOVER



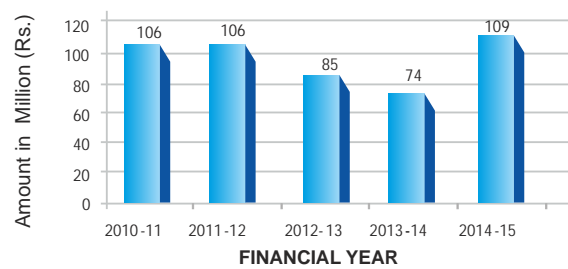
NET WORTH



FIXED ASSETS GROSS BLOCK



DIVIDEND PAYOUT



Certificate

Standard: **ISO 14001:2004 + Cor. 1:2009**

Certificate Reg. No.: **01 104 043211**

TÜV Rheinland Certification Centre

Certificate Holder: **ZF Steering Gear (India) Ltd.**
124244, Village: Vado Hindruk,
Taluka: Shirur, Pune - 412 216,
Maharashtra, India.

Scope: **Design, Development and Manufacture of Mechanical Steering Gear Systems and Power Steering Gear Systems.**

An audit was performed, Report No. 2402/11. It has been confirmed that the requirements according to ISO 14001:2004 + Cor. 1:2009 are fulfilled.
This certificate is valid until 09/09/2016.

Validity: This certificate is valid from 2014-06-06 until 2017-06-06.
This Certificate is valid until 09/09/2016.



[Signature]

TÜV Rheinland Certification Centre

Certificate

Standard: **ISO / TS 16949:2009**

Certificate Reg. No.: **01 111 029921**
015078

Certificate Holder: **ZF Steering Gear (India) Ltd.**
1102, 124 Village - Vado Hindruk, Taluka - Shirur,
Pune - 412 216, Maharashtra, India.

Scope: **Design and Manufacture of Mechanical Steering Gear Systems & Power Steering Gear Systems.**

This has been found and by means of an audit that the requirements of ISO / TS 16949:2009 are met.

This certificate is valid until 09/09/2016.

Issue date of this certificate: 2014-02-25, 01/06/15, 07/01/16

Signature: *[Signature]*

[Signature]

TÜV Rheinland Certification Centre





ZF STEERING GEAR (INDIA) LIMITED

NATIONAL SERVICE NETWORK

Mission

We are firmly set on being market leaders in state-of-art technology for steering gear system.

We shall ensure that our products give the necessary comfort and safety in driving.

We shall give top priority to ensure customer satisfaction through best quality products and services.

We shall, in the process of our growth, continuously upgrade our working environment and improve the skill and efficiency of everyone associated by perseverance and motivation.

Dinesh Munot

Chairman & Managing Director



REGD. OFFICE & PLANT

Gat No. 1242 / 44, Vadu Budruk, Tal. Shirur, Dist. Pune 412 216, India.
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