ZF STEERING GEAR (INDIA) LTD.
Regd. Office & Works :
Gat No. 1242/44, Village Vadu BK., Tal. Shirur, Dist. Pune-412 216 (India)
Tel. : 02137-305100, Fax : 02137-305302
Web : www.zfindia.com, Email Id : enquiry@zfindia.com
Corporate Identity Number (CIN) : L29130PN1981PLC023734

NOTICE OF POSTAL BALLOT AND REMOTE E-VOTING

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013 and Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, and Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members
ZF Steering Gear (India) Limited,

Notice is hereby given that the following resolution is proposed to be passed by the Members of ZF Steering Gear (India) Limited (**the Company**) by way of postal ballot through electronic voting (remote e-voting), pursuant to provisions of Section 110 of the Companies Act, 2013 (**the Act**) and other applicable provisions, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**the Rules**) for holding general meetings/ conducting postal ballot process through e-Voting, vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (collectively referred to as '**MCA Circulars**') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**") and other applicable provisions, if any, of the Listing Regulations, for the time being in force and as amended from time-to-time read with the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and the SEBI Circular SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 (**SEBI Circulars**) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**SS-2**), that the Ordinary Resolution set out below is proposed to be passed by way of Postal Ballot by voting through electronic means only ('remote e-Voting') (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), approval of the members of the Company (as on the **Cut-off Date**) ("**Members" or "Equity Shareholders**"), is sought via postal ballot through e-voting only (voting through electronic means) for the following:.

SPECIAL BUSINESS

PROPOSED RESOLUTION

Approval for Re-classification of three Promoters of the Company from Promoter Group Category to Public Category

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

"RESOLVED THAT pursuant to the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further to the No-Objection received from BSE Limited vide their letter dated October 10, 2025, and subject to such other approvals, permissions, and conditions as may be applicable, consent of the Members be and is hereby accorded for the re-classification of the following persons from the category of 'Promoter/Promoter Group' to 'Public Shareholders' of the Company:

Sr. No.	Name of Promoter / Promoter Group Entity	No. of Equity Shares Held	% of Paid-up Equity Capital
1	Mrs. Amita Jinendra Munot	1,47,215	1.62
2	Mr. Piyush Jinendra Munot	1,16,235	1.28
3	Mr. Yash Munot	1,12,350	1.24

RESOLVED FURTHER THAT the aforesaid Promoters have confirmed that all the conditions specified in sub clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (LODR) Regulations, 2015 have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with the conditions mentioned in Regulation 31A of the SEBI (LODR) Regulations, 2015 post reclassification from "Promoter Group" to "Public.

RESOLVED FURTHER THAT upon such approval by the Members and thereafter upon the receipt of confirmation of BSE Limited, the above persons shall cease to be classified as Promoters/Promoter Group and shall be re-classified as Public Shareholders of the Company.

FURTHER RESOLVED THAT Mr. Dinesh Munot – Chairman, Mr. Utkarsh Munot – Managing Director and Mr. Satish Mehta – Company Secretary be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/ filings to BSE Limited, seeking approvals from BSE Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolution"

By Order of the Board of Directors

For ZF Steering Gear (India) Limited

Sd/-
Satish Mehta
Company Secretary
Membership Number: F3219

Registered Office:
Gat No. 1242 / 44, Village Vadu Budruk,
Tal. Shirur, Dist. Pune – 412216
CIN: L29130PN1981PLC023734
October 16, 2025

NOTES:

a) Pursuant to Sections 102 and 110 of the Act, an explanatory statement setting out material facts and reasons for the proposed resolutions is appended hereto.

b) In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. The communication of the assent or dissent of the Members would also take place through e-voting only.

c) The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the register of members/the list of beneficial owners, as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email addresses are registered with the Company / depository participant(s) as on **Friday, October 24, 2025 ("Cutoff Date").** Any person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.

d) In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope are not being sent to the Members for this postal ballot. Please note, however, that those shareholders who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories, are also entitled to vote in relation to the resolutions as set out in this Notice.

e) A copy of this Postal Ballot Notice is also available on the Company's website www.zfindia.com, the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on website of NSDL at www.evoting.nsdl.com.

f) Resolutions passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.

g) The Board has appointed M/s SIUT & Co LLP, Company Secretaries (Unique code: L2021MH011500) ("the Scrutinizer") for conducting the postal ballot and e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

h) The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the voting by postal ballot will be announced within two working days from the conclusion of e-voting and will also be displayed on the Company's website www.zfindia.com, the website of NSDL at www.evoting.nsdl.com and communicated to the stock exchanges on the said date.

i) Members who have not registered/updated their email IDs so far are requested to register/update the same to receive this Postal Ballot Notice in the following manner:

Provide demat account details (CDSL – 16 digit beneficiary ID or NSDL16 digit DPID + CLID), Name of shareholder, client master or copy of consolidated account statement, PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to insta@linkintime.co.in and copy to the Company at investor@zfindia.com/

In case of any queries, for registering email address, Members may write to insta@linkintime.co.in or investor@zfindia.com.

Members are requested that for permanent registration of their e-mail address, they can register their e-mail address, in respect of electronic holdings with their concerned Depository Participant (DP) and in respect of physical holdings with the Company's RTA, MUFG Intime India Private Limited. In case of any queries in this regard, Members are requested to write to the RTA at insta@linkintime.co.in or contact RTA at toll free number: +91 20 26160084. Those Members who have already registered their e-mail addresses are requested to get their e-mail addresses validated with their DPs/RTA to enable servicing of notices/ documents/annual reports and other communications electronically to their email address in future.

j) After dispatch of the Postal Ballot Notice through email, advertisement shall be published in 1 (one) English daily newspaper and in 1 (one) Marathi Newspaper, each having wide circulation in the district where the registered office of the Company is situated and will also be uploaded on the Company's website at www.zfindia.com.

k) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the cut-off date i.e. Friday, October 24, 2025

l) Once the vote on the resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.

m) Relevant documents referred to in this Postal Ballot Notice will be made available for inspection from the date of commencement of e-voting period i.e. Saturday, November 1, 2025, at 9.00 A.M upto the last date of e-voting i.e. Sunday, November 30, 2025, at 5.00 P.M. Shareholders seeking to inspect such documents can send an email to investor@zfindia.com.

n) Contact details of the person responsible to address the queries/grievances, if any, connected with the Postal Ballot by electronic means:

i) The Company Secretary, ZF Steering Gear (India) Limited, Gat No 1242 / 44, Village- Vadu Budruk, Near Koregaon Bhima, Off Ahmednagar Road, Tal-Shirur, Pune, Maharashtra, 412216; Email – investor@zfindia.com

ii) In case of any queries, you may refer the frequently asked questions ("FAQs") for Members and evoting user manual for Members available at the download section of www.evoting.nsdl.com or call at nos. 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager – NSDL at pallavid@nsdl.com.

o) Members holding more than one share in the same name or joint names in the same order but under different ledger folios are requested to apply for consolidation of such folios into a single folio and accordingly send a request letter duly signed by the shareholder and the relevant share certificates along with the self-attested copy of Permanent Account Number (PAN) card and Aadhar card to the Company, to enable us to consolidate all such multiple folios into one single folio.

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote electronically.

SEBI has mandated submission of PAN by every participant in the Securities Market. Members holding shares in electronic form are therefore requested to submit their PAN to their depository participants.

p) The Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide e-voting facility.

q) The resolution, if passed by the requisite majority, shall be deemed to have been passed on Sunday, November 30, 2025, i.e. the last date specified for e-voting.

r) A Member cannot exercise his/her vote through a proxy on a postal ballot. However, corporate and institutional Members shall be entitled to vote through their authorized

representatives. Corporate and institutional Members are requested to provide a proof of authorization (board resolution/authority letter/power attorney, etc.) in favour of their authorised representatives to the scrutinizer through e-mail to cs@siut.in with a copy marked to evoting@nsdl.com.

s) Members are advised to update their PAN, KYC (Address, Email ID, Mobile Number, Bank Account Details, Specimen Signature, etc.) and Nomination details, as per SEBI Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025.

- **Members holding shares in physical form:** to the Company's RTA - MUFG Intime India Private Limited, in prescribed Form ISR - 1 and other forms as per instructions mentioned in the form. The Company has already sent the requisite communication to the Members for furnishing these details. The formats can be downloaded from RTA's website https://web.in.mpms.mufg.com/KYC-downloads.html and such formats are also available on the Company's website at http://www.zfindia.com/investor-service-request.php
- **Members holding shares in dematerialized form:** to their respective DPs as per the procedure prescribed by them.

t) SEBI, vide its Circulars mentioned above, has also mandated that the Members whose folio(s)/demat account(s) do not have PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank A/c Details or Specimen signature for their corresponding folio numbers and other KYC details updated, shall be eligible for any payment including dividend, interest or redemption payment in respect of such folios/demat accounts, only through electronic mode with effect from April 1, 2024, upon them furnishing all the aforesaid details in entirety.

If a Member updates the above-mentioned details after April 1, 2024, then such Member would receive all the dividends, etc., declared during that period (from April 1, 2024, till the date of updation) pertaining to the shares held after the said updation automatically.

u) 'SWAYAM' is a secure, user-friendly web-based application, developed by MUFG Intime India Private Limited, our RTA, that empowers Members to effortlessly access various services. We request you to get registered and have first-hand experience of the portal. This application can be accessed at https://swayam.in.mpms.mufg.com/. For effective resolution of Service Requests i.e. Generate and Track Service

Requests/Complaints can be done through SWAYAM.

v) Members may note that SEBI, vide its Master Circular mentioned above, has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting the forms in the specified formats, which are available on the website of the Company at http://www.zfindia.com/investor-service-request.php and also available on the website of the RTA at https://web.in.mpms.mufg.com/client-downloads.html. It may be noted that any service request can be processed only after the folio is KYC Compliant.

Further, as per Regulation 40 of SEBI LODR, SEBI has mandated that all requests for the transfer of securities including transmission and transposition requests, shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are therefore advised to dematerialize the shares held by them in physical form.

w) As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the request in the specified formats, which are available on the Company's website at http://www.zfindia.com/investor-service-request.php and also available on the RTA's website at https://web.in.mpms.mufg.com/KYCdownloads.html. Members are requested to submit the said details to their respective DP, in case the shares are in dematerialized form and to the RTA, in case the shares are held in physical form.

x) Members are requested to:

- quote their Registered Folio number in case of shares held in physical form and DP ID and Client ID in case of shares held in dematerialized form, in their correspondence(s) to the Company.
- direct all correspondence related to shares including consolidation of folios, if

shareholdings are under multiple folios, to the RTA of the Company.

y) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company or the RTA of any change in address or nominee, if any appointed, to notify demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the respective DPs and holdings should be verified from time to time.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

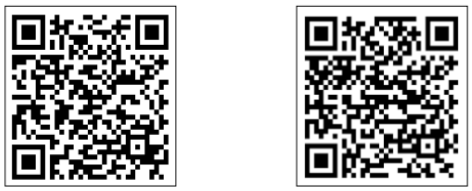
Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

As per the SEBI circular dated December 9, 2020 individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz.https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at

	https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary IDFor example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a. If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c. How to retrieve your 'initial password'?
      i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b. Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@siut.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request Ms. Pallavi Mhatre at pallavid@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@zfindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@zfindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

The provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Listing Regulations**) along with amendments thereto, have provided a regulatory mechanism for reclassification of person belonging to Promoter(s)/Promoter Group from 'Promoter/ Promoter group' to 'Public' of the Company subject to fulfilment of conditions as provided therein.

The Company had received requests from the following promoter(s) seeking re-classification from the category of Promoter/Promoter Group to Public Shareholders:

Sr. No.	Name	No. of Shares	% Holding
1	Mrs. Amita Jinendra Munot	1,47,215	1.62
2	Mr. Piyush Jinendra Munot	1,16,235	1.28
3	Mr. Yash Munot	1,12,350	1.24

The applicants have confirmed that:

1. They along with the persons related to them together:
   a. do not hold more than ten percent of the total voting rights in the company.
   b. do not exercise control over the affairs of the company, directly or indirectly.
   c. do not have any special rights with respect to the company through formal or informal arrangements including through any shareholder agreements.
   d. are not being represented on the board of directors (including not having a nominee director) of the Company
   e. do not act as a key managerial person of the Company
   f. are not 'wilful defaulter(s)' as per the Reserve Bank of India Guidelines
   g. are not fugitive economic offender

2. There is no pending regulatory action against any of them.
3. They shall continue to comply with the conditions mentioned at sub-clauses (i), (ii) and (iii) of clause (b) of Regulation 31A (3) of SEBI (Listing Obligation and Disclosure Requirements),

Regulations, 2015 at all times from the date of re-classification, failing which, they shall be reclassified as promoter/person belonging to the promoter group of the Company.

4. They shall comply with the conditions mentioned in the of sub-clauses (iv) and (v) of clause (b) of Regulation 31A (3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 for a period of not less than three years from the date of reclassification, failing which, I shall be reclassified as promoter/ person belonging to promoter group of the Company.

Pursuant to the Company's application, BSE Limited have issued their **No-Objection Letter** vide reference no. **LIST/COMP/YV/487/2025-26** dated October 10, 2025, permitting the Company to proceed with the Members approval process.

Accordingly, in terms of Regulation 31A (3)(a)(vi) of the Listing Regulations, the approval of the Members by way of an **Ordinary Resolution** is now sought, with the concerned promoters abstaining from voting on the said resolution.

The Board of Directors, in their meeting held on September 8, 2025, approved this proposal and recommends the same for the Members' approval.

None of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested in the said resolution, except to the extent of their shareholding, if any.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 1.

By Order of the Board of Directors

For **ZF Steering Gear (India) Limited**

Sd/-
Satish Mehta
Company Secretary & Compliance Officer
(F3219)
Pune
Date: October 16, 2025