

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

Membership No. : F3219

July 28, 2015

Registered Office:

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