

## NOTICE

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

Day : Wednesday  
Date : August 02, 2017  
Time : 3.00 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:

- To receive, consider and adopt
  - the (Standalone) Audited Financial Statements of the Company for the Financial Year ended March 31, 2017, together with the Reports of the Directors and the Auditors thereon, and
  - the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Report of the Auditors thereon.
- To declare a dividend on equity shares.
- To appoint a Director in place of Mr. Utkarsh Munot (DIN: 00049903), who retires by rotation and, being eligible, offers himself for re-appointment.
- To re-appoint M/S. MGM & Company, Chartered Accountants (Firm Registration Number: 117963W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting of the Company on a remuneration of Rs. 600,000 plus taxes and out of pocket expenses.

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

**Satish Mehta**  
Company Secretary  
Membership No. : F3219

**May 30, 2017**

Registered Office:  
Gat No. 1242/44, Village Vadu Budruk,  
Tal. Shirur, Dist. Pune - 412 216.  
CIN: L29130PN1981PLC023734

**NOTICE OF CANDIDATURE OF MR. SURESH B.R. (DIN 07766334) – MOTION TO BE PUT FOR THE CONSIDERATION OF MEMBERS OF ZF STEERING GEAR (INDIA) LIMITED IN THEIR SCHEDULED 37TH ANNUAL GENERAL MEETING, TO BE HELD ON WEDNESDAY, AUGUST 2, 2017 AT 3.00 PM AT THE REGISTERED OFFICE OF THE COMPANY AT GAT NO.1242/44, VILLAGE VADU BUDRUK, TALUKA SHIRUR, DISTRICT PUNE – 412 216.**

Pursuant to the provisions of Section 160(2) of the Companies Act, 2013 (**the Act**) and Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, notice / information is hereby given to the Members of the Company that the Company has received a Notice dated June 29, 2017, received on July 10, 2017, as per the provisions of Section 160 of the Act, from 'Robert Bosch Automotive Steering GmbH', proposing candidature of Mr. Suresh B. R. (DIN: 07766334) as a Director on the Board of the Company, in the ensuing 37th Annual General Meeting (**AGM**) of the Company, scheduled to be held on Wednesday, August 2, 2017, at 3 p.m. at the Registered office of the Company.

As the Notice was received from the said Member subsequent to circulation of the Notice of AGM dated May 30, 2017, this Notice is being circulated to the Members in terms of the aforesaid provisions of the Act.

The resolution for appointment of Mr. Suresh B. R as a Director on the Board of the Company will be put up for consideration of the Members, in the AGM, as part of the Special Business of the AGM, in the form of an ordinary resolution, after the Item No.4, being part of the Notice of Annual General Meeting dated May 30, 2017, is transacted:

### Special Business:

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

“RESOLVED THAT Mr. Suresh B. R. (DIN: 07766334), in respect of whom the Company has received the notice in writing, as per the provisions of Section 160 of the Companies Act 2013, from a Member of the Company, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

For **ZF Steering Gear (India) Ltd.**

**Satish Mehta**  
Company Secretary  
Membership No. : F3219

**July 10, 2017**

Registered Office:  
Gat No. 1242/44, Village Vadu Budruk,  
Tal. Shirur, Dist. Pune - 412 216.  
CIN: L29130PN1981PLC023734

## 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. Profile of the Director being re-appointed, as required by the Corporate Governance Code under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements (LODR) Regulations, 2015 entered into with the Stock Exchange), are annexed to the Notice.
3. 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.
4. **Voting through electronic means:**

- a. In compliance with the provisions of Section 108 of the Companies Act, 2013 (**the Act**), Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, 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 by way of poll–paper at the Annual General Meeting. Members who have cast their votes by remote e-voting prior to Meeting, may attend the Meeting, but shall not be entitled to cast their votes again.

The Board of Directors have appointed Mr. I. U. Thakur, Practicing Company Secretary (C. P. No. 1402), who in the opinion of the Company, is a duly qualified person, as the 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 July 30, 2017 (9 a.m.) and ends on August 1, 2017 (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 July 26, 2017 (End of Day), may cast their votes electronically. The 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](http://www.evotingindia.com).
- iii. Click on Shareholders/ Members.
- 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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both 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).</li> </ul>

- 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 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 the relevant **< ZF Steering Gear (India) Limited >** on which you choose to vote.
- 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvii. If a demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. **Shareholders can also cast their votes using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xix. **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](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- xx. In case you have any queries or issues regarding evoting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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. July 26, 2017. 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, 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 results 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](http://www.zfindia.com) and on the website of CDSL. The results shall simultaneously be communicated to the BSE Limited.

5. A copy of this notice has been placed on the website of the Company and on the website of CDSL.
6. The Register of Members and Share Transfer Books of the Company will be closed from July 28, 2017 to August 2, 2017 (both days inclusive).
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
8. The Register of Contracts or Arrangement in which directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
9. 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.
10. 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.
11. 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.
12. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with 'Link Intime India Pvt. Ltd.', if shares are held in physical mode or with their DPs, if the holding is in electronic mode. The registered e-mail address will be used for sending future communications.
13. The route map showing directions to reach venue of the thirty-seventh AGM is annexed.
14. Pursuant to the provisions of Section 124 of the Companies Act, 2013, 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 2009-10 (Interim) have been transferred to the IEPF. Unclaimed final dividend for F. Y. 2009-10 is due for transfer in August 2017. Shareholders who have not yet encashed the dividend warrants for financial years 2009-10 (final) and thereafter are requested to contact the Company at the earliest.

Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, **all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF suspense account (in the name of the Company) within thirty days of such shares becoming due for transfer to the Fund.**

The Members/ claimants whose shares and unclaimed dividend have been transferred to the Fund may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fee as decided by the Authority from time to time. The Members/ claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

**It is in the Members' interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the investor's account on time.**

Members are requested to the Company for claiming the dividend for the aforesaid years.

The details of unclaimed dividends of the aforesaid years are available on the Ministry of Corporate Affairs website at [www.mca.gov.in](http://www.mca.gov.in) and on the website of the Company viz. [www.zfindia.com](http://www.zfindia.com).

15. The Annual Report 2016-17 of the Company circulated to the Members of the Company, will be made available on the Company's website at [www.zfindia.com](http://www.zfindia.com) and also on the website of the BSE Ltd. (Bombay Stock Exchange) at [www.bseindia.com](http://www.bseindia.com).
16. 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.
17. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, during business hours up to the date of the 37th

Annual General Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.

18. 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 the 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**

As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the Members 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](http://www.zfindia.com) under the section 'Investor'.

## **Annexure to the Notice Explanatory Statement in respect of the Special Business, pursuant to Section 102(1) of the Companies Act, 2013 (the Act).**

#### **Item No. 5**

The Company has received on July 10, 2017, the Notice dated June 29, 2017, as per the provisions of Section 160 of the Act, from 'Robert Bosch Automotive Steering GmbH', which proposes the candidature of Mr. Suresh B.R. (DIN: 07766334) for appointment as a Director on the Board of Directors of the Company along with the deposit of Rs. 1,00,000. The necessary declarations signed by Mr. Suresh B.R. are part of the said Notice dated June 29, 2017.

The Notice convening the 37th Annual General Meeting of the Members of the Company dated May 30, 2017 has been issued on/ about July 1, 2017.

As per the provisions of Section 160 of the Act, read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014; the Notice of this motion in respect of appointment of Mr. Suresh B.R., as Director of the Company, is being given to the Members of the Company.

Brief resume of Mr. Suresh B.R., along with the particulars stipulated under 36(3) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, is as under.

Mr. Suresh B.R. is B.E. (Mech.) from Mysore University and having DIN No. 07766334. He is 53 years old. He is not Director in any company in India. He does not hold any Equity Shares of the Company. Mr. Suresh B.R. is presently Sr. Vice – President, Country Head – HR of Bosch Limited since August, 2014. He has 31 years of experience in different roles in the business of diesel systems, in India, the United States of America and Germany. He does not have any relationship with any of the Directors/ Key Managerial Personnel of the Company or their relatives. The candidature of Mr. Suresh B.R. is as a Director on the Board of Directors of the Company. Mr. Suresh B.R., does not hold any Executive position in the Company.

None of the Directors, Manager or any other Key Managerial Personnel or any of their relatives, is concerned or interested, whether financially or otherwise, in the proposed business.

A copy of the said Notice dated June 29, 2017 is available for inspection at the Registered Office of the Company on any working day during the business hours of the Company.

Though, the above referred Notice dated June 29, 2017 does not contain the wording of motion/ resolution, based on the provisions of the Act, the motion has been worded.

For ZF Steering Gear (India) Ltd.

**Satish Mehta**  
Company Secretary  
Membership No. : F3219

**July 10, 2017**

Registered Office:  
Gat No. 1242/44, Village Vadu Budruk,  
Tal. Shirur, Dist. Pune - 412 216.  
CIN: L29130PN1981PLC023734

**Profile of the Director being re-appointed as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India**

<b>Particulars</b>	<b>Mr. Utkarsh Munot</b>
DIN	00049903
Type	Whole- time Director
Age	36 years
Date of Appointment	October 31, 2006
Qualification	B.E. (Mech. & Mfg. Engg.) U.S.A.
Expertise in Specific Functional areas	Mr. Utkarsh Munot, is Bachelor in Mechanical Engineering and Manufacturing Engineering from the North Eastern University, Boston, USA. He also holds Diploma in Business Administration from the same University. Mr. Utkarsh Munot was working as 'Manager-Works' in the Company since May 14, 2004. He was appointed as 'Executive Director' of the Company from November 1, 2006. He has taken charge as 'Executive Director & Chief Executive Officer' with effect from May 19, 2016.
Other Directorships held in India	<ul style="list-style-type: none"> <li>- Emtech Solutions Pvt. Ltd.</li> <li>- Devashrya Realty Pvt. Ltd.</li> <li>- DM South India Hospitality Pvt. Ltd.</li> <li>- Yelben Engineering Pvt. Ltd.</li> <li>- B U Bhandari M &amp; M Realtors Pvt. Ltd.</li> <li>- Spiral EHL Engineering Private Limited.</li> </ul>
Membership of Committees (in the Company)	Corporate Social Responsibility (CSR) Committee
Membership of Committees (Others)	<p>He is also Executive Committee Member of ACMA (Automotive components Manufacturers Association of India) and Management Committee Member of Indira Institute of Management, Pune.</p> <p>He is National Coordinator of YBLF (Young Business Leaders Forum – Young Division of ACMA) and Member of 'Young Presidents' Organization (YPO).</p>
No. of Equity Shares held in the Company	1,191,494 equity shares of Rs. 10 each
Relationship between directors/ KMP inter-se	Mr. Utkarsh Munot is husband of Mrs. Eitika Munot and son of Mr. Dinesh Munot, Directors of the Company.
Number of Board Meetings attended during the financial year 2016-17	Four out of Four

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

**May 30, 2017**

Registered Office:  
Gat No. 1242/44, Village Vadu Budruk,  
Tal. Shirur, Dist. Pune - 412 216  
CIN: L29130PN1981PLC023734

**Satish Mehta**  
Company Secretary  
Membership No. : F3219