

NOTICE

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Notice is hereby given that the **Forty-Third Annual General Meeting** of the Members of **ZF STEERING GEAR (INDIA) LIMITED** will be held through two-way Video Conferencing or Other Audio-Visual Means (“**VC/ OAVM**”):

Day: Saturday

Date: September 16, 2023

Time: 10:30 am (IST)

to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.
- b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2023 and the Report of the Auditors thereon.

2. To declare dividend on equity shares.

3. To appoint a Director in place of Mr. Dinesh Munot (DIN:00049801), who retires by rotation under Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

4. To consider and if thought fit pass, with or without modifications, the following resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013, if any, approval of the Company be and is hereby, accorded for increasing the Authorised Share Capital of the Company from existing Rs. 10,00,00,000 (**Rupees Ten Crore Only**) comprising 1,00,00,000 (**One Crore**) equity shares of Rs. 10 (**Rupees Ten Only**) each to Rs. 20,00,00,000 (**Rupees Twenty Crore Only**) comprising 2,00,00,000 (**Two Crore**) equity shares of Rs. 10 (**Rupees Ten Only**) each, ranking pari-passu with the existing equity shares of the Company.”

5. To consider and if thought fit pass, with or without modifications, the following resolution, as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 consent of the Members of the Company, be and is hereby accorded, for substituting existing Clause V of the Memorandum of Association of the Company, by the following Clause:

“V. The Authorised Share Capital of the Company is Rs. 20,00,00,000 (**Rupees Twenty Crore Only**) divided into 2,00,00,000 (**Two Crore**) equity shares of Rupees 10 (**Rupees Ten Only**) each, with powers to increase capital from time to time and divide the shares of original or any increased capital into several classes and attach thereto respectively, such preferential, qualified or special rights, privileges, or conditions as regards capital, dividend, voting rights or otherwise, as prescribed by the regulations of the Company as originally framed or altered from time to time.”

RESOLVED FURTHER THAT approval of the Company, be and is hereby, accorded/granted to the Board of Directors of the Company to file requisite e-forms with the Ministry of Corporate Affairs, Government of India and to do/arrange for doing, all such acts, deeds, matters and things and to take all such steps as may be required in this connection, including seeking necessary approvals (if any required) to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

6. To consider and if thought fit pass, with or without modifications, the following resolution, as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 and as approved and recommended by the Board of Directors, the new set of Articles of Association of the Company, be and is hereby approved and adopted in substitution and/or supersession of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby, authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 185 and all applicable provisions of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded for advancing loan and/ or giving of guarantee(s), and/ or providing of security(ies) in connection with any loan sanctioned/ to be sanctioned by financial institutions/ banks/ insurance companies/ other investing agencies or any other person(s)/ bodies corporate, to any entity/ person (said entity(ies)/ persons) covered under the category of ‘a person in whom any of the directors of the company is interested’ as specified in the said Section, up to the aggregate outstanding amounts not exceeding Rs. 100,00,00,000 (**One Hundred Crore**).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, which term shall be deemed to include any committee thereof, be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute documents, instruments and writings, as may be required, from time to time and to do all necessary acts, deeds and things, in order to comply with all the legal provisions and/or comply with procedural formalities and/or incidental or expedient thereto and as the Board of Directors may think fit and suitable or as may be required.”

By Order of the Board of Directors
for **ZF Steering Gear (India) Limited**

Satish Mehta
Company Secretary
ICSI Membership Number: F3219

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

July 22, 2023

Notes

- 1. The Ministry of Corporate Affairs (“MCA”) has allowed the Companies to conduct Annual General Meeting through video conferencing (“VC”) or other audio-visual means (“OAVM”). In this regard, MCA issued Circular 02/2022 dated May 5, 2022, Circular No. 14/ 2020 dated April 8, 2020, Circular No.17/ 2020 dated April 13, 2020, Circular No.20/ 2020 dated May 5, 2020 and Circular No.02/ 2021 dated January 13, 2021 and Circular No. 10/ 2022 dated December 28, 2022 (“MCA Circulars”), prescribing the procedure and manner of conducting the Annual General Meeting through VC/ OAVM. Further, the Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/ HO/ CFD/ PoD-2/ P/ CIR/ 2023/ 4 dated January 5, 2023 (“SEBI Circular”) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In compliance with the applicable provisions of the Companies Act 2013 (“the Act”), MCA Circulars and SEBI Circular/ Listing Regulations, the Board of Directors has approved conducting of the 43rd Annual General Meeting (AGM) of the Company through VC/ OAVM.**
2. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts relating to business under item numbers 4, 5, 6 and 7 to be transacted at the meeting, is annexed hereto and forms part of this Notice.
3. As the AGM shall be conducted through VC/ OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Brief profile of Mr. Dinesh Munot, Director of the Company, seeking re-appointment, as stipulated under Regulation 36 of the Listing Regulations, and Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India, from time to time, as provided for under Section 118(10) of the Act, are given in the annexure to the Notice of the Annual General Meeting.
5. In terms of provisions of Section 107 of the Act, the resolutions as set out in the notice are being conducted through e-voting, and therefore the said resolutions will not be decided on a show of hands at the AGM.
6. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. Institutional/ Corporate Members (i.e. other than individuals, Hindu Undivided Family (**HUF**), Non-Resident Indians (**NRI**), etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or Governing Body Resolution/ Authority Letter etc., authorizing its representative(s) to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting and e-voting at AGM. The said resolution/ Authority Letter shall be sent through its registered email address to cs@siut.in with a copy marked to helpdesk.evoting@cdslindia.com.
8. In case of any queries regarding the Annual Report or any matter to be placed at the AGM, Members are requested to write to us at least ten (10) days before the AGM through email on investor@zfindia.com. The same will be replied by the Company suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
9. Non-resident Indian Members are requested to inform immediately about the following to the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be:
 - a. The change in the residential status on return to India for permanent settlement
 - b. The particulars of the NRE Account with a Bank in India, if not furnished earlier.
10. The SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in the dematerialized form are, therefore, requested to submit their PAN details to their DPs.
11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. The dividend, as recommended by the Board of Directors, if declared at the 43rd AGM, will be paid within 30 days from September 16, 2023, i.e. date of AGM, to those Members who hold shares in physical form and whose name appears on the Company's Register of Members as holders of Equity Shares on September 8, 2023 and in respect of shares held in electronic form, to the Beneficial Owners of the shares as at the close of business hours on September 8, 2023, as per details to be furnished by respective depositories.
13. Pursuant to the Finance Act 2020, dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source (**TDS**) from dividend paid to the Members at prescribed rates as per Income Tax Act, 1961 (**the IT Act**). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential Status, Permanent Account Number (**PAN**), Category as per the IT Act with their Depository Participants (**DPs**) for shares held in electronic form and in case shares are held in physical form, with the Company by sending relevant documents by September 8, 2023.
14. Pursuant to the provisions of Section 124 of the Act, 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 2015-16 have been transferred to the IEPF. Unclaimed dividend for FY. 2016-17, is due for transfer in September 2024. Members who have not yet claimed the dividend warrants for financial years 2016-17, and thereafter are requested to contact the Company at the earliest.
15. 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.
16. 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) 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.
17. It is in the Member's interest to claim any unclaimed 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.
18. Members are requested to write 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 and on the website of the Company viz. <http://www.zfindia.com/unclaimed-dividend.php>.
19. Members holding shares in dematerialized form are requested to update/ intimate all changes, if any pertaining to their bank details such as name of the bank and branch address, bank account number, MICR Code, IFSC Code, National Electronic Clearing Service (**NECS**), Electronic Clearing Service (**ECS**) mandates, Permanent Account Number (**PAN**), nominations, power of attorney, change of address, change of name, email address, contact numbers, mobile number, etc., to their Depository Participant (**DP**). Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agents, Link Intime India Pvt. Ltd., Block No. 202, Akshay Complex, Near Ganesh Temple, Off Dhole Patil Road, Pune -411001. The requisite forms for Investor Service Request are available on the Company's Website <http://www.zfindia.com/investor-service-request.php>.

20. Members can avail the facility of Nomination in respect of securities held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed form duly filled – in to Company's RTA. The nomination forms can be obtained from RTA. Members holding shares in dematerialized form may contact their Depository Participant for availing this facility.
21. **As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred/ transmitted only in dematerialized form with effect from January 25, 2022. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents, Link Intime India Pvt. Ltd. Further, the requisite forms for Investors' Service Requisition were sent to the physical shareholders' at their registered address and the said forms are also available on the website of the Company <http://www.zfindia.com/investor-service-request.php>.**
22. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 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; sub-division/splitting of securities certificate.
23. The statutory documents (i.e., The Register of Directors and Key Managerial Personnel) and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the members during the AGM.
24. The Register of Members of the Company shall remain closed from September 9, 2023 to September 16, 2023 **(both days inclusive)**.
25. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Friday, September 8, 2023, only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM. The remote e-voting period commences from Wednesday, September 13, 2023 (9:00 a.m. IST) and ends on Friday, September 15, 2023 (5:00 p.m. IST).
26. M/s. SIUT & Co., LLP, Company Secretaries, has been appointed as the Scrutinizers to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner. The Members who have cast their votes by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/ OAVM but shall not be entitled to cast their votes again. The scrutinizer shall close the e-voting facility after expiry of 15 minutes from the conclusion of voting at the AGM. The scrutinizer shall first count the votes casted electronically at the meeting and there after unblock the votes cast through remote e-voting and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizers' report of the total votes cast in favor 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.
27. The results declared along with the report of the scrutinizer shall be placed on the website of the Company <http://www.zfindia.com/> and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited where the shares of the Company are listed.
28. In compliance with the aforesaid MCA Circulars and the SEBI Circular dated May 13, 2022, Notice of the AGM along with the Annual Report 2022–23, is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23, will also be available on the Company's www.zfindia.com, websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.
29. The Notice calling the AGM has been uploaded on the website of the Company at www.zfindia.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
30. To support the 'Green Initiative', members who have not registered/ updated their email addresses and mobile number are requested to register/ update 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.
31. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.

Instructions for Remote Electronic Voting (Remote E – Voting) and E – Voting during AGM and joining AGM through VC/ OAVM:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated May 5, 2022, April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. Pursuant to Para 3, Part A, Sub – Para X of the MCA Circular No. 14/ 2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/ OAVM and cast their votes through e-voting.

THE INTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/ OAVM ARE AS UNDER:

Step 1: Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on September 13, 2023, 9:00 am IST and ends on September 15, 2023, 5:00 pm (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 8, 2023, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to the SEBI Circular No. **SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to the aforementioned SEBI Circular, Login method for **e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/ NSDL/ KARVY/ LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 with NSDL	<ol style="list-style-type: none"> 1) If users are already registered for NSDL IDeAS facility, the said users are requested to visit the e-Services website of NSDL, Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, users shall click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. Users will have to enter their User ID and Password. After successful authentication, users will be able to see e-Voting services. Users shall click on "Access to e-Voting" under e-Voting services and they will be able to see e-Voting page. Further Users are instructed to click on company name or e-Voting service provider name and user will be re-directed to e-Voting service provider website for casting his/ her vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Users are requested to Visit the e-Voting website of NSDL and Open web browser by typing the following URL: https://www.evoting.nsd.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. Users will have to enter their User ID (i.e. sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, they will be redirected to NSDL Depository site wherein users can see e-Voting page. Click on company name or e-Voting service provider name and users shall be redirected to e-Voting service provider website for casting their vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	Users can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, they will be able to see e-Voting option. Users are requested to click on e-Voting option, they will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein they can see e-Voting feature. Click on company name or e-Voting service provider name and the users shall be redirected to e-Voting service provider website for casting their 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 Forgot User ID and Forgot Password option available at the aforementioned website.

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

Login type	Helpdesk details
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 toll free no. 1800 22 55 33
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual **shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) first-time users are requested to follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual 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"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/ RTA or contact Company/ RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • 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 (v).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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. Please note that this password is also to be 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Users are requested to click on the EVSN for the relevant <ZF Steering Gear (India) Ltd.> on which they shall choose to vote.

- (x) On the voting page, users 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.
- (xi) Users shall click on the “RESOLUTIONS FILE LINK” if they wish to view the entire Resolution details.
- (xii) After selecting the resolution, users have decided to vote on, they shall click on “SUBMIT”. A confirmation box will be displayed. If users wish to confirm their vote, they shall click on “OK”, else to change their vote, click on “CANCEL” in order to modify their vote.
- xiii) Once users “CONFIRM” their vote on the resolution, they will not be allowed to modify the same.
- (xiv) Users can also take a print-out of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote e-Voting Only

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@zfindia.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/ OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/ OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investor@zfindia.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/ folio number, email id, mobile number at investor@zfindia.com. These queries will be resolved by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/ OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company** at investor@zfindia.com or to RTA at pune@linkintime.co.in.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

Annexure to the Notice of the Annual General meeting (AGM)

Statement as required by Section 102 of the Companies Act, 2013.

The following Statement sets out the material facts, relating to the Special Business mentioned in the Notice, as per the provisions of Section 102 of the Companies Act, 2013 (hereinafter referred to as **the Act**), and contents required disclosures, under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. Item Nos. 4 and 5

The present Authorised Share Capital of the Company is Rs. 10,00,00,000 (**Rupees Ten Crore Only**) comprising 1,00,00,000 (**One Crore**) Equity Shares of Rs. 10 (**Rupees Ten Only**) each.

Considering the increased fund requirements and in order to raise additional share capital, if required, the Board of Directors of the Company in its meeting held on October 15, 2022, subject to approvals of the Members of the Company, decided to increase the Authorised Share Capital of the Company from Rs. 10,00,00,000 (**Rupees Ten Crore Only**) comprising 1,00,00,000 (**One Crore**) Equity Shares of Rs. 10 (**Rupees Ten Only**) each to Rs. 20,00,00,000 (**Rupees Twenty Crore Only**) comprising 2,00,00,000 (**Two Crore**) Equity Shares of Rs. 10 (**Rupees Ten Only**) each.

If the increase in the Authorized Share Capital of the Company is approved, consequently, Clause V of the Memorandum of Association of the Company would need to be altered, to depict the changed Authorised Share Capital of the Company.

A copy of the Memorandum of Association of the Company, as in force, as of date and altered, as per the proposal, are available for inspection at the registered office of the Company and on the website of the Company at www.zfindia.com.

None of the Directors or Key Managerial Personnel of the Company or any of their respective relatives, is in any way concerned or interested, financially or otherwise, in any of these resolutions.

The Board of Directors recommends **item No. 4 as Ordinary Resolution and item No. 5 as Special Resolution**, for approval by the Members of the Company.

2. Item No. 6

The existing Articles of (Articles) of the Company are based on the provisions of the erstwhile Companies Act, 1956. In light of the provisions of the Companies Act, 2013 (**the Act**), it is proposed to adopt new Articles. The Board of Directors, at its meeting held on July 22, 2023, has accorded its consent, to adopt new set of regulations, as the Articles of Association of the Company, subject to the approval of the Members of the Company.

Pursuant to the provisions of Section 14 of the Act, approval of Members of the Company by a Special Resolution is required for adoption of the new set of regulation, as the Articles of Association, in place of and to replace the existing Articles of Association of the Company.

A copy of the draft of the Articles of Association of the Company, as approved by the Board of Directors is available for inspection at the Registered Office of the Company and/ or on the website of the Company at www.zfindia.com.

None of the Directors or Key Managerial Personnel of the Company or any of their respective relatives, is in any way concerned or interested, financially or otherwise, in any of these resolutions.

The Board of Directors recommends, **item No. 6 as Special Resolution**, for approval by the Members of the Company.

3. Item No. 7

Pursuant to the provisions of Section 185 of the Companies Act, 2013, a company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in Section 185(2)(b) of the Act, after obtaining approval of the Members of the Company, by a special resolution, passed in the general meeting.

It is proposed to grant loans and/or extend guarantees and/ or provide security in respect of any loans granted or / to be granted to various entities, which may be subsidiary companies or joint venture companies or other entities, as per the present plans, for expansion / diversification of the businesses of the Company, inter alia by forming or acquiring companies/entities. In these companies or entities, a director of the Company or key managerial personnel may be appointed as a director to represent the Company. Therefore, in order to comply with the above referred provisions of the Act, it is recommended to consider and adopt the said resolution.

The amount of loan/amount secured by guarantees or securities, to be provided by the Company are to be used by the said companies/entities, for their businesses and the proposed loans shall carry interest at the rate of prevailing in the market, from time to time but the same shall not be less than limits specified under Section 186 of the Act.

At present, Company has sanctioned loans to its wholly owned subsidiary companies viz. DriveSys Systems Private Limited and NexSteer Systems Private Limited and a joint venture company viz. Metacast Auto Private Limited (**Metacast**) is the existing Subsidiary/ Joint Venture Company of the Company. Funds may be required by Metacast for acquiring land, plant and machinery and for working capital requirement to support its principal business activities. In case of any subsidiary/ joint venture incorporated in future, the Board of Directors may grant loan or give guarantee or provide security(ies) within the aggregate amount of Rs. 100,00,00,000 (Rupees One Hundred Crores subject to the approval of the Audit Committee.

The Board of Directors recommends that Resolution at Item No. 7 of the Notice be approved by the Members of the Company, as a **Special Resolution**.

None of the Directors, Key Managerial Personnel or any of their respective relatives is in any way, financially or otherwise, concerned or interested in the above resolution except as stated above.

By Order of the Board of Directors
for **ZF Steering Gear (India) Limited**

Satish Mehta
Company Secretary
ICSI Membership Number: F3219

Registered Office :
Gat No. 1242 / 44, Village Vadu Budruk,
Tal. Shirur, Dist. Pune – 412216
CIN : L29130PN1981PLC023734
July 22, 2023

Profile of the Director being reappointed as required under Regulation 36(3) of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2, on General Meetings issued by The Institute of Company Secretaries of India, pursuant to Section 118(10) of the Companies Act, 2013.

Name of the Director	Mr. Dinesh Munot
DIN	00049801
Designation	Chairman & Whole – Time Director
Age	75 Years
Date of Appointment	November 8, 1996.
Qualification	B.E. (Electricals), M.I.E.
Experience	<p>Over 45 years of experience in automotive industry. Worked as an Executive Director in Kinetic Engineering Ltd. (before 1984). Worked as Chief Executive of the Company during 1984 - 1986. Managing Director of the Company from January 1, 1987 and Chairman and Managing Director from July 14, 2010 till August 1, 2019. Currently he is Chairman and Whole-Time Director of the Company. His present tenure as Chairman and Whole-Time Director is up to July 27, 2026.</p> <p>He is the former President of Automotive Components Manufacturers' Association (ACMA).</p> <p>He has been bestowed with 'Lifetime Achievement Award' by the Nagar Road Industry Chamber of Commerce, Pune. He was also awarded 'Outstanding Young Person of the Year' in the International Youth Year 1985.</p>
Expertise	Veteran of Automobile Industry, Top Management & Strategy, New Product Development and such other areas
Directorships held in other Listed Companies	Sanghvi Movers Limited
Resignation from directorship held in all Public Limited Listed Companies in the past 3 years	Nil
Membership of the Committees (in the Company)	Corporate Social Responsibility Committee
Membership of the Committees (Others)	Audit Committee – Sanghvi Movers Limited. Stakeholders' Relationship Committee – Sanghvi Movers Limited.
No. of Equity Shares held in the Company	18,89,445 equity shares of Rs. 10 each
Number of Board Meetings attended for the Financial Year 2022-23	Seven out of Seven.
Relationship Between Directors/ KMP inter-se	Mr. Dinesh Munot is father of Mr. Utkarsh Munot – Managing Director of the Company.

By Order of the Board of Directors
for **ZF Steering Gear (India) Limited**

Satish Mehta
Company Secretary
ICSI Membership Number: F3219

Registered Office :
Gat No. 1242 / 44, Village Vadu Budruk,
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