



**ZF STEERING GEAR (INDIA) LTD.**

Regd. Office & Works :

Gat No. 1242/44, Village Vadiu BK., Tal. Shirur, Dist. Pune-412 216 (India)

Tel. : 02137-305100, Fax : 02137-305302

Web : [www.zfindia.com](http://www.zfindia.com), Email Id : [enquiry@zfindia.com](mailto:enquiry@zfindia.com)

Corporate Identity Number (CIN) : L29130PN1981PLC023734



March 19, 2024

**BSE Limited**

25<sup>th</sup> Floor, P. J. Towers,  
Dalal Street, Fort,  
Mumbai- 400 001

**Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), for Postal Ballot Notice for appointment of Dr. Dinesh Bothra as a Non-Executive, Non-Independent Director of the Company.**

**Ref: BSE Scrip Code 505163**

**Dear Sir/ Madam**

Pursuant to Regulation 30 of the Listing Regulations, Notice of Postal Ballot (**the said Notice**), for seeking approval of the Members of the Company, for appointment of Dr. Dinesh Bothra (DIN: 00049883), as a Non-Executive, Non-Independent Director of the Company, is enclosed herewith.

The said Notice has been sent to all the Members, whose name appeared in the Register of Members/ list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company/ Registrar/ Depositories as on Friday, March 15, 2024.

The e-voting period will commence on Thursday, March 21, 2024 at 9.00 A.M. (**IST**) and will end on Friday, April 19, 2024 at 5.00 P.M. (**IST**).

The said Notice is also available on the website of the Company viz. <http://www.zfindia.com/agm-egm.php>, on the website of Central Depository Services (India) Limited at <https://www.evotingindia.com/> and on the website of the Stock Exchange BSE Ltd at <https://www.bseindia.com/>.

You are requested to take the aforesaid information on your record.

Thank you

Yours faithfully,

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

**Company Secretary**



## ZF STEERING GEAR (INDIA) LTD.

CIN: L29130PN1981PLC023734

**Registered Office:** Gat Nos. 1242/44, Village- Vadu Budruk, Tal- Shirur, Pune- 412216.

Email Id: [investor@zfindia.com](mailto:investor@zfindia.com), Website : [www.zfindia.com](http://www.zfindia.com), Tel.: 02137-305100, Fax : 02137-305302

### NOTICE IN RESPECT OF THE RESOLUTION TO BE PASSED BY POSTAL BALLOT

Dear Members,

**NOTICE** is hereby given that, pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("**the Act**"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**the Rules**), and further read with the General Circular Nos. 14/ 2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, 3/ 2022 dated May 5, 2022 and 09/ 2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (**MCA Circulars**), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the Listing Regulations**), special business, as set out below for appointment of Dr. Dinesh Bothra (DIN: 00049883), as a Non-Executive, Non-Independent Director of the Company as per the provisions of Sections 149 of the Act, is proposed to be transacted, by the Members of the Company, by passing an Ordinary Resolution, by way of Postal Ballot, through voting by electronic mode only (**Remote E-voting**).

An Explanatory Statement pertaining to the said resolutions, setting out the material facts and the reasons thereof, is annexed to this Postal Ballot Notice (**the Notice**).

Pursuant to the provisions of Rule 20 and Rule 22(5) of the Rules, M/s. SIUT & CO LLP, Company Secretaries, have been appointed by the Board as the Scrutinizers, for conducting the Postal Ballot process, in a fair and transparent manner.

The remote E-voting period commences from **09.00 a.m. (IST)** on **Thursday, March 21, 2024** and ends at **05.00 p.m. (IST)** on **Friday, April 19, 2024**. Members are requested to peruse the proposed resolution along with the explanatory statement, carefully read the instructions in the Notes to this Notice and cast their vote electronically by indicating Assent (**For**) or Dissent (**Against**) the said Resolution not later than 05:00 p.m. (IST) on Friday, April 19, 2024 (**the last day to cast vote electronically**).

Upon completion of the scrutiny of E-voting, the Scrutinizer will submit a report to the Chairman, who shall countersign the same. The result of E-voting shall be intimated to BSE Limited, where the Company's equity shares are listed. The E-voting results would also be uploaded on the websites of the Company at [www.zfindia.com](http://www.zfindia.com) and website of Central Depository Services (India) Limited at [www.evotingindia.com](http://www.evotingindia.com).

The resolution, if passed by the requisite majority, shall be deemed to have been passed on Friday, April 19, 2024, i.e. the last date specified for remote E-voting.

## **SPECIAL BUSINESS**

### **RESOLUTION NO. 1**

**Appointment of Dr. Dinesh Bothra (DIN: 00049883) as a Non-Executive, Non-Independent Director of the Company-** to consider and if thought fit pass, with or without modifications, the following resolution, by way of Postal Ballot/ remote E-voting, as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 (**the Act**), if any, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members of the Company, be and is hereby, accorded for appointment of Dr. Dinesh Bothra (DIN: 00049883), who is eligible for appointment as a Director and from whom the Company has received a notice in writing under Section 160(1) of the Act, as a Non-Executive, Non-Independent Director of the Company, who was appointed by the Board of Directors as an Additional Director in the capacity of Non-Executive, Non-Independent Director of the Company, in terms of Section 161 of the Act, with effect from February 3, 2024, and whose term shall be liable to retirement by rotation as per Section 152(6) of the Act.”

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

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

March 19, 2024

**Registered Office:**

Gat Nos. 1242/44, Village Vadu Budruk,  
Tal. Shirur, Dist. Pune - 412 216  
CIN: L29130PN1981PLC023734

## NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (**the Act**) stating material facts and reasons for the proposed resolution is annexed hereto.
2. In terms of the General Circular Nos. 14/ 2020 dated 8th April 2020, 17/ 2020 dated 13th April 2020, 3/ 2022 dated 5th May, 2022 and 9/ 2023 dated September 25, 2023 (the "**MCA Circulars**"), this Notice along with the instructions regarding remote E-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies)/ depository participants and whose names appear in the register of members/ list of beneficial owners as on the Cut-off date i.e., March 15, 2024. Members may note that this Notice also will be available on the Company's website, [www.zfindia.com](http://www.zfindia.com), and on the website of Central Depository Services (India) Limited (**CDSL**), [www.evotingindia.com](http://www.evotingindia.com). All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this notice. Any person who is not a member on the Cut-off date shall treat this notice for information purpose only. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
3. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote E-voting facility to its Members, to enable them to cast their votes electronically.
5. For receiving copy of the notice electronically, members who have not yet registered their email addresses are requested to send an email to the Company's Registrar at [pune@linkintime.co.in](mailto:pune@linkintime.co.in) by mentioning the Shareholder Name, Folio No./ DP ID and Client ID. Further, the Notice will also be uploaded on the Company's website at <http://www.zfindia.com/agm-egm.php>.
6. 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 Depository Participants.
7. 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>.

**Securities and Exchange Board of India (SEBI), vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the shareholders holding shares in physical mode, whose folio/s do not have PAN, Choice of Nomination, Contact Details or Mobile Number, Bank Account Details and Specimen Signature updated with our Registrar and Transfer Agent, Link Intime India Private Limited, shall not be eligible for any payment including dividends, in respect of such folios, with effect from April 01, 2024, unless they have furnished the aforesaid details, thereby making their folio KYC Compliant.**

8. The Details of Remote E-voting are as follows:

Particulars	Day, Date and Time
Cut-off Date	Friday, March 15, 2024
Commencement of Remote E-voting	Thursday, March 21, 2024, at 9:00 am (IST)
Last date of Remote E-voting	Friday, April 19, 2024, at 5:00 pm (IST)

9. During the Remote E-voting period, Members holding shares either in physical form or in dematerialized form, as on cut-off date, may cast their vote electronically.
10. The remote E-voting module shall be disabled by CDSL for voting after 5:00 pm (IST) on April 19, 2024.
11. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
12. A Member cannot exercise his vote by proxy on Postal Ballot.
13. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date of the voting period i.e. Friday, April 19, 2024.
14. The details of the process and manner for remote E-voting are explained herein below:

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

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 through postal ballot. 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 remote E-voting's agency. The facility of casting votes by a member using remote E-voting system will be provided by CDSL.
2. Currently, there are multiple remote E-voting service providers (**ESPs**) providing remote 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 remote 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 remote E-voting process.

**Step 1: Access through Depositories viz. CDSL/ NSDL remote E-voting system in case of individual shareholders holding shares in demat mode.**

- (i) **In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on remote 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 remote E-voting facility.**

(ii) Pursuant to the aforementioned SEBI Circular, Login method for remote E-voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 remote E-voting page without any further authentication. The URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab.</li> <li>2) After successful login, the Easi/ Easiest user will be able to see the E-voting option for eligible companies where the remote E-voting is in progress as per the information provided by the Company. On clicking the E-voting option, the user will be able to see E-voting page of the E-voting service provider for casting their vote during the E-voting period. 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 respective remote E-voting service provider's website directly.</li> <li>3) If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access remote E-voting page by providing Demat Account Number and PAN No. from an remote E-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the remote E-voting option where the remote E-voting is in progress and also able to directly access the system of all remote E-voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 E-voting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Users are requested to Visit the E-voting website of NSDL and Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of remote 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 remote E-voting page. Click on company name or E-voting service provider name and users</li> </ol>

	shall be redirected to E-voting service provider website for casting their vote during the E-voting period.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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 the 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 E-voting period.

**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 websites.

**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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:e-voting@nsdl.co.in">e-voting@nsdl.co.in</a> 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.**

- (i) Login method for E-voting for **shareholders other than individual shareholders holding in Demat form & physical form.**
- (ii) The shareholders should log on to the E-voting website [www.remote E-votingindia.com](http://www.remote E-votingindia.com).
- (iii) Click on "Shareholders" module.
- (iv) 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.
- (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 remote E-voting of any company, then your existing password is to be used.
- (vii) first-time users are requested to follow the steps given below:

<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as shareholders holding shares in physical form) 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 <b>OR</b> 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. 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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.

- (x) For shareholders holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- (xi) Users are requested to click on the **EVSN for ZF Steering Gear (India) Ltd.** on which they shall choose to vote.
- (xii) 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.
- (xiii) Users shall click on the "RESOLUTIONS FILE LINK" if they wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once users "CONFIRM" their vote on the resolution, they will not be allowed to modify the same.
- (xvi) Users can also take a print-out 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 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.
- (xviii) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xix) **Additional Facility for Non – Individual Shareholders and Custodians –For 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](http://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](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 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; [enquiry@zfindia.com](mailto:enquiry@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.

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



1. For shareholders holding shares in Physical Form- Send a request to the Company's RTA, Link Intime India Private Limited at [pune@linkintime.co.in](mailto:pune@linkintime.co.in) in prescribed forms viz:

Type of Request	Forms
Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode.	Form ISR – 1
Update of signature of securities holder	Form ISR – 2
For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014.	Form SH – 13
Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form ISR – 3
Form for requesting issue of Duplicate Certificate and other service requests for shares held in physical form.	Form ISR – 4

The forms for updating the above details are available on the Company's website at <http://www.zfindia.com/investor-service-request.php>.

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.**

**If you have any queries or issues regarding E-voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**Annexure to the Postal Ballot Notice dated March 19, 2024**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, AND SECRETARIAL STANDARD-2, CONTAINING MATERIAL FACTS IN RESPECT OF ITEM OF SPECIAL BUSINESS SET OUT IN THIS POSTAL BALLOT NOTICE.**

**Item Number 1**

Dr. Dinesh Bothra was appointed as an Additional Director in the capacity of Non-Executive, Non-Independent Director of the Company, by the Board of Directors, in its meeting held on February 3, 2024.

Dr. Dinesh Bothra, is a B.Tech from IIT Delhi. He has also done his Ph.D. in Chemical/ Bio-Chemical Engineering from Lehigh University, U.S.A. He also held the position of an honorary visiting professor at IIT Delhi.

Dr. Bothra is having vast experience in the field of Pharmaceuticals and Specialty Materials. He is also a co-founder of ABR Organics Ltd., a company specializing in specialty materials for space and defense applications.

Dr. Dinesh Bothra has given his consent to act as a Director of the Company, and requisite Notice, pursuant to Section 160 of the Act, proposing his appointment as a Director of the Company has been received.

A brief profile of Dr. Dinesh Bothra pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard 2 (**SS – 2**) on General Meetings issued by the Institute of Company Secretaries of India (ICSI), as provided for under Section 118(10) of the Act is provided in the Annexure to this statement.

Except Mr. Dinesh Munot – Chairman and Whole-Time Director of the Company, and his relatives, to the extent of their shareholding interest, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the said appointment.

The Board recommends item No. 1 as **Ordinary Resolution**, for approval by the Members of the Company.

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

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

March 19, 2024

**Registered Office:**

Gat Nos. 1242/44, Village Vadu Budruk,

Tal. Shirur, Dist. Pune - 412 216

CIN: L29130PN1981PLC023734

**Profile of the Directors being appointed/ re-appointed as required under Regulation 36(3) of 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.**

**Brief Profile of Dr. Dinesh Bothra**

<b>Name of the Director</b>	<b>Dr. Dinesh Bothra</b>
<b>DIN</b>	<b>00049883</b>
<b>Designation</b>	Non – Executive, Non – Independent Director
<b>Age</b>	56 years
<b>Date of Appointment</b>	June 1, 1967
<b>Qualification</b>	B.Tech, IIT Delhi and Ph.D. in Chemical/ Bio-Chemical Engineering from Lehigh University, U.S.A.
<b>Experience</b>	Dr. Bothra is having vast experience in the field of Pharmaceuticals and Specialty Materials. He is the founder of Indo-Bio Active Labs Private Limited, a pioneering company in India developing and manufacturing peptide therapeutics and other critical care medicines. He is also a co-founder of ABR Organics Ltd., company specializing in specialty materials for space and defense applications.
<b>Expertise</b>	Specialty Materials and Pharmaceuticals
<b>Directorships held in other Companies</b>	Indo-Bio Active Labs Private Limited ABR Organics Limited Accela Pharmaceuticals Private Limited
<b>Membership of the Committees (in the Company)</b>	Nil
<b>Membership of the Committees (Others)</b>	Nil
<b>No. of Equity Shares held in the Company</b>	Nil
<b>Number of Board Meetings attended for the Financial Year 2023-24</b>	Not Applicable
<b>Relationship Between Directors/ KMP inter-se</b>	Dr. Dinesh Bothra is son-in-law of Mr. Dinesh Munot – Chairman and Whole-Time Director of the Company.

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

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

March 19, 2024

**Registered Office:**

Gat Nos. 1242/44, Village Vadu Budruk,  
Tal. Shirur, Dist. Pune - 412 216  
CIN: L29130PN1981PLC023734