



## ZF STEERING GEAR (INDIA) LTD.

CIN: L29130PN1981PLC023734

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

Email Id: enquiry@zfindia.com, Website : www.zfindia.com, Tel.: 02137-305100, Fax : 02137-305302

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

Dear Members,

NOTICE is hereby given, pursuant to Section 110 of the Companies Act, 2013 ("the **Act**") read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, that the proposal of Re-classification of six individual Promoters as per the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations is proposed to transact as a special business by the Members of the Company by passing an ordinary resolution through Postal Ballot or voting in electronic mode (E-Voting).

Accordingly, the proposed Resolution and the Explanatory Statement thereto is sent to you along with a Postal Ballot Form for your consideration. Mr. I. U. Thakur, Practicing Company Secretary, has been appointed by the Board as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to read the Notes to this Notice and instructions printed on accompanying Postal Ballot Form and return the same along with assent (**FOR**) or dissent (**AGAINST**), in the attached self addressed business reply envelope so as to reach the Scrutinizer **before the close of working hours (5:00 p.m.) on November 11, 2018**. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny. Results of the Postal Ballot will be declared by the Chairman of the Company by Thursday, November 15, 2018 at the Registered Office of the Company, viz. Gat Nos. 1242/44, Village Vadu Budruk, Tal. Shirur, Dist. Pune -412216. The declaration of the results of the Postal Ballot by the Chairman as stated above shall be treated as declaration of results at a meeting of the members as per the provisions of the Act and applicable rules thereunder. The results of the Postal Ballot will be posted on the Company's website viz., www.zfindia.com and also communicated to the Stock Exchange (BSE Limited), where the Company's shares are listed and website of Central Depository Services (India) Limited (**CDSL**).

#### RESOLUTION NO. 1

##### Re-classification of some of the Promoters of the Company

To consider and if thought fit pass, with or without modifications, the following resolution, by the Postal Ballot/ E-Voting, as an ordinary resolution:

**"RESOLVED THAT** pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other laws and regulations as may be applicable and subject to receipt of necessary approval of BSE Limited, the stock exchange on which the share of the Company are quoted and other appropriate statutory authorities, as may be necessary; approval of the Company, be and is hereby accorded, to reclassify the following Promoters and currently forming part of the "Promoter and Promoter Group" holding 567,536 Equity Shares, aggregating to 6.26% of the paid up share capital of the Company, from "Promoter & Promoter Group" shareholding of the Company to the "Public" shareholding of the Company:

Sr. No.	Name of the Promoters	No. of equity shares held	% of total Share- capital of the Company
1	Mr. Ramesh Munot	172,239	1.90
2	Ms. Manik Munot	58,382	0.64
3	Mr. Manish Munot	162,760	1.79
4	Ms. Priti Munot	410	0.00
5	Mr. Hitesh Munot	43,495	0.48
6	Mr. Ashish Munot	130,250	1.45
	<b>Total</b>	<b>567,536</b>	<b>6.26%</b>

**"RESOLVED FURTHER THAT**, on receipt of approval from BSE Limited for the proposed re-classification of the aforementioned Promoters, the Company shall effect such re-classification in the Statement of Shareholding Pattern from immediate succeeding quarter as per the provisions of Regulation 31 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and compliance of the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions, if any, in respect of the disclosures."

**"RESOLVED FURTHER THAT** Mr. Dinesh Munot – Chairman & Managing Director, Mr. Utkarsh Munot – Chief Executive Officer and Mr. Satish Mehta - Company Secretary of the Company, be and are hereby severally authorized to file the necessary applications with BSE Limited or any other regulatory authority, as may be required or necessary and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution and to execute all such documents, instruments, undertakings, papers and/or writings, for and on behalf of the Company, as may be required in respect of the aforesaid matter."

September 21, 2018  
Registered Office:  
Gat Nos. 1242/44, Village Vadu Budruk,  
Tal. Shirur, Dist. Pune - 412 216  
CIN: L29130PN1981PLC023734

**NOTES:**

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 is annexed hereto. The said resolution and explanatory statement alongwith Postal Ballot Form are being sent to you for your consideration.
2. The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on the cut-off date i.e. October 5, 2018, (as on close of working hours). The Postal Ballot Notice is being sent to the Members in electronic form to the email addresses registered with their Depository Participant (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agent (in case of physical shareholding). In case of Members whose email IDs are not registered, physical copy of Postal Ballot Notice is being sent by permitted mode along with a self-addressed Business Reply Envelope.
3. Members, whose names appear in the Register of Members received on the cut-off date i.e. October 5, 2018, (as on the close of working hours) will be considered for the purpose of voting.
4. The voting rights of the Members 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. October 5, 2018, (as on the close of working hours).
5. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if they have been passed at a General Meeting of Members.
6. The Members can opt for only one mode of voting i.e. either by physical postal ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
7. The Members are requested to exercise their voting rights by way of remote e-voting or by using the attached original Postal Ballot Form only.
8. In case a Member desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send their email to [pune@linkintime.co.in](mailto:pune@linkintime.co.in).
9. The relevant documents in this regard are available for inspection in physical or electronic form at the Registered Office of the Company from October 13, 2018 between the working hours on all working days excepts Thursdays till November 11, 2018.
10. Voting through electronic means

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on October 13, 2018 (9.00 a.m.) and ends on November 11, 2018 (5.00 p.m.) During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date October 5, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The members 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat members as well as physical members) <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 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. <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 changed 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) **Members can also cast their vote 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 Members and Custodians**
    - Non-Individual members (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 e-voting, 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).
11. For Members who wish to vote through Postal Ballot Forms
    - i. The postal ballot form is provided for the benefit of Members, who do not have access to e-voting facility.
    - ii. Members desirous to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the physical Postal Ballot Form.
    - iii. Mr. I. U. Thakur, Practicing Company Secretary, (C.P. No. 965) has been appointed as the Scrutinizer for Postal Ballot to conduct Postal Ballot in a fair and transparent manner.
    - iv. Members may communicate their assent or dissent by returning duly filled in and signed enclosed Postal Ballot Form in attached self-addressed business reply envelope, so as to reach the Scrutinizer (c/o. LINK INTIME INDIA PVT. LTD. (Unit: ZF Steering Gear (India) Limited) C-101, 247, Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083 on or before 11.00 p.m. on Sunday, November 11, 2018. The Postal Ballot Form received thereafter will be strictly treated as not received.
    - v. Please follow the instructions as mentioned in the Postal Ballot Form.
  12. Upon completion of scrutiny of the postal ballot voting, the Scrutinizer will submit his report to the Chairman of the Company.
  13. The Results shall be declared by Thursday, November 15, 2018. The date of declaration of the results by the Chairman to be the date of General Meeting convened in that behalf. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.zfindia.com](http://www.zfindia.com) and communicated to the Stock Exchange and will be placed on the website of CDSL.

**Annexure to the Notice dated September 21, 2018.**

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

**Resolution No. 1**

Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “the **Listing Regulations**”) provides a regulatory mechanism for re-classification of Promoters & Promoter group as Public Shareholders, subject to fulfilment of conditions as provided therein.

In this regard, the Company received request letters from the Promoters (as set out below), pursuant to Regulation 31A of the Listing Regulations for classifying them under the Public Category since their names have been included as a part of the Promoter and Promoter group.

They are or any of them is financially independent persons, who take independent investment decisions and are no way related to any of the business carried out by the Company. Further they or each of them have/ has not held nor hold/ holds any key managerial position or position as a Director on the Board of Directors in the Company and have not engaged in any management or day to day affairs of the Company. Further, they or any of them have/has a key management person of the Company for a period of more than three years from the date of the Members approval is being sought for this re-classification. Neither they or any of them have/ has any direct or indirect exercise of control over the affairs on the Company nor they or any of them have/ has any special right through formal or informal arrangements with the Company or with the other Promoters of the Company.

<b>Sr. No.</b>	<b>Name of the Promoters</b>	<b>No. of equity shares held</b>	<b>% of total Share- capital of the Company</b>
1	Mr. Ramesh Munot	172,239	1.90
2	Ms. Manik Munot	58,382	0.64
3	Mr. Manish Munot	162,760	1.79
4	Ms. Priti Munot	410	0.00
5	Mr. Hitesh Munot	43,495	0.48
6	Mr. Ashish Munot	130,250	1.45
	<b>Total</b>	<b>567,536</b>	<b>6.26%”</b>

Vide their request letters dated June 29, 2018 the above six individual Promoters have requested the Company for re-classification of their shareholding (as mentioned in the table above) as Public Shareholding.

In view of the explanations given by the Promoters as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, the Board of Directors of the Company at their meeting held on August 14, 2018 have approved all the requests for re-classification received by the Company, from 'Promoter and Promoters Group' category to 'Public' category shareholding, subject to approval by the Members and relevant regulatory authorities.

Further, it is reported that, as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding, as on date of the notice, fulfils the minimum public shareholding requirement of at least 25% and the proposed re-classification is not intended to achieve any increase in the public shareholding to comply with the minimum public shareholding requirement.

In terms of the procedure prescribed and mandated by BSE Limited for granting such approval, the said Stock Exchange, *inter alia*, requires that the Company obtain the consent of the Members of the Company, for the said re-classification, hence, the present proposed resolution.

Mr. Ramesh Munot is the brother of Mr.Dinesh Munot, Chairman and Managing Director. None of the other Directors or Key Managerial Persons is relative of any of the six individuals referred above.

The Board recommend the passing of the resolution as set out under item no.1, as an Ordinary Resolution.

The relevant documents in this regard being the communications received from six individuals, the returns filed by the Company as per the applicable regulations related to the Promoters, their shareholding, in the Company and related documents are available for inspection in physical or electronic form at the Registered Office of the Company from October 13, 2018 between the working hours on all working days except Thursdays till November 11, 2018.

You are requested to communicate your assent or (dissent) for the aforesaid proposal.

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

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

September 21, 2018  
Registered Office:  
Gat Nos. 1242/44, Village Vadu Budruk,  
Tal. Shirur, Dist. Pune - 412 216  
CIN: L29130PN1981PLC023734

**ZF STEERING GEAR (INDIA) LIMITED**

[CIN:L29130PN1981PLC023734]

**Registered Office:** 1242/44, Village Vadu Budruk, Tal. Shirur, Dist. Pune- 412 216.**Tel:** 02137-305100; **Fax:** 02137-305302**Website:** www.zfindia.com ; **Email :** enquiry@zfindia.com**POSTAL BALLOT FORM**  
**(To be returned to the Scrutinizer)**

Serial No.:

1. Name with Registered Address of :  
the Sole/ First-named Member as  
Registered with the Company
2. Joint- holders, if any(in Block :  
Letters)
3. Registered Folio No. DPID No/ :  
Client No
4. No. of Equity Shares held :

**ELECTRONIC VOTING PARTICULARS**

<b>EVS</b> <b>(Electronic Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD</b>
180927008		

I/ We hereby exercise my/ our vote in respect of the Ordinary Resolution to passed through Postal Ballot for the Special Business stated in the Postal Ballot Notice of the Company dated September 21, 2018 by sending my/ our assent or dissent to the said resolution.

<b>Sr. No.</b>	<b>Particulars</b>	<b>No. of Shares held</b>	<b>I/ We assent to the Resolution (FOR)</b>	<b>I/ We dissent to the Resolution (Against)</b>
1.	Re-classification of some of the Promoters of the Company			

Place:

Date:

(Signature of the Members)

**Notes:**

- a. If the Voting rights are exercised electronically, there is no need to use this form.
- b. Please read carefully the instructions printed in the Postal Ballot Notice before exercising the vote.

<b>Commencement of e-voting</b>	<b>Closure of e-voting</b>
<b>Saturday, October 13, 2018</b>	<b>Sunday, November 11, 2018</b>



## INSTRUCTIONS

1. The Company is pleased to offer electronic voting (e-voting) facility as an alternate, for all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice dated September 21, 2018.
2. Member(s) who do not have access to e-voting facility, can exercise their votes by filling this Postal Ballot Form.
3. A Member desirous of exercising his/ her vote by Postal Ballot may complete this Postal Ballot Form (Printed overleaf) and send it to the Scrutinizer Mr. I. U. Thakur, Practicing Company Secretary, in the attached self-addressed business reply envelope. Postage will be borne by the Company. However, any envelope containing postal ballot if sent by Courier/ Registered/ Speed Post at the expense of the Registered Member will also be accepted.
4. Please convey your assent or dissent in this Postal Ballot Form by placing the tick mark (✓) at the appropriate box. The assent or dissent received in any other form or on a photocopy of the Postal Ballot Form shall be considered invalid.
5. The self-addressed business reply envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
6. This Form must be completed and signed as per the specimen signatures registered with the Company/ Depositories, by the Member. In case of Joint-holding, this form must be completed and signed by the first named Member and in his absence, by the next named Member.
7. Unsigned, incomplete or incorrectly ticked Postal Ballot Form shall be rejected.
8. The Scrutinizers decision on the validity of the Postal Ballot shall be final.
9. There shall be one Postal Ballot for every Folio/ DP ID - CLIENT ID, irrespective of the number of joint holders. The Postal Ballot shall not be exercised by a proxy.
10. The Company will not be responsible if the envelope containing the Postal Ballot Form is lost in transit.
11. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on November 11, 2018. All Postal Ballot Forms received after this time and date will be strictly treated as if reply from the Members has not been received.
12. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of relevant Board resolution/ authorisation together with the specimen signature(s) of the duly authorised signatories.
13. Voting rights shall be reckoned as per the number of shares registered in the name of the Member(s) on October 5, 2018 (cut-off date).
14. Members are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self-addressed business reply envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
15. A member may request for a duplicate Postal Ballot Form from the Company, if so required however, the duly filled in Duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in point No.11.
16. The results will be announced by the Chairman/ any other Director of the Company by Thursday, November 15, 2018 at the Registered Office of the Company.