



**Regd. Office & Works :**

Gat Nos. 1242 & 1244, Village Vadu BK., Tal. Shirur,  
Dist. Pune - 412 216 (India) Tel.: 02137-305100,  
Web : www.zfindia.com, Email Id: enquiry@zfindia.com  
Corporate identity Number (CIN) : L29130PN1981PLC023734



July 2, 2026

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400001

**Subject: Notice of 46<sup>th</sup> Annual General Meeting (AGM) of the Company for Financial Year 2025-26.**

**Ref: BSE Scrip Code 505163.**

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the Listing Regulations**), Notice of 46<sup>th</sup> Annual General Meeting (**AGM**) of the Company, scheduled to be held on Monday, July 27, 2026, at 10:00 a.m. through Video Conferencing/ Other Audio-Visual Means (**VC/ OAVM**), is enclosed herewith.

The said Notice is also available on the website of the Company viz. [www.zfindia.com/agm-egm.php](http://www.zfindia.com/agm-egm.php) and on the website of National Securities Depository Limited [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to take the aforesaid on your record.

Thank You,

Yours Faithfully,

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

**Satish Mehta**  
**Company Secretary and Compliance Officer**  
**Membership No. F3219**

# NOTICE OF AGM

## NOTICE

Notice is hereby given that **Forty-Sixth 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:** Monday

**Date:** July 27, 2026

**Time:** 10.00 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, 2026, 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, 2026, and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Utkarsh Munot (DIN: 00049903), who retires by rotation under the provisions of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. **Re-appointment of Mr. Dinesh Munot (DIN: 00049801) as the Chairman and Whole-Time Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section(s) 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (**the Act**), if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the Listing Regulations**), as amended from time to time and such other approvals, permissions and sanctions, as may be required, along with the Articles of Association of the Company, and upon recommendation and approval of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company (hereinafter referred to as the '**Board**') consent of the Members be and is hereby accorded for re-appointment of Mr. Dinesh Munot (DIN:00049801) as the 'Chairman &

Whole-Time Director' of the Company, who has attained the age of 78 years, for a term of 5 (five) consecutive years with effect from July 28, 2026 to July 27, 2031.

**RESOLVED FURTHER THAT** Mr. Dinesh Munot shall not be liable to retire by rotation in accordance with the provisions of Section 152(6) of the Act and shall hold office on the terms and conditions, including remuneration, as mentioned below, with authority to the Board of Directors to alter and vary such terms and conditions, including remuneration, in such manner as may be agreed between the Board and Mr. Dinesh Munot, subject to the provisions of the Act and applicable laws.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of net profits in any financial year during the tenure of appointment of Mr. Dinesh Munot, he shall be paid the below mentioned remuneration, excluding Performance Bonus, as minimum remuneration in accordance with Section II of Part II of Schedule V to the Companies Act, 2013 and the rules made thereunder, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 of the Act and/or Schedule V to the Act, for a period not exceeding 3 (three) years or such other period as may be statutorily permitted, subject to receipt of the requisite approvals, if any.

**RESOLVED FURTHER THAT** the payment of such minimum remuneration, including remuneration in excess of the limits prescribed under Regulation 17(6) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, i.e., Rupees Five Crore or 2.5% of the net profits of the Company, whichever is higher or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the Company.

- a. Mr. Dinesh Munot shall, subject to the superintendence, control and direction of the Board of Directors of the Company, shall exercise such powers and perform such duties, as may be entrusted to him by the Board from time to time.
- b. Mr. Dinesh Munot shall be entitled to the following remuneration.
  - i. Salary: Rs. 40,00,000 per month, with annual increment of 10% starting from April 1, 2027.
  - ii. Performance Bonus/ Commission: Mr. Dinesh Munot shall be entitled to an annual performance linked incentive, as may be determined by the Board of Directors/ Nomination and Remuneration Committee (**NRC**) of Directors.

- iii. Perquisites: In addition to the aforesaid Salary and Performance Bonus, Mr. Dinesh Munot shall be entitled to perquisites like house-rent allowance of 50 percent of the basic salary, gas, electricity, water, furnishings, leave travel concession for self and family, club fees, personal accident insurance, medical reimbursement for self and family, Hospitalization insurance, Company's contribution to Provident fund/ special pay in lieu thereof, Company car/s with driver, telecommunication facilities, encashment of unavailed leave in accordance with the rules of the Company, retirement benefits as per the laws applicable and such other perquisites and allowances as may be approved by the Board of Directors or NRC, from time to time.
- iv. The perquisites and allowances shall be valued as per the Income Tax Rules, 2026, wherever applicable, otherwise at actual cost.

c. General:

- Either party may terminate the appointment by giving six months' written notice or salary in lieu thereof.
- Mr. Dinesh Munot shall abide by the Company's Code of Conduct, provisions contained in Section 166 of the Act and in the Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings, as may be required, to give effect to this resolution."

4. **Re-appointment of Mr. Utkarsh Munot (DIN:00049903), as the Managing Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section(s) 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (**the Act**), if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the Listing Regulations**), as amended from time to time and such other approvals, permissions and sanctions, as may be required, along with the Articles

of Association of the Company, and upon recommendation and approval of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company (hereinafter referred to as the '**Board**') consent of the Members be and is hereby accorded for re-appointment of Mr. Utkarsh Munot (DIN:00049903) as the 'Managing Director' of the Company, for a term of 5 (five) consecutive years with effect from May 19, 2026 to May 18, 2031.

**RESOLVED FURTHER THAT** Mr. Utkarsh Munot shall be liable to retire by rotation, in accordance with the provisions of Section 152(6) of the Act and shall hold office on the terms and conditions, including remuneration, as mentioned below, with authority to the Board of Directors to alter and vary such terms and conditions, including remuneration, in such manner as may be agreed between the Board and Mr. Utkarsh Munot, subject to the provisions of the Act and applicable laws.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of net profits in any financial year, during the tenure of appointment of Mr. Utkarsh Munot, he shall be paid the below mentioned remuneration, excluding Performance Bonus, as minimum remuneration in accordance with Section II of Part II of Schedule V to the Companies Act, 2013 and the rules made thereunder, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 of the Act and/or Schedule V to the Act, for a period not exceeding 3 (three) years or such other period as may be statutorily permitted, subject to receipt of the requisite approvals, if any.

**RESOLVED FURTHER THAT** the payment of such minimum remuneration, including remuneration in excess of the limits prescribed under Regulation 17(6) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, i.e., Rupees Five Crore or 2.5% of the net profits of the Company, whichever is higher or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the Company, shall be subject to the approval of the Members of the Company by way of Special Resolution.

- a. Mr. Utkarsh Munot shall, subject to the superintendence, control and direction of the Board of Directors, have substantial powers of management to oversee and manage the day-to-day affairs, business and operations of the Company and exercise such powers and perform such duties and functions, as may be entrusted to him by the Board from time to time. He shall report to the Chairman of the Company in relation to operational and strategic matters.

- b. Mr. Utkarsh Munot shall be entitled to the following remuneration.
- i. Salary: Rs. 30,00,000 per month, with annual increment of 10% starting from April 1, 2027.
  - ii. Performance Bonus/ Commission: Mr. Utkarsh Munot shall be entitled to an annual performance linked incentive, as may be determined by the Board of Directors/ Nomination and Remuneration Committee (**NRC**) of Directors.
  - iii. Perquisites: In addition to the aforesaid Salary and Performance Bonus, Mr. Utkarsh Munot shall be entitled to perquisites like house-rent allowance of 50 percent of the basic salary, gas, electricity, water, furnishings, leave travel concession for self and family, club fees, personal accident insurance, medical reimbursement for self and family, Hospitalization insurance, Company's contribution to Provident fund/ special pay in lieu thereof, Company car/s with driver, telecommunication facilities, encashment of unavailed leave in accordance with the rules of the Company, retirement benefits as per the laws applicable and such other perquisites and allowances as may be approved by the Board of Directors or NRC, from time to time.
  - iv. The perquisites and allowances shall be valued as per the Income Tax Rules, 2026, wherever applicable, otherwise at actual cost.
- c. General:
- Either party may terminate the appointment by giving six months' written notice or salary in lieu thereof.
  - Mr. Utkarsh Munot shall abide by the Company's Code of Conduct, provisions contained in Section 166 of the Act and in the Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings, as may be required, to give effect to this resolution.”

5. **Approval of Material Related Party Transactions by the Company and/ or its subsidiaries:**

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

“**RESOLVED THAT** in partial modification of the earlier resolution as approved by the members of the Company at the Annual General Meeting held on September 8, 2025 and pursuant to the provisions of Regulation

23 read with Regulation 2(1)(zb), Regulation 2(1)(zc) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the Listing Regulations**), the Company's policy on Materiality of and Dealing with the Related Party Transactions and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company, be and is hereby, accorded to enter into the related party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) for Financial Year (**FY**) 2026-27, by the Company and/ or of its subsidiaries viz. DriveSys Systems Private Limited (**DriveSys**) and Metacast Auto Private Limited (**Metacast**), whether by way of renewal(s) or extension(s) or modification(s) of earlier/ existing or fresh contracts/ arrangements/ transactions or otherwise, on commercially reasonable terms and on an arm's length basis, up to a maximum aggregate value of the Related Party Transactions not exceeding Rs. 100 crore, by the Company and its subsidiaries viz. DriveSys and Metacast, notwithstanding the fact that the aggregate value of the Related Party Transactions may exceed materiality threshold, as prescribed under Regulation 23 of the Listing Regulations or other Applicable Laws, provided however, that the said Related Party Transactions shall be carried out at an arm's length basis and in the ordinary course of business of the Company and/ or its subsidiaries, and such Related Party Transactions would mean any transaction (sale, purchase and/ or supply of goods or services or both and loans) by and between the Company and its subsidiaries viz. DriveSys and Metacast and/ or any of them with entities forming part of the Supreme Group viz. Supreme Autocasts, Supreme Engineering, Supreme Autocasts Private Limited, Supreme Iron (India) Private Limited and/ or any related party/ affiliate of such entity(ies)/ firm(s), Related Parties of Metacast – Subsidiary and Joint Venture of the Company, more specifically set out in the explanatory statement to this resolution.

**RESOLVED FURTHER THAT** the members note that the Company had earlier obtained approval of members for material related party transactions for a period of three financial years from FY 2025–26 to FY 2027–28; however, pursuant to the amendment in Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of such approval is now restricted to one financial year.

**RESOLVED FURTHER THAT** in compliance with the amended regulatory requirements, the approval of members is being sought afresh for the financial year 2026–27.

**RESOLVED FURTHER THAT** the Board of Directors (including any duly constituted committee thereof) of the Company and/ or the Board of Directors of respective subsidiaries, be and are hereby, authorised to do all such acts, deeds, and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary/ appropriate contract(s), arrangement(s), agreement(s), guarantee(s) and such other document(s) as may be required, to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer of the Senior Management of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever, that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

6. **Approval of Material Related Party Transactions by and between subsidiaries of the Company:**

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

“**RESOLVED THAT** in partial modification of the earlier resolution as approved by the members of the Company through Postal Ballot on March 22, 2025 and pursuant to the provisions of Regulation 23 read with Regulation 2(1)(zb), Regulation 2(1)(zc) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the Listing Regulations**), the Company’s policy on Materiality of and Dealing with the Related Party Transactions and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company, be and is hereby, accorded to ‘Metacast Auto Private Limited’ (**Metacast**), Subsidiary and Joint Venture of the Company and DriveSys Systems Private Limited (**DriveSys**), Wholly-Owned Subsidiary of the Company, to enter into Related Party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s), in terms of Regulation 2(1)(zc) of the Listing Regulations for Financial Year (**FY**) 2026-27, whether by way of renewal(s) or extension(s) or modification(s) of earlier/ existing or fresh contracts/ arrangements/ transactions or otherwise, on commercially reasonable terms and on an arm’s length basis, up to a maximum aggregate value of the Related Party Transactions not exceeding Rs. 100 crore, notwithstanding the fact that the aggregate value of the Related Party Transactions may exceed materiality

threshold, as prescribed under Regulation 23 of the Listing Regulations or other Applicable Laws, provided however, that the said Related Party Transactions shall be carried out at an arm’s length basis and in the ordinary course of business, and such Related Party Transactions would mean any transactions including but not limited to supply of castings between DriveSys and Metacast, more specifically set out in the explanatory statement to this resolution.

**RESOLVED FURTHER THAT** the members note that the Company had earlier obtained approval of members for material related party transactions for a period of three financial years from FY 2025–26 to FY 2027–28; however, pursuant to the amendment in Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of such approval is now restricted to one financial year.

**RESOLVED FURTHER THAT** in compliance with the amended regulatory requirements, the approval of members is being sought afresh for the financial year 2026–27.

**RESOLVED FURTHER THAT** the Board of Directors (including any duly constituted committee thereof) of the Company and/ or the Board of Directors of respective subsidiaries, be and is hereby, authorised to do all such acts, deeds, and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s), guarantee(s) and such other document(s) as may be required, seeking all necessary approvals, to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer of the Senior Management of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever, that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**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**  
**May 12, 2026**

## 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 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, Circular No. 02/ 2022 dated May 5, 2022, Circular No. 10/ 2022 dated December 28, 2022, Circular No. 9/ 2023 dated September 25, 2023, Circular No. 9/ 2024 dated September 19, 2024 and latest being Circular No. 03/ 2025 dated September 22, 2025 (**MCA Circulars**), prescribing the procedure and manner of conducting the Annual General Meeting through VC/ OAVM. In compliance with the applicable provisions of the Companies Act 2013 (**the Act**), MCA Circulars, the Board of Directors has approved conducting of the 46th 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 3, 4, 5 & 6 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 profiles of Mr. Dinesh Munot, Chairman & Whole-Time Director and Mr. Utkarsh Munot, Managing 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](mailto:cs@siut.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.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](mailto: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. 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. 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 2017-18 have been transferred to the IEPF. Members who have not yet claimed the dividend warrants for financial years 2022-23 & 2023-24, are requested to contact the Company at the earliest.
13. 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.
14. The Members/ claimants whose shares and unclaimed dividend have been transferred to the Fund may claim the shares or apply for refund by making an application

to IEPF Authority in Form IEPF 5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fee as decided by the Authority from time to time. The Members/ claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

15. 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.
16. 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 website of the Company viz. <http://www.zfindia.com/unclaimeddividend.php>.
17. 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, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (**RTA**), 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/investorservice-request.php>
18. 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.
19. 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 April 1, 2019. 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, MUFG Intime India Private Limited (formerly known as Link Intime India Private

Limited). 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>.

However, SEBI vide its Circular dated January 30, 2026, has re-opened a special window for re-lodgement of requests for transfer of physical shares from February 05, 2026 to February 04, 2027, wherein only those shareholders who had lodged such transfer requests to transfer the such shares prior to April 1, 2019, which was rejected due to documentation errors, shall be allowed to re-lodge transfer requests. Further, the shares so transferred pursuant to the said procedure shall be issued only in dematerialized form and shall be under lock-in for a period of one year from the date of registration of transfer. Such securities shall not be transferred/ lien-marked/ pledged during the said lock-in period.

20. 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.
21. 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. Monday, July 20, 2026**, 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 Friday, July 24, 2026 (9:00 a.m. IST) and ends on Sunday, July 26, 2026 (5:00 p.m. IST).
22. M/s. SIUT & Co. LLP, Company Secretaries, has been appointed as the Scrutinizers to scrutinize the e-voting during the AGM and to conduct 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 working days of the conclusion of the AGM, a consolidated scrutinizers' report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

23. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Monday, July 27, 2026 i.e. the date AGM.
24. 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 National Securities Depository Limited (**NSDL**) 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.
25. In compliance with the aforesaid MCA Circulars and the SEBI Circular dated October 3, 2024, Notice of the AGM along with the Annual Report 2025-26, 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 2025-26, will also be available on the Company's website at [www.zfindia.com](http://www.zfindia.com), website of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
26. The Notice calling the AGM has been uploaded on the website of the Company at [www.zfindia.com](http://www.zfindia.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
27. In compliance with Regulation 36(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Listing Regulations**), a letter providing details of web-link, including the path, where complete details of Annual Report are available is being sent to those members whose e-mail addresses are not registered with the Company/ RTA or with any Depository.
28. 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 MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), 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.
29. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.
30. The Notice of Annual General Meeting was approved by the Board of Directors at its meeting held on May 12, 2026.
31. The Company will also be publishing an advertisement in newspapers containing the details about the AGM i.e., date and time of AGM, details for e-voting, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses.
32. SEBI has established a common Online Dispute Resolution Portal (**ODR Portal - <https://smartodr.in/login>**) to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/ Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal.
33. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

#### **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), the Secretarial Standard on General Meetings (**SS-2**) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and Circulars issued by the Ministry of Corporate Affairs from time to time 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 National Securities Depository Limited (**NSDL**) 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 NSDL.
2. 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 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 for 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.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

The remote e-voting period begins on Friday, July 24, 2026 at 09:00 A.M. and ends on Sunday, July 26, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (**cut-off date**) i.e. **Monday, July 20, 2026**, may cast their vote

electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, July 20, 2026.

**How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>5. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 20px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <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 e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 at toll free no. 1800-21-09911</p>

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- c) If you are still unable to get the password by afore-said two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs@siut.in](mailto:cs@siut.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Mr. Rahul Rajbar at [evoting@nsdl.com](mailto:evoting@nsdl.com).
1. In case shares are held in physical mode please provide 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 [investor@zfindia.com](mailto:investor@zfindia.com).
  2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investor@zfindia.com](mailto:investor@zfindia.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
  3. Alternatively shareholder/ members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
  4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Members who would like to express their views/ ask questions during the meeting must pre-register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, email ID and mobile number to [investor@zfindia.com](mailto:investor@zfindia.com) **at least 10 days prior to meeting**. Only those members who have pre-registered themselves as speaker will be allowed to express their views/ ask questions during the AGM.



**Annexure to the Annual General Meeting Notice dated May 12, 2026**

**Explanatory Statement pursuant to provisions of 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 AGM Notice. Further, this Explanatory Statement and the Annexure thereto may also be regarded as a disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the Listing Regulations).**

**Item No. 3**

Mr. Dinesh Munot (DIN: 00049801) was re-appointed as the Chairman & Whole-time Director of the Company, for a period of five years from July 28, 2021 to July 27, 2026, by the Members of the Company at their 41<sup>st</sup> Annual General Meeting held on August 28, 2021.

As the aforesaid tenure ends on July 27, 2026, the re-appointment of Mr. Dinesh Munot as the Chairman and Whole-time Director of the Company, for a period of five years with effect from July 28, 2026 to July 27, 2031, was approved by the Board of Directors in their meeting held on May 12, 2026, on the recommendation of the Nomination and Remuneration Committee, in their Meeting held on May 4, 2026.

Mr. Dinesh Munot is an illustrious industrialist and a renowned personality, having over 50 years' of experience in the automotive industry. He has been associated with the Company since inception and he has played a significant role in the growth and strategic development of the Company. He has successfully steered the Company's operations since the year 1986. His total involvement, perseverance and commitment to the goals of the Company, has brought the Company to this position.

He was elected as 'President' of Automotive Components Manufacturers' Association (**ACMA**). He was invited to United Nations at Vienna to present the Auto Cluster project in his capacity as ACMA President.

He was bestowed with 'Lifetime Achievement Award' by the Nagar Road Industry Chamber of Commerce, Pune. He was also conferred 'Outstanding Young Person of the Year' during the International Youth Year 1985.

Considering his eminence, seniority, expertise, vast experience in his field and outstanding contribution to the prosperity of the Company, the Board considers that the re-appointment of Mr. Dinesh Munot would be of immense benefit to the

Company. Thus, the approval of Members is hereby sought by way of Special Resolution, for his re-appointment as the Chairman and Whole- Time Director of the Company as per the aforementioned tenure and as per the terms and conditions specified in the resolution for his re-appointment.

Pursuant to Section 196(3)(a) of the Companies Act, 2013, approval of Members by way of Special Resolution is required for appointment/ re-appointment of a Whole-time Director who has attained the age of 70 years. Mr. Dinesh Munot has attained the age of 78 years, and hence, Special Resolution is proposed. The approval of Members is also being sought, by way of Special Resolution, for payment of annual remuneration to Mr. Dinesh Munot, by way of salary, perquisites and other benefits, as Minimum Remuneration, notwithstanding that such remuneration may exceed 5% of the Net Profit as prescribed under Section 197 or limits specified in Schedule V to the Act and in excess of Rs.5,00,00,000 or 2.5% of net profits of the Company, whichever is higher or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the Company, as prescribed under Regulation 17 of the Listing Regulations, notwithstanding the case/ situation wherein in any financial year, during the currency of Mr. Dinesh Munot's term as the Chairman and Whole-time Director, the Company has no profits or inadequate profits therein. Performance bonus/ commission shall be payable subject to applicable law and approvals.

Mr. Dinesh Munot is not disqualified from being appointed as Director in terms of Section 164 of the Act and he is not restrained from holding position of director in any listed Company by virtue of any order of SEBI or any such authority.

Except Mr. Dinesh Munot, Mr. Utkarsh Munot – Managing Director (son of Mr. Dinesh Munot) and Dr. Dinesh Bothra, Non-Executive Director (son-in-law of Mr. Dinesh Munot), none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

A brief profile of Mr. Dinesh Munot, 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 and Section 197 read with Section II of Part II of Schedule V of the Companies Act, 2013 is provided in the **Annexure A** to this statement.

The appointment and remuneration are in conformity with the provisions of Sections 196, 197, 198 and Schedule V of the Companies Act, 2013.

The Board recommends Item No. 3 as a **Special Resolution** for approval of the Members.

#### Item No. 4

Mr. Utkarsh Munot (DIN:00049903) was appointed as the Managing Director of the Company, for a period of 5 years from May 19, 2021 to May 18, 2026, which was approved by the Members of the Company at the 41<sup>st</sup> Annual General Meeting held on August 28, 2021.

As the aforesaid tenure of five years ends on May 18, 2026, re-appointment of Mr. Utkarsh Munot as the Managing Director of the Company, for a period of five years, with effect from May 19, 2026 to May 18, 2031, was approved by the Board of Directors at their meeting held on May 12, 2026, on the recommendation of the Nomination and Remuneration Committee, in their Meeting held on May 4, 2026.

Considering his outstanding contribution, capacity to shoulder responsibilities, his leadership, strategic initiatives and contribution to the growth and operational performance of the Company and on the recommendation of the Board of Directors, approval of Members is sought for his re-appointment as the Managing Director of the Company, as per the aforementioned tenure and as per the terms and conditions specified in the resolution for his re-appointment.

The approval of Members is also being sought, by way of Special Resolution, for payment of annual remuneration to Mr. Utkarsh Munot, by way of salary, perquisites and other benefits as Minimum Remuneration, notwithstanding that such remuneration may exceed 5% of the Net Profit as prescribed under Section 197 or limits specified in Schedule V to the Act and in excess of Rs.5,00,00,000 or 2.5% of the net profits of the Company, whichever is higher or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the Company, as prescribed under Regulation 17 of the Listing Regulations, notwithstanding the case/ situation wherein in any financial year, during the currency of Mr. Utkarsh Munot's term as the Managing Director, the Company has no profits or inadequate profits therein. Performance bonus/ commission shall be payable subject to applicable law and approvals.

Mr. Utkarsh Munot is not disqualified from being appointed as Director in terms of Section 164 of the Act and he is not restrained from holding position of director in any listed Company by virtue of any order of SEBI or any such authority.

Except Mr. Utkarsh Munot and Mr. Dinesh Munot, Chairman of the Company and father of Mr. Utkarsh Munot, none of the

Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

A brief profile of Mr. Utkarsh Munot, 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 and Section 197 read with Section II of Part II of Schedule V of the Companies Act, 2013 is provided in the **Annexure A** to this statement.

The appointment and remuneration are in conformity with the provisions of Sections 196, 197, 198 and Schedule V of the Companies Act, 2013.

The Board recommends item No. 4 as a **Special Resolution** for approval by the Members of the Company.

#### Item No. 5

The Members may note that the Company had previously obtained approval of the members for entering into material related party transactions for a period of three financial years, (FY) i.e., from FY 2025-26 to FY 2027-28, in accordance with the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Listing Regulation**).

However, pursuant to a recent amendment to the aforesaid Regulation, validity of members' approval for material related party transactions has been restricted to one financial year only.

Accordingly, in order to ensure compliance with the amended regulatory framework, the Company is seeking fresh approval of the Members for the proposed material related party transactions for financial year 2026-27.

The provisions of Regulation 23 of the Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee, even if such transactions are in the ordinary course of business of the concerned Company and at an arm's length basis. Effective from December 19, 2025, for a Company whose Consolidated turnover is up to Rs. 20,000 crore, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/ or through its subsidiary(ies), exceed(s) 10% of the annual consolidated turnover, as per the

last audited financial statements of the listed entity.

The Company, along with its Subsidiaries viz. DriveSys Systems Private Limited (**DriveSys**) and Metacast Auto Private Limited (**Metacast**) proposes to enter into related party transaction(s) for purchase/ sale of Raw Material/ Components including but not limited to Vane Pump Housings, Housing Covers, Vane Pump Mounting Brackets etc., loans and other transactions in Ordinary Course of Business from Supreme Autocasts Private Limited (**SAPL**), Supreme Iron (India) Private Limited (**SIPL**), Supreme Autocasts and Supreme Engineering and/or any related party/ affiliate of such entity(ies)/ firm(s) (collectively referred to as the '**Supreme Group**'), for Financial Year 2026-27. The said products are required for making Company's end product i.e. Steering Gears.

Amongst other benefits such as superior quality, Supreme Autocasts also assures uninterrupted supply of aforementioned raw material in volumes within due time.

Further, the nature of Relationship with entities of Supreme Group, is as follows:

- **Supreme Autocasts:** A proprietorship firm, owned by Mrs. Vidya Haldikar, who is spouse of Mr. Prafulla Haldikar and mother of Mr. Gautam Haldikar, Directors of Metacast, Subsidiary and Joint Venture of the Company.
- **Supreme Engineering:** A proprietorship firm, owned by Mr. Gautam Haldikar, Director of Metacast, Subsidiary and Joint Venture of the Company.
- **Supreme Autocasts Private Limited:** A Company, where Mr. Prafulla Haldikar and Mr. Gautam Haldikar, Directors of Metacast, Subsidiary and Joint Venture of the Company, along with their relatives, are Directors.
- **Supreme Iron (India) Private Limited:** A Company, where Mr. Prafulla Haldikar and Mr. Gautam Haldikar, Directors of Metacast, Subsidiary and Joint Venture of the Company, along with their relatives, are Directors.

Relationship inter-se within the entities of ZF India Group, is as follows - ZF Steering Gear (India) Limited (**ZF India/ the Company/ the Holding Company**).

- DriveSys – Wholly-Owned Subsidiary of the Company
- Metacast – Subsidiary and Joint-Venture of the Company with JV Partner Supreme Iron (India) Private Limited.

In order to make the best use of the installed capacity available and achieve highest synergy, it has been decided that some models/ variants of castings will be manufactured by Supreme

Group and directly supplied to ZF India. Some models of Castings are manufactured by a JV Company – Metacast and supplied to ZF India through DriveSys (as Metacast being Captive Process Vendor (**CPV**) for DriveSys. Similarly, some variants manufactured by Metacast cater to the needs of Supreme Group and supplied to Supreme through DriveSys.

ZF India, DriveSys and Metacast, individually or collectively, propose to enter into transactions (sale, purchase and/ or supply of goods or services or both) with one or more entities forming part of the Supreme Group, which shall include, but not be limited to: (i) procurement of raw materials/ components, including Vane Pump Housings, Housing Covers, Mounting Brackets, etc.; (ii) job work arrangements such as machining of castings; (iii) purchase and/ or sale of castings; (iv) supply of services; and (v) Loans and other ancillary transactions in ordinary course of business and on an arm's length basis.

All the aforementioned transactions taken together, with one or more entities of Supreme Group, may exceed during the financial year, the Materiality threshold specified in Regulation 23(1) of the Listing Regulations, wherein, the aggregate amount of the transactions may exceed 10% of the Annual Consolidated Turnover of the Company, for which approval of Members of the Company is required, as stipulated in Regulation 23(4) of the Listing Regulations.

The Audit Committee, after reviewing all necessary information, has granted its approval and recommended the same to the Board, subject to approval of the Members, for entering into RPTs with Supreme Group for an aggregate value of up to Rs.100 crore to be entered during FY 2026-27. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company.

Accordingly, as per the Listing Regulations, approval of the Members is being sought for all such arrangements/ transactions proposed to be undertaken by the Company.

Apart from Mr. Dinesh Munot who is Chairman & Whole-time Director of ZF India, Mr. Utkarsh Munot – Managing Director of ZF India and Director in DriveSys, Mr. Aniket Kadam – Deputy Chief Financial Officer of the Company, Mr. Sachin Gugale – Chief Information Officer of the Company and Mr. Ajit Gugale – President (Works) of the Company, by virtue of their Directorship in Metacast Auto Private Limited, and their relatives, to the extent of their shareholdings, if any, who may be deemed to be concerned or interested in the proposed transactions, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

The Board recommends the **Ordinary Resolution** set forth at Item No. 5 for approval of the Members.

Pursuant to the SEBI Circular dated June 26, 2025, the Minimum Information relating to the proposed related party transaction(s) and pursuant to Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 is provided under **Annexure B** to this Notice:

#### **Item No. 6**

The Members may note that the Company had previously obtained approval of the members for entering into material related party transactions for a period of three financial years (**FY**), i.e., from FY 2025–26 to FY 2027–28, in accordance with the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

However, pursuant to a recent amendment to the aforesaid Regulation, the validity of members' approval for material related party transactions has been restricted to one financial year only.

The Audit Committee, after reviewing all necessary information, has granted its approval and recommended the same to the Board, subject to approval of the Members, for transaction between Metacast and DriveSys for an aggregate value of upto Rs.100 crore to be entered during FY 2026-27. The Committee has noted that the said transactions will be on an arm's' length basis and in the ordinary course of business of the Company.

Accordingly, in order to ensure compliance with the amended regulatory framework and pursuant to Regulation 23(4) of the Listing Regulations, the Company is seeking fresh approval of the Members for the proposed material related party transactions for the financial year 2026–27.

Metacast Auto Private Limited (**Metacast**), is a Subsidiary and Joint Venture of the Company, and DriveSys Systems Private Limited (**DriveSys**), is a Wholly-Owned Subsidiary of the Company. Thus, Metacast and DriveSys being subsidiaries of the Company, are Related Parties in terms of Regulation 2(1)(zb) of the Listing Regulations, and any Transactions between both the subsidiaries interse, shall be Related Party Transactions in terms of Regulation 2(1)(zc) of the Listing Regulations.

It is proposed that Metacast shall supply various types of castings to DriveSys. The castings are required by DriveSys for manufacturing Vane Pump and Power Housings to be supplied to the ZF India for its end product i.e. Steering Gears.

As a part of backward integration, Metacast has been set-up in order to ensure in-house and uninterrupted supply of castings to DriveSys for further processing, as mentioned above.

Pricing and commercial terms are benchmarked against prevailing market conditions and periodically reviewed by the Audit Committee.

Apart from Mr. Dinesh Munot – Chairman, Mr. Utkarsh Munot – Managing Director, Mr. Aniket Kadam – Deputy Chief Financial Officer of the Company and Director of Metacast Auto Private Limited, Mr. Sachin Gugale – Chief Information Officer of the Company and Director of Metacast Auto Private Limited and Mr. Ajit Gugale – President (Works) of the Company and Director of Metacast Auto Private Limited, and their relatives to the extent of their shareholdings, if any, and/ or their directorship/ shareholding in DriveSys and/ or Metacast, who may be deemed

to be concerned or interested in the proposed transactions, none of the other Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

The Board recommends the **Ordinary Resolution** set forth at Item No. 6 for approval of the Members.

Pursuant to the SEBI Circular dated June 26, 2025, the Minimum Information relating to the proposed related party transaction(s) and pursuant to Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 is provided under **Annexure B** to this Notice:

#### Annexure A to Item No. 3 & 4 of the Notice

#### 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.

Name of the Director	Mr. Dinesh Munot	Mr. Utkarsh Munot
<b>DIN</b>	00049801	00049903
<b>Designation</b>	Chairman & Whole - Time Director	Managing Director
<b>Age</b>	78 years	45 years
<b>Date of first appointment on the Board</b>	November 8, 1986	October 31, 2006
<b>Qualifications</b>	B.E. (Elec.), M.I.E.	B.E. (Mech. and Mfg.) and Diploma in Business Admin. from North Eastern University, Boston, U.S.A.
<b>A brief resume of the director and experience</b>	Mr. Dinesh Munot 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.	Mr. Utkarsh Munot was working as 'Manager Works' in the Company since May 14, 2004. He was appointed as 'Executive Director' of the Company from November 1, 2006. He was appointed as 'Whole-time Director & Chief Executive Officer' on May 19, 2016. He took charge as the Managing Director of the Company with effect from August 1, 2019.
<b>Nature of expertise in specific functional areas</b>	Veteran of Automobile Industry, Top Management & Strategy, New Product Development and such other areas.	Management & Strategy, Operations & Engineering, Business Development, New Projects, Sales & Marketing and such other areas.

<b>Directorships held in other Companies</b>	1. Emtech Solutions Private Limited 2. Nexsteer Systems Private Limited 3. Jeudan Ventures Private Limited 4. KSH International Limited	1. Indo-Bio Activelabs Private Limited 2. Nexsteer Systems Private Limited 3. Emtech Solutions Private Limited 4. Jeudan Ventures Private Limited 5. Drivesys Systems Private Limited
<b>Listed entities from which the Director has resigned from directorship in the past three (3) years</b>	-	-
<b>Committee Memberships/ Chairmanships of the Committees (in the Company)</b>	Corporate Social Responsibility Committee - Chairman	Audit Committee – Member Corporate Social Responsibility Committee - Member
<b>Committee Memberships/ Chairmanships held in other Listed companies</b>	<u>KSH International Limited</u> Nomination and Remuneration Committee – Chairman Stakeholders Relationship Committee – Member	Nil
<b>Terms and conditions of appointment or re-appointment</b>	Re-appointed as Chairman & Whole-Time Director, for five years, with effect from July 28, 2026, not liable to retire by rotation	Re-appointed as Managing Director, for five years with effect from May 19, 2026, liable to retire by rotation
<b>Remuneration last drawn from the Company</b>	Rs. 8.62 crore	Rs. 5.90 crore
<b>Details of remuneration sought to be paid</b>	As per the resolution at Item No. 3 of this AGM Notice.	As per the resolution at Item No. 4 of this AGM Notice.
<b>No. of Equity Shares held in the Company</b>	18,89,445 equity shares of Rs. 10 each	25,91,494 equity shares of Rs. 10 each
<b>Number of Board Meetings attended for the Financial Year 2025-26</b>	Five out of Five	Five out of Five
<b>Relationship Between Directors/ KMP inter-se</b>	Mr. Utkarsh Munot – Managing Director is son of Mr. Dinesh Munot and Dr. Dinesh Bothra Non- Executive Director of the Company. is son in law of Mr. Dinesh Munot.	Mr. Utkarsh Munot is son of Mr. Dinesh Munot, Chairman and Whole-Time Director of the Company.

Information pursuant to Section 197 read with Section II of Part II of Schedule V to the Companies Act, 2013 for item no. 3 & 4

I. General information:

1.	<b>Nature of industry</b>	The Indian auto components industry is a key pillar of the country's manufacturing sector, contributing significantly to GDP, exports, and employment. It caters to both domestic and global OEMs, benefiting from strong demand, cost competitiveness, and increasing localization. The sector is also witnessing growth driven by EV adoption, technological advancements, and supportive government policies.																
2.	<b>Date or expected date of commencement of commercial production</b>	The Company was incorporated on January 21, 1981. Commercial production commenced on October 1, 1983.																
3.	<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	Not Applicable																
4.	<b>Financial performance based on given indicators</b>	<p style="text-align: right;"><b>(Rs. in crore)</b></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: center;">FY 2025-26</th> <th style="text-align: center;">FY 2024-25</th> <th style="text-align: center;">FY 2023-24</th> </tr> </thead> <tbody> <tr> <td>Total Revenue</td> <td style="text-align: center;">556.74</td> <td style="text-align: center;">492.86</td> <td style="text-align: center;">477.87</td> </tr> <tr> <td>Profit / (Loss) before tax</td> <td style="text-align: center;">52.56</td> <td style="text-align: center;">50.44</td> <td style="text-align: center;">56.04</td> </tr> <tr> <td>Profit / (Loss) after tax</td> <td style="text-align: center;">31.78</td> <td style="text-align: center;">33.89</td> <td style="text-align: center;">47.72</td> </tr> </tbody> </table>	Particulars	FY 2025-26	FY 2024-25	FY 2023-24	Total Revenue	556.74	492.86	477.87	Profit / (Loss) before tax	52.56	50.44	56.04	Profit / (Loss) after tax	31.78	33.89	47.72
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5.	<b>Foreign investments or collaborations, if any.</b>	<p>As on March 31, 2026, the shareholding of foreign investors, in the Company is detailed as under:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tbody> <tr> <td>Promoter / Promoter Group (Foreign)</td> <td style="text-align: right;">0%</td> </tr> <tr> <td>Foreign Portfolio Investors</td> <td style="text-align: right;">0%</td> </tr> <tr> <td>Non-Resident Indians</td> <td style="text-align: right;">0.38%</td> </tr> </tbody> </table>	Promoter / Promoter Group (Foreign)	0%	Foreign Portfolio Investors	0%	Non-Resident Indians	0.38%										
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## II. Information about the appointee:

Sr. No.	Particulars	Mr. Dinesh Munot	Mr. Utkarsh Munot
1.	<b>Background details, Job profile and his suitability</b>	The brief profile and experience of the Director are mentioned in the above table under heading A brief resume of the director and experience.	The brief profile and experience of the Director are mentioned in the above table under heading A brief resume of the director and experience.
2.	<b>Past remuneration</b>	For FY 2025-26 Rs. 8.62 crore	For FY 2025-26 Rs. 5.90 crore
3.	<b>Recognition or awards</b>	Mr. Dinesh Munot was bestowed with ' <b>Lifetime Achievement Award</b> ' by the Nagar Road Industry Chamber of Commerce, Pune. He was also conferred ' <b>Outstanding Young Person of the Year</b> ' during the International Youth Year 1985.	-
4.	<b>Remuneration proposed</b>	The details of proposed remuneration are provided in the resolution for re-appointment.	The details of proposed remuneration are provided in the resolution for re-appointment.
5.	<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</b>	The proposed remuneration commensurate with the size and nature of the business of the Company, the responsibility of the appointee and the industry benchmarks.	The proposed remuneration commensurate with the size and nature of the business of the Company, the responsibility of the appointee and the industry benchmarks.
6.	<b>Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.</b>	Mr. Dinesh Munot does not have any pecuniary relationship with the Company, except for the remuneration currently being drawn by him, and he holds 20.82% of the equity shares of the Company. Mr. Dinesh Munot is not related to any managerial personnel or Directors of the Company, except Mr. Utkarsh Munot, Managing Director, who is his son, and Dr. Dinesh Bothra, Non-Executive Director, who is his son-in-law.	Mr. Utkarsh Munot does not have any pecuniary relationship with the Company, except for the remuneration currently being drawn by him, and he holds 28.56% of the equity shares of the Company. Mr. Utkarsh Munot is not related to any managerial personnel or Directors of the Company, except Mr. Dinesh Munot, Chairman and Whole-Time Director, who is his father.

### III. Other information:

1.	<b>Reasons of loss or inadequate profits</b>	The Company mainly caters to the Commercial Vehicles Segment by manufacturing and supply of steering systems to major OEMs. The Company is making Profits, however, the Company has witnessed subdued profitability in recent years due to multiple headwinds. The commercial vehicle ( <b>CV</b> ) industry in India is currently experiencing a downcycle, primarily due to weak freight demand, lower infrastructure activity, and tighter financing conditions, which have reduced fleet expansion by operators. Additionally, higher vehicle and fuel costs, regulatory changes, and overcapacity in certain segments have led to cautious purchasing, thereby impacting volumes and profitability across the value chain, including auto component manufacturers. These include supply chain disruptions, important components shortages, rising raw material and energy costs, and pricing pressure from OEMs, which have constrained margins. Additionally, slow and limited on-ground implementation of much awaited vehicle scrappage policy has resulted in lower-than-anticipated replacement demand for older vehicles. This has adversely impacted new vehicle sales, particularly in the commercial vehicle segment, and consequently affected the growth prospects of the auto components industry.
2.	<b>Steps taken or proposed to be taken for improvement</b>	There are visible signs of revival in commercial vehicle cycle driven by improving consumption trends and increased freight movement, supported in part by rationalization of GST rates. This is likely to result in much higher demand for commercial vehicles, leading to improvement in volumes, revenues, and profitability across the CV and auto components industry. Additionally, the Company has undertaken projects of backward integration, through its subsidiaries, which is expected to result in reduction in cost of raw material/ components. The Company is exploring Electric CV market, mainly buses.
3.	<b>Expected increase in productivity and profits in measurable terms</b>	As may be seen from the Company's financial results, the Company has posted Total Revenue of Rs. 556.74 crore and Net Profit of Rs. 31.78 crore in Fiscal 2026 as compared to Rs. 492.86 crore Revenue and Rs 33.89 crore Profit in previous FY 2024-25. With growth of Indian Economy and higher Automotive exports coupled with various Government Initiatives Make in India, Scrappage policy etc. increased revenue and higher profitability is expected, subject to geopolitical stability. The Company's backward integration, launch of new products/ new line of businesses etc. are expected to meaningfully contribute towards the Company's profitability.

**Annexure B to Item No. 5 & 6 of the Notice**

Pursuant to the SEBI Circular dated June 26, 2025, the Minimum Information relating to the proposed related party transaction(s) and pursuant to Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 is provided as under:

Sr. No.	Particulars	Details	Details
<b>A. Details of the related party and transactions with related parties</b>			
<b>A (1)</b>	<b>Basic details of the related party</b>		
<b>1</b>	<b>Name of the related party</b>	Supreme Group viz. Supreme Autocasts, Supreme Engineering, Supreme Autocasts Private Limited, Supreme Iron (India) Private Limited.	Transaction between two subsidiaries of ZF Steering Gear (India) Limited ( <b>Holding Company</b> ) namely DriveSys Systems Private Limited ( <b>DriveSys</b> ) and Metacast Auto Private Limited ( <b>Metacast</b> ) wherein the Holding Company is not a party to the transaction.
<b>2</b>	<b>Country of incorporation of the related party</b>	India	India
<b>3</b>	<b>Nature of business of the related party</b>	<p><b>Supreme Group:</b></p> <p>Production of SG (Ductile) and CI (Cast Iron) castings &amp; machined metal components.</p>	<p><b>DriveSys:</b></p> <ul style="list-style-type: none"> <li>• <b>Machining Division:</b> supply of semi-finished machined components such as housing machining, sector shaft machining, piston machining, oil tanks, plastic injection moulding, and steering pump assemblies.</li> <li>• <b>Aluminium Division:</b> Aluminium Melting, Extrusion, Machining, Fabrication activities etc.</li> <li>• <b>Electrical Division:</b> Manufacturing of Moulded Case Circuit Breaker (<b>MCB/ MCCB</b>), Residential Current Circuit Breaker (<b>RCB</b>) and Mechanism Operated Auxiliary Contactor (<b>MOC</b>).</li> </ul> <p><b>Metacast:</b></p> <p>Captive Process Vendor (<b>CPV</b>) for DriveSys, supplying castings</p>

Sr. No.	Particulars	Details	Details
A (2)	<b>Relationship and ownership of the related party</b>		
	<b>Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</b>	Please refer to the Explanatory statement for item No. 5.	Please refer to the Explanatory statement for item No. 6.
	<ul style="list-style-type: none"> <li>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> </ul>	Nil	<ol style="list-style-type: none"> <li>ZF Steering Gear (India) Limited holds 100% of share capital in DriveSys,</li> <li>ZF Steering Gear (India) Limited holds 51% of share capital in Metacast.</li> </ol>
	<ul style="list-style-type: none"> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul>	Not Applicable	Not Applicable
	<ul style="list-style-type: none"> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul>	Supreme Iron (India) Private Limited holding 49% in Metacast Auto Private Limited.	Nil

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A (3)	Details of previous transactions with the related party																																																																				
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year	<p><b>ZF Steering Gear (India) Limited:</b> (Rs. in crore)</p> <table border="1"> <thead> <tr> <th>Sr. No</th> <th>Nature of Transactions</th> <th>FY 2025-26</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of Goods/ services</td> <td>30.25</td> </tr> <tr> <td colspan="2"><b>Total</b></td> <td><b>30.25</b></td> </tr> </tbody> </table> <p><b>DriveSys:</b> (Rs. in crore)</p> <table border="1"> <thead> <tr> <th>Sr. No</th> <th>Nature of Transactions</th> <th>FY 2025-26</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of Goods/ services</td> <td>4.14</td> </tr> <tr> <td>2.</td> <td>Sale of Goods/ services</td> <td>4.41</td> </tr> <tr> <td colspan="2"><b>Total</b></td> <td><b>8.55</b></td> </tr> </tbody> </table> <p><b>Metacast:</b> (Rs. in crore)</p> <table border="1"> <thead> <tr> <th>Sr. No</th> <th>Nature of Transactions</th> <th>FY 2025-26</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of Goods/ services</td> <td>0.67</td> </tr> <tr> <td>2.</td> <td>Interest Expenses</td> <td>0.36</td> </tr> <tr> <td>3.</td> <td>Loan taken</td> <td>1.15</td> </tr> <tr> <td colspan="2"><b>Total</b></td> <td><b>2.18</b></td> </tr> </tbody> </table>	Sr. No	Nature of Transactions	FY 2025-26	1.	Purchase of Goods/ services	30.25	<b>Total</b>		<b>30.25</b>	Sr. No	Nature of Transactions	FY 2025-26	1.	Purchase of Goods/ services	4.14	2.	Sale of Goods/ services	4.41	<b>Total</b>		<b>8.55</b>	Sr. No	Nature of Transactions	FY 2025-26	1.	Purchase of Goods/ services	0.67	2.	Interest Expenses	0.36	3.	Loan taken	1.15	<b>Total</b>		<b>2.18</b>	<p><b>DriveSys:</b> (Rs. in crore)</p> <table border="1"> <thead> <tr> <th>Sr. No</th> <th>Nature of Transactions</th> <th>FY 2025-26</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of Goods/ services</td> <td>59.05</td> </tr> <tr> <td>2.</td> <td>Sale of Goods/ services</td> <td>0.88</td> </tr> <tr> <td>3.</td> <td>Purchase of Asset</td> <td>0.40</td> </tr> <tr> <td colspan="2"><b>Total</b></td> <td><b>60.33</b></td> </tr> </tbody> </table> <p><b>Metacast:</b> (Rs. in crore)</p> <table border="1"> <thead> <tr> <th>Sr. No</th> <th>Nature of Transactions</th> <th>FY 2025-26</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of Goods/ services</td> <td>59.05</td> </tr> <tr> <td>2.</td> <td>Purchase of Goods/ services (Interest Expenses)</td> <td>0.88</td> </tr> <tr> <td>3.</td> <td>Sale of Asset</td> <td>0.40</td> </tr> <tr> <td colspan="2"><b>Total</b></td> <td><b>60.33</b></td> </tr> </tbody> </table>	Sr. No	Nature of Transactions	FY 2025-26	1.	Purchase of Goods/ services	59.05	2.	Sale of Goods/ services	0.88	3.	Purchase of Asset	0.40	<b>Total</b>		<b>60.33</b>	Sr. No	Nature of Transactions	FY 2025-26	1.	Sale of Goods/ services	59.05	2.	Purchase of Goods/ services (Interest Expenses)	0.88	3.	Sale of Asset	0.40	<b>Total</b>		<b>60.33</b>
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2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<p><b>ZF Steering Gear (India) Limited:</b> (Rs. in crore)</p> <table border="1"> <thead> <tr> <th>Sr. No</th> <th>Nature of Transactions</th> <th>April 1, 2026 to May 12, 2026</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of Goods/ services</td> <td>3.65</td> </tr> <tr> <td colspan="2"><b>Total</b></td> <td><b>3.65</b></td> </tr> </tbody> </table> <p><b>DriveSys:</b> (Rs. in crore)</p> <table border="1"> <thead> <tr> <th>Sr. No</th> <th>Nature of Transactions</th> <th>April 1, 2026 to May 12, 2026</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of Goods/ services</td> <td>0.47</td> </tr> <tr> <td>2.</td> <td>Sale of Goods/ services</td> <td>1.88</td> </tr> <tr> <td colspan="2"><b>Total</b></td> <td><b>2.35</b></td> </tr> </tbody> </table> <p><b>Metacast:</b> (Rs. in crore)</p> <table border="1"> <thead> <tr> <th>Sr. No</th> <th>Nature of Transactions</th> <th>April 1, 2026 to May 12, 2026</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of Goods/ services</td> <td>0.05</td> </tr> <tr> <td>2.</td> <td>Interest Expenses</td> <td>0.03</td> </tr> <tr> <td colspan="2"><b>Total</b></td> <td><b>0.08</b></td> </tr> </tbody> </table>	Sr. No	Nature of Transactions	April 1, 2026 to May 12, 2026	1.	Purchase of Goods/ services	3.65	<b>Total</b>		<b>3.65</b>	Sr. No	Nature of Transactions	April 1, 2026 to May 12, 2026	1.	Purchase of Goods/ services	0.47	2.	Sale of Goods/ services	1.88	<b>Total</b>		<b>2.35</b>	Sr. No	Nature of Transactions	April 1, 2026 to May 12, 2026	1.	Purchase of Goods/ services	0.05	2.	Interest Expenses	0.03	<b>Total</b>		<b>0.08</b>	<p><b>DriveSys:</b> (Rs. in crore)</p> <table border="1"> <thead> <tr> <th>Sr. No</th> <th>Nature of Transactions</th> <th>April 1, 2026 to May 12, 2026</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of Goods/ services</td> <td>8.37</td> </tr> <tr> <td>2.</td> <td>Sale of Goods/ services</td> <td>0.15</td> </tr> <tr> <td colspan="2"><b>Total</b></td> <td><b>8.52</b></td> </tr> </tbody> </table> <p><b>Metacast:</b> (Rs. in crore)</p> <table border="1"> <thead> <tr> <th>Sr. No</th> <th>Nature of Transactions</th> <th>April 1, 2026 to May 12, 2026</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of Goods/ services</td> <td>0.15</td> </tr> <tr> <td>2.</td> <td>Sale of Goods/ services</td> <td>8.37</td> </tr> <tr> <td colspan="2"><b>Total</b></td> <td><b>8.52</b></td> </tr> </tbody> </table>	Sr. No	Nature of Transactions	April 1, 2026 to May 12, 2026	1.	Purchase of Goods/ services	8.37	2.	Sale of Goods/ services	0.15	<b>Total</b>		<b>8.52</b>	Sr. No	Nature of Transactions	April 1, 2026 to May 12, 2026	1.	Purchase of Goods/ services	0.15	2.	Sale of Goods/ services	8.37	<b>Total</b>		<b>8.52</b>
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Sr. No.	Particulars	Details	Details
A (4)	<b>Amount of the proposed transaction(s)</b>		
1	<b>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</b>	Not exceeding Rs. 100 crore.	Not exceeding Rs. 100 crore.
2	<b>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</b>	Yes	Yes
3	<b>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</b>	<b>Percentage of Annual Consolidated Turnover of the Listed entity as on March 31, 2026:</b> The estimated transactions value of the proposed transactions as mentioned in Clause A (4)(1) is 17.51% of the Annual Consolidated Turnover of the Company for FY 2025-26.	<b>Percentage of Annual Consolidated Turnover of the Listed entity as on March 31, 2026:</b> The estimated transactions value of the proposed transactions as mentioned in Clause A (4)(1) is 17.51% of the Annual Consolidated Turnover of the Company for FY 2025-26.
4	<b>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).</b>	Not applicable	<b>Percentage of Annual Standalone Turnover of DriveSys as on March 31, 2026:</b> The estimated value of the proposed transactions is 112.51% of annual standalone turnover of DriveSys for FY 2025-26.  <b>Percentage of Annual Standalone Turnover of Metacast as on March 31, 2026:</b> The estimated value of the proposed transactions is 169.34% of annual standalone turnover of Metacast for FY 2025-26.
5	<b>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</b>	<b>Percentage of Annual Standalone Turnover of Supreme Group:</b> Overall Supreme Group: 86.48%	Mentioned in point no. A(4) of this table.

Sr. No.	Particulars	Details		Details		
6	Financial performance of the related party for the immediately preceding financial year:	<b>Supreme Autocast:</b>		<b>DriveSys:</b> (Rs. in crore)		
		(Rs. in crore)				
		<b>Particulars</b>	<b>FY 2025-26 (Unaudited)</b>	<b>Particulars</b>	<b>FY 2025-26</b>	
		Turnover	79.46	Turnover	88.88	
		Profit After Tax	1.46	Profit After Tax	(9.01)	
		Net worth	6.58	Net worth	(16.38)	
		<b>Supreme Engineering:</b>		<b>Metacast:</b> (Rs. in crore)		
		(Rs. in crore)				
		<b>Particulars</b>	<b>FY 2025-26 (Unaudited)</b>	<b>Particulars</b>	<b>FY 2025-26</b>	
		Turnover	29.73	Turnover	59.05	
		Profit After Tax	0.49	Profit After Tax	(6.83)	
		Net worth	3.41	Net worth	(2.01)	
		<b>Supreme Iron (India) Private Limited:</b>				
		(Rs. in crore)				
		<b>Particulars</b>	<b>FY 2025-26 (Unaudited)</b>			
		Turnover	6.45			
		Profit After Tax	0.56			
		Net worth	3.94			

Sr. No.	Particulars	Details	Details
A (5)	<b>Basic details of the proposed transaction</b>		
1	<b>Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/ services, giving loan, borrowing etc.).</b>	Sale, purchase and/ or supply of goods or services or both and loans in ordinary course of business.	Sale, Purchase of goods/ Raw Material and Other transactions in ordinary course of business.
2	<b>Details of each type of the proposed transaction.</b>	Sale, Purchase of Raw Material/ Components including but not limited to Vane Pump Housings, Housing Covers, Vane Pump Mounting Brackets and loans etc.	<b><u>DriveSys:</u></b> 1. Purchase of Castings from Metacast. <b><u>Metacast:</u></b> 1. Sale of various types of castings to DriveSys.
3	<b>Tenure of the proposed transaction (tenure in number of years or months to be specified).</b>	FY 2026-27	FY 2026-27
4	<b>Whether omnibus approval is being sought?</b>	Yes	Yes
5	<b>Value of the proposed transaction during a financial year.</b>  <b>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</b>	For FY 2026-27: Not exceeding Rs. 100 crore	For FY 2026-27: Not exceeding Rs. 100 crore
6	<b>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</b>	Supreme Group has been a reliable vendor of Castings for ZF India over a decade. Other benefits include such as superior quality, assurance of uninterrupted and timely supply of the aforementioned raw materials and components in the required volumes. Additionally, given the established production integration and proximity, sale of castings to entities within the Supreme Group enables operational efficiency, and optimized capacity utilization, resulting in a mutually beneficial business relationship conducted at an arm's length basis.	As a part of Backward integration, Metacast is set-up in order to ensure in-house and uninterrupted supply of castings to DriveSys for further processing and Manufacturing of Vane Pump and Power Housings.

Sr. No.	Particulars	Details	Details
7	<p><b>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</b></p>		
	<p><b>a. Name of the director / KMP</b></p>	<p>Not Applicable</p>	<ol style="list-style-type: none"> <li>1. Mr. Utkarsh Munot – Managing Director, being common director</li> <li>2. Mr. Dinesh Munot – Chairman and Whole-Time Director</li> <li>3. Mr. Shrenik Gandhi – Independent Director</li> </ol>
	<p><b>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</b></p>	<p>Nil</p>	<p><b><u>DriveSys:</u></b></p> <ol style="list-style-type: none"> <li>1. DriveSys is a Wholly Owned Subsidiary of ZF Steering Gear (India) Limited (<b>Holding Company</b>) and Mr. Utkarsh Munot, Managing Director of Holding Company, holds One equity share in DriveSys as nominee of the Holding Company. He also holds 28.56% shareholding in the Holding Company.</li> <li>2. Mr. Dinesh Munot, Chairman and Whole-Time Director of Holding Company holds 20.82% shareholding in the Holding Company.</li> </ol>
			<p><b><u>Metacast:</u></b></p> <ol style="list-style-type: none"> <li>1. Metacast is a Subsidiary of ZF Steering Gear (India) Limited (<b>Holding Company</b>) and Mr. Utkarsh Munot, Managing Director of Holding Company, holds 28.56% shareholding in the Holding Company.</li> <li>2. Mr. Dinesh Munot, Chairman and Whole-Time Director of Holding Company holds 20.82% shareholding in the Holding Company.</li> </ol>
8	<p><b>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</b></p>	<p>Not applicable</p>	<p>Not applicable</p>

Sr. No.	Particulars	Details	Details
9	<b>Other information relevant for decision making.</b>	All relevant/ important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.
B (1)	<b>Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.</b>		
1	<b>Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.</b>	<p><b><u>Purchase of Goods:</u></b> The Company follows a competitive bidding process by inviting quotations from at least three vendors. The quotations are evaluated on key factors such as price, quality, delivery timelines, and payment terms, and the vendor is finalized by the respective Head of Department in the best interest of the Company. The Company also periodically reviews market trends and prevailing prices to ensure fair, transparent, and cost-effective procurement aligned with industry standards.</p> <p><b><u>Sale/ Supply of Goods:</u></b> The Company follows zero base costing mechanism and market based pricing methodology for all customers related or unrelated; and related party orders undergo the same technical evaluation, costing, margin assessment, and approval process as third-party customers.</p>	<p><b><u>Purchase of Goods:</u></b> The Company follows a competitive bidding process by inviting quotations from at least three vendors. The quotations are evaluated on key factors such as price, quality, delivery timelines, and payment terms, and the vendor is finalized by the respective Head of Department in the best interest of the Company. The Company also periodically reviews market trends and prevailing prices to ensure fair, transparent, and cost-effective procurement aligned with industry standards.</p> <p><b><u>Sale/ Supply of Goods:</u></b> The Company follows zero base costing mechanism and market based pricing methodology for all customers related or unrelated; and related party orders undergo the same technical evaluation, costing, margin assessment, and approval process as third-party customers.</p>
2	<b>Basis of determination of price.</b>	The Company periodically reviews market trends and prevailing prices to ensure fair, transparent, and cost-effective procurement aligned with industry standards.	The Company periodically reviews market trends and prevailing prices to ensure fair, transparent, and cost-effective procurement aligned with industry standards.

Sr. No.	Particulars	Details	Details
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable	Not Applicable
	a. Amount of Trade advance	Not Applicable	Not Applicable
	b. Tenure	Not Applicable	Not Applicable
	c. Whether same is self-liquidating?	Not Applicable	Not Applicable
C (4)	Disclosure only in case of transactions relating to borrowings.		
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements.	<u>Metacast:</u>	Not Applicable
	a. Before transaction (In times)	(25.75)	Not Applicable
	b. After transaction (In times)	(30.72)	Not Applicable
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements.		Not Applicable
	a. Before transaction (In times)	0.24	Not Applicable
	b. After transaction (In times)	0.23	Not Applicable

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

Registered Office:  
Gat No. 1242/ 44, Village Vadu Budruk,  
Tal. Shirur, Dist. Pune – 412216  
CIN: L29130PN1981PLC023734  
May 12, 2026

Satish Mehta  
Company Secretary  
ICSI Membership Number: F3219