



ZF STEERING GEAR (INDIA) LIMITED

Registered Office: Gat No. 1242/44, Village Vadu Budruk, Tal. Shirur, Dist. Pune 412216, CIN: L29130PN1981PLC023734
Email Id: satish.mehta@zfindia.com, Website: www.zfindia.com, Phone: 021737-305100, Fax:02137-305302

NOTICE

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

Day : Friday
Date : March 27, 2015
Time : 4.00 p.m.
Place : Registered Office of the Company
Gat Nos. 1242/44, Village Vadu Budruk,
Tal. Shirur, Dist. Pune- 412 216.

to transact the following business:

1 Appointment of Mr. M. L. Rathi (DIN: 00084455) as an Independent Director not liable to retire by rotation.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder for the time being in force read with Schedule IV to the Act for the time being in force and all other provisions as may be applicable, Mr. M. L. Rathi (DIN:00084455), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation (under the erstwhile Companies Act, 1956) and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a Member signifying his intention to propose Mr. M. L. Rathi as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office from 1st April, 2015 up to 31st March, 2020."

2 Appointment of Mr. Shridhar S. Kalmadi (DIN: 00044301) as an Independent Director not liable to retire by rotation.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder for the time being in force read with Schedule IV to the Act for the time being in force and all other provisions as may be applicable, Mr. Shridhar S. Kalmadi (DIN: 00044301), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation (under the erstwhile Companies Act, 1956) and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a Member signifying his intention to propose Mr. Shridhar S. Kalmadi as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office from 1st April, 2015 up to 31st March, 2020."

3 Appointment of Mr. Ajinkya Arun Firodia (DIN: 00332204) as an Independent Director not liable to retire by rotation.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder for the time being in force read with Schedule IV to the Act for the time being in force and all other provisions as may be applicable, Mr. Ajinkya Arun Firodia (DIN: 00332204), Director of the Company whose period

of office is liable to determination by retirement of Directors by rotation (under the erstwhile Companies Act, 1956) and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a Member signifying his intention to propose Mr. Ajinkya Arun Firodia as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office from 1st April, 2015 up to 31st March, 2020."

4 Appointment of Mr. Jitendra A. Pandit (DIN:05359478) as an Independent Director not liable to retire by rotation.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder for the time being in force read with Schedule IV to the Act for the time being in force and all other provisions as may be applicable, Mr. Jitendra A. Pandit (DIN: 05359478), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation (under the erstwhile Companies Act, 1956) and, in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a Member signifying his intention to propose Mr. Jitendra A. Pandit as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office from 1st April, 2015 up to 31st March, 2020."

5 Appointment of Mr. Satish A. Gundecha (DIN: 00220352) as an Independent Director not liable to retire by rotation.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made for the time being in force read with Schedule IV to the Act for the time being in force and all other provisions as may be applicable, Mr. Satish A. Gundecha (DIN: 00220352), who was appointed as an Additional Director of the Company by the Board of Directors with effect from September 15, 2014 in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Satish A. Gundecha as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company for a term up to September 14, 2019, and whose office shall not be liable to retire by rotation."

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

Satish Mehta
Company Secretary

January 29, 2015
Registered Office:
Gat No. 1242/44, Village Vadu Budruk,
Tal. Shirur, Dist. Pune- 412 216.



Notes:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business mentioned in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY, IN ORDER TO BE EFFECTIVE MUST BE DULY FILLED, STAMPED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other shareholder.
A Proxy form is enclosed herewith.
3. Corporate Members intending to depute their authorised representative to attend the Extraordinary General Meeting are requested to lodge well in advance to the Company a duly certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Extraordinary General Meeting.
4. Members/ Proxies/ Representatives are requested to bring the enclosed duly filled attendance slip, for attending the Meeting.
5. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. E voting is optional and members shall have the option to vote either through e-voting or in person at the general meeting.
The instructions for Members voting electronically are as under:
 - (i) The voting period begins on Saturday, March 21, 2015 at 9.00 a.m. IST and ends on Monday, March 23, 2015 at 6.00 p.m. IST. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20.02.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The members should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on 'Shareholders'.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat members as well as physical members) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen.
However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant ZF Steering Gear (India) Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Members and Custodians
 - Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details they should be create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
6. For conducting this e-voting activity in a fair and transparent manner, the Board has appointed Mr. Sridhar G Mudaliar, Partner, M/s. SVD & Associates, Practicing Company Secretaries, as the Scrutinizer.
7. A copy of this notice has been placed on the website of the Company and the website of CDSL.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Extraordinary General Meeting.
9. Copies of all documents referred to in the Notice are available for inspection at the Registered Office of the Company between 2 p.m. to 4 p.m. IST on all working days till the date of the Extraordinary General Meeting.
10. Members holding shares in dematerialised form are requested to update their bank account details with their respective Depository Participants.



11. Members having shares in physical mode are requested to update bank account details to the Company's Registrar and Share Transfer Agent.
12. With a view to take "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies, the Ministry of Corporate Affairs (the 'Ministry') has allowed companies to share documents with Members through electronic communication. It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow public at large to contribute towards a greener environment. This is a golden opportunity for every member to support the initiative of the Ministry.
To support initiative of the Ministry and in view of ZF Steering Gear (India) Ltd. Green Movement, the Company will henceforth propose to send documents to Members in electronic form, at the email address provided by you with your depositories. In case you desire to have a different e-mail id to be registered, please update the same with your Depository Participant. Registering your email address helps you to receive communication promptly, reduce paper consumption and save trees. Eliminate wastage of paper, avoid loss of document in postal transit and save costs on paper and on postage. The Company will also make available a copy of the Notice on the Company's website.
13. Poll at the Meeting
After the items of the notice have been discussed, the Chairman will order poll in respect of the items. Poll will be conducted and supervised under the Scrutinizer appointed for e-voting as stated above. After conclusion of the poll, the Chairman may declare the meeting as closed. The results of the poll aggregated with the results of e-voting will be announced by the Company on its website: www.zfindia.com and also informed to the stock exchange where the securities of the Company are listed.

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

Satish Mehta
Company Secretary

January 29, 2015

Registered Office:

Gat No. 1242/44, Village Vadu Budruk,
Tal. Shirure, Dist. Pune-412216.

EXPLANATORY STATEMENT

(Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 1 TO 5 OF THE NOTICE

Mr. M. L. Rathi, Mr. Shridhar S. Kalmadi, Mr. Ajinkya Arun Firodia and Mr. Jitendra A. Pandit, are Non-Executive Independent Directors of the Company and have held the positions as such from various dates. Their period in office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

Mr. Satish A Gundecha too, is a Non-Executive Independent Director of the Company. He was appointed as an Additional Director of the Company by the Board of Directors with effect from 15th September, 2014, pursuant to provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and holds office up to the date of ensuing Annual General Meeting.

Section 149 (10) of the Companies Act, 2013 provides that an independent director shall hold office for a term of up to five consecutive years on the Board. Further, Section 149 (13) of the Companies Act, 2013 states that the

provisions relating to retirement of directors by rotation shall not apply to the appointment of independent directors. Further, the Ministry of Corporate Affairs, Government of India, by a notification, has clarified that if a company intends to appoint existing independent directors as independent directors under the Act, such appointment must be made expressly within one year from 1st April, 2014. The Company proposes to comply with the provisions of the Companies Act, 2013 and the notification of the Ministry of Corporate Affairs.

In view of the above, it is proposed to appoint Mr. M. L. Rathi, Mr. Shridhar S. Kalmadi, Mr. Ajinkya Arun Firodia, Mr. Jitendra A. Pandit and Mr. Satish A. Gundecha as Independent Directors (Hereinafter collectively referred to as "the Proposed Directors") under Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Clause 49 of the Listing Agreement.

The Nomination & Remuneration Committee of the Company has recommended the appointment of the proposed directors as Independent Directors for a term of five consecutive years.

The Company has received notices in writing from the Members along with the deposit of Rs. 1,00,000 proposing the candidature of each of the Proposed Director for the office of Director of the Company. The Company has received from the Proposed Directors—

- (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014,
- (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming their eligibility for such appointment, and
- (iii) a declaration to the effect that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, the Proposed Directors fulfill the conditions for their appointment as Independent Directors as specified in the Companies Act, 2013, Rules made there under and the Listing Agreement and are independent of the Management.

A brief resume of the Proposed Directors, nature of their expertise in specific functional areas, names of companies in which they hold directorships, memberships of the Board's Committees, shareholding in the Company and relationships between directors inter-se, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange(s), are given herein under and forms part of the Notice. Copy of the draft letters for respective appointments of the Proposed Directors as Independent Directors setting out the terms and conditions are available for inspection by Members at the Registered Office of the Company.

The Proposed Directors are interested in the resolutions set out at Item Nos. 1 to 5 of the Notice with regard to their respective appointments. Proposed Directors and the relatives of Proposed Directors may be deemed to be interested in the resolutions set out respectively at Item Nos. 1 to 5 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions as set out respectively at Item Nos. 1 to 5 of the Notice.

The Board considers that the continued association of the Proposed Directors would be of immense benefit to the Company and it is desirable to continue to avail of the services of the Proposed Directors. Accordingly the Board recommends the Ordinary Resolutions set out at Item Nos. 1 to 5 of the Notice for approval by the Members of the Company.



DETAILS OF DIRECTORS SEEKING APPOINTMENT
[Pursuant to Clause 49 of the Listing Agreement]

Particulars	Mr. M.L. Rathi	Mr. Shridhar S. Kalmadi	Mr. Ajinkya Arun Firodia	Mr. Jitendra A. Pandit	Mr. Satish A. Gundecha
Date of Birth	August 13, 1940	November 26, 1947	October 24, 1979	January 20, 1968	December 11, 1953
Date of Appointment	July 17, 2003	May 26, 2009	July 14, 2010	January 29, 2013	Sept. 15, 2014
Qualification	B.Sc. from University of Pune Engineering from Cusrow Wadia Institute, Pune. Graduate of 'The Quality College' Florida, U.S.A	D.M.E degree with specialization in Automobiles	Bachelor of Engineering & Economics from IVY League Brown University, USA.	Chartered Accountant (ICAI) Cost Accountant (ICWAI) Post Graduate Diploma in Business Finance from the Institute of Chartered Financial Analysts of India	Company Secretary - Associate Member of the Institute of Company Secretaries of India. Commerce Graduate with a degree in Law.
Expertise in Specific Functional areas	Mr. M. L Rathi is having more than 50 years of experience in the field of Manufacturing industry. He has Technical and Export promotion Knowledge in Couplings & Power Transmission Products. He is having overall Commercial Knowledge & Expertise for these products.	Mr. Shridhar Kalmadi is an Engineer with specialization in Automobiles. He is involved in business activities since 1974 and his sound technical involvement throughout has made him an extremely competent technical expert. Mr. Kalmadi has more than 31 years of experience in the automobile industry.	Mr. Firodia has worked as a financial analyst in Mergers & Acquisitions department in J.P.Morgan in New York. Thereafter, he was heading the sales, marketing and service functions for Kinetic Motor Company Limited for their 2 wheelers including scooters and motorcycles. These functions included produce development, positioning & advertising, sales & distribution and service across a nationwide network. Since 2009 he is working with Kinetic Engineering Limited as the Managing Director, which is a leading company in the area of manufacture of transmission, engine & Body parts components and assemblies.	Mr. Jitendra A. Pandit has over 22 years of experience in fields of Corporate Finance, Transaction Management and General Management with top corporate and Investment Banks. He has also worked in various capacities for the following organizations: Manager- DSP Merrill Lynch Founder Director- Symak Engineering (P) Ltd. & Fund tech India, Pune General Manager- Finance- Dynamic Logistics (P) Ltd Head- Corporate Finance- Bilcare Ltd., Pune Director- Corporate Finance- Deloitte Touche Tohmatsu (I) Pvt. Ltd., Pune Presently, Mr. Pandit is working as Senior Partner (also a founder partner) with K J Capital Advisors, Pune.	Mr. Gundecha is a Practicing Advocate. He was associated with a major Automobiles Company for last three decades. He has extensive experience in taxation, legal and financial matters.
Other Directorships held in India	Rathi Transpower Pvt. Ltd. (Chairman & Managing Director) Polybond India Pvt. Ltd. Rathi Turbo Flex Pvt. Ltd. Lovejoy Finance Pvt. Ltd. Rathi Dye Chem Pvt. Ltd. Toshbro Pvt. Ltd. Rathi Polybond Pvt. Ltd. Lovejoy Finance Pvt. Ltd. Rathi Engineering Services- Partner Rathi Europe GmbH, Germany - Director Matrix Fine Sciences Private Limited - Chairman.	Sai Service Private Ltd. (Managing Director) Sai Service Spares & Accessories Private Ltd. (Whole-time Director) Sai Service Agency (Bombay) Private Ltd. (Director) Corona Bus Manufacturers Pvt. Ltd.	Kinetic Engineering Ltd. Kinetic Marketing & services ltd. Kinetic Auto Ltd. Jaya Hind Sciaky Ltd. Kinetic Kids Products Pvt. Ltd. Kinetic World Pvt. Ltd. Kinetic Green Energy and Power Solutions Ltd.	K J Capital Advisors LLP.	Tempo Finance (North) Pvt. Ltd. Eldon CS Enclosures Pvt. Ltd.
Membership of Committees held in other Public Companies in India	Nil	Nomination and Remuneration Committee - Sai Service Pvt. Ltd.	Nil	Nil	Nil
No. of Equity Shares held in the Company	Nil	Nil	Nil	Nil	1250
Relationship between directors Inter-se	Nil	Nil	Nil	Nil	Nil



ZF STEERING GEAR (INDIA) LIMITED

Registered Office: Gat No. 1242/44, Village Vadu Budruk, Tal. Shirur, Dist. Pune 412216, CIN: L29130PN1981PLC023734
Email Id: satish.mehta@zfindia.com, Website: www.zfindia.com, Phone: 021737-305100, Fax:02137-305302

EXTRAORDINARY GENERAL MEETING ON MARCH 27, 2015

ATTENDANCE SLIP

Registered Folio/ DP ID & Client ID	
Name and address of the shareholder(s)	
Joint Holder 1	
Joint Holder 2	

I/ We hereby record my / our presence at the Extraordinary General Meeting of the Company held on **Friday, March 27, 2015 at 4.00 p.m.** at the Registered Office of the Company at- Gat No. 1242/44, Village Vadu Budruk, Tal. Shirur, Dist. Pune 412216.

Member's Folio/ DP ID/Client ID _____ Member's / Proxy's name in Block Letters _____ Member's / Proxy's Signature _____
Note: Please complete the Folio/DP ID-Client ID No. and name, sign this Attendance Slip and hand it over this slip.

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number	User ID	Password
150226001		

Note: Please read the instructions printed under the note no. 5 to the Notice of Extraordinary General Meeting dated January 29, 2015. **The Voting period starts from 9.00 a.m. on Saturday, March 21, 2015 and ends at 6.00 p.m. on Monday March 23, 2015.** The voting module shall be disabled by CDSL for voting thereafter.
PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL.



ZF STEERING GEAR (INDIA) LIMITED

Registered Office: Gat No. 1242/44, Village Vadu Budruk, Tal. Shirur, Dist. Pune 412216, CIN: L29130PN1981PLC023734
Email Id: satish.mehta@zfindia.com, Website: www.zfindia.com, Phone: 021737-305100, Fax:02137-305302

EXTRAORDINARY GENERAL MEETING ON MARCH 27, 2015

PROXY FORM

Name of the Member(s)	
Registered Address	
Email ID	
Folio No./ Client ID	
DP ID	

I / We, being the member(s) of _____ shares of the above named Company, hereby appoint

- Name : _____
Address : _____
Email id : _____ Signature: _____ or failing him/ her
- Name : _____
Address : _____
Email id : _____ Signature: _____ or failing him/ her
- Name : _____
Address : _____
Email id : _____ Signature: _____ or failing him

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Extraordinary General Meeting of the Company, to be held on **Friday, March 27, 2015 at 4.00 p.m.** at Gat No. 1242/44, Village Vadu Budruk, Tal. Shirur, Dist. Pune 412216 and any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions No.

- To appoint Mr. M. L. Rathi as an Independent Director.
- To appoint Mr. Shridhar S. Kalmadi as an Independent Director.
- To appoint Mr. Ajinkya Arun Firodia as an Independent Director.
- To appoint Mr. Jitendra A. Pandit as an Independent Director.
- To appoint Mr. Satish A. Gundecha as an Independent Director.

Signed this day of _____ 2015.

Signature of Member : _____ Signature of Proxy holder(s): _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

