

NOTICE TO MEMBERS

Notice is hereby given that the Thirty Seventh (37th) Annual General Meeting (AGM) of ZF Rane Automotive India Private Limited will be held on **Monday, June 17, 2024 at 16:00 hrs**, (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

- To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2024, together with reports of the Board of Directors and Auditors thereon.**

To consider passing the following resolution as an ordinary resolution:

- "Resolved that the Standalone Audited Financial Statement of the Company for the year ended March 31, 2024 together with the reports of the Board of Directors and the Auditor thereon, as circulated to the members and presented to the meeting be and are hereby adopted.
- Resolved that the Consolidated Audited Financial Statement of the Company for the year ended March 31, 2023 together with the reports of the Auditor thereon, as circulated to the members and presented to the meeting be and are hereby adopted."

- To declare dividend on equity shares.**

To consider passing the following resolution as an ordinary resolution:

"Resolved that a dividend of ₹83.75/- per equity share having face value of ₹10/- each fully paid-up on 87,38,246 equity shares be and is hereby declared out of the profits of the Company for the year ended March 31, 2024, and same to be paid to those shareholders, whose names appear in the Company's register of members as on June 17, 2024."

- To approve re-appointment of Statutory Auditors**

To consider passing the following resolution as an ordinary resolution:

"Resolved that pursuant to Section 139, 141 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W) be and are hereby re-appointed for a second term of five consecutive years as statutory auditors of the Company, to hold office from the conclusion of this thirty seventh Annual General Meeting until the conclusion of the forty second Annual General Meeting on such terms and conditions including remuneration as may be determined by the Board of Directors of the Company and reimbursement of travelling and other out-of-

pocket expenses actually incurred by them in connection with the audit.

Resolved further that the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS

- To ratify remuneration of Cost Auditor for FY 2023-24.**

To consider passing the following resolution as an ordinary resolution:

"Resolved that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹82,500/- (Rupees Eighty two thousand five hundred only), excluding applicable taxes, re-imbursment of travelling and other out-of-pocket expenses incurred, to M/s. STR & Associates, Cost Accountants who were appointed as the Cost Auditors of the Company by the Board of Directors, to conduct audit of the cost records of the Company for the financial year 2023-24 be and is hereby ratified and confirmed.

Resolved further that the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

- To approve the appointment of Mr. Ulf Hinrich Loleit (DIN: 10530995) as a Nominee Director pursuant to Article no. 101 of the Articles of Association of the Company**

To consider passing the following resolution as an ordinary resolution:

"Resolved that pursuant to Article 101 (g) of the Articles of Association of the Company, members be and hereby approve the appointment of Mr. Ulf Hinrich Loleit (DIN: 10530995), nominee of ZF Automotive J. V. US LLC as a Nominee Director of the Company with effect from March 01, 2024.

Resolved further that any of the Directors and Secretary of the Company be and are hereby severally authorized to do such acts, deeds, and things as maybe necessary to give effect to the above resolution."

6. To approve the appointment of Mr. Michael Ebenhoch (DIN: 10557618) as a Nominee Director pursuant to Article no. 101 of the Articles of Association of the Company

severally authorized to do such acts, deeds, and things as maybe necessary to give effect to the above resolution.”

To consider passing the following resolution as an ordinary resolution:

“Resolved that pursuant to Article 101 (g) of the Articles of Association of the Company, members be and hereby approve the appointment of Mr Michael Ebenhoch (DIN: 10557618), nominee of ZF Automotive J. V. US LLC as a Nominee Director of the Company with effect from March 20, 2024.

Resolved further that any of the Directors and Secretary of the Company be and are hereby

(By Order of the Board)
For **ZF Rane Automotive India Private Limited**

Chennai
May 08, 2024

S Senthilnathan
Senior Vice President - Finance,
CFO & Secretary

Notes:

1. The 37th AGM of the Company is being conducted through VC / OAVM Facility, in compliance with General Circular No.09/2023 dated September 25, 2023 read with previous circulars issued by the Ministry of Corporate Affairs ('MCA Circulars') and the provisions of the Act which does not require physical presence of Members at a common venue.. Members may also note that the notice of 37th AGM and the Annual Report 2024 will be available on the Company's website www.ranegroup.com. The deemed venue for the 37th AGM shall be the Registered Office of the Company. The web link for attending the thirty seventh AGM of the Company is meet.google.com/rtd-wrpr-gfh.
2. In terms of Section 102(1) of the Companies Act, 2013 and Secretarial Standard - 2 on General Meetings (SS-2), an explanatory statement setting out the material facts concerning business to be transacted at the AGM is annexed and forms part of this Notice.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf

and the proxy need not be a Member of the Company. **Since this AGM is being held pursuant to MCA circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

5. Corporate members intending to authorise representatives to attend the AGM through VC / OAVM on its behalf and to vote are requested to send to the designated email ID c.siva@ranegroup.com a certified copy of the board resolution authorising their representative.
6. Voting of resolution by Poll: In case, a Poll is ordered by the Chairman on any item during the meeting, the members may vote during the meeting by sending emails to the designated email ID: harish.lakshman@ranegroup.com.
7. Since the AGM is held through VC / OAVM, the route map is not annexed in this notice.

(By Order of the Board)
For **ZF Rane Automotive India Private Limited**

Chennai
May 08, 2024

S Senthilnathan
Senior Vice President - Finance,
CFO & Secretary

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 4

In terms of the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a Cost Auditor to audit the cost records of the Company. Based on the recommendations of the Audit Committee, the Board of Directors of the Company had approved the appointment of M/s. STR & Associates, Cost Accountants as the Cost Auditor of the Company for the financial year 2023-24 on a remuneration of ₹82,500/- (Rupees Eighty two thousand five hundred only) per annum excluding applicable taxes, reimbursement of all out of pocket expenses incurred, if any, in connection with the cost audit. In terms of the said rules, approval of the members is required for ratification of remuneration of the cost auditor.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the resolution. the Board of Directors recommend passing the ordinary resolution as set out at item no.4 of this notice for your approval.

Item No. 5

ZF Automotive J. V. US LLC (ZF), has vide its letter dated October 13, 2023, nominated Mr. Ulf Hinrich Loleit as its nominee on the Board of Directors of the Company pursuant to clause 5.1 of the Joint Venture Agreement and Article 101 of the Articles of Association (AOA). The Board of Directors of your Company appointed Mr. Ulf Hinrich Loleit (nominee of ZF), as a Nominee Director, with effect from March 01, 2024.

Article 101(g)(iii) of the AOA states that the nominee(s) of ZF Automotive J. V. US LLC shall be appointed to the Board and the Shareholders shall approve their appointment.

Mr. Ulf Hinrich Loleit holds a Master's degree in Faculty of Economics. He has been Senior Vice President Finance at ZF LIFETEC since June 2023 and was Head of Corporate Finance at ZF. In more than two decades working for the BASF Group, Ulf Hinrich Loleit has held various management positions in the areas of finance, controlling and corporate treasury.

Mr. Ulf Hinrich Loleit is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has given his consent to act as a Director and has the requisite qualifications and necessary experience. The Board of Directors considers that the appointment of Mr. Ulf

Hinrich Loleit will be beneficial to the Company and recommends approval of his appointment.

Mr. Ulf Hinrich Loleit is interested in the resolution Mr. P Kaniappan and Mr. Michael Ebenhoch being the other Nominee Directors of ZF are be deemed to be interested. None of the other Directors / Key Managerial Personnel.

The Board of Directors recommend passing the ordinary resolution as set out at item no.5 of this notice for your approval.

Item No. 6

ZF Automotive J. V. US LLC (ZF), has vide its letter dated December 08, 2023, nominated Mr. Michael Ebenhoch as its nominee on the Board of Directors of the Company pursuant to clause 5.1 of the Joint Venture Agreement and Article 101 of the Articles of Association (AOA). The Board of Directors of your Company appointed Mr. Michael Ebenhoch (nominee of ZF), as a Nominee Director, with effect from March 20, 2024.

Article 101(g)(iii) of the AOA states that the nominee(s) of ZF Automotive J. V. US LLC shall be appointed to the Board and the Shareholders shall approve their appointment.

Mr. Michael Ebenhoch is a PHD holder and is Senior Vice President of Steering wheel systems of ZF from November 2023. He has over 20 years of experience in ZF's businesses & management.

Mr. Michael Ebenhoch is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has given his consent to act as a Director and has the requisite qualifications and necessary experience. The Board of Directors considers that the appointment of Mr. Michael Ebenhoch will be beneficial to the Company and recommends approval of his appointment.

Mr. Michael Ebenhoch is interested in the resolution. Mr. P Kaniappan and Mr. Ulf Hinrich Loleit being the other Nominee Directors of ZF on the board of the Company, are be deemed to be interested. None of the other Directors / Key Managerial Personnel are interested the said resolution.

The Board of Directors recommend passing the ordinary resolution as set out at item no.6 of this notice for your approval.

(By Order of the Board)
For ZF Rane Automotive India Private Limited

Chennai
May 08, 2024

S Senthilnathan
Senior Vice President - Finance,
CFO & Secretary