

### General information about company

Scrip code	505163
NSE Symbol	
MSEI Symbol	
ISIN	INE116C01012
Name of the entity	ZF Steering Gear (India) Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Quarterly
Date of Report	30-09-2022
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																
Whether the listed entity has a Regular Chairperson										Yes						
Whether Chairperson is related to MD or CEO										Yes						
		Name of the Director	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr	Dinesh Hirachand Munot	Executive Director	Chairperson		08-12-1947	NA		08-11-1986	28-07-2021		2	1	1	0	
2	Mr	Utkarsh Dinesh Munot	Executive Director	Not Applicable	MD	30-12-1980	NA		31-10-2006	19-05-2021		1	0	2	0	
3	Mr	Manish Motwani	Non-Executive - Independent Director	Not Applicable	Shareholder Director	02-10-1967	NA		23-06-1998	01-04-2019		42	1	1	0	
4	Mr	Shridhar S Kalmadi	Non-Executive - Independent Director	Not Applicable		26-11-1947	Yes	20-09-2019	26-05-2009	01-04-2020		30	1	1	0	

5	Mr	Satish A Gundecha	Non-Executive - Independent Director	Not Applicable	Shareholder Director	11-12-1953	NA		15-09-2014	15-09-2019		36	1	1	2	2
6	Mr	Sandeep Nelamangala	Non-Executive - Non Independent Director	Not Applicable		06-04-1971	NA		20-09-2019				2	0	0	0
7	Mr	Adit Madhusudan Rathi	Non-Executive - Independent Director	Not Applicable		10-09-1970	NA		20-09-2019			36	2	2	0	0
8	Mrs	Smita A Lahoti	Non-Executive - Independent Director	Not Applicable		20-01-1980	NA		27-06-2020			27	1	1	1	0

#### Audit Committee Details

Whether the Audit Committee has a Regular Chairperson					Yes	
SR	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks
1	Satish A Gundecha	Non-Executive - Independent Director	Chairperson	29-09-2014		
2	Manish Motwani	Non-Executive - Independent Director	Member	15-01-2019		
3	Utkarsh Munot	Executive Director	Member	01-04-2020		
4	Smita A Lahoti	Non-Executive - Independent Director	Member	01-08-2020		

### Nomination and Remuneration Committee

Whether the Nomination and Remuneration Committee has a Regular Chairperson				Yes		
SR	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks
1	Satish A Gundecha	Non-Executive - Independent Director	Chairperson	15-01-2019		
2	Manish Motwani	Non-Executive - Independent Director	Member	29-09-2014		
3	Smita A Lahoti	Executive - Independent Director	Member	21-04-2022		

### Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson				Yes		
SR	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks
1	Satish A Gundecha	Non-Executive - Independent Director	Chairperson	15-01-2019		
2	Shridhar S Kalmadi	Non-Executive - Independent Director	Member	01-04-2020		
3	Utkarsh Munot	Executive Director	Member	21-04-2022		

### Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson				Yes		
SR	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks
1	Dinesh Hirachand Munot	Executive Director	Chairperson	29-09-2014		
2	Utkarsh Dinesh Munot	Executive Director	Member	29-09-2014		
3	Shridhar S Kalmadi	Non-Executive - Independent Director	Member	15-01-2019		

### Meeting of Board of Directors

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	21-05-2022			Yes	6	4
2	30-07-2022	69		Yes	8	5

### Meeting of Committees

Sr	Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	21-05-2022				Yes	3	2
2	Audit Committee	30-07-2022	69			Yes	4	3
3	Nomination and Remuneration Committee	16-07-2022				Yes	2	2
4	Stakeholders' Relationship Committee	16-07-2022				Yes	3	2

### Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	NA
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

## Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Half-Yearly affirmations**

**Annexure III**

**III. Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

**Signatory Details**

Name of signatory	Satish Mehta
Designation of person	Company Secretary and Compliance Officer
Place	Pune
Date	10-10-2022