

| General information about company | | |
|---|----------------------------------|--|
| Scrip code | 505163 | |
| NSE Symbol | NOTLISTED | |
| MSEI Symbol | NOTLISTED | |
| ISIN | INE116C01012 | |
| Name of the entity | ZF Steering Gear (India) Limited | |
| Date of start of financial year | 01-04-2025 | |
| Date of end of financial year | 31-03-2026 | |
| Reporting Quarter Type | Quarterly | |
| Date of Quarter Ending | 30-06-2025 | |
| Type of company | Equity | |
| Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity? | Yes | |
| Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity? | Yes | |
| Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity? | No | The Company has not acquired shares in any unlisted Company during the Quarter |
| Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity? | Yes | |
| Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity? | Yes | |
| Risk management committee | Not Applicable | |
| Market Capitalisation as per immediate previous Financial Year | Top 2000 listed entities | |
| Is SCORE ID Available ? | Yes | |
| SCORE Registration ID | Z00015 | |
| Reason For No SCORE ID | | |
| Type of Submission | Original | |
| Remarks (website dissemination) | | |
| Remarks for Exchange (not for Website Dissemination) | | |

| Annexure I | | | | | | | | |
|--|-----------------|----------------------|-----|-----|--|-------------------------|-------------------------|---------------|
| Annexure I to be submitted by listed entity on quarterly basis | | | | | | | | |
| 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 | |
| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth |
| 1 | Mr | Dinesh Munot | | | Executive Director | Chairperson | | 08-12-1947 |
| 2 | Mr | Utkarsh Munot | | | Executive Director | Not Applicable | MD | 30-12-1980 |
| 3 | Mr | Shridhar Kalmadi | | | Non-Executive - Independent Director | Not Applicable | | 26-11-1947 |
| 4 | Mrs | Smita Lahoti | | | Non-Executive - Independent Director | Not Applicable | | 20-01-1980 |
| 5 | Mr | Dinesh Bothra | | | Non-Executive - Non Independent Director | Not Applicable | | 01-06-1967 |
| 6 | Mr | Rohit Rathi | | | Non-Executive - Independent Director | Not Applicable | Shareholder Director | 09-08-1974 |
| 7 | Mr | Shrenik Gandhi | | | Non-Executive - Independent Director | Not Applicable | | 09-09-1986 |
| 8 | Mr | Bharat Agarwal | | | Non-Executive - Independent Director | Not Applicable | | 07-08-1981 |

| I. Composition of Board of Directors | | | | | |
|--|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|
| Disqualification of Directors under section 164 of the Companies Act, 2013 | | | | | |
| Sr | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status |
| 1 | No | | | | Active |
| 2 | No | | | | Active |
| 3 | No | | | | Active |
| 4 | No | | | | Active |
| 5 | No | | | | Active |
| 6 | No | | | | Active |
| 7 | No | | | | Active |
| 8 | No | | | | Active |

| I. Composition of Board of Directors | | | | | | | | | | | | | |
|--------------------------------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|----------------------|-----------------------------|-----------------------------|
| Sr | 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 [with reference to proviso to regulation 17A(1) & reg. 17A(2)] | 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) | Reason for Cessation | Notes for not providing PAN | Notes for not providing DIN |
| 1 | NA | | 08-11-1986 | 28-07-2021 | | | 1 | 0 | 1 | 0 | | | |
| 2 | NA | | 31-10-2006 | 19-05-2021 | | | 1 | 0 | 2 | 0 | | | |
| 3 | Yes | 20-09-2019 | 26-05-2009 | 01-04-2020 | 01-04-2025 | 60 | 0 | 0 | 0 | 0 | Tenure Completion | | |
| 4 | NA | | 27-06-2020 | 27-06-2025 | | 60 | 1 | 1 | 1 | 0 | | | |
| 5 | NA | | 03-02-2024 | | | | 1 | 0 | 1 | 0 | | | |
| 6 | NA | | 06-08-2024 | | | 11 | 1 | 1 | 1 | 0 | | | |
| 7 | NA | | 01-04-2025 | | | 3 | 1 | 1 | 2 | 2 | | | |
| 8 | NA | | 01-04-2025 | | | 3 | 1 | 1 | 1 | 0 | | | |

| Audit Committee Details | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | | Shridhar Kalmadi | Non-Executive - Independent Director | Chairperson | 01-04-2024 | 01-04-2025 | |
| 2 | | Shrenik Gandhi | Non-Executive - Independent Director | Chairperson | 01-04-2025 | | |
| 3 | | Smita Lahoti | Non-Executive - Independent Director | Member | 01-08-2020 | | |
| 4 | | Rohit Rathi | Non-Executive - Independent Director | Member | 01-04-2025 | | |
| 5 | | Bharat Agarwal | Non-Executive - Independent Director | Member | 01-04-2025 | | |
| 6 | | Utkarsh Munot | Executive Director | Member | 01-04-2020 | | |

| Nomination and remuneration committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | | Shridhar Kalmadi | Non-Executive - Independent Director | Chairperson | 01-04-2024 | 01-04-2025 | |
| 2 | | Bharat Agarwal | Non-Executive - Independent Director | Chairperson | 01-04-2025 | | |
| 3 | | Smita Lahoti | Non-Executive - Independent Director | Member | 21-04-2022 | | |
| 4 | | Rohit Rathi | Non-Executive - Independent Director | Member | 01-04-2025 | | |
| 5 | | Dinesh Bothra | Non-Executive - Non Independent Director | Member | 15-09-2024 | | |

| Stakeholders Relationship Committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | | Shridhar Kalmadi | Non-Executive - Independent Director | Chairperson | 01-04-2020 | 01-04-2025 | |
| 2 | | Shrenik Gandhi | Non-Executive - Independent Director | Chairperson | 01-04-2025 | | |
| 3 | | Utkarsh Munot | Executive Director | Member | 21-04-2022 | | |
| 4 | | Dinesh Bothra | Non-Executive - Non Independent Director | Member | 15-09-2024 | | |

| Risk Management Committee | | | | | | | |
|---|---------------|------------------------------|----------------------------|----------------------------|------------------------|----------------------|---------|
| Whether the Risk Management Committee has a Regular Chairperson | | | | | | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |

| Corporate Social Responsibility Committee | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | | Dinesh Munot | Executive Director | Chairperson | 29-09-2014 | | |
| 2 | | Utkarsh Munot | Executive Director | Member | 29-09-2014 | | |
| 3 | | Shridhar Kalmadi | Non-Executive - Independent Director | Member | 15-01-2019 | 01-04-2025 | |
| 4 | | Bharat Agarwal | Non-Executive - Independent Director | Member | 01-04-2025 | | |

| Other Committee | | | | | | |
|-----------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

| Annexure 1 | | | | | | | | |
|--|---|--|---|------------------------------|--|---|---|---|
| Annexure 1 | | | | | | | | |
| III. Meeting of Board of Directors | | | | | | | | |
| Disclosure of notes on meeting of board of directors explanatory | | | | | | | | |
| Sr. No. | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
| 1 | 08-02-2025 | | | | Yes | 6 | 6 | 3 |
| 2 | | 17-05-2025 | 97 | | Yes | 7 | 7 | 4 |

Annexure 1

IV. Meeting of Committees

| Disclosure of notes on meeting of committees explanatory | | | | | | | | | | |
|--|---|--|---|-------------------------|-------------------------------|--|--|--|---|--|
| Sr | Name of 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) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
| 1 | Audit Committee | 08-02-2025 | | | | Yes | 3 | 3 | 2 | 0 |
| 2 | Audit Committee | 17-05-2025 | 97 | | | Yes | 5 | 5 | 4 | 0 |
| 3 | Nomination and remuneration committee | 08-02-2025 | | | | Yes | 3 | 3 | 2 | 0 |
| 4 | Corporate Social Responsibility Committee | 08-02-2025 | | | | Yes | 3 | 3 | 1 | 0 |

Annexure 1**V. 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 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities) | 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 |

| Annexure 1 | | |
|-------------------|-------------------|--|
| Sr | Subject | Compliance status |
| 1 | Name of signatory | Mr. Satish Mehta |
| 2 | Designation | Company Secretary and Compliance Officer |

| Details of Cyber security incidence | | |
|--|-------------------|----------------------------|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter | | No |
| Number of cyber security incidence or breaches or loss of data event occurred during the quarter | | |
| Sr. | Date of the event | Brief details of the event |

| Signatory Details | |
|-----------------------|--|
| Name of signatory | Mr. Satish Mehta |
| Designation of person | Company Secretary and Compliance Officer |
| Place | Pune |
| Date | 10-07-2025 |

| Investor Grievance Details | |
|---|---|
| No. of investor complaints pending at the beginning of Quarter | 0 |
| No. of investor complaints received during the Quarter | 1 |
| No. of investor complaints disposed off during the Quarter | 1 |
| No. of investor complaints those remaining unresolved at the end of the Quarter | 0 |

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

| Any Other Information for Disclosure of Imposition of Fine or Penalty | | | | | |
|---|---|--|--|---|--|
| Sr. No. | Name of the authority | Nature and details of the action(s) taken or order(s) passed | Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority | Details of the violation(s)/ contravention(s) committed or alleged to be committed | Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible |
| 1 | Commissioner of Income Tax Appeal - 26, Delhi | We are in process of filing an appeal before Income Tax Appellate Tribunal, Delhi challenging the order passed | 30-06-2025 | Penalty is confirmed under section 271(1)(c) of the Income Tax Act, 1961 of Rs. 7,51,902/- basis of assessment order passed | As we are challenging the order in appeal, there is no impact on financials of the Company. |

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

| Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes | | | | |
|--|--------------------------------|--|---|---|
| Sr. No. | Name of the opposing party | Date of initiation of the litigation / dispute | Status of the litigation / dispute as per last disclosure | Current status of the litigation / dispute |
| 1 | Income Tax Department | 04-08-2006 | Pune Tribunal vide their various orders for the AY 1995-96 to AY 2004-05 restored the matter back to the file of CIT(A) for fresh examination of issue related to claim of deduction u/s 80-IA of the Income Tax Act, 1961. Presently pending before Commissioner of Income Appeal - 28, Delhi | Necessary submission have been filed, now at hearing stage. |
| 2 | Income Tax Department | 29-09-2021 | Appeals have been filed before Commissioner of Income Appeal - 28, Delhi, against the assessment orders passed u/s 153A of the Income Tax Act for the AY 2014-15 to AY 2019-20 and u/s 143(3) of the Income Tax Act for the AY 2020-21. | Necessary submission have been filed, now at hearing stage. |
| 3 | Income Tax Department | 03-11-2017 | Appeal have been filed before Commissioner of Income Appeal - 28, Delhi, against TDS order passed u/s 154 of the Income Tax Act for AY 2013-14 | Necessary submission have been filed, now at hearing stage. |
| 4 | Income Tax Department | 24-02-2023 | The Income Tax Department has challenged the order passed by the Hon'ble Pune Tribunal's order dt. 08.02.2022 for AY 2013-14 before the Hon'ble Bombay High Court | At admission stage |
| 5 | Income Tax Department | 06-06-2023 | Appeal have been filed against the order passed by the Hon'ble Pune Tribunal's order dt. 07.02.2023 for AY 2014-15 before the Hon'ble Bombay High Court | At admission stage |
| 6 | Income Tax Department | 18-06-2024 | Writ Petition have been filed before Hon'ble Bombay High Court, against the notice issued by the Assessing Officer dt. 26.03.2012 u/s 148 of the Income Tax Act read with the reason disposal Order dt. 06.06.2024 and Show Cause Notice dt. 12.06.2024 for the AY 2005-06 | Ad-interim stay has been granted by the Hon'ble Bombay High Court vide order dt. 19.06.2024. Now under admission stage. |
| 7 | Sales Tax Department | 11-12-2020 | Appeal have been filed before Joint Commissioner Appeal, Sales Tax, against the Assessment Order u/s 23 of the Maharashtra Value Added Act, 2002 for the FY 2016-17 | Necessary submission have been filed, now at hearing stage. |
| 8 | Central Excise Department | 09-02-2022 | Appeal has been filed before CESTAT, Mumbai, against the order passed by the Commissioner (Appeals-I), Central Tax, Pune order dt. 29.10.2021 Order-in-Appeal No. PUN-EXCUS-001-APP-81/2021-22 | At admission stage |
| 9 | Goods & Service Tax Department | 18-02-2025 | The Adjudication Order has been passed on 18.02.2025 in respect of Pithampur Plant (GSTN – 23AAACZ0549G1ZJ) for the financial year(s) (FY) from 2017-18 (July 2017 to March 2018) to FY 2021-22. The tax demand raised in SCN of Rs. 42,17,715/- by the Audit Officer is reduced to Rs. 6,19,009/-. The assessee has paid GST demand of Rs. 49,811/- along with interest and penalty out of total demand confirmed at Rs. 6,19,009/-. | On 09.05.2025, We have filed an appeals before the GST Appellate Authority for the FY 2019-20 to FY 2021-22 |
| 10 | Goods & Service Tax Department | 02-05-2025 | The GST Audit is completed in respect of Pithampur Plant (GSTN – 23AAACZ0549G1ZJ) for the financial year (FY) 2022-23. The Department has issued Show Cause Notice on 02.05.2025 in Form GST DRC-01, wherein the GST Department has sought in explanation on GST Input Credit, short / non payment of tax of Rs. 1,03,41,427/- and interest of Rs. 1,35,310/-. | on 23.05.2025, we have filed detailed response before the Adjudication Officer, Pithampur, Madhya Pradesh. Not yet listed for hearing |
| 11 | Goods & Service Tax Department | 17-10-2023 | Appeal has been filed before GST Appellate Authority, Rudrapur, against the order passed u/s 129(3) of the CGST Act on 07.09.2023 for the FY 2023-24 | Not yet listed for hearing |
| 12 | Goods & Service Tax Department | 21-09-2024 | Appeal has been filed before GST Appellate Authority, Madhya Pradesh, against the ORDER-IN-ORIGINAL issued on dated 25.06.2024 under section 73(1) of CGST Act, 2017 read with MPGST Act, 2017 and IGST Act, 2017 for the FY 2019-20 | Not yet listed for hearing |

| | | | | |
|----|---|------------|--|---|
| 13 | ZF Steering Gear (I) Ltd v/s ZF Friedrichshafen AG and others | 30-06-2023 | The Company has filed 2 (two) commercial suits 22/2023 & 23/2023 against ZF Friedrichshafen AG and others, before the Hon'ble District Court, Pune claiming damages of Rs. 200 crore in each suit, for permanent injunction Section under section 142 of the Trade Marks Act, 1999 and for for passing off under section 134 of the Trade Marks Act, 1999 | Presently, the said 2 suits are pending for adjudication before the Hon'ble District Court, Pune. |
| 14 | ZF Friedrichshafen AG and others v/s ZF Steering Gear (I) Ltd | 10-09-2024 | ZF Friedrichshafen AG has filed Commercial IP Suit No. (L): 27382 of 2024 along with Interim Application No. (L): 28099 of 2024 before the Hon'ble Bombay High Court, inter-alia alleges an infringement and passing off, of the trademark/mark "ZF" and/or "ZF India" and a claim of Rs.100 Crores as damages. The case is now listed for hearing of interim application. | Pending at interim application stage |
| 15 | Goods & Service Tax Department | 18-01-2025 | The Deputy Commissioner – Commercial Tax, Vijayapura, Karnataka has passed an order on 18.01.2025 under section 129(3) of the CGST Act and levied GST penalty of Rs. 4,59,608/- for mistake in preparation of E-way bill. There was oversight error in selecting Type of document in E-way bill. To release the consignment, we have paid the said GST penalty amount under Protest Basis. | On 10.04.2025, we have filed an appeal before GST Appellate Authority, against the said order. Not yet listed for hearing |
| 16 | Pune Mathadi, Hamal and Other Manual Workers Board | 16-05-2025 | The Pune Mathadi, Hamal and Other Manual Workers Board has passed the order 16.05.2025 and directed the Company to pay an amount of Rs 57.60 Lakhs to mathadi workers for the period from January 2024 to April 2025. | On 20.06.2025, Writ Petition have been filed before Hon'ble Bombay High Court, against the notice passed the Mathadi Board dt. 16.05.2025. Not yet listed for hearing |