



ZF STEERING GEAR (INDIA) LTD.

Regd. Office & Works :

Gat No. 1242/44, Village Vadu BK., Tal. Shirur, Dist. Pune-412 216 (India)

Tel. : 02137-305100, Fax : 02137-305302

Web : www.zfindia.com, Email Id : enquiry@zfindia.com

Corporate Identity Number (CIN) : L29130PN1981PLC023734



May 21, 2022

BSE Limited

25th Floor, P. J. Towers,
Dalal Street, Fort,
Mumbai- 400 001

Ref: BSE Scrip Code No. 505163

Sub: Annual Secretarial Compliance Report pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the Financial Year ended on March 31, 2022

Dear Sir/ Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, the Annual Secretarial Compliance Report for the Financial Year 2021-22 is enclosed herewith.

You are requested to take the aforesaid report on your records. The report will also be hosted on the Company's website at www.zfindia.com

Thank You,

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

Company Secretary

Secretarial compliance Report of **ZF STEERING GEAR (INDIA) LIMITED** for the year ended on 31st March,2022.

I, I.U. Thakur have examined:

- (a) All the documents and records made available to us and explanation provided by ZF STEERING GEAR (INDIA) LIMITED ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document / filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March,2022 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI (LODR) Regulations, 2015);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable** to the Company during the Audit Period;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable** to the Company during the Audit Period;
- (e) Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable** to the Company during the Audit Period;
- (f) Securities and Exchange Board of India (Issue and listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable** to the Company during the Audit Period;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable** to the Company during the Audit Period;



- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

And circulars / guidelines issued thereunder;

And based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
As referred under Point (c)			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder in so far as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity / its promoters/ directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action Taken	Details of Violations	Details of action Taken e.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing company Secretary, if any.
1.	BSE	There was delay in compliance of Regulation 23(9) of the SEBI (LODR) Regulations 2015 for the half year ended March 2021.	BSE imposed fine on the Company vide BSE Communication of August 20,2021 pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020	The Company has paid necessary fine amounting to Rs 1,35,000 to BSE. The Disclosure of the same was made to the Stock Exchange.



(d) The listed entity has taken the following actions to comply with the observations made in the previous reports:

Sr. No.	Observations of the Practicing company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended March 2021..... (the years are to be mentioned)	Actions taken by the listed entity, if any.	Comments of the Practicing company Secretary on the actions taken by the listed entity
1.	Regulation 17(1): Board of Directors Proviso to Regulation 17(1) specifies that the Board of Directors shall have at least one independent woman director by April 1,2020.	We observed that Mrs. Smita Amol Lahoti (DIN: 08764528) was appointed as Additional woman Independent Director in the Board Meeting dated 27 th June 2020. However, the Regulation specifies that the Board of Directors shall have at least one independent woman director by April 1,2020.	As informed in our Report for March 2021, the Company had already taken the required action, before the issue of that Report, by appointing Mrs. Smita Lahoti as Independent woman Director w.e.f. 27 th June, 2020.	The Company is compliant with the Provision w.e.f. 27 th June, 2020.

Sign:




DATE : 21/05/2022
PLACE : PUNE

I U Thakur
Company Secretary
C. P. Number : 1402
Membership no.: 2298
Peer Review No: 1426/2021
UDIN: F002298D000358797