



September 03, 2022

BSE Ltd.

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Company's Scrip Code: 505163

Dear Sir/ Madam,

Sub: Disclosure under Regulation 30(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- **Summary of Proceedings of 42nd Annual General Meeting of the Company held on Saturday September 03, 2022.**

Members/ Shareholders Present - 53

42nd Annual General Meeting (**AGM**) of the Members of ZF Steering Gear (India) Limited (**'the Company'**) was held on Saturday, September 03, 2022, during 10.35 a.m. through Video Conference (**'VC'**)/ Other Audio Visual Means (**'OAVM'**). The meeting was held in compliance with the General Circular nos. 02/ 2022, 20/ 2020, 14/ 2020, 17/ 2020 and 02/ 2021 issued by the Ministry of Corporate Affairs (**MCA**) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Directors present		
1	Mr. Dinesh Munot	Chairman & Whole-Time Director
2	Mr. Utkarsh Munot	Managing Director
3	Mr. S.A. Gundecha	Non-Executive Independent Director and Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee
4	Mr. Sandeep Nelamangala	Non-Executive, Non-Independent Director
5	Mr. Adit Rathi	Non-Executive Independent Director

In attendance:		
1	Mr. Jinendra Jain	Chief Financial Officer
2	Mr. Satish Mehta	Company Secretary

Representatives

- Representatives of the Statutory Auditors, Mr. Prakash Apte and Mr. Kaustubh Deshpande- Partners, M/s Joshi Apte & Co., Chartered Accountants.
- Mr. I. U. Thakur- Practising Company Secretary, Secretarial Auditor of the Company for the Financial Year 2021-22; and
- Mr. Sohal Thakur – M/s. SIUT & Co., LLP, Company Secretaries, Scrutinizers for remote e-voting and e-voting at this Meeting;
attended the meeting through VC from their respective locations/ were present at the Meeting.

Mr. Dinesh Munot- Chairman, took the Chair and proceedings of the meeting commenced after ascertaining that the requisite quorum was present.

The Chairman welcomed the Members and introduced all the Directors on the Board. He further informed about the inability of Mr. Manish Motwani, Mr. Shridhar Kalmadi and Mrs. Smita Lahoti, Independent Directors, to attend the Meeting due to their pre-commitments.

The Company Secretary briefed the Members regarding the arrangements made for the Meeting. He informed that the Company had enabled the Members to participate in 42nd AGM through the VC facility provided by Central Depository Services Limited (CDSL). It was further informed that the Members were provided with the facility to exercise their rights to vote by electronic means, through remote e-voting and e-voting at the AGM in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Members who had joined the Meeting through VC and who had not cast their votes through remote e-voting were provided the option to vote through e-voting facility made available at the AGM. The Company had appointed M/s. SIUT & Co., LLP, Company Secretaries, as Scrutinizers to supervise the e-voting process and to provide combined voting results of remote e-voting and e-voting at the AGM along with the Scrutinizers' Report.

It was informed that:

- i. the Notice of 42nd AGM along with the Annual Report for FY 2021-2022 had been sent through electronic mode to the Members;
- ii. since there were no qualifications, observations or adverse comments in the (Statutory) Auditors' Report, the said Report of the Auditors was taken as read; and
- iii. the Auditors' Reports and Statutory registers/ documents were available for inspection by the Members.

The Chairman then commenced his speech and gave an overview of the operations and the financial performance of the Company for the Financial Year 2021-2022 and the First Quarter of the current Financial Year. He apprised the Members about incorporation of two new Wholly-Owned Subsidiaries by the Company as an expansion by way of backward integration.

Thereafter, the Chairman invited speaker shareholders, who had registered themselves as speaker, to speak and ask questions. The Chairman requested the Managing Director to address/ reply to the Speaker shareholders' queries. The Managing Director replied to all the queries/ comments in detail.

After the Question/ Answer session, the Chairman concluded his speech by placing on record his appreciation and gratitude for all the stakeholders for having reposed their trust and confidence in the Company. He thanked his colleagues on the Board for their support.

The following items of business as set out in the Notice of 42nd AGM were transacted:

Sr. No.	Resolutions	Type of Resolution
Ordinary Business		
1	Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon;	Ordinary
2	To appoint a Director in place of Mr. Sandeep Nelamangala (DIN: 08264554) who retires by rotation and being eligible, offers himself for reappointment.	Ordinary



ZF STEERING GEAR (INDIA) LTD.

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Corporate Identity Number (CIN) : L29130PN1981PLC023734



The Chairman announced that the e-voting results along with the consolidated Scrutinizers' Report shall be informed to the Stock Exchange and also be placed on the website of the Company within two working days from the conclusion of the Meeting.

The e-voting module was kept open during the AGM and for another 15 minutes after conclusion of the proceedings of the Meeting.

The Chairman thanked all the Members and the Directors for their presence/ participation.

The meeting commenced at 10.35 a.m. (IST) and concluded at 11:44 (IST) (including time allowed for e-voting at AGM).

The Quorum was present throughout the Meeting.

This is for your information and record.

Thank You,
Yours faithfully,
for **ZF Steering Gear (India) Limited**

Company Secretary