

### 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	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities



1	Dinsh Hirach and Munot	Executive Director	Chair person		08-12-1947	NA		08-11-1986	28-07-2016			2	1	1	0
2	Utkarsh Dinesh Munot	Executive Director	Not Applicable	MD	31-12-1980	NA		31-10-2006	19-05-2016			1	0	0	0
3	Manish Mohan Motwani	Non-Executive - Independent Director	Not Applicable	Shareholder Director	02-10-1967	NA		23-06-1998	01-04-2019		12	1	1	1	0
4	Shridhar Shamrao Kalma di	Non-Executive - Independent Director	Not Applicable	Shareholder Director	26-11-1945	Yes	20-09-2019	26-05-2009	01-04-2015		59	1	1	0	0
5	Ajinkya Arun Firodia	Non-Executive - Independent Director	Not Applicable	Shareholder Director	24-10-1979	NA		14-07-2010	01-04-2015		59	2	1	0	0
6	Jitendra Anil Pandit	Non-Executive - Independent Director	Not Applicable	Shareholder Director	20-01-1968	NA		29-01-2013	01-04-2015		59	1	1	2	1

7	Satish Amolkhand Gunde cha	Non-Executive - Independent Director	Not Applicable	Shareholder Director	11-12-1953	NA		15-09-2014	15-09-2019		6	1	1	2	1
8	Eitika Munot	Non-Executive - Non Independent Director	Not Applicable		01-10-1980	NA		15-09-2014	27-08-2018			1	0	1	0
9	Adit Madhusudan Rathi	Non-Executive - Independent Director	Not Applicable	Shareholder Director	10-09-1970	NA		20-09-2019			6	1	1	0	0
10	Sandee p Nelam angala	Non-Executive - Non Independent Director	Not Applicable		06-04-1971	NA		20-09-2019				1	1	0	0

## Annexure 1

### II. Composition of Committees

#### 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
1	00220352	Satish Amolakchand Gundecha	Non-Executive - Independent Director	Chairperson	15-01-2019
2	00394860	Manish Mohan Motwani	Non-Executive - Independent Director	Member	29-09-2014
3	05359478	Jitendra Anil Pandit	Non-Executive - Independent Director	Member	29-09-2014

#### 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
1	00220352	Satish Amolakchand Gundecha	Non-Executive - Independent Director	Chairperson	15-01-2019
2	05359478	Jitendra Anil Pandit	Non-Executive - Independent Director	Member	29-09-2014
3	00394860	Manish Mohan Motwani	Non-Executive - Independent Director	Member	29-09-2014

## 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
1	05359478	Jitendra Anil Pandit	Non-Executive - Independent Director	Chairperson	29-09-2014
2	01396661	Eitika Munot	Non-Executive - Non Independent Director	Member	29-09-2014
3	00220352	Satish Amolakchand Gundecha	Non-Executive - Independent Director	Member	15-01-2019

## 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
1	00049801	Dinsh Hirachand Munot	Executive Director	Chairperson	29-09-2014
2	00049903	Utkarsh Dinesh Munot	Executive Director	Member	29-09-2014
3	01396661	Eitika Munot	Non-Executive - Non Independent Director	Member	10-03-2016
4	00044301	Shridhar Shamrao Kalmadi	Non-Executive - Independent Director	Member	15-01-2019

## Annexure 1

### III. 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*	No. of Independent Directors attending the meeting*
1	15-10-2019		Add Notes	Yes	9	5
2	18-01-2020		Add Notes	Yes	8	4

1	Audit Committee	15-10-2019			<a href="#">Add Notes</a>	Yes		3
2	Audit Committee	18-01-2020	94		<a href="#">Add Notes</a>	Yes		2
3	Corporate Social Responsibility Committee	21-03-2020			<a href="#">Add Notes</a>	Yes		4

## Annexure 1

### IV. Meeting of Committees

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)	Number of Directors present*	No. of Independent Directors attending the meeting*
----	-------------------	--	---	-------------------------	-------------------------------	--	------------------------------	---

1	Audit Committee	15-10-2019			<a href="#">Add Notes</a>	Yes	3	3
2	Audit Committee	18-01-2020	94		<a href="#">Add Notes</a>	Yes	2	2
3	Corporate Social Responsibility Committee	21-03-2020			<a href="#">Add Notes</a>	Yes	4	1



## Annexure 1

### V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

## Annexure II

### III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
Any other information to be provided		<div style="border: 1px solid black; padding: 5px; display: inline-block;">Add Notes</div>

Prev

Next

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	

17	Composition of nomination & remuneration committee	19(1) & (2)	Yes
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
23	Meeting of Risk Management Committee	21(3A)	NA
24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27	Approval for material related party transactions	23(4)	Yes
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	Yes
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes

37	D & O Insurance for Independent Directors	25(10)	NA
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<b>Any other information to be provided</b>			

**Add Notes**

## Annexure 1

### VI. 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

9	Any comments/observations/advice of Board of Directors may be mentioned here:	<a href="#">Add Notes</a>
---	---	---------------------------

Annexure II		
1	Name of signatory	Satish Mehta
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	Satish Mehta
Designation of person	Company Secretary and Compliance Officer
Place	Pune
Date	22-04-2020