



Whistle Blower Policy/ Vigil Mechanism

Adopted by the Board on March 29, 2019 and the policy came into force with effect from April 1, 2019.

ZF STEERING GEAR (INDIA) LIMITED

REGD. OFFICE: GAT NO. 1242/ 44, VILLAGE VADU BUDRUK, TAL. SHIRUR, DIST.

PONE - 412 216, MAHARASHTRA, INDIA

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(Revised) Whistle Blower Policy/ Vigil Mechanism

This "Whistle Blower Policy" of ZF Steering Gear (India) Limited has been adopted by the Board of Directors of ZF Steering Gear (India) Limited in its Meeting held on November 12, 2014 and has been amended by the Board on March 29, 2019, in terms of the provisions of Section 177 of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of the Board & its Powers) Rules, 2014 read with Regulation 22 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, which requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for its Directors and Employees, to report genuine concerns, and to freely communicate their concerns about illegal or unethical practices. The Vigil Mechanism shall provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases.

The purpose of Whistle Blower Policy is to allow the Directors and employees to raise concerns about unacceptable improper practices and/or any unethical practices and/or other genuine concerns being followed in the organization without the employees being necessarily required to inform their superiors and to create awareness amongst employees to report instances of leak of unpublished price sensitive information.

This Policy is intended to check that whenever any unacceptable/ improper practice and/ or any unethical practice and/or any instances of leak of unpublished price sensitive information and/ or any other genuine concern is reported by a Director or an employee, proper action is taken to check such practice/wrongdoing and the concerned Director or employee is protected/ safeguarded against any adverse action and/or any discrimination and/or victimization for such reporting.

All the Directors and employees shall be protected/ safeguarded from any adverse action for reporting any unacceptable/ improper practice and/ or any unethical practice or frauds or violation of any law, rule or regulation and/ or any other genuine concern, so long as the Director employee :-

1. Reports in good faith his/her belief that there is waste of the company's funds;
2. Reports in good faith the violation or suspected violation of a law, rule or regulation;
3. Participates in or gives information in an investigation, hearing, court proceeding, legislative or other inquiry, or other administrative review;
4. Objects or refuses to carry out a directive that the Director or employee believes in good faith may violate a law, rule or regulation.



The Company is forbidden from taking any adverse action against a Director or an employee for exercising the rights as listed above. Examples of adverse action are given below:-

1. Removal of a Director;
2. Discharging the employee;
3. Threatening the Director or the employee;
4. Discriminating against the Director's directorship or employee's employment.

Any Director/ employee who has a genuine complaint or concern about any fraud or violation of any law, rule or regulation or unacceptable/ improper practice and/or any unethical practice may complain about this to the Audit Committee or its Chairperson.

Audit Committee/ Chairperson of the Audit Committee be responsible for the following functions:

1. To receive and record any complaints under this policy.
2. To ensure confidentiality of any "Whistle Blowing" complainant who requests that his/her complaint be treated in confidence.
3. To prepare a report of any whistle blowing complaint and send the report promptly to the Audit Committee Members. A copy of the report shall be simultaneously sent to the Managing Director and/or Executive Director for investigation. The Managing Director / Executive Director, after investigation, shall place a report to the Audit Committee for discussion and decision. The Audit Committee Members shall then discuss the same and take necessary action.
4. The Whistle Blowing Officer shall communicate the Audit Committee's decision to the complainant for his/her information.

Directors/ employees are free to communicate their complaints directly to the Chairman of the Audit Committee, Mr. S.A. Gundecha, Email ID: satish.gundecha@live.in

Place: Pune

Date: March 29, 2019

Chairman