



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



June 18, 2021

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, 2021

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, issued by Mr. I.U. Thakur, Practicing Company Secretary, for the Financial Year 2020-21, 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,2021.

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,2021 ("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;
- (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; **Not applicable** to the Company during the Audit Period;
- (f) Securities and Exchange Board of India (Issue and listing of Debt Securities) Regulations, 2008; **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; **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:

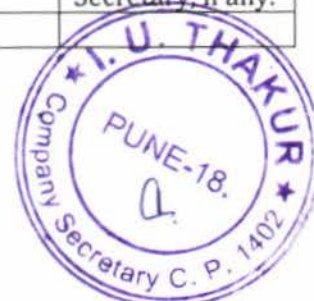
- (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
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.	Mrs. Smita Amol Lahoti (DIN 0008764528) 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 atleast one independent woman director by April 1,2020.	As on the date of issue of report, the Company has complied with the said regulation.

- (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: **Not Applicable**

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.

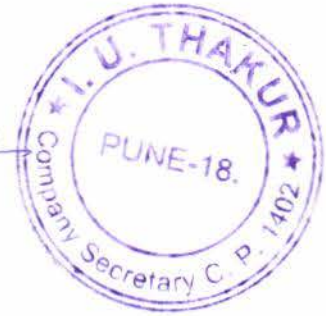


(d) The listed entity has taken the following actions to comply with the observations made in the previous reports:

Sr. No.	Observations of the Practicing company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended..... (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
-	-	-	-	-

DISCLAIMER: Due to the second wave of COVID -19 pandemic and the lockdown restrictions in the State of Maharashtra, physical examination of documents was not possible; we have therefore relied upon the documents provided by the Company in electronic mode for audit purpose.

Sign:



DATE : 18/06/2021
PLACE : PUNE

I U Thakur
Company Secretary
C. P. Number : 1402
Membership no.: 2298
Peer Review No:497/2016
UDIN: F002298C000481491