

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	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																
Whether the listed entity has a Regular Chairperson														Yes		
Whether Chairperson is related to MD or CEO														Yes		
		Name of the Director	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr	Dinesh Hirachand Munot	Executive Director	Chairperson		08-12-1947	NA		08-11-1986	28-07-2021			2	1	1	0
2	Mr	Utkarsh Dinesh Munot	Executive Director	Not Applicable	MD	30-12-1980	NA		31-10-2006	19-05-2021			1	0	1	0
3	Mr	Manish Motwani	Non-Executive - Independent Director	Not Applicable	Shareholder Director	02-10-1967	NA		23-06-1998	01-04-2019		36	1	1	1	0
4	Mr	Shridhar S Kalmadi	Non-Executive - Independent Director	Not Applicable		26-11-1947	Yes	20-09-2019	26-05-2009	01-04-2020		24	1	1	1	0

5	Mr	Satish A Gundecha	Non-Executive - Independent Director	Not Applicable	Shareholder Director	11-12-1953	NA		15-09-2014	15-09-2019		30	1	1	2	2
6	Mrs	Eitika Munot	Non-Executive - Non Independent Director	Not Applicable		01-10-1980	NA		15-09-2014	28-08-2021			1	0	1	0
7	Mr	Sandeep Nelamangala	Non-Executive - Non Independent Director	Not Applicable		06-04-1971	NA		20-09-2019				2	0	0	0
8	Mr	Adit Madhusudan Rathi	Non-Executive - Independent Director	Not Applicable		10-09-1970	NA		20-09-2019			30	2	2	0	0
9	Mrs	Smita A Lahoti	Non-Executive - Independent Director	Not Applicable		20-01-1980	NA		27-06-2020			21	1	1	1	0

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson					Yes	
SR	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks
1	Satish A Gundecha	Non-Executive - Independent Director	Chairperson	29-09-2014		
2	Manish Motwani	Non-Executive - Independent Director	Member	15-01-2019		
3	Utkarsh Dinesh Munot	Executive Director	Member	01-04-2020		
4	Smita A Lahoti	Non-Executive - Independent Director	Member	01-08-2020		

Nomination and Remuneration Committee

Whether the Nomination and Remuneration Committee has a Regular Chairperson					Yes	
SR	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks
1	Satish A Gundecha	Non-Executive - Independent Director	Chairperson	15-01-2019		
2	Manish Motwani	Non-Executive - Independent Director	Member	29-09-2014		
3	Eitika Munot	Non-Executive - Independent Director	Member	01-04-2020		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes	
SR	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks
1	Satish A Gundecha	Non-Executive - Independent Director	Chairperson	15-01-2019		
2	Eitika Munot	Non-Executive - Non Independent Director	Member	29-09-2014		
3	Shridhar S Kalmadi	Non-Executive - Independent Director	Member	01-04-2020		

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes	
SR	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks
1	Dinesh Hirachand Munot	Executive Director	Chairperson	29-09-2014		
2	Utkarsh Dinesh Munot	Executive Director	Member	29-09-2014		
3	Eitika Munot	Non-Executive - Non Independent Director	Member	10-03-2016		
4	Shridhar S Kalmadi	Non-Executive - Independent Director	Member	15-01-2019		

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* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	23-10-2021			Yes		
2	22-01-2022	90		Yes	8	5

Meeting of Committees

Sr	Name of the 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* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	23-10-2021			Yes			Yes
2	Audit Committee	22-01-2022	90		Yes	4	3	Yes

Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	NA
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.zfindia.com
2	Terms and conditions of appointment of independent directors	Yes		www.zfindia.com
3	Composition of various committees of board of directors	Yes		www.zfindia.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.zfindia.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.zfindia.com

6	Criteria of making payments to non-executive directors	Yes		www.zfindia.com
7	Policy on dealing with related party transactions	Yes		www.zfindia.com
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.zfindia.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.zfindia.com
11	email address for grievance redressal and other relevant details	Yes		www.zfindia.com
12	Financial results	Yes		www.zfindia.com

1 3	Shareholding pattern	Yes		www.zfindia.com
1 4	Details of agreements entered into with the media companies and/or their associates	NA		
1 5	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
1 6	New name and the old name of the listed entity	NA		
1 7	Advertisements as per regulation 47 (1)	Yes		www.zfindia.com
1 8	Credit rating or revision in credit rating obtained	Yes		www.zfindia.com
1 9	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		

20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.zfindia.com
21	Materiality Policy as per Regulation 30	Yes		www.zfindia.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.zfindia.com

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 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	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

Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
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)	NA
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)	NA
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)	Yes
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

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

Signatory Details

Name of signatory	Satish Mehta
Designation of person	Company Secretary and Compliance Officer
Place	Pune
Date	15-04-2022

