

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	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Yearly
Date of Report	31-03-2021
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	Dinsh Hirachand Munot	Executive Director	Chairperson		08-12-1947	NA		08-11-1986	28-07-2016		2	1	1	0	
2	Mr	Utkarsh Dinesh Munot	Executive Director	Not Applicable	MD	31-12-1980	NA		31-10-2006	19-05-2016		1	0	0	0	
3	Mr	Manish Mohan Motwani	Non- Executive - Independent Director	Not Applicable	Shareholder Director	02-10-1967	NA	17-07-2019	23-06-1998	01-04-2019		23	1	1	0	
4	Mr	Shridhar Shamrao Kalmadi	Non- Executive - Independent Director	Not Applicable	Shareholder Director	26-11-1945	Yes	20-09-2019	26-05-2009	01-04-2020		12	1	1	0	

5	Mr.	Satish Amolakchand Gundecha	Non- Executive - Independent Director	Not Applicable	Shareholder Director	11-12-1953	NA	17-07-2019	15-09-2014-	15-09-2019		18	1	1	2	2
6	Mrs	Eitika Munot	Non-Executive - Non Independent Director	Not Applicable		01-10-1980	NA		15-09-2014	27-08-2018			1	0	1	0
7	Mr	Sandeep Nelamangala	Non-Executive - Non Independent Director	Not Applicable		06-04-1971	NA		20-09-2019				2	1	0	0
8	Mr	Adit Madhusudan Rathi	Non-Executive - Independent Director	Not Applicable	Shareholder Director	10-09-1970	NA		20-09-2019			18	1	1	0	0
9	Mrs	Smita A Lahoti	Non-Executive - Independent Director	Not Applicable	Shareholder Director	20-01-1978	NA		27-06-2020			9	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 Amolakchand Gundecha	Non-Executive - Independent Director	Chairperson	29-09-2014		
2	Manish Mohan 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		

<i>Stakeholders Relationship Committee</i>						
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 Amolakchand Gundecha	Non-Executive - Independent Director	Chairperson	15-01-2019		
2	Eitika Munot	Non-Executive - Non Independent Director	Member	29-09-2014		
3	Shridhar Shamrao Kalmadi	Non-Executive - Independent Director	Member	01-04-2020		

<i>Risk Management Committee</i>						
Whether the Risk Management Committee has a Regular Chairperson						
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

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	Dinsh 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 Shamrao Kalmadi	Non-Executive - Independent Director	Member	15-01-2019		

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	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	24-10-2020				Yes	9	5
2		30-01-2021	97		Yes	8	5

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	24-10-2020				Yes	3	2

2	Audit Committee	30-01-2021	97			Yes	4	3
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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	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

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 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	Yes

	specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Signatory Details	
Name of signatory	Satish Mehta
Designation of person	Company Secretary and Compliance Officer
Place	Pune
Date	08-04-2021

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. 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
13	Shareholding pattern	Yes		www.zfindia.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	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		
16	New name and the old name of the listed entity	NA		

17	Advertisements as per regulation 47 (1)	Yes	www.zfindia.com
18	Credit rating or revision in credit rating obtained	Yes	www.zfindia.com
19	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

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 here.
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	

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
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	

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
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	

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	

Signatory Details

Name of signatory	Mr. Satish Mehta
Designation of person	Company Secretary and Compliance Officer
Place	Pune
Date	08-04-2021