



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



Quarterly Compliance Report on Corporate Governance

Name of the Company: ZF Steering Gear (India) Ltd.

Quarter ended on : December 31, 2014

Particulars	Clause of Listing Agreement	Compliance status (YES/NO/N.A)	Remarks
1	2	3	4
II. Board of Directors	49 II	Yes	
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49(II B)	Yes	
(C) Non-executive Directors' compensation & disclosures	49(II C)	Yes	
(D) Other Provisions as to Board and Committees	49(II D)	Yes	
(E) Code of Conduct	49 (II E)	Yes	
(F) Whistle Blower Policy	49(II F)	Yes	
III. Audit Committee	49 (III)	Yes	
(A) Qualified & independent Audit Committee	49(III A)	Yes	
(B) Meeting of Audit Committee	49(III B)	Yes	
(C) Powers of Audit Committee	49(III C)	Yes	
(D) Role of Audit Committee	49(III D)	Yes	
(E) Review of Information by Audit Committee	49(III E)	Yes	
IV. Nomination and Remuneration Committee	49(IV)	Yes	
V. Subsidiary Companies	49 (V)	N.A	No subsidiary company
VI. Risk Management	49(VI)	Yes	
VII. Related Party Transactions	49(VII)	Yes	No 'material' Transactions with Related Parties.
VIII. Disclosures	49(VIII)	Yes	
(A) Related Party Transactions	49(VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49(VIII B)	Yes	
(C) Remuneration of Directors	49(VIII C)	Yes	
(D) Management	49(VIII D)	Yes	
(E) Shareholders	49(VIII E)	Yes	
(F) Proceeds from Public issues, Rights issue, Preferential issues, etc.	49(VIII F)	N.A	No IPO, Right issue, Preferential issues offered.
IX. CEO/ CFO Certification	49(IX)	Yes	
X. Report on Corporate Governance	49(X)	Yes	
XI. Compliance	49(XI)	Yes	

