

**ZF STEERING GEAR (INDIA) LTD.**

601-602, "A" Wing, 6th Floor, MCCIA Trade Tower,  
International Convention Center, 403-A, Senapati Bapat Road,  
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Corporate Identity Number (CIN)- L29130PN1981PLC023734 Email Id- satish.mehta@zfindia.com

**Quarterly Compliance Report on Corporate Governance**

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

Quarter ended on : **June 30, 2014**

Particulars	Clause of Listing Agreement	Compliance status (YES/NO/N.A)	Remarks
1	2	3	4
<b>I. Board of Directors</b>	49 I	Yes	
(A) Composition of Board	49 (IA )	Yes	
(B) Non-executive Directors' compensation & disclosures	49(IB )	Yes	
(C) Other Provisions as to Board and Committees	49(IC )	Yes	
(D) Code of Conduct	49 ( ID)	Yes	
<b>II. Audit Committee</b>	49 ( II )	Yes	
(A) Qualified & independent Audit Committee	49(II A)	Yes	
(B) Meeting of Audit Committee	49(II B)	Yes	
(C) Powers of Audit Committee	49(II C)	Yes	
(D) Role of Audit Committee	49(II D)	Yes	
(E) Review of Information by Audit Committee	49(II E)	Yes	
<b>III. Subsidiary Companies</b>	49 ( III )	N.A	No subsidiary company
<b>IV. Disclosures</b>	49(IV )	Yes	
(A) Basis of Related Party Transactions	49(IVA)	Yes	
(B) Disclosure of Accounting Treatment	49(IVB)	Yes	
(C) Board Disclosures – Risk Management	49(IVC)	Yes	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49(IVD)	N.A	No IPO, Right issue, Preferential issues offered.
(E) Remuneration of Directors	49(IVE)	Yes	
(F) Management	49(IV F)	Yes	
(G) Shareholders	49(IVG)	Yes	
<b>V. CEO/ CFO Certification</b>	49( V )	Yes	
<b>VI. Report on Corporate Governance</b>	49(VI )	Yes	
<b>VII. Compliance</b>	49(VII)	Yes	