

General information about company

Scrip code	505163
Name of the entity	ZF STEERING GEAR (INDIA) LIMITED
Date of start of financial year	01-04-2016
Date of end of financial year	31-03-2017
Reporting Quarter	Yearly
Date of Report	31-03-2017
Risk management committee	Not Applicable

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory												
Is there any change in information of board of directors compare to previous quarter					Yes							
Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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	00049801	Executive Director	Chairperson	MD	28-07-2016			2	1	0
2	Mr	Jinendra Hirachand Munot	00049838	Executive Director	Not Applicable		01-04-2013			2	0	0
3	Mr	Utkarsh Dinesh Munot	00049903	Executive Director	Not Applicable	CEO	19-05-2016			1	0	0
4	Mr	Manish Mohan Motwani	00394860	Non-Executive - Independent Director	Not Applicable		01-04-2014		36	1	0	0
5	Mr	Ludwig Rapp	00700693	Non-Executive - Non Independent Director	Not Applicable		28-09-2016	15-03-2017		0	0	0
6	Mr	Madhusudan Laxminarayan Rathi	00084455	Non-Executive - Independent Director	Not Applicable		01-04-2015		24	1	2	0
7	Mr	Shridhar Shamrao Kalmadi	00044301	Non-Executive - Independent Director	Not Applicable		01-04-2015		24	1	0	0
8	Mr	Ajinkya Arun Firodia	00332204	Non-Executive - Independent Director	Not Applicable		01-04-2015		24	2	0	0
9	Mr	Jitendra Anil Pandit	05359478	Non-Executive - Independent Director	Not Applicable		01-04-2015		24	1	1	1
10	Mr	Satish Amolakchand Gundecha	00220352	Non-Executive - Independent Director	Not Applicable		15-09-2014		30	1	0	1
11	Mrs	Eitika Munot	01396661	Non-Executive - Non Independent Director	Not Applicable		15-09-2014			1	1	0
12	Mr	Soumitra Bhattacharya	02783243	Non-Executive - Non Independent Director	Not Applicable		04-11-2015			2	1	0

Annexure 1					
II. Composition of Committees					
Disclosure of notes on composition of committees explanatory					
Is there any change in information of committees compare to previous quarter					No
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee

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 (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)
1		08-11-2016	
2		02-02-2017	85

Annexure 1							
IV. Meeting of Committees							
Disclosure of notes on meeting of committees explanatory							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	02-02-2017	Yes	All Membe	08-11-2016	85	
2	Nomination and remuneration committee	27-03-2017	Yes	All Members were present			
3	Corporate Social Responsibility Committee	20-03-2017	Yes	All Members were present			
4	Other Committee	27-03-2017	Yes	Out of Six , five members were present			Meeting of Independent Directors

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	
Disclosure of notes on related party transactions			
Disclosure of notes of material transaction with related party			

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 100 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	
9	Any comments/observations/advice of Board of Directors may be mentioned here:		

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	New name and the old name of the listed entity	NA		

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)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	NA	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	NA	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	