



ZF STEERING GEAR (INDIA) LTD.

Corporate Office :

A-601/602, ICC Trade Tower, Senapati Bapat Road,
Shivajinagar, Pune-411 016 (India), Tel. : 020 - 6728 9900
Corporate Identity Number (CIN) : L29130PN1981PLC023734



May 24, 2019

BSE Limited
25th Floor, P. J. Towers,
Dalal Street, Fort,
Mumbai- 400 001

Ref: BSE Scrip Code 505163

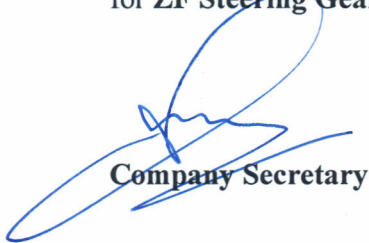
Sub: Submission of Secretarial Compliance Report for the year ended March 31, 2019.

Dear Sir,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, we are attaching herewith the Annual Secretarial Compliance Report of the Company, for the year ended March 31, 2019, issued by Mr I. U. Thakur, Practicing Company Secretaries and Secretarial Auditor of the Company.

Thanking you

Yours faithfully,
for **ZF Steering Gear (India) Ltd.**


Company Secretary



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

Secretarial compliance Report of **ZF STEERING GEAR (INDIA) LIMITED** for the year ended 31st March, 2019.

I, I.U. Thakur have examined:

- (a) All the documents and records made available to us and explanation provided by ZF STEERING GEAR (INDIA) LIMITED ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document / filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2019 ("Review Period") in respect of Compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
Not applicable to the Company during the Audit Period
 - (e) Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014; **Not applicable** to the Company during the Audit Period
 - (f) Securities and Exchange Board of India (Issue and listing of Debt Securities) Regulations, 2008; **Not applicable** to the Company during the Audit Period
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- (e) Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014; **Not applicable** to the Company during the Audit Period
- (f) Securities and Exchange Board of India (Issue and listing of Debt Securities) Regulations, 2008; **Not applicable** to the Company during the Audit Period
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not applicable** to the Company during the Audit Period
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

And circulars / guidelines issued thereunder;

And based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1	-	-	-

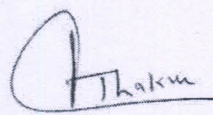
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder in so far as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity / its promoters/ directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder: **Not Applicable**

Sr. No.	Action Taken	Details of Violations	Details of action Taken of e.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing company Secretary, if any.

(d) The listed entity has taken the following actions to comply with the observations made in the previous reports: **Not Applicable**

Sr. No.	Observations of the Practicing company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended..... (the years are to be mentioned)	Actions taken by the listed entity, if any.	Comments of the Practicing company Secretary on the actions taken by the listed entity

Place: Pune
Date: 22/05/2019

Signature: 
I. U Thakur
Practicing Company Secretary
FCS No.2298
C.P. No.1402