

Corporate Governance Report – 30.06.2022

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **ZF Commercial Vehicle Control Systems India Limited**
 2. Quarter ending - **30-Jun-2022**

i. Composition Of Board Of Director

Title (Mr./Ms.)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directors in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	MUTHUSWAMI LAKSHMINARAYAN	00064750	AAXPL6125G	ID, C & NED		25-Oct-2010	01-Apr-2019		39	07-Sep-1946	Yes	14-Aug-2019	7	7	8	4	AC, SC, NRC	
Mr.	MAHESH CHHABRIA	00166049	ADCPM8911H	ID		16-May-2020	16-May-2020		26	19-Apr-1964	NA		5	2	2	1	AC, RC, NRC	
Ms.	LAKSHMI VENU	02702020	ABFPL6832M	ID		19-May-2016	19-May-2021		14	16-Apr-1983	NA		3	1	3	0	AC, NRC	

Mr.	PERIAKARUPPA NADAR KANIAPPAN	02696192	AADPK7915M	ED		17- Jun- 2009	17- Jun- 2019		37	12- Mar- 1960	NA		1	0	1	0	SC, RC	
Mr.	PHILIPPE COLPRON	08344534	ZZZZZ9999Z	NED		29- Jan- 2019			41	24- Jul- 1978	NA		1	0	0	0	RMC	He is the Foreign National, Hence PAN details are not available.
Mr.	CHRISTIAN BRENNEKE	08344547	ZZZZZ9999Z	NED		29- Jan- 2019			41	06- Jun- 1974	NA		1	0	0	0	RMC, NRC	He is the Foreign National, Hence PAN details are not available.
Mr.	ALEXANDER DE BOCK	08745365	ZZZZZ9999Z	NED		25- Sep- 2020			21	23- Nov- 1976	NA		1	0	2	0	AC, SC	He is the Foreign National, Hence PAN details are not available.

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	MAHESH CHHABRIA	ID	Chairperson	22-May-2020	
2	MUTHUSWAMI LAKSHMINARAYAN	ID,C & NED	Member	20-May-2014	
3	LAKSHMI VENU	ID	Member	19-Mar-2020	
4	ALEXANDER DE BOCK	NED	Member	23-Oct-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	MUTHUSWAMI LAKSHMINARAYAN	ID,C & NED	Chairperson	29-Jan-2019	
2	PERIAKARUPPA NADAR KANIAPPAN	ED	Member	17-Jun-2016	
3	ALEXANDER DE BOCK	NED	Member	23-Oct-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	CHRISTIAN BRENNEKE	NED	Chairperson	19-Mar-2020	
2	PHILIPPE COLPRON	NED	Member	19-Mar-2020	
3	PERIAKARUPPA NADAR KANIAPPAN	ED	Member	29-Jan-2019	
4	MAHESH CHHABRIA	ID	Member	28-Jul-2021	
5	R S RAJA GOPAL SASTRY	Member	Member	29-Jan-2019	
6	V RAMANATHAN	Member	Member	29-Jan-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	LAKSHMI VENU	ID	Chairperson	19-Mar-2020	
2	MUTHUSWAMI LAKSHMINARAYAN	ID,C & NED	Member	20-May-2014	
3	MAHESH CHHABRIA	ID	Member	19-May-2022	
4	CHRISTIAN BRENNEKE	NED	Member	19-Mar-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
27-Jan-2022	20-May-2022	Yes	5	2

Company Remarks	
Maximum gap between any two consecutive (in number of days)	112

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	27-Jan-2022		Yes	4	3
Audit Committee		20-May-2022	Yes	3	2
Nomination & Remuneration Committee	27-Jan-2022		Yes	3	2
Nomination & Remuneration Committee		20-May-2022	Yes	3	2
Stakeholders Relationship Committee	27-Jan-2022		Yes	3	1
Stakeholders Relationship Committee		20-May-2022	Yes	3	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	112

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

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**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. 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**
4. 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**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : **Muthulakshmi M**
Designation : **Company Secretary**