



Commercial Vehicle Solutions

ZF Group · ZF Commercial Vehicle Control Systems India Limited, Chennai 600058

Department	Finance
From	Muthulakshmi M
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Email	muthulakshmi.m@zf.com
Date	February 18, 2026

The Manager
Listing Department
BSE Limited, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001

Scrip code: 533023

Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, C-1, Block G
Bandra - Kurla Complex
Bandra (E), Mumbai 400 051

Trading Symbol: ZFCVINDIA

ISIN: INE342J01019

Dear Sirs,

Sub: Regulation 30 - Disclosure of events or information under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Intimation to Stock Exchange dated February 10, 2026 about the Postal Ballot process to seek prior approval of the Shareholders at the Board Meeting held on February 10, 2026.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated February 10, 2026, seeking approval of the members of the Company, by way of remote e-voting process for:

a) Approval of material related party transactions with M/s. ZF CV Systems Global GmbH

Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the Register of Members / Register of Beneficial Owners, as on Friday, February 13, 2026 ("Cut-off Date"), received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

The Company has engaged the services of National Securities Depository Limited (NSDL), as the agency to provide e-voting facility to all its members. The remote e-voting period will commence on, **Thursday, February 19, 2026** (9:00 a.m. IST) and ends on **Friday, March 20, 2026** (5:00 p.m. IST).

ZF Group

The Postal Ballot Notice is also available on the Company's website at [ZF CV India Investor Relations - ZF](#) (ZF CV India Investor Relations).

Request you to take the above information on record and dissemination please.

Yours sincerely,
For ZF Commercial Vehicle Control Systems India Limited

Muthulakshmi M
Company Secretary

ZF Group



ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED

Registered Office: Plot No. 3 (SP), III Main Road, Ambattur Industrial Estate,
Chennai 600 058; CIN: L34103TN2004PLC054667

Website : www.zf.com; Email: cvcs.info.india@zf.com;

Tel.: 044 4224 2000.

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To

The Members

Notice is hereby given that the resolution set out below is proposed to be passed by the members of **ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED** ("the **Company**") by means of Postal Ballot, only by way of voting through electronic means (hereinafter referred to as "remote e-voting" or "e-voting"), pursuant to Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos.14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars including General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with SEBI circulars, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (hereinafter collectively referred to as "the applicable laws", which will include any statutory modifications or re-enactment thereof for the time being in force and/ or as amended from time to time).

In compliance with Regulation 44 of Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder, the MCA Circulars and the SEBI Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, this postal ballot notice and instructions for e-voting is being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions are mentioned



in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached.

The Board of Directors has appointed Mr. G Karthikeyan, Partner, M/s. RSGK & Associates, (Membership No. A19411 / CoP No. 21869), Practising Company Secretaries, Chennai as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has availed the services of National Securities Depository Limited (NSDL) as the agency to provide e-voting facility.

The Ministry of Corporate Affairs through Circulars have permitted companies to conduct postal ballot by sending e-mails to all its shareholders who have registered their email addresses with the Company or depository / depository participants. Consequently, this notice is being sent to members whose names appear in the Register of Members (maintained by the Company through their Registrar and Transfer Agents ("RTA") / Register of Beneficial Owners maintained by the depositories NSDL / CDSL) as **on February 13, 2026 (Friday) ("Cut-off Date")**, who have so registered their e-mail addresses and is not being sent to members who have not done so. Further, the communication of assent / dissent of the members will only take place through the remote e-voting system.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice about casting their vote electronically.

The e-voting period will be from 9:00 a.m. (IST) on February 19, 2026 (Thursday) to 5:00 p.m. (IST) on March 20, 2026 (Friday).

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced **on or before March 24, 2026 (Tuesday)** and will be displayed on the Company's website www.zf.com (ZF CV India Investor Relations) and will also be communicated to the Stock Exchanges and National Securities Depository Limited ("NSDL"). The Company will also display the results of e-voting at its Registered Office.

The last date of e-voting, i.e. March 20, 2026 (Friday), shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.



SPECIAL BUSINESS

Item No.1:

Approval of material related party transactions with M/s. ZF CV Systems Global GmbH

To consider providing your assent or dissent for passing the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc) and Regulation 23(1) & 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("the Act"), if any read with rules made thereunder, other applicable laws/ statutory provisions, if any, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transaction ("RPT Policy") and based on the approval of the Audit Committee and recommendation of the Board of Directors of the Company, prior approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions), including those that may be entered into by its subsidiary (M/s. ZF CV Control Systems Manufacturing India Private Limited), with M/s. ZF CV Systems Global GmbH, a Related Party under regulation 2(1)(zb) of Listing Regulations, for an aggregate value upto Rs. 2,500 crores (Rupees Two Thousand Five Hundred crores only), during the financial year from 1st April 2026 to 31st March 2027 (including material modifications that may arise thereto), either directly or through subsidiary in the nature of purchase and sale of goods / materials including property, plant and equipment, rendering and receiving of services, reimbursements, and other related / incidental transactions, for the business of the Company, in the ordinary course of business of the Company and at arm's length basis."

By Order of the Board of Directors

Hyderabad
February 10, 2026

Sd/-
M Muthulakshmi
Company Secretary

Registered Office:

ZF Commercial Vehicle Control Systems India Limited
Plot No.3, (SP), III Main Road,
Ambattur Industrial Estate,
Chennai - 600 058
CIN: L34103TN2004PLC054667



Notes:

1. A Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations and "RPT Industry Standards" is attached. SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, effective from September 1, 2025 has mandated listed Companies to provide minimum information before the Audit Committee and Shareholders of the Company for approval of Related Party Transactions ("RPT Industry Standards"). The said information is being provided in the statement pursuant to Section 102(1) and other applicable provisions of the Act is attached to this notice of postal ballot.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on February 13, 2026 (Friday) ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.zf.com (ZF CV India Investor Relations), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at <https://www.evoting.nsdl.com>.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) by clicking on <https://www.integratedindia.in/KYC.html> or by giving details of folio number, e-mail address and self-attested copy of PAN card to Integrated Registry Management Services Private Limited at Einward@IntegratedIndia.in , if the shares are held in physical form.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date, should treat this notice for information purpose only.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.



7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, as amended ("SEBI Master Circular for Listing Regulations"), SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
8. The e-voting period commences at 9:00 a.m. (IST) on February 19, 2026 (Thursday) to 5:00 p.m. (IST) on March 20, 2026 (Friday). Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. March 20, 2026 (Friday)

General Information for Members: -

10. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, as amended from time to time, and read with SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, transfer of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions. Shareholders can contact the RTA of the Company for assistance in this regard by email to einward@integratedindia.in.
11. SEBI, vide its circular nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023, read with SEBI Master Circular bearing reference no. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, as amended ("SEBI Master Circular for Registrar to an Issue and Share Transfer Agents") has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access ZF CV India Investor Relations - ZF for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's Registrar and Share Transfer Agent
12. The formats for Nomination and Updation of KYC details in accordance with the SEBI Circular are available on the Company's website at [ZF CV India Investor Relations - ZF](#)



PROCEDURE FOR 'E-VOTING':

1. E-VOTING FACILITY:

i. Pursuant to the provisions of section 108 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, the SEBI Circulars and Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of NSDL as the agency to provide e-voting facility.

ii. **The e-voting facility will be available during the following period:**

Commencement of remote e-voting: From 9:00 a.m. (IST) on February 19, 2026 (Thursday)

End of remote e-voting: till 5:00 p.m. (IST) on March 20, 2026 (Friday).

The facility for voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period and time. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again. Please refer to the attached Notice for instructions regarding remote e-voting.

The results of the Voting by postal ballot will be announced **on or before March 24, 2026 (Tuesday)** at the registered office of the Company and the results will also be displayed at the website of the Company (www.zf.com) (ZF CV India Investor Relations), websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at <https://www.evoting.nsd.com>.

In case of any queries related to e-voting, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available at the download section of www.evoting.nsd.com or call on toll free nos.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in .

In case of any queries related to Postal Ballot Notice, Members may write to cvcs.info.india@zf.com

iii. The manner of voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Shareholders holding shares of the Company in physical mode, and (iv) Shareholders who have not registered their e-mail address, is explained in the instructions given hereinbelow.



INFORMATION AND INSTRUCTIONS RELATING TO 'E-VOTING'

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) **Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.



	<ol style="list-style-type: none">3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of



	<p>the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at



helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 138548 then user ID is 138548001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.



- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password', and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.



4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to karthik.v.ganapathy@gmail.com with a copy marked to evoting@nsdl.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cvcs.info.india@zf.com / Einward@IntegratedIndia.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cvcs.info.india@zf.com / Einward@IntegratedIndia.in
If you are an Individual shareholder holding securities in demat mode, you are requested



to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The following statement sets out all the material facts relating to the special business item mentioned in the accompanying notice dated February 10, 2026, and shall be taken as forming part of the Notice.

Item No.1

ZF CV Systems Global GmbH, Switzerland (formerly WABCO Global GmbH), is a related party as per Section 2 (76) of the Companies Act 2013 and as per regulation 2(1) (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), since it is a fellow subsidiary of the Company (hereinafter referred to as "ZF Global CVS").

ZF Global CVS is the global Head Quarters (HQ) for Commercial Vehicle Solutions (CVS) Business of the ZF Group. Besides being the Principal Manufacturer of new Autonomous, Electric and Connected products (ACE Products), ZF Global CVS also acts as a master distributor for cross-regional sales of existing ZF products. ZF Global CVS is the major overseas customer of the Company.

In terms of Regulation 23(1) of the Listing Regulations read with Schedule XII of Listing Regulations, transaction(s) by the Company with a related party shall be considered "Material", if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the thresholds of 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company which is based on the parameters for the purpose of materiality threshold as stated in the Schedule. Also, as per Regulation 23(4) of Listing Regulations prior approval of the shareholders through ordinary resolution is required, for material related party transactions and subsequent material modifications.

The transactions entered with ZF CV Systems Global GmbH (ZF Global CVS), during the financial year 2024-25 are as set out below:

No.	Nature of transactions	Amount (Rs. in Crores)
1.	Sale of Automotive Components	876.20
2.	Rendering of Services, Business Support service, Research & Development and Software Services	398.13
3.	Purchase of Automotive Components	103.29
4.	Receipt of services - License Fee	1.40
Total		1,379.02



Aggregate of the transactions stated in the above table amounted to 36% of the consolidated turnover of the Company for the financial year ended 31st March 2025.

The shareholders have, vide resolution passed through postal ballot on 22nd March 2025, accorded their prior approval for Material Related Party Transactions with ZF Global CVS upto Rs.2,500 crores, for the current financial year ending 31st March 2026.

The transactions entered for the nine months period ended 31st December 2025 by the Company / its subsidiary (M/s. ZF CV Control Systems Manufacturing India Private Limited) with ZF Global CVS aggregated to Rs. 1,069.61 crores and this works out to 36.17% of the consolidated turnover for the nine months ended 31st December 2025.

All transactions by the Company / its subsidiary with ZF Global CVS are / will be in ordinary course of business and are on arms-length basis.

As the proposed value of related party transactions for the Financial Year ending 31st March 2027 is likely to be material related party transaction, prior approval of the members by way of an ordinary resolution is being sought for the transactions proposed to be entered into with ZF CV Systems Global GmbH pursuant to Regulation 23(4) of the Listing Regulations for the Item No. 1 of the postal ballot notice. Voting by related parties for this ordinary resolution under Item No. 1 will be governed by the applicable provisions of the Listing Regulations. Accordingly, no related party shall vote to approve on the resolution under item no. 1 whether the entity is a related party to the particular transaction or not.

The details as required under Regulation 23 of Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, to provide minimum information before the Audit Committee and Shareholders of the Company for approval of Related Party Transactions ("RPT Industry Standards") are set forth below:-

Part A: Minimum information of the proposed RPT, applicable to all RPTs:-		
S.No	Particulars of the Information	Details
A. Details of the related party and transactions with the related party		
A(1)	Basic details of the Related Party Transaction	
1.	Name of the Related Party	ZF CV Systems Global GmbH
2.	Country of incorporation of the related party	Switzerland
3.	Nature of business of the related party	Commercial trade / R&D development
A(2)	Relationship and ownership of the related party	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party	Fellow Subsidiary



	— including nature of its concern (financial or otherwise) and the following:																
	a) Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil															
	b) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable															
	c) Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil															
A(3) Details of previous transactions with the related party																	
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table border="1"> <thead> <tr> <th>Year</th> <th>Nature of transactions</th> <th>Amount (Rs. in Crores)</th> </tr> </thead> <tbody> <tr> <td rowspan="4">FY 2024-2025</td> <td>Sale of Automotive Components</td> <td>876.20</td> </tr> <tr> <td>Rendering of Services, Business Support service, Research & Development and Software Services</td> <td>398.13</td> </tr> <tr> <td>Purchase of Automotive Components</td> <td>103.29</td> </tr> <tr> <td>Receipt of services - License Fee</td> <td>1.40</td> </tr> <tr> <td colspan="2">Total</td> <td>1,379.02</td> </tr> </tbody> </table>	Year	Nature of transactions	Amount (Rs. in Crores)	FY 2024-2025	Sale of Automotive Components	876.20	Rendering of Services, Business Support service, Research & Development and Software Services	398.13	Purchase of Automotive Components	103.29	Receipt of services - License Fee	1.40	Total		1,379.02
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Total		1,379.02															



2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. 1,069.61 crores, for the 9 months ended upto December 31, 2025. * Prior approval sought through this Notice is for FY 2026-27.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	None
A(4) Amount of the proposed transactions		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 2,500 Crores
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes (Proposed transaction for FY 2026-27 will be material RPT in terms of Regulation 23(1) of the Listing Regulations)
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (FY 24-25)	65.38%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year – FY 2024-25 (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	21.12% (Proposed transactions by the subsidiary with the related party and where the Company will not be a party)
5	Value of the proposed transactions as a percentage of the related party's annual	The value of the proposed transaction is 20.48% of the related party's standalone turnover for the financial year ended 31 st December 2024



	consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.																	
6	Financial performance of the related party for the immediately preceding financial year (Audited figures for financial year ended 31 st December 2024) (Converted to Rs.in Crores)	<p>Details of ZF CV Systems Global GmbH on standalone basis:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (in INR Crores)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>12,205.31</td> </tr> <tr> <td>Profit After Tax</td> <td>63.22</td> </tr> <tr> <td>Net Worth</td> <td>7,905.76</td> </tr> </tbody> </table>	Particulars	Amount (in INR Crores)	Turnover	12,205.31	Profit After Tax	63.22	Net Worth	7,905.76								
Particulars	Amount (in INR Crores)																	
Turnover	12,205.31																	
Profit After Tax	63.22																	
Net Worth	7,905.76																	
A(5) Basic details of the proposed transaction																		
1	Specific type of the proposed transaction	Purchase & sales of goods, property, plant & equipments and Rendering & Receipt of services, in the nature of license fee																
2	Details of each type of the proposed transaction	<table border="1"> <thead> <tr> <th>Nature of transactions</th> <th>Details of each type of the proposed transaction</th> </tr> </thead> <tbody> <tr> <td>Purchase of Goods</td> <td>Air Brake System</td> </tr> <tr> <td>Purchase of property, plant & equipments</td> <td>Plant, Machinery and equipments</td> </tr> <tr> <td>Receipt of services - License Fee</td> <td>Technical Know-how</td> </tr> <tr> <td>Rendering of Services - Research and Development Services</td> <td>Engineering Products developed other than softwares</td> </tr> <tr> <td>Rendering of Services - Software Development</td> <td>Softwares used for automobiles are developed as per the direction of the group</td> </tr> <tr> <td>Rendering of Services - Shared Services (IT)</td> <td>IT Consulting services provided to the entity</td> </tr> <tr> <td>Sale of Goods</td> <td>Air Brake and Door control Systems</td> </tr> </tbody> </table>	Nature of transactions	Details of each type of the proposed transaction	Purchase of Goods	Air Brake System	Purchase of property, plant & equipments	Plant, Machinery and equipments	Receipt of services - License Fee	Technical Know-how	Rendering of Services - Research and Development Services	Engineering Products developed other than softwares	Rendering of Services - Software Development	Softwares used for automobiles are developed as per the direction of the group	Rendering of Services - Shared Services (IT)	IT Consulting services provided to the entity	Sale of Goods	Air Brake and Door control Systems
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Rendering of Services - Shared Services (IT)	IT Consulting services provided to the entity																	
Sale of Goods	Air Brake and Door control Systems																	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Ongoing/Routine Transaction 12 months																



4	Whether omnibus approval is being sought?	Yes	
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 2,500 crores for FY 2026-27	
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Nature of transactions	Justification
		Purchase of Goods	The cost of capacities spread over large global volumes give the listed entity, the benefit of lowest landed cost of these components against developing and procuring from other sources
		Purchase of property, plant & equipments	The margins as determined by robust benchmarking exercise conducted by accounting firms help the entity gain by better absorption of overheads and comparable margins
		Rendering of Services	
		Sale of Goods	
Receipt of services - License Fee	The entity is able to command a significant market share in the sales of braking systems, to Indian commercial vehicle OEM's with the help of technology provided by the Group. The benefit earned is significantly higher than the royalty paid		
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Nil	
	a. Name of the director / KMP	Not Applicable	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable	
8	A copy of the valuation or other external party report, if any, shall	Nil	



	be placed before the Audit Committee.											
9	Other information relevant for decision making.	None										
Part B: Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A												
B(1)	Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances											
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	No bidding or other process was conducted for this purpose.										
2	Basis of determination of price.	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="background-color: #0056b3; color: white;">Nature of transactions</th> <th style="background-color: #0056b3; color: white;">Basis of determination of price.</th> </tr> </thead> <tbody> <tr> <td>Purchase of Goods</td> <td>Cost of Goods plus 5%</td> </tr> <tr> <td>Purchase of property, plant & equipments</td> <td>Cost or Customs Valuation</td> </tr> <tr> <td>Rendering of Services</td> <td>Cost + 16%</td> </tr> <tr> <td>Sale of Goods</td> <td>8.5% margin (Profit/cost)</td> </tr> </tbody> </table>	Nature of transactions	Basis of determination of price.	Purchase of Goods	Cost of Goods plus 5%	Purchase of property, plant & equipments	Cost or Customs Valuation	Rendering of Services	Cost + 16%	Sale of Goods	8.5% margin (Profit/cost)
Nature of transactions	Basis of determination of price.											
Purchase of Goods	Cost of Goods plus 5%											
Purchase of property, plant & equipments	Cost or Customs Valuation											
Rendering of Services	Cost + 16%											
Sale of Goods	8.5% margin (Profit/cost)											
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Nil										
	a. Amount of Trade advance	Nil										
	b. Tenure	Nil										
	c. Whether same is self-liquidating?	Nil										
4	Any other information that may be relevant											
B(7)	Disclosure only in case of transactions relating to payment of royalty											
1	Purpose for which royalty is proposed to be paid to the related party in the current financial year.											
	a. For use of brand name / trademark	-										
	b. For transfer of technology know-how	100%										



		Receipt of services - License Fee	4% on Digital subscription sales
	c. For professional fee, corporate management fee or any other fee	-	
	d. Any other use (specify)	Not Applicable	
2	<p>(a) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction.</p> <p>(b) If No, furnish information below.</p> <p>If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction:</p> <ul style="list-style-type: none"> • Minimum rate of royalty charged along with corresponding absolute amount • Maximum rate of royalty charged along with corresponding absolute amount <p><i>Note: The disclosure shall be made on a gross basis (Cost to the Company), including taxes paid on behalf of the recipient of royalty.</i></p>	<p>No</p> <p>3.5%</p> <p>4%</p>	
3	Sunset Clause for Royalty payment, if any.	Nil	
Part C: Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B			
C(6) Disclosure only in case of transactions relating to payment of royalty			
Not Applicable			
(As per 23(1A) of Listing Regulations prior approval value sought for transaction involving royalty/brand usage with the related party during the financial year 2026-27 does not exceed five percent of audited annual consolidated turnover of the listed entity for FY 2024-25)			

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in this item of business.



The Audit Committee has reviewed the certificate provided by Managing Director and Chief Financial officer as required under the listing regulations and RPT Industry Standards that the proposed transactions as mentioned above and to be entered with the related parties are in the best interest of the Company

As these proposed related party transactions being repetitive in nature, the audit committee has accorded its omnibus approval for Material RPTs and any material modifications thereto. Board recommends this resolution to the members for approval.

The company is confident that shareholders' approval will enable it to provide value to the investors as the agility to improve on top line with minimal lead times will help better utilization of resources and producing good results.

By Order of the Board of Directors

Hyderabad

February 10, 2026

Sd/-
Muthulakshmi M
Company Secretary

Registered Office:

ZF Commercial Vehicle Control Systems India Limited
Plot No.3, (SP), III Main Road,
Ambattur Industrial Estate,
Chennai - 600 058
CIN: L34103TN2004PLC054667