



## Commercial Vehicle Solutions

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

Department Finance  
From C V Kavviya  
Phone +91 044-4224 2000  
Email [cv.kavviya@zf.com](mailto:cv.kavviya@zf.com)  
Date May 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 Sir(s)

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

**Ref: Intimation to Stock Exchange dated May 13, 2026 about the Postal Ballot process to seek prior approval of the Shareholders at the Board Meeting held on May 13, 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 May 13, 2026, seeking approval of the members of the Company, by way of remote e-voting process for:

- 1) Approval for increase in authorised share capital and consequential alteration of the capital clause of the Memorandum of Association of the Company.**
- 2) Approval for consequential alteration of the capital clause of the Articles of Association of the company.**
- 3) Approval for Bonus Issuance (subject to increase in authorised share capital).**

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, May 15, 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.

### ZF Group

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, **Tuesday, May 19, 2026** (9:00 a.m. IST) and ends on **Wednesday, June 17, 2026** (5:00 p.m. IST).

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.

Thanking you,

Yours sincerely,

For ZF Commercial Vehicle Control Systems India Limited

C V Kavviya  
Compliance Officer

**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](http://www.zf.com); Email: [cvcs.info.india@zf.com](mailto: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 15<sup>th</sup> May 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 19<sup>th</sup> May 2026 (Tuesday) to 5:00 p.m. (IST) on 17<sup>th</sup> June 2026 (Wednesday).**

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 19<sup>th</sup> June 2026 (Friday)** and will be displayed on the Company's website [www.zf.com](http://www.zf.com) under "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. 17<sup>th</sup> June 2026 (Wednesday)**, 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 FOR INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENTIAL ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Share Capital and Debentures) Rules, 2014 and other rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Memorandum of Association and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), and subject to such approvals, consents, permissions and sanctions as may be required from any statutory or regulatory authority, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs.10,00,00,000 (Rupees Ten Crores only) divided into 2,00,00,000 (Two Crores) equity shares of Rs.5/- (Rupees Five only) each to Rs.60,00,00,000 (Rupees Sixty Crores only) divided into 12,00,00,000 (Twelve Crores) equity shares of Rs.5/- (Rupees Five only), by creation of an additional 10,00,00,000 (Ten Crores only) equity shares of Rs.5/- (Rupees Five only) each, ranking pari passu in all respects with the existing equity shares of the Company; and consequently, that the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following new Clause V:

*"V. The Authorised Share Capital of the Company is Rs. 60,00,00,000 (Rupees Sixty Crores only) divided into 12,00,00,000 (Twelve Crores) equity shares of Rs.5/- (Rupees Five only) each, the Company having the power, in compliance with applicable laws, to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company."*

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee duly constituted or to be constituted by the Board or any person duly authorised by the Board to exercise the powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution, including (without limitation) (i) filing the requisite e-forms (including Form SH-7 and Form MGT-14) with the Registrar of Companies in accordance with Section 64 of the Act and the rules made thereunder, within the period prescribed therein, together with the altered Memorandum of Association of the



Company; (ii) making the requisite intimations and disclosures to the Stock Exchanges where the securities of the Company are listed, under Regulations 30 and 44 of the Listing Regulations; (iii) settling any question, difficulty or doubt that may arise in regard to giving effect to this resolution; and (iv) delegating all or any of the powers herein conferred upon any Director, Officer, Key Managerial Personnel or representative of the Company.

**Item No.2:**

**APPROVAL FOR CONSEQUENTIAL ALTERATION OF THE CAPITAL CLAUSE OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**RESOLVED THAT** subject to and contingent upon the approval of the Members of the Company being obtained for the increase in the Authorised Share Capital of the Company and the consequential alteration of Clause V of the Memorandum of Association of the Company as set out in the resolution at Item No. 1 of this Notice, and pursuant to the provisions of Sections 5, 14, 15, 117 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Incorporation) Rules, 2014, the Companies (Management and Administration) Rules, 2014 and other rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), and subject to such approvals, consents, permissions and sanctions as may be required from any statutory or regulatory authority, the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company by substituting the existing Article 3 thereof, which sets out the Authorised Share Capital of the Company, with the following new Article 3:

*"3. The Authorised Share Capital of the Company is Rs. 60,00,00,000 (Rupees Sixty Crores only) divided into 12,00,00,000 (Twelve Crores) equity shares of Rs. 5/- (Rupees Five only) each."*

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee duly constituted or to be constituted by the Board or any person duly authorised by the Board to exercise the powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution, including (without limitation) (i) filing of Form MGT-14 with the Registrar of Companies in accordance with Sections 14 and 117 of the Act read with the rules made thereunder, within the period prescribed therein, together with a printed copy of the altered Articles of Association of the Company; (ii) noting the alteration in every copy of the Articles of Association of the Company in compliance with Section 15 of the Act; (iii) making the requisite intimations and disclosures to the Stock Exchanges where the equity shares of the Company are listed, under Regulations 30 and 44



of the Listing Regulations; (iv) settling any question, difficulty or doubt that may arise in regard to giving effect to this resolution; and (v) delegating all or any of the powers herein conferred upon any Director, Officer, Key Managerial Personnel or representative of the Company.

**Item No: 3**

**APPROVAL FOR BONUS ISSUANCE (SUBJECT TO INCREASE IN AUTHORISED SHARE CAPITAL).**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**RESOLVED THAT** subject to and contingent upon the approval of the Members of the Company being obtained for the increase in the Authorised Share Capital of the Company as set out in the resolution at Item No. 1 of this Notice, and pursuant to the provisions of Section 63 read with Section 23 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 and other rules framed thereunder, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (in particular, Chapter XI thereof) (the "ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and other applicable laws, circulars, master directions, guidelines and notifications issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and the Stock Exchanges from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from any appropriate authority, including the Stock Exchanges, SEBI and RBI, and subject to such terms, conditions and modifications, if any, as may be specified while according such approvals, consents, permissions, conditions or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee duly constituted or to be constituted by the Board or any person duly authorised by the Board to exercise the powers conferred on the Board by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board, on the recommendation of the Board, to capitalise a sum of Rs. 47,41,89,600 (Indian Rupees Forty Seven Crores Forty One Lakhs Eighty Nine Thousand and Six Hundred only) out of the Company's free reserves and/or securities premium account, in such combination as the Board may, in its absolute discretion, determine, and to apply such capitalised sum towards payment for the issue and allotment of new fully paid-up bonus equity shares of Rs.5/- (Rupees Five only) each, credited as fully paid-up, to the Members of the Company whose names appear in the Register of Members / list of beneficial owners maintained by the depositories as on the Record Date to be fixed by the Board for this purpose, i.e. **24<sup>th</sup> June 2026 (Wednesday)** in the proportion of 5 (Five) new fully paid-up equity share(s) of Rs.5/- (Rupees Five – Face Value) each for every 1 (one) existing fully paid-up equity share of Rs. 5/- (Rupees Five – Face Value) each held by them on the Record Date.



**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall (i) rank pari passu in all respects with, and shall carry the same rights as, the existing fully paid-up equity shares of the Company; (ii) be entitled to participate in full in any dividend that may be declared by the Company after the date of allotment of such bonus equity shares; (iii) be subject to the terms and conditions contained in the Memorandum of Association and the Articles of Association of the Company; and (iv) be treated, for all purposes, as an increase in the paid-up equity share capital of the Company held by each such Member.

**RESOLVED FURTHER THAT** the bonus equity shares shall be allotted only in dematerialised form in compliance with Regulation 294(6) of the ICDR Regulations, and that, in the case of any Members holding equity shares in physical form on the Record Date, the bonus equity shares shall be credited to a separate demat suspense / unclaimed suspense account in compliance with Regulation 39(4) read with Schedule VI of the Listing Regulations, with such bonus equity shares to be transferred to the respective Members upon receipt of valid demat account details and completion of the requisite KYC formalities.

**RESOLVED FURTHER THAT** the issue and allotment of bonus equity shares to Members who are Non-Resident Indians, Overseas Citizens of India, Foreign Portfolio Investors and other non-resident investors of the Company, shall be subject to the terms and conditions specified under the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and other applicable laws, and the bonus equity shares so allotted shall be subject to the same conditions of repatriability and other terms as are applicable to the equity shares of the Company in respect of which the bonus equity shares have been issued.

**RESOLVED FURTHER THAT** the bonus issue, once announced, shall not be withdrawn, in compliance with Regulation 295(2) of the ICDR Regulations, and shall be implemented within two months from the date of the meeting of the Board of Directors at which the decision to announce the bonus issue (subject to shareholders' approval) was taken, in accordance with the proviso to Regulation 295(1) of the ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all necessary steps for obtaining listing and trading approvals for the bonus equity shares from the Stock Exchanges where the equity shares of the Company are listed, in accordance with the provisions of the Listing Regulations and other applicable laws, rules and guidelines, to determine the Record Date and to make all requisite filings, intimations and disclosures with the Stock Exchanges, SEBI, the depositories, the Registrar of Companies and any other regulatory authority.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable, including (without limitation) deciding on, varying or modifying the terms of issue and allotment, and to settle any question, difficulty or doubt that may arise in this regard, as the Board in its absolute discretion may deem necessary or desirable, and the decision of the Board in that regard



shall be final, conclusive and binding on all concerned, and further, the Board be and is hereby authorised to delegate all or any of the powers herein conferred upon any director, officer, key managerial personnel or representative of the Company.

By Order of the Board of Directors

Sd/-

Lucknow  
May 13, 2026

Paramjit Singh Chadha  
Managing Director  
DIN: 06972549

**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. Explanatory statement pursuant to Section 102 read with Section 110 of the Act and Regulation 36(3) of Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, stating all material facts and reasons for the proposals set out under the Postal Ballot Notice is annexed hereto.
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 15<sup>th</sup> May 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](http://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](http://www.bseindia.com) and [www.nseindia.com](http://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](mailto: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 19<sup>th</sup> May 2026 (Tuesday) and end at 5:00 p.m. (IST) on 17<sup>th</sup> June 2026 (Wednesday). 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. 17<sup>th</sup> June 2026 (Wednesday)
10. Copies of the existing and the proposed provisions of Clause V of the Memorandum of Association and Article 3 of the Articles of Association, together with the certified true copies of the relevant resolutions of the Board of Directors passed at its meeting held on 13 May 2026, will be available for electronic inspection by the Members during business hours on all working days from the date of this Notice up to and including the last date of remote e-voting. Members who wish to inspect the aforesaid documents may write to the Company at [secretarial.cvcsin@zf.com](mailto:secretarial.cvcsin@zf.com) from their registered e-mail address, stating their name, DP/Client ID or Folio No., and valid mobile number, whereupon access credentials/links for e-inspection will be provided.
11. In accordance with Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 and the applicable MCA circulars permitting service of notices for postal ballots by e-mail, the Company will cause to be published an advertisement in (i) an English language daily newspaper with nationwide circulation, and (ii) a vernacular language daily newspaper of the district in which the Registered Office is situated setting out, inter alia, the statement that the Postal Ballot Notice has been sent only by e-mail to those Members whose e-mail addresses are registered with the Company/Depositories, the manner of registering e-mail addresses for receipt of the Notice, the manner of casting votes by remote e-voting, the cut-off date and the e-voting window. The Postal Ballot Notice and the instructions for remote e-voting have been sent electronically to all Members whose e-mail addresses are registered with the Company/Depositories as on the cut-off date; no physical copies of the Notice or postal ballot forms have been dispatched.

General Information for Members: -

12. 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](mailto:einward@integratedindia.in).
13. 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

14. 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. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 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 19<sup>th</sup> May 2026 (Tuesday)

**End of remote e-voting:** Till 5:00 p.m. (IST) on 17<sup>th</sup> June 2026 (Wednesday)

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 19<sup>th</sup> June 2026 (Friday)** at the registered office of the Company and the results will also be displayed at the website of the Company ([www.zf.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at <https://www.evoting.nsdl.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.nsdl.com](http://www.evoting.nsdl.com) or call on toll free nos.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) .

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

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial</b></li></ol>



	<p><b>Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> 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 <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"><li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>5. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> <div data-bbox="694 1456 1197 1758" style="border: 1px solid black; padding: 5px;"><p style="text-align: center;"><b>NSDL Mobile App is available on</b></p><p style="text-align: center;"> <b>App Store</b>     <b>Google Play</b></p><div style="display: flex; justify-content: space-around;"></div></div>
Individual Shareholders holding securities in	<ol style="list-style-type: none"><li>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</li></ol>



<p>demat mode with CDSL</p>	<p>www.cdslindia.com and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <ol style="list-style-type: none"> <li>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 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.</li> <li>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 &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

**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
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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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 139329 then user ID is 139329001***

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](http://www.evoting.nsdl.com)
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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](mailto:karthik.v.ganapathy@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://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](mailto: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](mailto:cvcs.info.india@zf.com) / [Einward@IntegratedIndia.in](mailto: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](mailto:cvcs.info.india@zf.com) / [Einward@IntegratedIndia.in](mailto: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](mailto: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.



## **EXPLANATORY STATEMENT FOR ITEM NOS. 1, 2 AND 3:**

### **INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENTIAL ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION AND ISSUE OF BONUS EQUITY SHARES**

1. The Board of Directors of the Company, at their meeting held on 13<sup>th</sup> May 2026 (Wednesday), subject to the approval of the Members of the Company and such other approvals, consents, permissions and sanctions as may be necessary from any statutory or regulatory authority, has approved and recommended (i) the increase in the Authorised Share Capital of the Company; and (ii) the issue and allotment of bonus equity shares of Rs.5/- each, credited as fully paid-up, to the eligible Members of the Company in the proportion of 5 (Five) new fully paid-up bonus equity share(s) of Rs.5/- (Rupees Five – Face Value) each for every 1 (one) existing fully paid-up equity share of Rs.5/- (Rupees Five – Face Value) each held by them on the Record Date to be fixed by the Board for this purpose, by capitalising a sum of Rs. 47,41,89,600 (Indian Rupees Forty Seven Crores Forty One Lakhs Eighty Nine Thousand and Six Hundred only) out of the General Reserve and/or the Securities Premium Account and/or the Surplus in the Statement of Profit and Loss / Free Reserves of the Company, as may be considered appropriate.
2. The Authorised Share Capital of the Company, as on the date of this Notice, Rs. 10,00,00,000 (Rupees Ten Crores only) divided into 2,00,00,000 equity shares of Rs.5/- (Rupees Five only) each. The issued, subscribed and paid-up equity share capital of the Company, as on the date of this Notice, is Rs.9,48,37,920 (Rupees Nine crores Forty Eight lakhs Thirty Seven thousand Nine hundred Twenty only) divided into 1,89,67,584 equity shares of Rs.5/- each.
3. **Rationale for the increase in Authorised Share Capital**
  - 3.1. In order to facilitate the proposed issue of bonus equity shares as set out in Item No. 3 of this Notice, and to meet the future capital requirements of the Company, including any further issue of share capital that may be required from time to time for the purposes of the business of the Company, it is proposed to increase the Authorised Share Capital of the Company to *Rs. 60,00,00,000 (Rupees Sixty Crores only)*, by creation of an additional 10,00,00,000 (Ten Crores) equity shares of Rs. 5/- each amounting to *Rs. 50,00,00,000 (Rupees Fifty Crores only)*. The increase in the Authorised Share Capital, as aforesaid, will require a consequential alteration to the existing Clause V of the Memorandum of Association of the Company. The proposed alteration is set out in the resolution at Item No. 1 of this Notice.



#### 4. **Consequential alteration of the Articles of Association**

- 4.1. The Articles of Association of the Company contain, at Article 3, a reference to the Authorised Share Capital of the Company, distinct from and in addition to Clause V of the Memorandum of Association. Accordingly, the proposed increase in the Authorised Share Capital of the Company will necessitate, in addition to the alteration of Clause V of the Memorandum of Association referred to in Item No. 1 of this Notice, a consequential alteration to the existing Article 3 of the Articles of Association so as to reflect the enhanced Authorised Share Capital. The proposed altered Article 3 is set out in full in the resolution at Item No. 2 of this Notice.
- 4.2. In terms of Section 14 of the Act, any alteration of the Articles of Association of a company requires the approval of its members by way of a Special Resolution. Accordingly, the resolution at Item No. 2 of this Notice is proposed to be passed as a Special Resolution.
- 4.3. The resolution at Item No. 2 of this Notice (alteration of the Articles of Association) is contingent upon the approval of the resolution at Item No. 1 of this Notice (increase in the Authorised Share Capital and consequential alteration of the Capital Clause of the Memorandum of Association) by the Members. In the event the resolution at Item No. 1 is not approved by the Members, the resolution at Item No. 2 shall not take effect.

#### 5. **Rationale and benefits of the bonus issue**

- 5.1. The Board considers that, in view of the consistent financial performance of the Company over recent years and the substantial reserves accumulated, it is appropriate to capitalise a part of such reserves and to issue fully paid-up bonus equity shares to the Members of the Company. The proposed bonus issue is expected to (i) bring the issued and paid-up share capital of the Company in closer alignment with its enlarged capital base; (ii) increase the liquidity of the equity shares of the Company in the secondary market; (iii) enhance Member confidence and reward existing Members for their continued support; and (iv) signal confidence in the long-term prospects of the Company.
- 5.2. The bonus equity shares are proposed to be issued by capitalising a sum of Rs. 47,41,89,600 (Indian Rupees Forty Seven Crores Forty One Lakhs Eighty Nine Thousand and Six Hundred only) standing to the credit of the General Reserve and/or the Securities Premium Account and/or the Surplus in the Statement of Profit and Loss / Free Reserves of the Company, in such combination as the Board may, in its absolute discretion, determine. The bonus issue will not be made by capitalising reserves created by the revaluation of fixed assets or by capitalising any unrealised gains, in compliance



with Section 63(1) of the Companies Act, 2013 and Regulation 294(3) of the ICDR Regulations.

6. **Compliance with eligibility conditions**

6.1. The Board confirms that:

- (i) the Company is authorised by Article 175 of its Articles of Association to capitalise its profits or reserves and to issue fully paid-up bonus shares, in compliance with Section 63(2)(a) of the Act and Regulation 293(a) of the ICDR Regulations;
- (ii) the Company has not defaulted in the payment of interest or principal in respect of fixed deposits, debt securities or any loans availed from any bank or financial institution, in compliance with Section 63(2)(c) of the Act and Regulation 293(b) of the ICDR Regulations;
- (iii) the Company has not defaulted in respect of the payment of statutory dues of its employees, including contributions to provident fund, gratuity and bonus, in compliance with Section 63(2)(d) of the Act and Regulation 293(c) of the ICDR Regulations;
- (iv) no partly paid-up shares are outstanding as on the date of this Notice, in compliance with Section 63(2)(e) of the Act and Regulation 293(d) of the ICDR Regulations;
- (v) none of the promoters or directors of the Company has been declared a fugitive economic offender under the Fugitive Economic Offenders Act, 2018, in compliance with Regulation 293(e) of the ICDR Regulations;
- (vi) all securities issued by the Company prior to the date of issuance of bonus shares (excluding options granted to employees pursuant to an employee stock option scheme and convertible securities) have received approval from the Stock Exchanges for listing and trading, in compliance with Regulation 293(aa) of the ICDR Regulations;
- (vii) as on the date of this Notice, there are no outstanding compulsorily convertible debt instruments, optionally convertible instruments or warrants requiring reservation of equity shares under Regulation 294(1) of the ICDR Regulations;
- (viii) the bonus equity shares shall be allotted only in dematerialised form, in compliance with Regulation 294(6) of the ICDR Regulations; and



- (ix) the bonus equity shares shall not be issued in lieu of any dividend, in compliance with Section 63(3) of the Act and Regulation 294(4) of the ICDR Regulations.
7. The Company is duly authorised by its Articles of Association to issue fully paid-up bonus equity shares, as contemplated under Section 63(2)(a) of the Act and Regulation 293(a) of the ICDR Regulations. Article 175(a) of the Articles of Association empowers the Company to capitalise the sums standing to the credit of its reserves and to apply such capitalised sums towards paying up in full unissued shares to be issued and allotted to the Members of the Company as fully paid bonus shares, further the proviso to Article 175(a), in conformity with Section 52(2)(a) and Section 55(4) of the Act, records that amounts standing to the credit of the Securities Premium Account and the Capital Redemption Reserve Account may be applied only for the purpose of paying up unissued shares to be issued to the Members as fully paid bonus shares. Accordingly, the Board confirms that the proposed issue of bonus equity shares is duly authorised by the Articles of Association of the Company and is in compliance with Section 63(2)(a) of the Act and Regulation 293(a) of the ICDR Regulations.
8. **Implementation timeline**
- 8.1. In compliance with the proviso to Regulation 295(1) of the ICDR Regulations, the bonus issue will be implemented within two months from the date of the meeting of the Board of Directors at which the decision to announce the bonus issue (subject to shareholders' approval) was taken, that is, by 13<sup>th</sup> July 2026 (Monday). In accordance with Regulation 295(2) of the ICDR Regulations, the bonus issue, once announced, shall not be withdrawn.
- 8.2. The record date for the issuance of the bonus equity shares is 24<sup>th</sup> June 2026 (Wednesday). Accordingly, pursuant to SEBI circular (CIR/CFD/PoD/2024/122), the deemed date of allotment is 25<sup>th</sup> June 2026 (Thursday), and shares allotted pursuant to the bonus issue shall be made available for trading on 29<sup>th</sup> June 2026 (Monday).
9. The Company does not have any outstanding employee stock options as on the date of this Notice and accordingly, no such adjustment is required.
10. **Approval Requirements**
- 10.1. The increase in the Authorised Share Capital and the consequential alteration of Clause V of the Memorandum of Association of the Company requires the approval of the Members by way of an Ordinary Resolution under Section 61(1)(a) of the Act read



with Section 13 thereof. The issue of bonus equity shares by way of capitalisation of the sums standing to the credit of the General Reserve, the Securities Premium Account and/or the Surplus in the Statement of Profit and Loss / Free Reserves of the Company requires the approval of the Members by way of an Ordinary Resolution under Section 63(2) of the Act read with the ICDR Regulations.

- 10.2. The consequential alteration of Article 3 of the Articles of Association of the Company requires the approval of the Members by way of a Special Resolution under Section 14 of the Act.
- 10.3. The resolution at Item No. 3 (Issue of Bonus equity shares) is contingent upon the approval of the resolutions at both Item No. 1 (increase in the Authorised Share Capital and consequential alteration of the Capital Clause of the Memorandum of Association) and Item No. 2 (consequential alteration of the Capital Article of the Articles of Association) by the Members. In the event either of the resolutions at Item No. 1 or Item No. 2 is not approved, the resolution at Item No. 3 shall not take effect.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are , in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their respective shareholding in the Company, if any.

The Board of Directors recommends the Ordinary Resolutions at Item Nos. 1 and 3 and the Special Resolution at Item No. 2 of this Notice for approval by the Members of the Company.

By Order of the Board of Directors

Sd/-

Lucknow

May 13, 2026

Paramjit Singh Chadha  
Managing Director  
DIN: 06972549

Registered Office:

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