



Commercial Vehicle Solutions

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

Department Finance
From Muthulakshmi M
Phone +91 044-4224 2000
Email muthulakshmi.m@zf.com
Date November 18, 2025

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 November 4, 2025 about the Postal Ballot process to seek approval of the Shareholders (Outcome of Board Meeting)

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 November 4, 2025, seeking approval of the members of the Company, by way of remote e-voting process for:

1. Appointment of Mr. Ivan Brajdic (DIN: 11347495) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

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, November 14, 2025 ("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, **Wednesday, November 19, 2025 (9:00 a.m. IST)** and ends on **Thursday, December 18, 2025 (5:00 p.m. IST)**.

The Postal Ballot Notice is also available on the Company's website at

[ZF CV India Investor Relations - ZF](#)

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 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

e- VOTING STARTS ON	e- VOTING ENDS ON
Wednesday, November 19, 2025 at 09.00 A.M. (IST)	Thursday, December 18, 2025 at 05.00 P.M. (IST)

(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 resolutions set out below are 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 the latest 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 along with the statement setting out the material facts 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 November 14, 2025 (**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 November 19, 2025 (Wednesday) to 5:00 p.m. (IST) on December 18, 2025 (Thursday). The remote e-voting will be disabled by NSDL thereafter.

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 December 22, 2025 (Monday)** 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. December 18, 2025, 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:

Appointment of Mr. Ivan Brajdic (DIN: 11347495) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

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

“RESOLVED THAT pursuant to provisions of Sections 149, 152, 160 and all other applicable provisions, of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Ivan Brajdic (DIN: 11347495), who was appointed as an Additional Director (Non-executive and Non-independent) by the Board of Directors with effect from November 5, 2025, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive and Non-independent Director of the Company, liable to retire by rotation, to hold office with effect from the date of passing of this resolution viz. December 18, 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Pune
November 4, 2025

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 is attached.
2. Brief profile and other requisite details about the appointment of director, remuneration and other terms of appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, is annexed hereto and forms part of this notice.
3. 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 November 14, 2025 (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.
4. 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>.
5. 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/EmailUpdation.aspx> 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.
6. 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.
7. 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.
8. 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. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended ("SEBI Master Circular"), 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.

9. The e-voting period commences at 9:00 a.m. (IST) on November 19, 2025 (Wednesday) and ends at 5:00 p.m. (IST) on December 18, 2025 (Thursday). Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
10. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. December 18, 2025 (Thursday)

General Information for Members: -

11. 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 inward@integratedindia.in.
12. SEBI, vide its Master Circular for Registrars to an Issue and Share Transfer Agents dated June 23, 2025 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.
13. 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 09:00 a.m. (IST) on November 19, 2025 (Wednesday)

End of remote e-voting: At 05:00 p.m. (IST) on December 18, 2025 (Thursday)

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 December 22, 2025 (Monday)** 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.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 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

- i. 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"><li data-bbox="508 646 1370 1018">1. For OTP based login you can click on https://eservices.nsdl.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.<li data-bbox="508 1050 1370 1459">2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.<li data-bbox="508 1470 1370 1606">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.jsp<li data-bbox="508 1617 1370 1911">4. 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



	<p>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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></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 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.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 abovementioned 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 137627 then user ID is 137627001***

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 Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 November 4, 2025, and shall be taken as forming part of the Notice.

Item No.1

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on November 4, 2025, has appointed Mr. Ivan Brajdic (DIN: 11347495) as an Additional Director (Non-executive Non-Independent Director) with effect from November 5, 2025. The said appointment is pursuant to Section 161 of the Companies Act 2013 ("the Act") and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force), if any, of the Act read with the Articles of Association of the Company. As per provisions of Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval of the shareholders for his appointment is required to be obtained at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received the following disclosures / declaration / details / confirmations from Mr. Ivan Brajdic:

- a) Consent to act as a director of the company in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules').
- b) Notice of interest in Form MBP-1 disclosing concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals.
- c) Intimation in Form DIR-8 confirming that he is not disqualified for appointment as a director of the company under sub-section (2) of Section 164 of the Act.
- d) Details of Committee Memberships/Chairmanships in other Companies.
- e) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority

The Company has also received a Notice from a Member under Section 160 of the Act, 2013, proposing the candidature of Mr. Ivan Brajdic, for the office of Director of the Company. All material documents referred to in the Notice and statement of material facts will be available for inspection without any fee for the members at the Company's registered office during normal business hours on working days upto the last date of the remote e-voting.



Additional details as required, pursuant to the provisions of Listing Regulations and the Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided below.

Except Mr. Ivan Brajdic, none of the Directors or any Key Managerial Personnel or their relatives is, in anyway, concerned or interested, financially or otherwise in the above resolution as set out in item no.1 of this notice.

The Board recommends passing the resolution as set out at Item No.1 as an **ordinary resolution**.

ADDITIONAL information on Director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards issue by ICSI:-

Mr. Ivan Brajdic	
Age	50
Director Identification Number (DIN)	11347495
Brief resume including qualification, experience and expertise in specific functional areas	Mr. Ivan Brajdic studied Mechanical Engineering at the University of Stuttgart, Germany. Mr. Ivan has 25 years of experience with high - tech products and R & D which includes 15 years in global leadership position. Currently, Mr. Ivan is holding the position of Senior Vice President – Research & Development (R&D) in ZF Group – CVS Division. Prior to his current role, he held various leadership positions within the Group, since 2015 onwards. Prior to joining WABCO (now ZF), he was holding various positions such as, Head of Business & Engg. Driveline & Transmission Systems at Ricardo GmbH (2014), development of driveline systems at Mercedes-AMG GmbH (2005 - 2013) and Head of Function Group Transmission Development for Passenger Cars at Daimler Chrysler AG (2000 – 2005).
Inter-se relationships with directors and key managerial personnel	None
Key terms and conditions of appointment	As per the resolution set out at Item No.1 of this Notice read with statement pursuant to Section 102 of the Act.
Date of first appointment on Board	November 5, 2025
Details of remuneration last drawn (FY 2024-25)	Not applicable
Number of Meetings of the Board attended during the year	Not Applicable, No Meetings held after his appointment.
Remuneration proposed to be paid	Not applicable. Sitting fee is not payable, since waived



Shareholding in the Company including shareholding as a beneficial owner as on date of the Notice	Nil
Directorships in other Companies (including Listed entities in which the person also holds the directorship)	None
Membership/Chairmanship of Committees in other Companies	None
Listed entities from which the Director has resigned in the past three years	None
Skills and capabilities required for the role and the manner in which he meets such requirements	Not applicable

By Order of the Board of Directors

Pune
November 4, 2025

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