



Commercial Vehicle Solutions

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

Department Finance
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Date December 19, 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: Submission of Proceedings of the 10th Postal Ballot.

Ref: In continuation to our letter dated 19.12.2025 informing about the Voting Results of the 10th Postal Ballot.

We hereby attach the proceedings of the 10th Postal Ballot conducted in accordance with the Postal Ballot Notice, and the results declared on 19th December 2025 (today).

This is for your information, record and necessary dissemination to all the stakeholders.

Yours sincerely,

For ZF Commercial Vehicle Control Systems India Limited

Muthulakshmi M
Company Secretary

**PROCEEDINGS OF POSTAL BALLOT HELD THROUGH REMOTE E-VOTING
CONCLUDED ON 18th DECEMBER 2025**

The Board of Directors at their meeting held on 4th November 2025 had approved the proposal to conduct the postal ballot ("Postal Ballot") by remote e-voting process, ("e-voting") pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the 'Act'), read with rule 20 and 22 of the 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", to seek approval of the Members for the following resolutions as set out below and appointed Mr. G Karthikeyan, Partner, M/s. RSGK & Associates, (Membership No. A19411 / CoP No. 21869), as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner.

- i. Appointment of Mr. Ivan Brajdic (DIN: 11347495) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.
- a) The Company had engaged the services of National Securities Depository Limited (NSDL), as the agency to provide the e-voting platform for the remote e-voting process. NSDL allotted **E-voting Event Number (EVEN) 137627** for the Company's **10th Postal Ballot**.
- b) The Board of the Company had fixed **14th November 2025** as the **cut-off date** for determining the members who were eligible to vote through remote e-voting and the number of votes each of them could exercise.
- c) Integrated Registry Management Services Private Limited, the Company's Share Transfer Agent (RTA), provided the details of the members who held equity shares of the Company on the cut-off date and accordingly were eligible to participate in the postal ballot.
- d) The Company's paid-up equity share capital **as on the cut-off date** consisting of **1,89,67,584 equity shares** of Rs 5/- each, which was held by **34454 members** included the following on which **voting rights were frozen as per Regulation 39 read with Schedule VI of LODR**:
 - **442 equity shares** in ZF Commercial Vehicle Control Systems India Limited **Unclaimed Suspense Account**; and
 - **53,031 equity shares** transferred under section 124(6) of the Act and lying in the demat account of Investor Education and Protection Fund Authority, Ministry of Corporate Affairs (**IEPF**).

- e) Notice of the 10th Postal Ballot ("the Notice") was sent/filed **on 18th November 2025, to/with various persons/entities and in the manner set out below:**
- **Through e-mail** (sent by NSDL) to **32,418 members** whose e-mail address were registered with the Company/Depositories, out of the total of 34,454 members (including shares lying in the ZF Commercial Vehicle Control Systems India Limited Unclaimed Suspense Account and IEPF) as on 18th November 2025. Physical postal ballot forms were not dispatched to the members in view of the relaxation granted by the Ministry of Corporate Affairs vide various circulars as set out in the Notice. The Company has placed the Notice of Postal Ballot on its website.
 - **Filed online** with the **NSE and BSE** in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**LODR**).
 - **Through email** to the **Directors, Auditors and Secretarial Auditors** of the Company.
- f) The Notice and prescribed particulars about the remote e-voting process were duly **advertised on 19th November 2025** in Business Standard (in English) and Makkal Kural (in Tamil).
- g) The remote e-voting commenced at **9.00 A.M. on 19th November, 2025 and ended at 5:00 P.M. on 18th December, 2025.**

The Scrutinizer further informed that:

- a) the votes cast through **remote e-voting** were unblocked in the presence of two witnesses not in the employment of the Company and the remote e-voting report was obtained from the e-voting website of NSDL.
- b) The votes cast through remote e-voting were validated with the list of members and their holding as on the cut-off date. **No voting rights were exercised in respect of** any of the **442** equity shares lying in ZF Commercial Vehicle Control Systems India Limited Unclaimed Suspense Account in terms of LODR as well as **53,031** equity shares held by IEPF in terms of the Companies Act 2013.
- c) Particulars of the votes cast through remote e-voting had been recorded in a separate register maintained in electronic form.
- d) A total of 387 members participated in the remote e-voting process and all the votes were considered as valid.

At this stage, the scrutinizer submitted his report dated 22nd December 2025 to the Managing Director of the Company.

The Managing Director pursued the report and announced that the Ordinary resolution as set out in Item No.1 have been passed with requisite majority on 22nd December 2025.

The details of the resolution passed, and the votes cast as detailed in the Scrutinizer's report for the same are as set out below:

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.

Result of Voting

Total valid ballots/votes		Valid ballots/ votes in favour of the resolution			Valid ballots/ votes against the resolution		
<i>Ballots</i>	<i>Votes cast</i>	<i>Ballots</i>	<i>Votes cast</i>	<i>% of votes</i>	<i>Ballots</i>	<i>Votes cast</i>	<i>% of votes</i>
387	1,72,24,926	366	1,72,14,916	99.94%	21	10,010	0.06%

Resolution passed:

"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."

Mr. Paramjit Singh Chadha, Managing Director declared the meeting as concluded and directed the Company Secretary to take necessary steps for disseminating the Postal Ballot results to the Stock Exchanges and other stakeholders.

MANAGING DIRECTOR

19th December 2025