



Commercial Vehicle Solutions

Department Finance
From Muthulakshmi M
Phone +91 044-4224 2000
Email muthulakshmi.m@zf.com
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ZF Group - ZF Commercial Vehicle Control Systems India Limited, Chennai 600058

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: Proceedings of the 21st Annual General Meeting (AGM) of the members of ZF Commercial Vehicle Control Systems India Limited held on 20th August 2025 which commenced at 15:00 hrs. (IST) and concluded at 16.18 hrs. (IST).

As per the notice dated 15th May 2025, the 21st AGM of the Company was held on Wednesday, 20th August 2025 at 15:00 hrs. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) in this connection.

Mr. Akash Passey, Chairman of the Company presided over the meeting and welcomed the members. A total of 42 members attended the AGM including the Director's holding shares, shareholders registered and attended as speakers and authorised representative of Holding Company i.e. Promoter (WABCO Asia Private Limited, as per the details provided by the National Securities Depository Limited (NSDL), who provided the web-based platform for remote e-voting and for conducting the AGM through VC/OAVM. The requisite quorum being present the Chairman called the meeting to order. All the Directors (Except Dr Christian Brenneke), Statutory Auditors, Secretarial Auditors (for FY 2024-25), proposed Secretarial Auditors (from FY 2025-26 onwards) and Scrutiniser for the AGM were present at the AGM through VC/OAVM.

The Chairman introduced the Board Members, Chairman of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee, Chief Financial Officer and Company Secretary to the members and recognized the presence of Statutory Auditors, Secretarial Auditors and Scrutiniser.

The Chairman informed the members that in accordance with provisions of the Companies Act, 2013, read with the rules made thereunder and provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company had provided the remote e-voting facility through National Securities and Depository Limited (NSDL) to enable the members of the Company to cast / exercise their votes electronically on the agenda items specified in the notice of the

21st AGM. The remote e-voting period had commenced on Sunday, 17th August 2025 at 09.00 hrs (IST) and ended on Tuesday, 19th August 2025 at 17:00 hrs (IST). Members were informed that the facility of remote e-voting has been enabled during the AGM from 15.00 hrs. (IST) up to the end of the meeting for such of those members who had not cast their vote through remote e-voting prior to the AGM.

The Chairman further informed that the Board of Directors had appointed Mr. G. Karthikeyan, Partner, M/s. RSGK & Associates, Company Secretaries, as the Scrutinizer for the purpose of scrutinizing the voting process of remote e-voting prior to and during the AGM on the resolutions included in the notice of the 21st AGM.

Chairman informed that; the notice calling for the Annual General Meeting, the Audited Financial Statements (Standalone and Consolidated) for the year ended 31st March 2025, Board's report, Statutory Auditors report & annexures, Secretarial Auditors' report & annexures thereon, which had already been circulated to all the members of the Company on 29th July, 2025 and taken as read.

The Chairman then addressed the members and gave an overview of the performance of the Company for the financial year ended 31st March 2025 and the performance for 1st quarter of 2025-26, which was published on 12th August 2025. A video on the Corporate Social Responsibility activities undertaken by the Company was played in between Chairman's Speech. Thereafter the Chairman explained briefly the following resolutions being voted on: -

Ordinary Business:

Item no. 1 - Ordinary resolution for Approval and adoption of the Audited Standalone and Consolidated Financial Statements for the financial year ended 31st March 2025 and the reports of Board of directors and Auditors thereon.

Item no. 2 - Ordinary resolution to declare a dividend of Rs.19/- per share for the year ended 31st March 2025 out of the profits for that year, payable to members as at the close of 8th August 2025.

Item no. 3 - Ordinary resolution for the the vacancy arising in the Board of the Directors of the Company on account of Mr. Philippe Colpron (DIN: 08344534), the Director retiring by rotation at the twenty first annual general meeting, and not offering himself for re-appointment, be not filled up

Special Business:

Item no. 4 - Ordinary resolution for the appointment of M/s. V Suresh Associates, Practicing Company Secretaries, Chennai (Firm Registration No. P2016TN053700 and Peer review No.6366/2025) as Secretarial auditor of the Company, to hold office for a period of 5 (five) consecutive years commencing from the conclusion of the 21st Annual General Meeting (FY 2025-26) till the conclusion of the 26th Annual General Meeting (FY 2029-30).

Item no. 5 - Ordinary resolution for ratifying the remuneration of Rs.6 Lakhs as fixed by the Board to M/s. A N Raman & Associates, Cost Accountants (firm registration number 102111), for carrying out the cost audit for the financial year ending 31st March 2026.

Item no. 6 – Ordinary resolution for the appointment of Dr. Lars Orlik (DIN: 10390472) as a Non-Executive and Non-Independent Director, liable to retire by rotation, with effect from 21st August 2025.

The Chairman then invited the members who had registered as ‘Speakers’ for seeking further clarifications on the Audited Financial Statements for the year ended 31st March 2025 along with Auditors and Board’s report thereon and other matters in the agenda.

After the members spoke, the questions were tabulated and required clarifications were provided to the satisfaction of the members by the Chairman, Managing Director and Chief Financial Officer of the Company. The Chairman stated that the shareholders can always write to / get in touch with the Company secretary or the registrars and share transfer agents for getting their specific queries addressed.

The Chairman then thanked the members for participating through remote e-voting and informed that the facility to vote on the resolutions contained in the Notice of the 21st AGM shall remain open for a further 15 minutes. He then requested those members who had not exercised their votes through remote e-voting prior to the AGM to cast their votes through the e-voting platform.

The Chairman announced that the consolidated results of remote e-voting prior to and during the AGM along with the scrutinizer report shall be announced within 2 working days at the registered office of the Company, would be displayed on the website of the Company and would also be intimated to BSE Ltd (BSE) and National Stock Exchange of India Limited (NSE). He also stated that the meeting will stand closed on conclusion of the e-voting.

Kindly take the information on record.

Thanking you,

Yours sincerely,
For ZF Commercial Vehicle Control Systems India Limited

Muthulakshmi M
Company Secretary