



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 May 22, 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 May 15, 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 May 15, 2025, seeking approval of the members of the Company, by way of remote e-voting process for:

- a) Approval for the re-appointment of Mr. Mahesh Chhabria (DIN 00166049) as an Independent Director of the Company**
- b) Approval for the appointment and remuneration of Mr. Paramjit Singh Chadha (DIN: 06972549), as Managing Director of the Company**

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 16, 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, **Friday, May 23, 2025 (9:00 a.m. IST)** and ends on **Saturday, June 21, 2025 (5:00 p.m. IST)**.

The Postal Ballot Notice is also available on the Company's website at www.zf.com (ZF CV India Investor Relations).

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

Yours sincerely,
For ZF Commercial Vehicle Control Systems India Limited

Muthulakshmi M
Company Secretary

ZF Group



ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED

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

Website : www.zf.com; Email: cvcs.info.india@zf.com;
Tel.: 044 4224 2000.

POSTAL BALLOT NOTICE

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

To

The Members

Notice is hereby given that the 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 General Circular No. 09/2024 dated September 19, 2024 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 **May 16, 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 May 23, 2025 (Friday) to 5:00 p.m. (IST) on June 21, 2025 (Saturday).

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 June 24, 2025 (Tuesday)** and will be displayed on the Company's website www.zf.com (ZF CV India Investor Relations) and will also be communicated to the Stock Exchanges and National Securities Depository Limited ("NSDL"). The Company will also display the results of e-voting at its Registered Office.

The last date of e-voting, i.e. June 21, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESSES

Item No.1:

Approval for the re-appointment of Mr. Mahesh Chhabria (DIN 00166049) as an Independent Director of the Company

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



"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company (the Board), Mr. Mahesh Chhabria (DIN 00166049), Independent Director of the Company whose current term of office as an Independent Director expires on close of business hours on May 15, 2025 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment as an Independent Director for a second term, be and is hereby re-appointed as an Independent Director for a period of five consecutive years with effect from May 16, 2025 to May 15, 2030, on such remuneration, including profit-related commission, fee for participation in the meetings of the Board or a Committee thereof or any other purpose, as may be approved by the Board from time to time, subject to the limits prescribed under Section 197 and other applicable provisions of the Act and whose period of office shall not be liable to determination by retirement of directors by rotation."

"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".

Item No.2:

Approval for the appointment and remuneration of Mr. Paramjit Singh Chadha (DIN: 06972549), as Managing Director of the Company

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

RESOLVED THAT pursuant to Section 152, 160 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or reenactment thereof), Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the members be and is hereby accorded for the appointment of Mr. Paramjit Singh Chadha (DIN: 06972549), as a Director of the Company with effect from July 1, 2025, not liable to retire by rotation.

RESOLVED THAT pursuant to sections 196, 197 & 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in terms of Regulation 17(1C) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time and Articles of Association of the Company, approval be and is hereby accorded for the appointment and remuneration of Mr. Paramjit Singh Chadha (DIN: 06972549), as Managing Director (Wholetime Key Managerial Personnel) of the Company for a period effective from July 1, 2025 to December 31, 2027, not liable to retire by rotation, on the



terms and conditions including remuneration, not exceeding the maximum limit as specified herein below, as recommended by the Nomination and Remuneration Committee and as contained in the agreement dated 6th February 2025 entered between him and the Company, with powers to the Board of Directors of the Company to determine quantum of individual items of his remuneration, payable at such intervals, within the overall limits, so as not to exceed the prescribed limit on the net profits of the Company, calculated in accordance with the provisions of Sections 197 & 198 read with Schedule V of the Act.

Remuneration details:

1. Salary and Commission on Profits or Performance Linked Incentive or Bonus:

Subject to a ceiling of Rs.350 lakhs (Rupees Three hundred and Fifty Lakhs only) per annum for the appointed period.

2. Perquisites and Allowances:

Perquisites like unfurnished accommodation / house rent allowance, conveyance allowance, medical reimbursement, leave travel assistance for self and family, club fees, earned leave, medical / personal accident insurance premium and other benefits or amenities, in aggregate restricted to a sum not exceeding Rs.100 lakhs (Rupees One hundred lakhs only) per annum; and provision of one telephone at residence and a car for use on Company's business and other purposes as per the policy of the Company.

3. Contribution to Statutory Funds:

- i. Company's contribution to provident fund, if any which shall not exceed 12% of the salary or such other higher Rate as may be notified by the Central Government from time to time and as per the rules of the Company.
- ii. Company's contribution to Gratuity fund, if any which shall not exceed 4.85% of the salary or such other higher Rate as may be notified by the Central Government from time to time and as per the rules of the Company.
- iii. Company's contribution to provident fund and gratuity funds, shall not be included for computation of limits of perquisites and allowances as aforesaid.

By Order of the Board of Directors

Chennai
May 15, 2025

Sd/-
M Muthulakshmi
Company Secretary

Registered Office:

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



Notes:

1. A Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.
2. Brief profile and other requisite details about the appointment/re-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 May 16, 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 May 23, 2025 (Friday) and ends at 5:00 p.m. (IST) on June 21, 2025 (Saturday). 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. June 21, 2025 (Saturday)

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 einward@integratedindia.in.
12. 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, 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 May 23, 2025 (Friday)

End of remote e-voting: At 05:00 p.m. (IST) on June 21, 2025 (Saturday)

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 June 24, 2025 (Tuesday)** at the registered office of the Company and the results will also be displayed at the website of the Company (www.zf.com) (ZF CV India Investor Relations), websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at <https://www.evoting.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

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

INFORMATION AND INSTRUCTIONS RELATING TO 'E-VOTING'

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

Step 1: Access to NSDL e-Voting system

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

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




Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

| Type of shareholders | Login Method |
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| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li data-bbox="475 589 1394 981">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="475 1014 1394 1451">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="475 1462 1394 1619">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="475 1630 1394 2016">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 redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. |



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| | <p>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. |



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

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

| Login type | Helpdesk details |
|--------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:



| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|----------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 133760 then user ID is 133760001*** |

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password', and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.



- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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



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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cvcs.info.india@zf.com / Einward@IntegratedIndia.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cvcs.info.india@zf.com / Einward@IntegratedIndia.in
If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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

The following statement sets out all the material facts relating to the special business item mentioned in the accompanying notice dated May 15, 2025, and shall be taken as forming part of the Notice.

Item No.1

The members at their Sixteenth Annual General Meeting held on September 25, 2020, had appointed Mr. Mahesh Chhabria (DIN: 00166049) ("Mr. Mahesh") as an Independent Director of the Company for first term of five consecutive years from May 16, 2020 to May 15, 2025 pursuant to the provisions of Companies Act, 2013 and Listing Regulations and accordingly his first term is up to May 15, 2025.

As per section 149 of the Act, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each. Mr. Mahesh fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the Listing Regulations.

The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation of Mr. Mahesh during his first term of 5 (five) years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board his re-appointment for a second term of 5 (five) years. The NRC has considered his diverse skills, leadership capabilities, expertise and in-depth knowledge in Finance, ESG, general management, sustainability and vast business experience, among others, as being key requirements for this role. In view of the above, the NRC and the Board are of the view that Mr. Mahesh possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an Independent Director.

Based on the recommendation of the NRC, the Board re-appointed Mr. Mahesh as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) consecutive years effective from May 16, 2025 up to May 15, 2030.

The Company has received all statutory disclosures / declaration / details / confirmations from Mr. Mahesh, including:

- a) Consent in writing 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 u/s 149 of the Act confirming that he meets the criteria of independence.
- f) 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
- g) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company, and

All material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. will be available for inspection without any fee for the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e., June 21, 2025 (Saturday).

In the opinion of the Board and based on its evaluation, Mr. Mahesh fulfils the conditions specified in the Act, and Rules made thereunder and Listing Regulations for his reappointment as an Independent Director of the Company and he is independent of the Management of the Company.

The Board considers that the continued association of Mr. Mahesh would be of immense benefit to the Company, and it is desirable to continue to avail his services as an Independent Director. The resolution seeks the approval of members for the re-appointment of Mr. Mahesh as an Independent Director of the Company, for a second term of 5 (five) years effective May 16, 2025 up to May 15, 2030, (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation. The profile and specific areas of expertise and other relevant information as required under the Listing Regulations and SS-2 are provided in additional information section of this Notice

Except Mr. Mahesh, 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 the special resolution as set out in Item No. 1 of this notice for the approval of Members.

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: -

Profile of Mr. Mahesh Chhabria

Mr. Mahesh is a Chartered Accountant. In his career spanning over three decades in the financial services industry, he has undertaken several leadership roles across private equity and investment banking firms. He was the Managing Director of Kirloskar Industries Limited, till March 31, 2025. He was responsible for developing and executing the business strategy and overseeing capital allocation for the Kirloskar Group. Mr. Mahesh played the role of a catalyst



for the Group's transformation, risk and new investments. He actively mentored the 5th generation of the Group and had been instrumental in shaping the family constitution.

He serves as an Independent Director on the Board of Shoppers Stop Limited and he sits on the Audit Committee and Risk Management Committees as Chairman and is a member of the Stakeholders' Relationship Committee and Corporate Social Responsibility Committee.

Mr. Mahesh's belief in emerging India growth story and corporate India's global aspiration led him to join Actis, a long standing leading private equity fund. Before Actis, he was a Partner at 3i, another private equity fund for whom he was a Global Lead Partner for healthcare investing. Before 3i, he had a long stint at Enam, one of the leading investment banks in India, in the capacity of Co-head of Investment Banking.

He is a regular speaker at various industry forums and occasionally contributes to some Indian business publications. Mr. Mahesh holds a Bachelor of Commerce from the University of Mumbai and is an Associate Member of the Institute of Chartered Accountants of India.

Mr. Mahesh is a relationship builder with strong communication and inter-personal skills. He has an extensive network at all levels in several sectors, and is well-known in the financial services sector, and is well regarded among corporates, professional, legal and accounting firms, media and select regulatory bodies.

| Mr. Mahesh Chhabria | | |
|---------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|
| Age | 61 | |
| DIN | 00166049 | |
| Inter-se relationships with Directors and key managerial personnel | None | |
| Key terms and conditions of appointment | As per the resolution set out in Item No.1 of this Notice read with statement pursuant to Section 102 of the Act. | |
| Nature of expertise in specific functional areas | Refer to the Item no. 1 of the explanatory statement | |
| Date of first appointment on Board | 16 th May 2020 | |
| Details of last drawn remuneration (Commission/sitting Fees) (FY 2024-25) | Details of Commission/sitting fee paid: | |
| | Sitting Fee | Rs.3,00,000/- |
| | Commission | Rs.36,75,000/- |
| | Total | Rs.39,75,000/- |
| No. of Board Meetings attended during FY 2024-25 | 4 | |
| Remuneration proposed to be paid | Mr. Mahesh would be entitled to receive sitting fees for attending Board/ Committee meetings and reimbursement of travelling and stay expenses, and a profit related commission based on the performance of the Company and performance evaluation of him, by the Board of Directors, subject to the overall ceiling of 1% of the net profits of the Company for all the Independent Directors put together, calculated in terms of the applicable provisions of the Act. | |



| Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice | Under the Listing regulations, a Director along with his relatives holding less than 2% of the share capital of the Company is considered Independent with regard to the Company. Mr. Mahesh along with his relatives and through entities wherein he is a member holds 1,475 shares in the Company constituting 0.0078% of the total number of shares; details of which are given below: | | | | | | | | | | | | | | | | | | |
|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|--------------|---------------------------|----------------------|-------------------------------|----------------------|--------------------------------------|----------|-------------------------------------|--------------------------------|--------|-------|-----------------|------|----|--------------|--|--------------|
| Directorships in other Companies (including Listed entities in which the person also holds the directorship) | <table border="1"> <thead> <tr> <th>Particulars</th> <th>Relationship</th> <th>No. of shares held</th> </tr> </thead> <tbody> <tr> <td>Mahesh Chhabria</td> <td>Self</td> <td>275</td> </tr> <tr> <td>Mahesh R Chhabria HUF</td> <td>Member</td> <td>150</td> </tr> <tr> <td>Bhagibai Ramchand Chhabria HUF</td> <td>Member</td> <td>1,000</td> </tr> <tr> <td>Anjali Chhabria</td> <td>Wife</td> <td>50</td> </tr> <tr> <td>TOTAL</td> <td></td> <td>1,475</td> </tr> </tbody> </table> | Particulars | Relationship | No. of shares held | Mahesh Chhabria | Self | 275 | Mahesh R Chhabria HUF | Member | 150 | Bhagibai Ramchand Chhabria HUF | Member | 1,000 | Anjali Chhabria | Wife | 50 | TOTAL | | 1,475 |
| Particulars | Relationship | No. of shares held | | | | | | | | | | | | | | | | | |
| Mahesh Chhabria | Self | 275 | | | | | | | | | | | | | | | | | |
| Mahesh R Chhabria HUF | Member | 150 | | | | | | | | | | | | | | | | | |
| Bhagibai Ramchand Chhabria HUF | Member | 1,000 | | | | | | | | | | | | | | | | | |
| Anjali Chhabria | Wife | 50 | | | | | | | | | | | | | | | | | |
| TOTAL | | 1,475 | | | | | | | | | | | | | | | | | |
| Membership/Chairmanship of Committees in Listed Companies (Other than the Company) | <table border="1"> <thead> <tr> <th>Name of the Listed entity</th> <th>Position</th> </tr> </thead> <tbody> <tr> <td>Shoppers Stop Limited</td> <td>Independent Director</td> </tr> <tr> <td>Indosolar Limited</td> <td>Independent Director</td> </tr> </tbody> </table> | Name of the Listed entity | Position | Shoppers Stop Limited | Independent Director | Indosolar Limited | Independent Director | | | | | | | | | | | | |
| Name of the Listed entity | Position | | | | | | | | | | | | | | | | | | |
| Shoppers Stop Limited | Independent Director | | | | | | | | | | | | | | | | | | |
| Indosolar Limited | Independent Director | | | | | | | | | | | | | | | | | | |
| Listed entities from which the Director has resigned in the past three years | <p>Chairman of Audit committee and Risk Management Committee and Member of Stakeholders' Relationship Committee and Corporate social responsibility committee in Shoppers Stop Limited</p> <table border="1"> <thead> <tr> <th>Name of the Listed entity</th> <th>Position</th> </tr> </thead> <tbody> <tr> <td>Kirloskar Industries Ltd.</td> <td>Managing Director</td> </tr> <tr> <td>Kirloskar Oil Engines Limited</td> <td>Director</td> </tr> <tr> <td>Kirloskar Ferrous Industries Limited</td> <td>Director</td> </tr> <tr> <td>Kirloskar Pneumatic Company Limited</td> <td>Director</td> </tr> </tbody> </table> | Name of the Listed entity | Position | Kirloskar Industries Ltd. | Managing Director | Kirloskar Oil Engines Limited | Director | Kirloskar Ferrous Industries Limited | Director | Kirloskar Pneumatic Company Limited | Director | | | | | | | | |
| Name of the Listed entity | Position | | | | | | | | | | | | | | | | | | |
| Kirloskar Industries Ltd. | Managing Director | | | | | | | | | | | | | | | | | | |
| Kirloskar Oil Engines Limited | Director | | | | | | | | | | | | | | | | | | |
| Kirloskar Ferrous Industries Limited | Director | | | | | | | | | | | | | | | | | | |
| Kirloskar Pneumatic Company Limited | Director | | | | | | | | | | | | | | | | | | |
| Skills and capabilities required for the role and the manner in which he meets such requirements | Refer to the Item no. 1 of the explanatory statement | | | | | | | | | | | | | | | | | | |

Item No.2

Pursuant to the provisions of the sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") and based on the recommendation of the Nomination and Remuneration Committee at their Meeting held on December 19, 2024 and the Board of Directors at their meeting held on February 06, 2025, approval of the members is hereby sought for the appointment of Mr. Paramjit Singh Chadha, (DIN: 06972549) ("Mr. Chadha") as Director with effect from July 1, 2025 and further as Managing Director of the



Company, with effect from July 1, 2025 to December 31, 2027 (both days inclusive) on terms and conditions as approved by the Board of Directors at the same meeting as to his appointment and remuneration, contained in the agreement entered between him and the Company, with the powers to the Board of Directors of the Company to determine the component and quantum of his remuneration, payable at such intervals, within the overall limits so as not to exceed 5% of the net profits of the company, calculated in accordance with the provisions of Section 197 & 198 of the Act. He will not be subject to retirement by rotation as per Article 140(1) of the Articles of Association of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 in writing from a member proposing his candidature for the office of Director.

The Nomination and Remuneration Committee at their meeting held on December 19, 2024, after considering the knowledge, acumen, expertise, experience and the consents /declarations as received from the proposed candidate i.e. Mr. Chadha, and deliberate discussions recommended the appointment of Mr. Chadha, as a Managing Director of the Company to the Board.

The Company has received all statutory disclosures / declaration / details / confirmations from Mr. Chadha, including:

- a) Consent in writing 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

All material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. will be available for inspection without any fee for the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e., June 21, 2025 (Saturday).

The Board considers that Mr. Chadha 's association and experience would be of immense benefit to the Company. The appointment of Mr. Chadha is appropriate and is in the best interest of the Company. The profile and specific areas of expertise and other relevant information as required under the Listing Regulations and SS-2 are provided in additional information section of this Notice. Accordingly, the Board recommends the ordinary resolution set out in Item No.2 of the notice.



The terms and conditions proposed for remuneration are in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to important position as that of the Managing Director. The proposed remuneration limits commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.

The Company has executed an agreement with Mr. Chadha on the terms and conditions as set out in the resolution under item no.2. A copy of the said agreement along with all material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. will be open for inspection without any fee at the Company's registered office during normal business hours on working days from the date of dispatch of this notice up to the last date of voting, i.e. June 21, 2025 (Saturday).

Except, Mr. Chadha, being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.2 of this notice. The above may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, and Regulation 17(1C) of the Listing Regulations, the approval of the Members is sought for the appointment and terms of remuneration payable to Mr. Chadha as the Managing Director of the Company as set out above.

The Board recommends the resolution under Item no.2 in this notice for the approval of Members.

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: -

Profile of Mr. Paramjit Singh Chadha:

Mr. Chadha holds Diploma in Automotive Engineering and additional certifications / professional memberships such as Leadership Certification from GILD based on Dale Carnegie principles of Leadership, Associate Vice President-North Zone, INVEST (Indian Value Engineering Society) and been an Awards Assessor for ACT-ACMA. He has overall experience of 40 years in the Automotive Industry as follows: -

1. Knorr – Bremse Automotive Brakes Systems India Pvt Ltd, as a Managing Director, from December 2016 to June 2024
2. Continental Automotive Brake Systems (I) Private Limited, in various capacities such as VP (Sales, purchase & Quality) between Jan 2011 to August 2014 and as a Managing Director between September 2014 to November 2016



and held various positions in Bosch Chassis Systems (fka Kalyani brakes), East India Hotels (Oberoi and Trident Hotel) and started his carrier with Maruti Suzuki India Limited as Senior Supervisor.

Mr. Chadha has strong knowledge and expertise in plant management processes, Vendor Development and Upgradation, Lean Manufacturing, Low-cost automations and Pokayoke, High focus on Kaizen, 5S and Idea Management, Value Engineering and Value Analysis.

| Mr. Paramjit Singh Chadha | |
|--------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Age | 62 years |
| DIN | 06972549 |
| Nature of expertise in specific functional areas | Mr. Chadha has over 40 years of experience in automotive industry with expertise in operations, manufacturing and management of business as a strategic leader |
| 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. 2 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act. |
| Date of first appointment on Board | Not applicable |
| Details of remuneration last drawn | Not Applicable |
| No. of Board Meetings attended during from FY 2024-25 (upto the date of this Notice) | Not Applicable |
| Remuneration proposed to be paid | As set out in the resolution at Item No. 2 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act. |
| Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice | Nil |
| Directorships in other Companies (including Listed entities in which the person also holds the directorship) | <u>Listed Public Companies:</u> Nil <u>Public Companies:</u> Nil <u>Private Companies:</u> ADM Java Precision Components Private Limited |



| | |
|------------------------------------------------------------------------------|------------|
| Membership/Chairmanship of Committees in other Companies | <u>Nil</u> |
| Listed entities from which the Director has resigned in the past three years | Nil |

By Order of the Board of Directors

Chennai
May 15, 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