



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 March 23, 2026

The Manager
Listing Department
BSE Limited, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001

Scrip code: 533023

Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, C-1, Block G
Bandra - Kurla Complex
Bandra (E), Mumbai 400 051

Trading Symbol: ZFCVINDIA

ISIN: INE342J01019

Dear Sirs,

Sub : Intimation under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations) - Details of Voting Results - 11th Postal Ballot

Ref : In continuation to our letter dated 18.02.2026 informing about the Notice of the Postal Ballot

Pursuant to Regulation 44 of the LODR Regulations, the details of voting results of the 11th Postal Ballot (remote e-voting) conducted by the Company between February 19, 2026 (9.00 a.m. IST) and March 20, 2026 (5.00 p.m. IST) are provided in the Annexure as per the prescribed format along with the Scrutiniser's Report on Postal Ballot.

We request you to take the same on record.

Yours sincerely,

For ZF Commercial Vehicle Control Systems India Limited

Muthulakshmi M
Company Secretary

ZF Group

Annexure**I. Attendance of members**

1.	Date of the AGM / EGM / Postal Ballot	Not Applicable
2.	Total Number of shareholders on the cut-off date February 13, 2026, for the purpose of remote e-voting and e-voting.	33,137
3.	No of Shareholders present in the meeting either in person or through proxy:	Not Applicable
	a) Promoters and Promoter Group	
	b) Public	
4.	No of Shareholders present in the meeting through Video Conference ('VC') / Other Audio-Visual Means ('OAVM'):	
	a) Promoters and Promoter Group	
	b) Public	

II. Voting by members

Item No.	Agenda Item Description	Type of Resolution	Mode of Voting	Whether Promoter/ Promoter Group are interested in the agenda/ resolution?	Remarks
1.	Approval of material related party transactions with M/s. ZF CV Systems Global GmbH	Ordinary Resolution	Remote E-Voting	Yes	Resolution passed with more than requisite majority

III. Results of Remote E-Voting / E-Voting by members

The mode of voting for all resolutions was: Remote E-Voting facility.

In this connection, we enclose the following:

1. Result of voting through Remote E-Voting, in the prescribed format.
2. Scrutinizer's Report on Postal Ballot (Remote E-Voting)

Yours sincerely,

For ZF Commercial Vehicle Control Systems India Limited

Muthulakshmi M
Company Secretary

ZF Group

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for Material Related Party Transactions to be entered into by the Company including those that may be entered into by its subsidiary with M/s. ZF CV Systems Global GmbH, a Related Party, upto Rs.2,500 Crores during the financial year from 1st April 2026 to 31st March 2027 (including material modifications that may arise thereto).				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	11380551	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	11380551	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		5819220	95.9229	5802846	16374	99.7186	0.2814
	Poll	6066561	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	6066561	5819220	95.9229	5802846	16374	99.7186	0.2814
Public- Non Institutions	E-Voting		11510	0.7570	11161	349	96.9679	3.0321
	Poll	1520472	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	1520472	11510	0.7570	11161	349	96.9679	3.0321
Total		18967584	5830730	30.7405	5814007	16723	99.7132	0.2868
Whether resolution is Pass or Not.							Yes	



Scrutinizer's Report

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies
(Management and Administration) Rules, 2014]

23rd March 2026

To,
The Chairman/Managing Director,
ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED
CIN: L34103TN2004PLC054667
Plot No.3 (SP) III Main Road,
Ambattur Industrial Estate, Chennai-600058

Dear Sir,

Sub: Scrutinizer's Report on the Postal ballot conducted under Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of Companies (Management and Administration) Rules, 2014

The Board of Directors of your Company have, vide a resolution passed at their meeting held on 10th February 2026, decided to conduct the Postal Ballot from **19th February 2026 to 20th March 2026** through remote e-voting, without sending physical ballots, as permitted by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) through their various circulars, to obtain the approval of your members on the resolutions contained in the postal ballot notice dated **10th February 2026 as given below.**

Business being transacted through the Postal Ballot (Ordinary Resolution)
<p>1. <i>Approval for Material Related Party Transactions to be entered into by the Company including those that may be entered into by its subsidiary with M/s. ZF CV Systems Global GmbH, a Related Party, upto Rs.2,500 Crores (Rupees Two thousand five hundred crores only), during the financial year from 1st April 2026 to 31st March 2027 (including material modifications that may arise thereto).</i></p>

We have been appointed to act as the Scrutinizer for the above mentioned Postal Ballot process.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) relating to Postal Ballot process through remote e- voting, on the resolution contained in the Postal Ballot Notice pursuant to the provisions of Sections 108 & 110 of the Companies Act, 2013 and Rules made thereunder.

Our responsibility as a scrutinizer for remote e-voting and postal ballot process is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by **National Securities Depository Limited ("NSDL")**, the authorized agency engaged by the Company.

ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED
Postal Ballot – 19th February 2026 to 20th March 2026
Scrutinizer's report

We submit our report as under:

1. ZF Commercial Vehicle Control Systems India Limited ("**the Company**") is a listed company with its equity shares being listed with the National Stock Exchange of India Limited (**NSE**) and the BSE Limited (**BSE**).
2. The Company selected **NSDL** as the agency to provide the e-voting platform for the remote e-voting process and the E-voting Event Number (**EVEN**) for the postal ballot process is **138548**.
3. The Company fixed **13th February 2026** as the **cut-off date** for determining the members who would be eligible to vote through the remote e-voting process and the number of votes each of them could exercise.
4. The Company's paid-up equity share capital as on the cut-off date consists of 1,89,67,584 equity shares of Rs.5/- each. This included the following Equity shares on which voting rights were frozen:
 - a) **442 Equity shares** lying in the ZF Commercial Vehicle Control Systems India Limited-Unclaimed Suspense Account ('**Unclaimed Suspense Account**'), in terms of Regulation 39 read with Schedule VI of the SEBI LODR; and
 - b) **52,502 Equity shares** transferred to and lying in the demat account of the Investor Education and Protection Fund Authority, Ministry of Corporate Affairs ('**IEPF Authority**'), in terms of Section 124(6) of the Act
5. The company had completed on **18th February, 2026**, the dispatch of postal ballot notice to 30,994 members who have registered their e-mail addresses with the Company / Registrars and Transfer Agents / Depository and to the Directors and Auditors of the Company.
6. Physical postal ballot forms were not sent to the members who had not provided e-mail addresses in view of the relaxation granted by the MCA vide various circulars as set out in the Notice.
7. The notice of the Postal Ballot was placed on the Company's website and filed online with the NSE and BSE.
8. The Company had published the advertisement pertaining to dispatch of postal ballot notice in **Makkal Kural** (Tamil) and **Business Standard** (English) newspapers on **19th February 2026**.
9. The remote e-voting period was **from 9.00 A.M. on Thursday, the 19th February 2026 to 5.00 P.M. on Friday the 20th March 2026**.

ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED

Postal Ballot – 19th February 2026 to 20th March 2026

Scrutinizer's report

10. **After 5.00 P.M. on Friday, the 20th March 2026**, the votes cast through **remote e-voting** were **unblocked** in the presence of two witnesses not in the employment of the Company and obtained the remote e-voting report from the e-voting website of **NSDL**.
11. The votes cast through remote e-voting were validated with the list of members and their holding as on the cut-off date.
12. We noted that no voting rights were exercised in respect of any of the equity shares lying either in the Unclaimed Suspense Account or with the IEPF Authority as mentioned above.
13. We also noted that no related parties (including promoter) have exercised their vote for the resolution as set out in the Notice, in compliance with Regulation 23(4) of LODR, being a material related party transaction.
14. We have recorded particulars of the votes cast through remote e-voting in a separate register maintained in electronic form.
15. The results of the Postal Ballot process (remote e-voting) are as under:

Resolution 1: Ordinary Resolution

Approval for Material Related Party Transactions to be entered into by the Company including those that may be entered into by its subsidiary with M/s. ZF CV Systems Global GmbH, a Related Party, upto Rs.2,500 Crores (Rupees Two thousand five hundred crores only), during the financial year from 1st April 2026 to 31st March 2027 (including material modifications that may arise thereto).

- (i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
342	58,14,007	99.71%

- (ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
22	16,723	0.29%

- (iii) Invalid votes:

Number of members voted	Number of invalid votes cast (shares)
NIL	NIL

ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED

Postal Ballot – 19th February 2026 to 20th March 2026

Scrutinizer's report

Based on the aforesaid results, we report that the **Ordinary Resolution as mentioned above has been duly passed with the requisite majority on Friday, the 20th March 2026**, the date on which the remote e-voting process concluded.

You may kindly announce the results accordingly.

Thanking you,
Yours faithfully,

For RSGK & Associates
Company Secretaries
[Firm Unique Identification No. P2025TN103300]

G. Karthikeyan
Partner
Membership No. A19411
C.P No.21869
Peer Review Certificate No.6442/2025
UDIN: A019411G004100356