



## Commercial Vehicle Solutions

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

Department Finance  
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Date March 23, 2026

The Manager  
Listing Department  
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**Scrp 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 11<sup>th</sup> Postal Ballot.**

**Ref: In continuation to our letter dated 23.03.2026 informing about the Voting Results of the 11<sup>th</sup> Postal Ballot.**

We hereby attach the proceedings of the 11<sup>th</sup> Postal Ballot conducted in accordance with the Postal Ballot Notice, and the results declared on 23<sup>rd</sup> March 2026 (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

### ZF Group

## **PROCEEDINGS OF POSTAL BALLOT HELD THROUGH REMOTE E-VOTING CONCLUDED ON 20<sup>TH</sup> MARCH 2026**

The Board of Directors at their meeting held on 10<sup>th</sup> February 2026 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. Approval for Material Related Party Transactions to be entered into by the Company including those that may be entered into by its subsidiary with 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 1<sup>st</sup> April 2026 to 31<sup>st</sup> March 2027 (including material modifications that may arise thereto).
- 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) 138548** for the Company's **11<sup>th</sup> Postal Ballot**.
- b) The Board of the Company had fixed **13<sup>th</sup> February 2026** 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 **33,137 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
  - **52,502 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 11<sup>th</sup> Postal Ballot ("the Notice") was sent/filed **on 18<sup>th</sup> February 2026, to/with various persons/entities and in the manner set out below:**
- **Through e-mail** (sent by NSDL) to **30,994 members** whose e-mail address were registered with the Company/Depositories, out of the total of 33,137 members (including shares lying in the ZF Commercial Vehicle Control Systems India Limited Unclaimed Suspense Account and IEPF) as on 13<sup>th</sup> February 2026. 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 19<sup>th</sup> February 2026** in Business Standard (in English) and Makkal Kural (in Tamil).
- g) The remote e-voting commenced at **9.00 A.M. on 19<sup>th</sup> February 2026 and ended at 5:00 P.M. on 20<sup>th</sup> March 2026.**

The scrutinizer submitted his report dated 23<sup>rd</sup> March 2026 to the Chairman/Managing Director of the Company and among others, the following was mentioned :

- 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 **52,502** equity shares held by IEPF in terms of the Companies Act 2013.
- c) 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
- d) Particulars of the votes cast through remote e-voting had been recorded in a separate register maintained in electronic form.
- e) A total of 364 members participated in the remote e-voting process and all the votes were considered as valid.

f) Result of Voting

(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

The Managing Director pursued the report and announced that the Ordinary resolution as set out in Item No.1 of the postal ballot notice dated 10<sup>th</sup> February 2026 and as given below have been passed with requisite majority on 20<sup>th</sup> March 2026.

**Item No. 1 - Approval for Material Related Party Transactions to be entered into by the Company including those that may be entered into by its subsidiary with 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 1<sup>st</sup> April 2026 to 31<sup>st</sup> March 2027 (including material modifications that may arise thereto).**

**"RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc) and Regulation 23(1) & 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("the Act"), if any read with rules made thereunder, other applicable laws/ statutory provisions, if any, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transaction ("RPT Policy") and based on the approval of the Audit Committee and recommendation of the Board of Directors of the Company, prior approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions), including those that may be entered into by its subsidiary (M/s. ZF CV Control Systems Manufacturing India Private Limited), with M/s. ZF CV Systems Global GmbH, a Related Party under regulation 2(1)(zb) of Listing Regulations, for an aggregate value upto Rs. 2,500 crores (Rupees Two Thousand Five Hundred crores only), during the financial year

from 1<sup>st</sup> April 2026 to 31<sup>st</sup> March 2027 (including material modifications that may arise thereto), either directly or through subsidiary in the nature of purchase and sale of goods / materials including property, plant and equipment, rendering and receiving of services, reimbursements, and other related / incidental transactions, for the business of the Company, in the ordinary course of business of the Company and at arm's length basis."

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

**MANAGING DIRECTOR**

**23<sup>rd</sup> March 2026**