



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 24, 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 : Intimation under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations) - Details of Voting Results - 8th Postal Ballot

Ref : In continuation to our letter dated 20.02.2025 informing about the Notice of the Postal Ballot

Pursuant to Regulation 44 of the LODR Regulations, the details of voting results of the 8th Postal Ballot (remote e-voting) conducted by the Company between February 21, 2025 (9.00 a.m. IST) and March 22, 2025 (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 14, 2025 for the purpose of remote e-voting and e-voting.	36,070
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

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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 under regulation 2(11) of Listing Regulations for an aggregate value upto Rs.				
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	0
	Poll	11980684						
	Postal Ballot (if applicable)							
	Total	11980684	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		5099616	93.3929	4935489	164127	96.7816	3.2184
	Poll	5460390						
	Postal Ballot (if applicable)							
	Total	5460390	5099616	93.3929	4935489	164127	96.7816	3.2184
Public- Non Institutions	E-Voting		43388	2.8423	40031	3357	92.2628	7.7372
	Poll	1526510						
	Postal Ballot (if applicable)							
	Total	1526510	43388	2.8423	40031	3357	92.2628	7.7372
Total	Total	18967584	5143004	27.1147	4975520	167484	96.7435	3.2565
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	





KARTHIK SUPREETA & ASSOCIATES

Practising Company Secretaries

Address: No.18/1, Navalar Street, Devaraj Nagar,
Saligramam, Chennai – 600093

Phone: 9176335341

E-Mail: karthik@ksacs.co.in

24th March 2025
Chennai

To,
The Chairman,
ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED
CIN: L34103TN2004PLC054667
Plot No.3 (SP), III Main Road,
Ambattur Industrial Estate,
Chennai - 600 058.

Dear Sir,

Sub: Scrutiniser's Report on the Postal ballot conducted under Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

- (A) I, Karthik, Partner of Karthik Supreeta & Associates, Company Secretaries (M.N. FCS 10725, C.P. No.14774) have been appointed as the scrutinizer by the Board of Directors of ZF Commercial Vehicle Control Systems India Limited (*the Company*) vide resolution passed by them on 6th February 2025 for the **Postal Ballot** process for the purpose of scrutinising the votes cast by members of the Company through Postal Ballot by way of remote e-voting during the period **9:00 a.m. (IST) on February 21, 2024 (Friday) to 5:00 p.m. (IST) on March 22, 2025 (Saturday)** initiated to obtain the approval of your members by way of **ordinary resolution** for an item of business as set out below:

Business transacted through the Postal Ballot

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 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 1st April 2025 to 31st March 2026(including material modifications that may arise thereto).

- (B) The Postal Ballot Notice dated February 6, 2025 (*the 'Notice'*) in that respect was issued by the Company pursuant to the provisions of Sections 110, 108 and other applicable provisions of the Companies Act, 2013 (*the 'Act'*), read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (*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'*), SEBI Circular Nos. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (*'SEBI Circulars'*) issued in this regard on the resolutions as set out in the Notice of Postal Ballot, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (*'SS-2'*) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*'SEBI LODR'*).
- (C) Pursuant to the provisions as mentioned in the paragraph (B) of this report, I have conducted the scrutiny of the Postal Ballot voting process, conducted only by way of remote e-voting, in respect of the resolution as mentioned in the notice and as set out in this report.

I submit my report hereunder:

- I. The Company is a listed company with the equity shares being listed with the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE).



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Practising Company Secretaries

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- II. Your Board selected 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) 133081 for the Company's Postal Ballot process.
- III. The Notice was sent by e-mail on Thursday, February 20, 2025, along with the Statement pursuant to Section 102 of the Act, to/with various persons/entities and in the manner set out below:
 - (a) Through e-mail (sent by NSDL) to 34,085 members whose e-mail address were registered with the Company/Depositories, out of the total of 36,070 members (including shares lying in the ZF Commercial Vehicle Control Systems India Limited Unclaimed Suspense Account) as on February 14, 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 *paragraph (B)* above. The Company has placed the Notice of Postal Ballot on its website.
 - (b) 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).
 - (c) Through e-mail to the Directors, Auditors and Secretarial Auditors of the Company.
- IV. The aforesaid Postal Ballot process has been conducted only by way of remote e-voting during the period from 9:00 a.m. (IST) on February 21, 2025 (Friday) to 5:00 p.m. (IST) on March 22, 2025 (Saturday) through the electronic platform provided by NSDL.
- V. The Notice and prescribed particulars about the remote e-voting process were duly advertised in the following newspapers on 21st February 2025, in compliance with the provisions as mentioned in the paragraph (B) of the report:
 - (a) Business Standard (In English)
 - (b) Makkal Kural (in Tamil)
- VI. Integrated Registry Management Services Private Limited, your Share Transfer Agents (RTA), provided the details of the members who held equity shares of your Company on the cut-off date and accordingly were eligible to participate in the postal ballot in respect of number of shares so held by them.
- VII. 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 36,070 members included the following on which voting rights were frozen as per Regulation 39 read with Schedule VI of LODR:
 - (a) 474 equity shares in ZF Commercial Vehicle Control Systems India Limited Unclaimed Suspense Account; and
 - (b) 52,772 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).
- VIII. The promoter of the Company being a related party did not participate in the e-voting in terms of regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- IX. At the end of the e-voting period, The remote e-voting facility provided by NSDL at its portal; <https://eVoting.nsdl.com>, was unblocked by me in presence of two witnesses not in the employment of the Company.



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- X. The votes cast through remote e-voting were validated with the list of members and their holding as on the cut-off date.
- XI. I also noted that no voting rights were exercised in respect of any of the 474 equity shares lying in ZF Commercial Vehicle Control Systems India Limited Unclaimed Suspense Account in terms of LODR, as well as 52,772 equity shares held by IEPF in terms of the Act.
- XII. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained in electronic form.
- XIII. A total of 365 members participated in the remote e-voting process and all the votes were considered as valid.
- XIV. The results of the postal ballot process (remote e-voting) are as under:

Item No.	Total Valid Ballots/		Valid ballots/ votes in favour of the resolution			Valid ballots/ votes against the resolution		
	Ballots	Votes Cast	Ballots	Votes Cast	% of Votes	Ballots	Votes Cast	% of Votes
1	365	51,43,004	341	49,75,520	96.74%	24	1,67,484	3.26%

- XV. **The Ordinary resolution has been passed with the requisite majority on 22nd March 2025.**
- XVI. The register and all other papers relating to voting by electronic means shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I will hand over the register and other related papers to the Company Secretary, who shall preserve such papers or register safely.

Thanking you,
For Karthik Supreeta & Associates,
Practising Company Secretaries

Karthik, Partner
FCS 10725
COP No.14774
UDIN: F010725F004144461
Peer review Certificate No. 3953/2023