



**Commercial Vehicle Solutions**

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

Department Finance  
From Muthulakshmi M  
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Date June 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 - 9<sup>th</sup> Postal Ballot**

**Ref : In continuation to our letter dated 22.05.2025 informing about the Notice of the Postal Ballot**

Pursuant to Regulation 44 of the LODR Regulations, the details of voting results of the 9<sup>th</sup> Postal Ballot (remote e-voting) conducted by the Company between May 23, 2025 (9.00 a.m. IST) and June 21, 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

**Annexure****I. Attendance of members**

1.	Date of the <del>AGM / EGM</del> / Postal Ballot	Not Applicable
2.	Total Number of shareholders on the cut-off date May 16, 2025, for the purpose of remote e-voting and e-voting.	<b>34,295</b>
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 for the re-appointment of Mr. Mahesh Chhabria (DIN 00166049) as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from 16 <sup>th</sup> May, 2025 to 15 <sup>th</sup> May, 2030	Special Resolution	Remote E-Voting	No	Resolution passed with more than requisite majority
2	Approval for the appointment and remuneration of Mr. Paramjit Singh Chadha (DIN: 06972549), as Managing Director of the Company for a period effective from 1 <sup>st</sup> July, 2025 to 31 <sup>st</sup> December, 2027	Ordinary Resolution	Remote E-Voting	No	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 COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED

Declaration in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the businesses transacted by the Company through Postal Ballot - Remote E-Voting

Resolution No.1	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
Special resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Approval for the re-appointment of Mr. Mahesh Chhabria (DIN 00166049) as an Independent Director of the Company for a period of 5 years with effect from 16th May, 2025 to 15th May, 2030	Promoter and Promoter Group	E-Voting	11,980,684	11,980,684	100.00	11,980,684	0	100.00	0.00
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		11,980,684	100.00	11,980,684	0	100.00	0.00
	Public-Institutions	E-Voting	5,491,700	5,196,299	94.62	5,025,624	170,675	96.72	3.28
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		5,196,299	94.62	5,025,624	170,675	96.72	3.28
	Public-Non-Institutions	E-Voting	1,495,200	32,794	2.19	32,559	235	99.28	0.72
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		32,794	2.19	32,559	235	99.28	0.72
		Grand Total	18,967,584	17,209,777	90.73	17,038,867	170,910	99.01	0.99



ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED

Declaration in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the businesses transacted by the Company through Postal Ballot - Remote E-Voting

Resolution No.2	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
Ordinary resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Approval for the appointment and remuneration of Mr. Paramjit Singh Chadha (DIN: 06972549), as Managing Director of the Company for a period effective from 1st July, 2025 to 31st December, 2027	Promoter and Promoter Group	E-Voting	11,980,684	11,980,684	100.00	11,980,684	0	100.00	0.00
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		11,980,684	100.00	11,980,684	0	100.00	0.00
	Public-Institutions	E-Voting	5,491,700	5,196,299	94.62	5,184,898	11,401	99.78	0.22
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		5,196,299	94.62	5,184,898	11,401	99.78	0.22
	Public-Non-Institutions	E-Voting	1,495,200	32,794	2.19	32,554	240	99.27	0.73
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		32,794	2.19	32,554	240	99.27	0.73
		Grand Total	18,967,584	17,209,777	90.73	17,198,136	11,641	99.93	0.07





### Scrutiniser's Report

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

23<sup>rd</sup> June 2025

To,  
The Chairman,  
**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 the meeting of the Board of Directors held on 15<sup>th</sup> May 2025, decided to conduct the Postal Ballot from **23<sup>rd</sup> May 2025 to 21<sup>st</sup> June 2025** 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 circulars, to obtain the approval of your members on the resolutions contained in the postal ballot notice dated **15<sup>th</sup> May 2025 as given below.**

<b>Business being transacted through the Postal Ballot</b>
<p>1. Approval for the re-appointment of Mr. Mahesh Chhabria (DIN 00166049) as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from 16<sup>th</sup> May, 2025 to 15<sup>th</sup> May, 2030 (<b>Special Resolution</b>).</p> <p>2. Approval for the appointment and remuneration of Mr. Paramjit Singh Chadha (DIN: 06972549), as Managing Director of the Company for a period effective from 1<sup>st</sup> July, 2025 to 31<sup>st</sup> December, 2027 (<b>Ordinary Resolution</b>).</p>

We have been appointed to act as the Scrutiniser 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.

**ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED**

**Postal Ballot – 23<sup>rd</sup> May 2025 to 21<sup>st</sup> June 2025**

**Scrutiniser's report**

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.

**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 **133760**.
3. The Company fixed **16<sup>th</sup> May 2025** 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, which was held by 34,295 members including the following on which voting rights were frozen as per Regulation 39 read with Schedule VI of SEBI LODR:
  - a) 474 equity shares in ZF Commercial Vehicle Control Systems India Limited Unclaimed Suspense Account; and
  - b) 52,378 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).
5. The company had completed on **22<sup>nd</sup> May, 2025**, the dispatch of postal ballot notice to the members who have registered their e-mail addresses with the Company / Registrars and Transfer Agents / Depository.
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 **23<sup>rd</sup> May 2025**.

**ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED**

**Postal Ballot – 23<sup>rd</sup> May 2025 to 21<sup>st</sup> June 2025**

**Scrutiniser's report**

9. The remote e-voting period was **from 9.00 A.M. on Friday, the 23<sup>rd</sup> May 2025 to 5.00 P.M. on Saturday, the 21<sup>st</sup> June 2025.**
10. **After 5.00 P.M. on Saturday, the 21<sup>st</sup> June 2025,** 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 also noted that no voting rights were exercised in respect of any of the equity shares lying in the ZF Commercial Vehicle Control Systems India Limited Unclaimed Suspense Account and IEPF as mentioned above.
13. The results of the Postal Ballot process (remote e-voting) are as under:

**Resolution 1: Special Resolution**

**Approval for the re-appointment of Mr. Mahesh Chhabria (DIN 00166049) as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from 16<sup>th</sup> May, 2025 to 15<sup>th</sup> May, 2030.**

- (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	1,70,38,867	99.01%

- (ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
36	1,70,910	0.99%

- (iii) Invalid votes:

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

**ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED**

**Postal Ballot – 23<sup>rd</sup> May 2025 to 21<sup>st</sup> June 2025**

**Scrutiniser's report**

**Resolution 2 : Ordinary Resolution**

**Approval for the appointment and remuneration of Mr. Paramjit Singh Chadha (DIN: 06972549), as Managing Director of the Company for a period effective from 1<sup>st</sup> July, 2025 to 31<sup>st</sup> December, 2027.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
358	1,71,98,136	99.93%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
20	11,641	0.07%

(iii) Invalid votes:

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

**14. The special resolution for Item No.1 and ordinary resolution for Item No.2 as mentioned above have been duly passed with the requisite majority on Saturday, the 21<sup>st</sup> June, 2025, the date on which the remote e-voting process was concluded.**

Based on the above information, you may kindly announce the results.

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: A019411G000646721**