Commercial Vehicle Solutions

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

Department	Finance
From	C V Kavviya
Phone	+91 044-4224 2000
Email	cv.kavviya@zf.com
Date	July 28, 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 Sir / Madam,

Sub: Voting results of the 22nd Annual General Meeting (AGM) of ZF Commercial Vehicle Control Systems India Limited ('the Company')

The 22nd AGM of the Company was held on Friday, July 24, 2026, from 15.00 (IST) onwards and concluded at 16.11 (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

Pursuant to Regulation 44 of the Securities Exchange Board of India Limited (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and with further reference to the brief proceedings of the AGM submitted vide our letter dated July 24, 2026, we are enclosing herewith the following:

i. Combined voting results of remote e-voting prior to the AGM and e-voting conducted during the AGM, in relation to the businesses as stated in the Notice dated May 13, 2026 and transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations, marked as **Annexure A.**

ii. The consolidated Scrutinizer's Report dated July 28, 2026, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, marked as **Annexure B**.

The Voting Results along with the Scrutinizer's Report is available on the Company's website at ZF CV India Investor Relations - ZF and on the website of National Securities Depository Limited at www.evoting.nsdl.com.

Kindly take the above on record and acknowledge receipt.

Yours sincerely,

For ZF Commercial Vehicle Control Systems India Limited

CHATHAPURAM VENKATASUBRAMANIAN KAVVIYA
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C V Kavviya
Company Secretary & Compliance Officer
Encl: As above

Annexure A

DETAILS OF VOTING RESULTS

(i) Attendance of members:

Date of the Annual General Meeting	July 24, 2026
Record Date (Cut-off date for remote e-voting)	July 17, 2026
Total number of shareholders as on Cut-off Date	50,495
No. of shareholders attended the meeting through OAVM:	**47**
Promoters and promoter Group	1
Public (including one director)	46
No. of shareholders present in the meeting either in person or through proxy	N.A.

(ii) Voting by members:

Item No. in the Notice	Subject	Resolution (Ordinary /Special)	Whether Promoter/ Promoter Group are interested in the agenda/ resolution?	Mode of voting	Remarks
1.	Adoption of Audited Standalone and Consolidated Financial Statements for the financial year ended 31st March 2026, together with reports of the Board of Directors and the Auditors thereon.	Ordinary	No	Remote E-Voting prior to and during the AGM	All resolutions were passed with requisite majority
2.	Declaration of dividend of Rs.4/- (Rupees Four only) per share for the financial year ended 31st March 2026.	Ordinary	No		
3.	Re-appointment of Mr. Akash Passey (DIN: 01198068) Chairman, the Non-Executive Non-Independent Director who retired by rotation at this Annual General Meeting.	Ordinary	No		
4.	Ratification of remuneration payable to M/s. Jayaram & Associates, Practicing Cost Accountants (Firm Registration No. 101077), Cost Auditors of the Company, for the financial year ending 31st March 2027	Ordinary	No		
5.	Appointment of Ms. Claudia Christina Jehle (DIN: 11680809) as Non-Executive Non-Independent Director of the Company, liable to retire by rotation.	Ordinary	No		

(iii) Results of ~~Poll / Postal ballot~~/ E-voting by members: The mode of voting for all the resolutions was through remote e-voting prior to and during the AGM and the same is enclosed along with scrutinizer's report.

Kindly take the information on record.

Yours sincerely,
For ZF Commercial Vehicle Control Systems India Limited

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C V Kavviya
Company Secretary & Compliance Officer

Resolution (1)

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Adoption of Audited Standalone and Consolidated Financial Statements for the financial year ended 31st March 2026, together with reports of the Board of Directors and the Auditors thereon

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**	68283306	68283306	100.0000	68283306	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	68283306	68283306	100.0000	68283306	0	100.0000	0.0000
Public- Institutions	**E-Voting**	35505220	33722754	94.9797	33722754	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	35505220	33722754	94.9797	33722754	0	100.0000	0.0000
Public- Non Institutions	**E-Voting**	10016978	26671	0.2663	26661	10	99.9625	0.0375
	Poll							
	Postal Ballot (if applicable)							
	Total	10016978	26671	0.2663	26661	10	99.9625	0.0375
Total		113805504	102032731	89.6554	102032721	10	100.0000	0.0000
						Whether resolution is Pass or Not.	Yes	
						Disclosure of notes on resolution		

* this fields are optional

Details of Invalid Votes

Category	**No. of Votes**
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution (2)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Declaration of dividend of Rs.4/- (Rupees Four only) per share for the financial year ended 31st March 2026					
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	68283306	68283306	100.0000	68283306	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	68283306	68283306	100.0000	68283306	0	100.0000	0.0000
Public- Institutions	E-Voting	35505220	33753972	95.0676	33753972	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	35505220	33753972	95.0676	33753972	0	100.0000	0.0000
Public- Non Institutions	E-Voting	10016978	26671	0.2663	26661	10	99.9625	0.0375
	Poll							
	Postal Ballot (if applicable)							
	Total	10016978	26671	0.2663	26661	10	99.9625	0.0375
Total		113805504	102063949	89.6828	102063939	10	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

* this fields are optional

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

Resolution (3)

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Re-appointment of Mr. Akash Passey (DIN: 01198068), who retires by rotation, as a Director

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	68283306	68283306	100.0000	68283306	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	68283306	68283306	100.0000	68283306	0	100.0000	0.0000
Public- Institutions	E-Voting	35505220	33738006	95.0227	33591953	146053	99.5671	0.4329
	Poll							
	Postal Ballot (if applicable)							
	Total	35505220	33738006	95.0227	33591953	146053	99.5671	0.4329
Public- Non Institutions	E-Voting	35505220	26359	0.0742	25845	514	98.0500	1.9500
	Poll							
	Postal Ballot (if applicable)							
	Total	35505220	26359	0.0742	25845	514	98.0500	1.9500
Total		139293746	102047671	73.2608	101901104	146567	99.8564	0.1436
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution (4)

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Ratification of remuneration of Rs. 4.50 lakhs (plus applicable taxes and out of pocket expenses at actuals), approved by the Board of Directors as payable to M/s. Jayaram & Associates, Cost Accountants (Firm Registration No.101077), on their appointment as Cost Auditors, for the financial year ending 31st March 2027.

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	68283306	68283306	100.0000	68283306	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	68283306	68283306	100.0000	68283306	0	100.0000	0.0000
Public- Institutions	E-Voting	35505220	33738006	95.0227	33738006	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	35505220	33738006	95.0227	33738006	0	100.0000	0.0000
Public- Non Institutions	E-Voting	10016978	26359	0.2631	25847	512	98.0576	1.9424
	Poll							
	Postal Ballot (if applicable)							
	Total	10016978	26359	0.2631	25847	512	98.0576	1.9424
Total		113805504	102047671	89.6685	102047159	512	99.9995	0.0005
						Whether resolution is Pass or Not.	Yes	
						Disclosure of notes on resolution		

* this fields are optional

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

Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Ms. Claudia Christina Jehle (DIN: 11680809), as a Director (Non-Executive & Non-Independent), liable to retire by rotation				
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	68283306	68283306	100.0000	68283306	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	68283306	68283306	100.0000	68283306	0	100.0000	0.0000
Public-Institutions	E-Voting	35505220	33738006	95.0227	29862933	3875073	88.5142	11.4858
	Poll							
	Postal Ballot (if applicable)							
	Total	35505220	33738006	95.0227	29862933	3875073	88.5142	11.4858
Public- Non Institutions	E-Voting	10016978	26359	0.2631	26291	68	99.7420	0.2580
	Poll							
	Postal Ballot (if applicable)							
	Total	10016978	26359	0.2631	26291	68	99.7420	0.2580
Total		113805504	102047671	89.6685	98172530	3875141	96.2026	3.7974
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

* this fields are optional

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

RSGK & Associates
Company Secretaries

No.3, State Bank of India III Colony,
Nanganallur, Chennai – 600061.
Mobile :, 9677222048 / 9940808320
E-mail : karthik.v.ganapathy@gmail.com
r.sivasubramanian@rediffmail.com

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

28th July 2026

To,
The Chairman/Managing Director,
ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED *('the Company')*
[CIN: L34103TN2004PLC054667]
Plot No.3 (SP) III Main Road,
Ambattur Industrial Estate, Chennai-600 058.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote e-voting (Prior to and at the AGM) in respect of the 22nd Annual General Meeting of the members of your Company held on Friday, the 24th July, 2026 at 3:00 P.M. (IST) through Video conferencing/ Other audio-visual means

The Board of Directors of your Company by a resolution passed at their meeting held on 13th May 2026, appointed us as the Scrutinizer for the remote e-voting process to be conducted in relation to the 22nd Annual General Meeting (AGM) of the Company on Friday, the 24th July 2026 ('the 22nd AGM') through Video-conferencing / Other audio-visual means (VC/ OAVM).

We submit our consolidated report as under:

1. Since the Equity shares of the Company are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), the Company has provided e-voting facility, in terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), General Circular No. 03/2025 dated 22nd September 2025 issued by the Ministry of Corporate Affairs (MCA).

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2. The items of business as set-out in the notice convening the 22nd AGM and covered by the remote e-voting (prior to and at the AGM) are as follows:

Item No.	Nature of business	Type of resolution	Subject matter
1	Ordinary	Ordinary	Adoption of Audited Standalone and Consolidated Financial Statements for the financial year ended 31st March 2026, together with reports of the Board of Directors and the Auditors thereon.
2	Ordinary	Ordinary	Declaration of dividend of Rs.4/- (Rupees Four only) per share for the financial year ended 31st March 2026.
3	Ordinary	Ordinary	Re-appointment of Mr. Akash Passey (DIN: 01198068), who retires by rotation, as a Director.
4	Special	Ordinary	Ratification of remuneration of Rs. 4.50 lakhs (plus applicable taxes and out of pocket expenses at actuals), approved by the Board of Directors as payable to M/s. Jayaram & Associates, Cost Accountants (Firm Registration No.101077), on their appointment as Cost Auditors, for the financial year ending 31st March 2027.
5	Special	Ordinary	Appointment of Ms. Claudia Christina Jehle (DIN: 11680809), as a Director (Non-Executive & Non-Independent), liable to retire by rotation.

3. The remote e-voting facility (prior to and at the AGM) was provided by National Securities Depository Limited (NSDL). **NSDL** allotted E-Voting Event Number **(EVEN) 139903** for the remote e-voting process in relation to the **22nd AGM.** NSDL also provided the web-based platform for conduct of the AGM through VC/OAVM.

4. **Notice convening the 22nd AGM** (along with the Annual Report for the financial year ended 31st March, 2026), was **sent** by NSDL **on 2nd July, 2026** to **39,730** shareholders through e-mail to their e-mail addresses registered with the Company/the RTA/ the Depositories.

   Physical copies of the AGM Notice and Annual Report were not sent to the shareholders in view of the exemption provided by MCA. However, physical copies of the AGM Notice and Annual Report were sent to the shareholders who had specifically requested for the same.

   A letter providing the web-link to the Annual Report for Financial year 2025-26 was sent to shareholders whose email addresses were not registered with the Company/the Registrar and Share transfer agents of the Company ('the RTA')/Depositories.

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5. The AGM Notice and Annual Report were also sent to the Directors, Auditors and submitted to NSE and BSE on 2nd July, 2026.

6. The manner in which the shareholders whose e-mail address was not registered could register the same with the Company, were advertised on 25th June, 2026 and the prescribed particulars relating to the e-voting process for the 22nd AGM were advertised on 3rd July, 2026 in "Business Standard" (all India edition) in English, and "Makkal Kural" in Tamil.

7. Integrated Registry Management Services Private Limited, the Registrar and Share transfer agents of the Company ('the RTA') provided the list of shareholders as on **17th July, 2026**, being the cut-off date fixed for determining eligibility to vote in respect of the items of business to be transacted at the 22nd AGM **('the cut-off date'**).

   As on the cut-off date, the paid-up Equity share capital of the Company comprised of **11,38,05,504 Equity shares of Rs.5/- each**. This included the following Equity shares on which voting rights were frozen:

   (a) **2,46,347 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) **3,04,242 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.

8. The remote e-voting facility **prior to the 22nd AGM commenced on Tuesday, 21st July, 2026 at 9:00 A.M. (IST) and ended on Thursday, 23rd July, 2026 at 5:00 P.M. (IST)**.

9. The 22nd AGM was held on **Friday, 24th July, 2026, at 3:00 P.M. (IST),** through Video conferencing / other audio-visual means (VC / OAVM), and the meeting concluded at **4:11 P.M. (IST),** including the 15 minutes specifically provided for the e-voting process after transaction of the business.

10. Remote e-voting facility provided by NSDL was available **at the AGM**, **from 3:00 P.M. IST (the time of commencement of the 22nd AGM) to 4:11 P.M. IST** [15 (fifteen) minutes after conclusion of the business proceedings], to enable the members attending the AGM who had not cast their vote through remote e-voting prior to the AGM to exercise their voting rights.

11. After the closure of the Remote e-voting at the AGM, the votes cast through remote e-voting, (prior to and at the AGM) were unblocked in the presence of two witnesses not in the employment of the Company and obtained the voting report from the remote e-voting website of NSDL.

12. The votes cast through remote e-voting (prior to and at the AGM) on the e-voting platform provided by NSDL was scrutinized and validated with the list of shareholders and their shareholding as on the cut-off date.

13. It was noted that no voting rights were exercised in respect of the shares lying either in the Unclaimed Suspense Account or with the IEPF Authority.

14. We have recorded the particulars relating to the votes cast through remote e-voting (prior to and at the AGM) in a separate register maintained in electronic form.

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15. 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 LODR relating to voting through electronic means on the resolutions contained in the Notice of 22nd AGM of the members of the Company.

    Our responsibility as a scrutinizer for remote e-voting process is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by NSDL**.**

16. The consolidated results of remote e-voting (prior to and at the AGM) are as under:

Resolution 1 : Ordinary Resolution

Adoption of Audited Standalone and Consolidated Financial Statements for the financial year ended 31st March 2026, together with reports of the Board of Directors and the Auditors thereon.

(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	10,20,32,721	99.99999%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
2	10	0.00001%

(iii) Invalid Votes :

Number of members whose votes were declared invalid	Number of invalid votes cast (shares)
Nil	Nil

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<u>Resolution 2 : Ordinary Resolution</u>

Declaration of dividend of Rs.4/- (Rupees Four only) per share for the financial year ended 31st March 2026.

(i) Voted in favour of the resolution:

Number of members Voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
361	10,20,63,939	99.99999%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
2	10	0.00001%

(iii) Invalid Votes :

Number of members whose votes were declared invalid	Number of invalid votes cast (shares)
Nil	Nil

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Resolution 3 : Ordinary Resolution

Re-appointment of Mr. Akash Passey (DIN: 01198068), who retires by rotation, as a Director.

(i) Voted in favour of the resolution:

Number of members Voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
350	10,19,01,104	99.86%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
16	1,46,567	0.14%

(iii) Invalid Votes :

Number of members whose votes were declared invalid	Number of invalid votes cast (shares)
Nil	Nil

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Resolution 4 : Ordinary Resolution

Ratification of remuneration of Rs. 4.50 lakhs (plus applicable taxes and out of pocket expenses at actuals), approved by the Board of Directors as payable to M/s. Jayaram & Associates, Cost Accountants (Firm Registration No.101077), on their appointment as Cost Auditors, for the financial year ending 31st March 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
357	10,20,47,159	99.999%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
4	512	0.001%

(iii) Invalid Votes :

Number of members whose votes were declared invalid	Number of invalid votes cast (shares)
Nil	Nil

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Resolution 5 : Ordinary Resolution

Appointment of Ms. Claudia Christina Jehle (DIN: 11680809), as a Director (Non-Executive & Non-Independent), liable to retire by rotation.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
317	9,81,72,530	96.20%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
49	38,75,141	3.80%

(iii) Invalid Votes :

Number of members whose votes were declared invalid	Number of invalid votes cast (shares)
Nil	Nil

Based on the aforesaid results, we report that all the **5 (five) ordinary resolutions** as set out in item nos. 1 to 5 of the Notice have been passed with requisite majority on the date of the AGM namely, **24th July, 2026.**

You may kindly announce the results accordingly.

Thanking you,
Yours faithfully,

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

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Date: 2026.07.28 13:01:44 +05'30'

G. Karthikeyan
Partner
Membership No. A19411
C.P No.21869
Peer Review Certificate No.6442/2025
UDIN: A019411H000953377
Place: Chennai