



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 11, 2024

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 - 6th Postal Ballot

Ref : In continuation to our letter dated 08.02.2024 informing about the Notice of the Postal Ballot

Pursuant to Regulation 44 of the LODR Regulations, the details of voting results of the 6th Postal Ballot (remote e-voting) conducted by the Company between February 09, 2024 (9.00 a.m. IST) and March 09, 2024 (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,

ZF Group



Muthulakshmi M
Company Secretary
ZF Commercial Vehicle Control Systems India Limited
(Formerly known as WABCO INDIA Limited)

Registered Office: Plot No.3 (SP), Third Main Road,
Ambattur Industrial Estate, Chennai - 600058, India
CIN: L34103TN2004PLC054667
Phone: +91 44 42242000. Fax: +91 44 42242009
www.zf.com

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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 02, 2024 for the purpose of remote e-voting and e-voting.	25,573
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 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.2,000 Crores (Rupees Two thousand crores only), during the financial year from 1 st April 2024 to 31 st March 2025	Ordinary Resolution	Remote E-Voting	Yes	Resolution passed with more than requisite majority
2.	Approval for the appointment of Ms. Rashmi Urdhwareshe (DIN 08668140) as a Non-Executive Independent Director for a term of 5 (Five) consecutive years from 20 th March 2024 to 19 th March 2029	Special Resolution	Remote E-Voting	No	Resolution passed with more than requisite majority
3.	Approval for the re-appointment and remuneration of Mr. P Kaniappan (DIN 02696192) as Managing Director from 17 th June 2024 to 31 st December 2024	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,
ZF Group

M. Muthulakshmi



Muthulakshmi M
Company Secretary
ZF Commercial Vehicle Control Systems India Limited
(Formerly known as WABCO INDIA Limited)

ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED (Formerly known as WABCO 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
Ordinary resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
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.2,000 Crores (Rupees Two thousand crores only), during the financial year from 1st April 2024 to 31st March 2025	Promoter and Promoter Group	E-Voting	14,225,684	0	0.00	0	0	0.00	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		0	0.00	0	0	0.00	0.00
	Public-Institutions	E-Voting	3,390,661	3,152,273	92.97	3,152,273	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		3,152,273	92.97	3,152,273	0	100.00	0.00
	Public-Non-Institutions	E-Voting	1,351,239	10,724	0.79	7,319	3,405	68.25	31.75
		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		10,724	0.79	7,319	3,405	68.25	31.75
		Grand Total	18,967,584	3,162,997	16.68	3,159,592	3,405	99.89	0.11



ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED (Formerly known as WABCO 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
Special resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Approval for the appointment of Ms. Rashmi Urdhwareshe (DIN 08668140) as a Non-Executive Independent Director for a term of 5 (Five) consecutive years from 20th March 2024 to 19th March 2029	Promoter and Promoter Group	E-Voting	14,225,684	14,225,684	100.00	14,225,684	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		14,225,684	100.00	14,225,684	0	100.00	0.00
	Public-Institutions	E-Voting	3,390,661	3,152,273	92.97	3,117,865	34,408	98.91	1.09
		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		3,152,273	92.97	3,117,865	34,408	98.91	1.09
	Public-Non-Institutions	E-Voting	1,351,239	10,722	0.79	10,411	311	97.10	2.90
		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		10,722	0.79	10,411	311	97.10	2.90
		Grand Total	18,967,584	17,388,679	91.68	17,353,960	34,719	99.80	0.20



ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED (Formerly known as WABCO 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.3	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 re-appointment and remuneration of Mr. P Kaniappan (DIN 02696192) as Managing Director from 17th June 2024 to 31st December 2024	Promoter and Promoter Group	E-Voting	14,225,684	14,225,684	100.00	14,225,684	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		14,225,684	100.00	14,225,684	0	100.00	0.00
	Public-Institutions	E-Voting	3,390,661	3,152,273	92.97	2,828,734	323,539	89.74	10.26
		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		3,152,273	92.97	2,828,734	323,539	89.74	10.26
	Public-Non-Institutions	E-Voting	1,351,239	10,722	0.79	10,424	298	97.22	2.78
		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		10,722	0.79	10,424	298	97.22	2.78
		Grand Total	18,967,584	17,388,679	91.68	17,064,842	323,837	98.14	1.86





K SRIRAM, B.Com, ACA, FCS
Practising Company Secretary

Scrutiniser's Report

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

11th March 2024

To,
The Chairman,
ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED
(formerly known as WABCO 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 6th Postal ballot conducted under Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014

I have, vide resolution passed by your Board of Directors ("the Board") on 30th January 2024, been appointed to act as the Scrutiniser for the Company's 6th Postal Ballot process, which was initiated to obtain the approval of your members by passing Special/Ordinary resolutions for the items of business as set out below:

Business transacted through the 6th Postal Ballot

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.2,000 Crores (Rupees Two thousand crores only), during the financial year from 1st April 2024 to 31st March 2025 (**Ordinary Resolution**).
2. Approval for the appointment of Ms. Rashmi Urdhwareshe (DIN 08668140) as a Non-Executive Independent Director for a term of 5 (Five) consecutive years from 20th March 2024 to 19th March 2029 (**Special Resolution**).
3. Approval for the re-appointment and remuneration of Mr. P Kaniappan (DIN 02696192) as Managing Director from 17th June 2024 to 31st December 2024 (**Ordinary Resolution**).

I submit my report as under:

1. 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).

KRISHNAMURTHY
Y SRIRAM

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KRISHNAMURTHY SRIRAM
Date: 2024.03.11 17:34:32
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"SHRESHTAM", Old No.17, New No.16, Pattammal Street, Mandaveli, Chennai - 600 028.
(044) 42074012/ 24611440 sriram.krishnamurthy@rediffmail.com

ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED
(formerly known as WABCO India Limited)
6th Postal Ballot – 9th February 2024 to 9th March 2024
Scrutiniser's report

2. 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) 127747** for the Company's **6th Postal Ballot**.
3. Your Board fixed **2nd February 2024** 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.
4. 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 **25,573 members** included the following on which **voting rights were frozen as per Regulation 39 read with Schedule VI of LODR**:
 - (a) **572 equity shares** in ZF Commercial Vehicle Control Systems India Limited **Unclaimed Suspense Account**; and
 - (b) **50,741 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. Notice of the 6th Postal Ballot ("**the Notice**") was sent/filed **on 8th February 2024, to/with various persons/entities and in the manner set out below**:
 - (a) **Through e-mail** (sent by NSDL) to **23,304 members** whose e-mail address were registered with the Company/Depositories, **out of the total of 25,573 members** (including shares lying in the ZF Commercial Vehicle Control Systems India Limited Unclaimed Suspense Account) **as on 2nd February 2024**.
 - (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.
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 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.
7. The Notice and prescribed particulars about the remote e-voting process were duly **advertised on 9th February 2024** in Business Standard (in English) and Makkal Kural (in Tamil).
8. The remote e-voting period was **from 9:00 A.M. on 9th February 2024 to 5:00 P.M. on 9th March 2024**.
9. 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.
10. **On 9th March 2024**, I unblocked the votes cast through **remote e-voting** 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.

KRISHNAMURTHY SRIRAM

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KRISHNAMURTHY SRIRAM
Date: 2024.03.11 17:34:56
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ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED
(formerly known as WABCO India Limited)
6th Postal Ballot – 9th February 2024 to 9th March 2024
Scrutiniser's report

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. I also noted that **no voting rights were exercised in respect of** any of the 572 equity shares lying in ZF Commercial Vehicle Control Systems India Limited **Unclaimed Suspense Account** in terms of LODR, as well as 50,741 equity shares held by **IEPF** in terms of the Act.
13. I also noted that no related parties have exercised their vote for the resolution set out in Item No.1 of the Notice, which involved approval of material related party transactions, in compliance with Regulation 23(4) of LODR.
14. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained in electronic form.
15. A total of 326 members participated in the remote e-voting process and all the votes were considered as valid. Three members split their votes in respect of Resolution No.3 and cast them partly in favour and partly against the resolution and hence the 3 ballots have been considered for the votes in favour as well as the votes against the said resolution.
16. The results of the 6th postal ballot process (remote e-voting) are as under:

Item No.	Total valid ballots/votes		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	325	31,62,997	315	31,59,592	99.89%	10	3,405	0.11%
2	325	1,73,88,679	310	1,73,53,960	99.80%	15	34,719	0.20%
3	328	1,73,88,679	263	1,70,64,842	98.14%	65	3,23,837	1.86%

17. I observe that the Ordinary resolutions for Item No.1 and Item No.3 and the Special resolution for Item No.2 have been duly passed with the requisite majority on 9th March 2024, the date on which the e-voting process concluded.

You may declare the results accordingly.

Thanking you,
Yours faithfully,

KRISHNAMURTHY SRIRAM
Digitally signed by
KRISHNAMURTHY SRIRAM
Date: 2024.03.11 17:35:14
+05'30'

K. SRIRAM
Practising Company Secretary (C.P. No.2215)
Scrutiniser

UDIN: F006312E003567782