



## 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 December 07, 2023

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: Regulation 30 - Disclosure of events or information under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice**

**Ref: Intimation to Stock Exchange dated October 27, 2023 about the appointment of Ms. Amrita Verma Chowdhury (DIN: 02178520) as a Non-Executive Independent Director at the Board Meeting held on 27<sup>th</sup> October 2023.**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated December 01, 2023, seeking approval of the members of the Company, by way of remote e-voting process for:

1. The appointment of Mrs. Amrita Verma Chowdhury (DIN: 02178520) as a Non-Executive Independent Director for a term of 5 (five) years;

Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the Register of Members / Register of Beneficial Owners, as on Friday, December 01, 2023 ("Cut-off Date"), received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

The Company has engaged the services of National Securities Depository Limited (NSDL), as the agency to provide e-voting facility to all its members. The remote e-voting period will commence on, **Friday, December 08, 2023 (9:00 a.m. IST)** and ends on **Saturday, January 06, 2024 (5:00 p.m. IST)**.

The Postal Ballot Notice is also available on the Company's website at [www.zf.com](http://www.zf.com)

Request you to take the above information on record and dissemination please.

Yours sincerely,

ZF Group

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)**

Registered Office : Plot No. 3 (SP), III Main Road, Ambattur Industrial Estate,  
Chennai 600 058; CIN: L34103TN2004PLC054667

**Website** : [www.zf.com](http://www.zf.com); Email: [cvcs.info.india@zf.com](mailto:cvcs.info.india@zf.com);  
Tel. : 044 4224 2000; Fax : 044 4224 2009

**POSTAL BALLOT NOTICE**

**(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)**

**To**

**The Members**

**Notice** is hereby given that the resolution set out below is proposed to be passed by the members of **ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED** (the **Company**) by means of Postal Ballot, only by way of voting through electronic means (hereinafter referred to as "remote e-voting" or "e-voting"), pursuant to Sections 108 and 110 of the Companies Act, 2013 (the Act) read with Rule 20 and Rule 22 of 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 General Circular No. 09/2023 dated September 25, 2023 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"), 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", which will include any statutory modifications or re-enactment thereof for the time being in force and/ or as amended from time to time).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached.



The Board of Directors has appointed Mr. K Sriram (Membership No. F6312 / CP No.2215), a Practising Company Secretary, Chennai as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has availed the services of National Securities Depository Limited (NSDL) as the agency to provide e-voting facility.

The Ministry of Corporate Affairs through Circulars have permitted companies to conduct postal ballot by sending e-mails to all its shareholders who have registered their email addresses with the Company or depository / depository participants. Consequently, this notice is being sent to members whose names appear in the Register of Members (maintained by the Company through their Registrar and Transfer Agents ("RTA"))/ Register of Beneficial Owners maintained by the depositories NSDL/ CDSL) as on December 01, 2023 (Friday), who have so registered their e-mail addresses and is not being sent to members who have not done so. Further, the communication of assent / dissent of the members will only take place through the remote e-voting system.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice about casting their vote electronically.

**The e-voting period will be from 9:00 a.m. (IST) on December 08, 2023 (Friday) to 5:00 p.m. (IST) on January 06, 2024 (Saturday).**

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced **on or before January 09, 2024 (Tuesday)** and will be displayed on the Company's website [www.zf.com](http://www.zf.com) (ZF CV India Investor Relations) and will also be communicated to the Stock Exchanges and National Securities Depository Limited ("NSDL"). The Company will also display the results of e-voting at its Registered Office.

The last date of e-voting, i.e. January 06, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

## **SPECIAL BUSINESS**

### **Item No.1**

**To approve the appointment of Mrs. Amrita Verma Chowdhury (DIN 02178520) as a Non-Executive Independent Director for a term of 5 (Five) consecutive years**

To consider providing your assent or dissent for passing the following resolution as **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the



recommendations of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company (the Board), approval of the members be and is hereby accorded for the appointment of Mrs. Amrita Verma Chowdhury (DIN 02178520), as a Non-Executive Independent Director (NE-ID) of the Company, not liable to retire by rotation, for a term of five consecutive years from October 27, 2023 to October 26, 2028, on such remuneration, including profit-related commission, fee for participation in the meetings of the Board or a Committee thereof or any other purpose, as may be approved by the Board from time to time, subject to the limits prescribed under Section 197 and other applicable provisions of the Act".

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

By Order of the Board of Directors

Chennai  
December 01, 2023

Sd/-  
M Muthulakshmi  
Company Secretary

**Registered Office:**

ZF Commercial Vehicle Control Systems India Limited  
(Formerly known as WABCO INDIA LIMITED)  
Plot No.3, (SP), III Main Road,  
Ambattur Industrial Estate,  
Chennai - 600 058  
CIN:L34103TN2004PLC054667

**Notes:**

1. A Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on December 01, 2023 (Friday) ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at [www.zf.com](http://www.zf.com) (ZF CV India Investor Relations), websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at <https://www.evoting.nsdl.com>.



4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) by clicking on <https://www.integratedindia.in/EmailUpdation.aspx> or by giving details of folio number, e-mail address and self-attested copy of PAN card to Integrated Registry Management Services Private Limited at [srirams@integratedindia.in](mailto:srirams@integratedindia.in), if the shares are held in physical form.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date, should treat this notice for information purpose only.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("SEBI Master Circular"), SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
8. The e-voting period commences at 9:00 a.m. (IST) on December 08, 2023 (Friday) and ends at 5:00 p.m. (IST) on January 06, 2024 (Saturday). Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. January 06, 2024 (Saturday)

## **PROCEDURE FOR 'E-VOTING':**

### **1. E-VOTING FACILITY:**

- i. Pursuant to the provisions of section 108 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of NSDL as the agency to provide e-voting facility.



ii. **The e-voting facility will be available during the following period:**

**Commencement of remote e-voting :** From 09:00 a.m. (IST) on December 08, 2023 (Friday)

**End of remote e-voting :** At 05:00 p.m. (IST) on January 06, 2024 (Saturday)

The facility for voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period and time. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again. Please refer to the attached Notice for instructions regarding remote e-voting.

The results of the Voting by postal ballot will be announced **on or before January 09, 2024 (Tuesday)** at the registered office of the Company and the results will also be displayed at the website of the Company ([www.zf.com](http://www.zf.com)) (ZF CV India Investor Relations).

In case of any queries related to e-voting, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free nos.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) .

In case of any queries related to Postal Ballot Notice, Members may write to [cvcs.info.india@zf.com](mailto:cvcs.info.india@zf.com)

iii. The manner of voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Shareholders holding shares of the Company in physical mode, and (iv) Shareholders who have not registered their e-mail address, is explained in the instructions given hereinbelow.

**INFORMATION AND INSTRUCTIONS RELATING TO 'E-VOTING'**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

A) **Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="618 422 1377 905">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li data-bbox="618 915 1377 1058">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="618 1068 1377 1625">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li data-bbox="618 1635 1377 1736">4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>





**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 22 55 33</p>

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<p><b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b></p>	<p><b>Your User ID is:</b></p>
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a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 127287 then user ID is 127287001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.



7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sriram.krishnamurthy@rediffmail.com](mailto:sriram.krishnamurthy@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cvcs.info.india@zf.com](mailto:cvcs.info.india@zf.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cvcs.info.india@zf.com](mailto:cvcs.info.india@zf.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



**STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

The following statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice dated December 01, 2023 and shall be taken as forming part of the Notice.

**Item No.1**

In terms of Section 149(4) of the Companies Act, 2013 (the Act), the Company, being a listed public company, should have at-least one-third of the total number of directors as Independent Directors. Further, in terms of Section 149(1) of the Act and Regulation 17(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), the Board of the Company should have atleast one independent woman director.

In terms of Regulation 17(1)(c) of the SEBI LODR, the Board of the Company should comprise of atleast six Directors.

Dr. Lakshmi Venu who was an Independent Woman Director on the Board, resigned with effect from October 31, 2023 due to pre-occupation. In terms of Schedule IV (VI) of the Act and Regulation 25(6) of the SEBI LODR, the position vacated by her has to be filled up within three months by appointing another Independent Woman Director.

Hence, in order to comply with the applicable provisions/ regulations of Act as well as SEBI LODR, the Board of Directors of the Company at their meeting held on 27th October 2023, based on recommendation of the Nomination and Remuneration Committee (NRC) of the Board, considered and appointed Mrs. Amrita Verma Chowdhury (DIN 02178520) as an Independent Director (ID) of the Company for a term of 5 (five) consecutive years effective from October 27, 2023 to October 26, 2028. This is subject to the approval of shareholders of the Company by way of a Special Resolution.

In terms of Regulation 17(1C) of SEBI LODR, such approval of the shareholders has to be obtained within a period of three months and hence approval is being sought through this postal ballot process.

As per the opinion of the NRC and the Board, Mrs. Amrita Verma Chowdhury, fulfils the conditions specified under the Companies Act, 2013 and the rules made thereunder and SEBI LODR Regulations for appointing her as a Non-Executive Independent Director (NE-ID) of the Company and she is independent of the management of the Company.



The Company has received the following disclosures / declaration / details / confirmations from Mrs. Amrita Verma Chowdhury:

- a. Consent to act as a director of the company in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules');
- b. Notice of interest in Form MBP-1 disclosing concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals;
- c. Intimation in Form DIR-8 confirming that she is not disqualified for appointment as a director of the company under sub-section (2) of Section 164 of the Act;
- d. Declaration that she fulfill the criteria of independence under section 149(6) of the Companies Act, 2013 and SEBI LODR Regulations and that she is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge her duties with an objective independent judgment and without any external influence;
- e. Confirmation of registration with the Independent Director's repository maintained by the Indian Institute of Corporate Affairs; and
- f. Details of Committee Memberships/Chairmanships in other Companies

Additional details as required, pursuant to the provisions of SEBI LODR and the Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.

Mrs. Amrita Verma Chowdhury would be entitled to receive sitting fees for attending Board/ Committee meetings, re-imbusement of travelling and stay expenses and a profit-related commission based on the performance of the Company and her performance evaluation by the Board of Directors, as may be decided by the Board from time to time. The aggregate of the profit-related commission for all Independent Directors shall be subject to a ceiling of 1% of the net profits of the Company, calculated in terms of the applicable provisions of the Act.

All material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. will be available for inspection without any fee for the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. January 06, 2024 (Saturday).

Except Mrs. Amrita Verma Chowdhury, none of the Directors or any Key Managerial Personnel or their relatives is, in anyway, concerned or interested, financially or otherwise in the above resolution as set out in item no.1 of this notice.



The Board recommends the special resolution set forth in this notice for the approval of Members.

By Order of the Board of Directors

Chennai  
December 01, 2023

Sd/-  
Muthulakshmi M  
Company Secretary

Registered Office:

ZF Commercial Vehicle Control Systems India Limited  
(Formerly known as WABCO INDIA LIMITED)  
Plot No.3, (SP), III Main Road,  
Ambattur Industrial Estate,  
Chennai - 600 058  
CIN:L34103TN2004PLC054667





**Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards: -**

**Profile of Mrs. Amrita Verma Chowdhury:**

Mrs. Amrita Verma Chowdhury holds a B.Tech. from IIT Kanpur, MS from UC Berkeley, and MBA from Carnegie Mellon - Tepper Business School. Mrs. Amrita holds 7 US patents for semiconductor manufacturing.

As the CEO and Co-Founder of Gaia, a cutting-edge global information analytics SaaS venture, Mrs. Amrita is steering the company in providing deep learning solutions and digital transformation advisory to a diverse clientele, including cities, governments, and large-scale enterprises.

Prior to the founding "Gaia" an entrepreneurial venture, Mrs. Amrita served as President of DY Works (Future Group), where she focused on business expansion through market research and brand strategy for her clients. She also was the Head South Asia for Harlequin (Torstar Corporation), where she catalysed growth of the "India" portfolio. Mrs. Amrita's played a crucial role as Associate Director, Education for South Asia for the "Harvard Business School". She was the "Strategic consultant" and a "board advisory member" for various fortune 100 clients of AT Kearney in USA and Oppeus in Australia, which largely enhanced her understanding of international business. Mrs. Amrita started her journey in product development with Applied Materials in California, where her work led to innovations that enabled next-gen semiconductor fabrication.

Mrs. Amrita serves on several public and private boards. She is an independent director on the public listed Simmonds Marshall Limited, NESCO Limited, and Mahindra Lifespace Developers Limited, where she chairs several Committees. She is an Independent Director on the boards of several unlisted subsidiaries of Mahindra Lifespace Developers Limited, as well as, Drishtant Consultancy Services Private Limited, a tech startup for the social sector.

<b>Mrs. Amrita Verma Chowdhury</b>	
<b>Age</b>	53 years
<b>DIN</b>	02178520
<b>Nature of expertise in specific functional areas</b>	Strategy, Innovation, Business-Technology Interface, Technology Automation, Branding, Marketing, Country PNL Management, Business Development, Digital & Social.
<b>Inter-se relationships with directors and key managerial personnel</b>	None
<b>Key terms and conditions of appointment</b>	As per the resolution set out at Item No. 1 of the Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
<b>Date of first appointment on Board</b>	October 27, 2023
<b>Details of remuneration last drawn (FY 2022-23)</b>	Not Applicable
<b>No. of Board Meetings</b>	Nil



<b>attended during FY 2023-24 (upto the date of this Notice)</b>	
<b>Remuneration proposed to be paid</b>	<p>Mrs. Amrita Verma Chowdhury would be entitled to receive sitting fees for attending Board/ Committee meetings and reimbursement of travelling and stay expenses, and a profit-related commission based on the performance of the Company and performance evaluation of her, by the Board of Directors, subject to the overall ceiling of 1% of the net profits of the Company for all the Independent Directors put together, calculated in terms of the applicable provisions of the Act.</p>
<b>Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice</b>	<p>Nil</p>
<b>Directorships in other Companies (including Listed entities in which the person also holds the directorship)</b>	<ul style="list-style-type: none"> <li>❖ <u>Listed Public Companies:</u> <ol style="list-style-type: none"> <li>1. Simmonds Marshall Limited</li> <li>2. Mahindra Lifespace Developers Limited</li> <li>3. NESCO Limited</li> </ol> </li> <li>❖ <u>Public Companies:</u> <ol style="list-style-type: none"> <li>4. Mahindra World City Developers Limited</li> <li>5. Mahindra World City (Jaipur) Limited</li> <li>6. Mahindra Industrial Park Chennai Limited</li> </ol> </li> <li>❖ <u>Private Companies:</u> <ol style="list-style-type: none"> <li>7. Mahindra Homes Private Limited</li> <li>8. D and B Foodarts Private Limited</li> <li>9. Gaia Smart Cities Solutions Private Limited</li> <li>10. SHD Management Consultancy Private Limited</li> <li>11. Techcrew Solutions Private Limited</li> <li>12. Drishtant Consultancy Services Private Limited</li> </ol> </li> </ul>
<b>Membership / Chairmanship of Committees in other Companies</b>	<p><b>Simmonds Marshall Limited</b>  Audit Committee - Member  Nomination &amp; Remuneration Committee - Member  Corporate Social Responsibility Committee – Member</p> <p><b>NESCO Limited</b>  Audit Committee – Member</p> <p><b>Mahindra Lifespace Developers Limited</b>  Audit Committee - Member  Nomination &amp; Remuneration Committee - Chairperson  Corporate Social Responsibility Committee - Chairperson</p>



	Risk Management Committee - Chairperson
<b>Listed entities from which the Director has resigned in the past three years</b>	Nil
<b>Skills and capabilities required for the role and the manner in which she meets such requirements</b>	<p>In the opinion of the Board, Mrs. Amrita Verma Chowdhury fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI LODR Regulations.</p> <p>The NRC and Board reviewed and considered that Mrs. Amrita Verma Chowdhury's skills, knowledge, background, and experience are aligned to the role, expertise and capabilities as identified by the NRC and that Mrs. Amrita Verma Chowdhury would be the suitable candidature for appointment as an Independent Director. The Board was satisfied that the appointment of Mrs. Amrita is justified due to the following reasons:</p> <ul style="list-style-type: none"><li>– Mrs. Amrita Verma Chowdhury has extensive experience and educational background including cross country experience and holds 7 US patents for semiconductor manufacturing.</li><li>– Her unique leadership strengths at the intersection of business growth, technology, and digital innovation.</li><li>– Her experience of serving on the various advisory committees which aims and enables digital innovation and growth platforms.</li></ul>