



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 January 10, 2024

The Manager
Listing Department
BSE Limited, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001

Scrp 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: Submission of proceedings of the 5th Postal Ballot.

Ref: In continuation to our letter dated 09.01.2024 informing about the Voting Results of the 5th Postal Ballot.

Please find attached herewith the proceedings of 5th Postal Ballot conducted in accordance with the Postal Ballot Notice and results declared on 9th January, 2024.

This is for your information, record and necessary dissemination to all the stakeholders.

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

ZF Group
ZF Commercial Vehicle Control Systems India Limited
(Formerly known as WABCO INDIA Limited)
Plot No.3 (SP), Third Main Road,
Ambattur Industrial Estate,
Chennai - 600058, India
Phone: +91 44 4224 2000
Fax: +91 44 4224 2009
www.zf.com

PROCEEDINGS OF THE MEETING HELD ON TUESDAY, THE 9TH JANUARY 2024 AT 02.45 P.M AND CONCLUDED AT 03.15 P.M. FOR THE DECLARATION OF RESULTS OF THE FIFTH POSTAL BALLOT AT THE REGISTERED OFFICE OF THE COMPANY

<i>Director Present</i>	Mr. P. Kaniappan, Managing Director (Authorised by the Chairman to receive the Scrutinizer's report)
<i>Scrutinizer Present</i>	Mr. K Sriram, Practising Company Secretary, Chennai
<i>By Invitation</i>	Mr. R S Rajagopal Sastry, Chief Financial Officer
<i>In attendance</i>	M. Muthulakshmi, Company Secretary

Mr. P. Kaniappan, Managing Director, Chaired the meeting.

1. Mr. K Sriram, scrutinizer, informed about the postal ballot process as given below:
 - a) The Board of Directors ("Board") of the Company vide resolution passed on 6th December 2023, approved the proposal to conduct a Postal Ballot to seek approval of the Members for the following Special resolution as set out below and appointed K Sriram, a Practising Company Secretary, (Membership No. F6312 / CP No.2215), as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner.
 - (i) The appointment of Mrs. Amrita Verma Chowdhury (DIN: 02178520) as a Non-Executive Independent Director for a term of 5 (five) consecutive years effective 27th October 2023 (***Special Resolution***) :-
 - b) The Company had engaged the services of 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) 127287** for the Company's **5th Postal Ballot**.
 - c) The Board of the Company had fixed **1st December 2023** 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.



- d) Integrated Registry Management Services Private Limited, the Company's Share Transfer Agent (RTA), provided the details of the members who held equity shares of the Company on the cut-off date and accordingly were eligible to participate in the postal ballot.
- e) 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 **26,185 members** included the following on which **voting rights were frozen as per Regulation 39 read with Schedule VI of LODR:**
- **572 equity shares** in ZF Commercial Vehicle Control Systems India Limited **Unclaimed Suspense Account;** and
 - **50,757 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**).
- f) Notice of the 5th Postal Ballot ("the Notice") was sent/filed **on 07th December 2023, to/with various persons/entities and in the manner set out below:**
- **Through e-mail** (sent by NSDL) to **23,883 members** whose e-mail address were registered with the Company/Depositories, out of the total of 26,185 members (including shares lying in the ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED Unclaimed Suspense Account) as on 01st December 2023. Physical postal ballot forms were not dispatched to the members in view of the relaxation granted by the Ministry of Corporate Affairs vide various circulars as set out in the Notice. The Company has placed the Notice of Postal Ballot on its website.
 - **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**).
 - **Through email** to the **Directors, Auditors and Secretarial Auditors** of the Company.
- g) The Notice and prescribed particulars about the remote e-voting process were duly **advertised on 8th December 2023** in Business Standard (in English) and Makkal Kural (in Tamil).
- h) The remote e-voting commenced at **9.00 A.M. on December 08, 2023 and ended at 5:00 P.M. on January 06, 2024.**



2. **The Scrutinizer further informed in the meeting that:**

- a) **On 08th January 2024**, the votes cast through **remote e-voting** were unblocked in the presence of two witnesses not in the employment of the Company and the remote e-voting report was obtained from the e-voting website of NSDL.
 - b) The votes cast through remote e-voting were validated with the list of members and their holding as on the cut-off date. **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 **50,757** equity shares held by IEPF in terms of the Companies Act 2013.
 - c) Particulars of the votes cast through remote e-voting had been recorded in a separate register maintained in electronic form.
 - d) A total of 323 members participated in the remote e-voting process and all the votes were considered as valid.
3. At this stage, the scrutinizer submitted his report dated 09th January, 2024 to the Managing Director of the Company.
 4. The Managing Director pursued the report and announced that the Special resolution as set out in the postal ballot notice, have been passed with requisite majority on 06th January 2024.
 5. The details of the resolution passed and the votes cast as detailed in the Scrutinizer's report for the same are as set out below:

Item No. 1 – Special Resolution for Approval of the appointment of Mrs. Amrita Verma Chowdhury (DIN: 02178520) as a Non-Executive Independent Director for a term of 5 (five) consecutive years effective 27th October 2023;

Result of Voting

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
323	1,73,55,349	293	1,71,30,773	98.71%	30	2,24,576	1.29%



Resolution passed:

"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".

6. Mr. P. Kaniappan, Managing Director declared the meeting as concluded and directed the Company Secretary to take necessary steps for disseminating the Postal Ballot results to the Stock Exchanges and other stakeholders.



MANAGING DIRECTOR

09th January 2024

