



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 09, 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 - 5th Postal Ballot

Ref : In continuation to our letter dated 07.12.2023 informing about the Notice of the Postal Ballot

Pursuant to Regulation 44 of the LODR Regulations, the details of voting results of the 5th Postal Ballot (remote e-voting) conducted by the Company between December 08, 2023 (9.00 a.m. IST) and January 06, 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)



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 December 01, 2023 for the purpose of remote e-voting and e-voting.	26,185
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 appointment of Mrs. Amrita Verma Chowdhury (DIN: 02178520) as a Non-Executive Independent Director for a term of 5 (five) consecutive years effective 27 th October 2023	Special 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 Group**

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
Special resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1. Approving the appointment of Mrs. Amrita Verma Chowdhury (DIN 02178520) as a Non-Executive Independent Director for a term of 5 (Five) consecutive year effective 27th October 2023	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	3,367,458	3,113,980	92.47	2,889,497	224,483	92.79	7.21
		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		3,113,980	92.47	2,889,497	224,483	92.79	7.21
	Public-Non-Institutions	E-Voting	1,374,442	15,685	1.14	15,592	93	99.41	0.59
		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		15,685	1.14	15,592	93	99.41	0.59
		Grand Total	18,967,584	17,355,349	91.50	17,130,773	224,576	98.71	1.29





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]

9th January 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 5th 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 6th December 2023, been **appointed to act as the Scrutiniser** for the Company's **5th Postal Ballot** process, which was initiated to obtain the approval of your members by way of **special resolution** for an item of business as set out below:

Business transacted through the 5th Postal Ballot
1. Approving 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).

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).
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) 127287** for the Company's **5th Postal Ballot**.
3. Your Board 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.
4. Notice of the 5th Postal Ballot ("the Notice") was sent/filed **on 7th December 2023, to/with various persons/entities and in the manner set out below:**

KRISHNAMURTHY
SRIRAM

Digitally signed by
KRISHNAMURTHY SRIRAM
Date: 2024.01.09 14:46:40 +05'30'

"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)
5th Postal Ballot - 8th December 2023 to 6th January 2024
Scrutiniser's report

- (a) **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 1st 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.
- (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. 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).
7. The remote e-voting period was **from 9.00 A.M. on 8th December 2023 to 5:00 P.M. on 6th January 2024**.
8. 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.
9. 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**:
- (a) **572 equity shares** in ZF Commercial Vehicle Control Systems India Limited **Unclaimed Suspense Account**; and
- (b) **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**).
10. **On 8th January 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.
11. The votes cast through remote e-voting were validated with the list of members and their holding as on the cut-off date.

KRISHNAMURTHY
SRIRAM

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KRISHNAMURTHY SRIRAM
Date: 2024.01.09 14:49:09 +05'30'

ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED
(formerly known as WABCO India Limited)
5th Postal Ballot - 8th December 2023 to 6th January 2024
Scrutiniser's report

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 50,757 equity shares held by IEPF in terms of the Act.
13. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained in electronic form.
14. A total of 323 members participated in the remote e-voting process and all the votes were considered as valid.
15. The results of the 5th 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.	323	1,73,55,349	293	1,71,30,773	98.71%	30	2,24,576	1.29%

16. **The Special resolution has been passed with the requisite majority on 6th January 2024.**

You may declare the results accordingly.

Thanking you,
Yours faithfully,

KRISHNAMURTHY SRIRAM
Digitally signed by
KRISHNAMURTHY SRIRAM
Date: 2024.01.09 14:50:40 +05'30'
K. SRIRAM
Practising Company Secretary (C.P. No.2215)
Scrutiniser

PERIA KARUPPA KANIAPPAN
Digitally signed by PERIA
KARUPPA KANIAPPAN
Date: 2024.01.09
15:49:47 +05'30'

UDIN: F006312E003156791