



Commercial Vehicle Solutions

Department Finance
From Muthulakshmi M
Phone +91 044-4224 2000
Email muthulakshmi.m@zf.com
Date July 28, 2023

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

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(s),

Sub: Intimation of voting results for remote e-voting prior to & at the 19th Annual General Meeting (AGM) of the Company held on 27th July 2023 in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We wish to inform you that the shareholders of the company have approved all the items of business as contained in the Notice convening the 19th Annual General Meeting (AGM), through remote e-voting prior to and during the AGM on 27th July 2023 held through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

All the resolutions were passed by the shareholders, with requisite majority. In this connection, we are enclosing the following:

- a. Results of voting through electronic means.
- b. Consolidated Scrutinizer's Report on e-voting.

The said results declared, and the reports submitted by the scrutinizer are being uploaded on the Company's website. The consolidated scrutinizer's report is also being provided to the Depository viz., National Securities Depository Limited, for uploading in their website.

Kindly take the above on record and acknowledge receipt.

Yours sincerely,

ZF Group

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

Encl: As above

DETAILS OF VOTING RESULTS

(i) Attendance of members:

Date of the Annual General Meeting	27 th July 2023
Total number of shareholders as on Cut-off Date (21 st July 2023)	25,180
No. of shareholders attended the meeting through OVAM:	
Promoters and promoter Group	1
Public	49
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)	Mode of voting	Remarks
1.	Adoption of Audited standalone and consolidated financial statements for the financial year ended 31 st March 2023, together with the reports of Board of directors and auditors thereon.	Ordinary		
2.	Declaration of dividend of Rs.13/- per share for the year ended 31 st March 2023.	Ordinary	Remote E-Voting prior to and during the AGM	All resolutions were passed with requisite majority
3.	Re-appointment of Mr. Philippe Colpron (DIN:08344534) who retires by rotation, as a Non-Executive Independent Director, liable to retirement by rotation.	Ordinary		
4.	Ratification of remuneration of Rs.6 lakhs (plus applicable taxes and out of pocket expenses at actuals), approved by the Board of Directors as payable to M/s. A N Raman & Associates., Practicing Cost Accountants (Firm Registration No.102111), on their appointment as Cost Auditors, for the Financial year ending 31st March 2024.	Ordinary		

(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. The results of voting in the prescribed format is being filed through your website for your reference and records.

Kindly take the information on record.

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) - 19th AGM - 27th July 2023									
Declaration in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the businesses transacted by the Company through Remote E-Voting prior to and at the 19th Annual General Meeting (AGM) held on 27th July 2023, through Video Conferencing ('VC') /Other Audio Visual Means ('OAVM')									
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
Adoption of Audited Standalone and Consolidated Financial Statements for the financial year ended 31st March 2023, together with the reports of the Board of Directors and the Auditor's thereon.	Promoter and Promoter Group	E-Voting	14,225,684	14,225,684	100.00000	14,225,684	0	100.00000	0.00000
		Poll (Not Applicable)		0	0.00000	0	0	0.00000	0.00000
		Postal Ballot (Not Applicable)		0	0.00000	0	0	0.00000	0.00000
		Total		14,225,684	100.00000	14,225,684	0	100.00000	0.00000
	Public-Institutions	E-Voting	3,302,369	3,023,398	91.55240	3,023,398	0	100.00000	0.00000
		Poll (Not Applicable)		0	0.00000	0	0	0.00000	0.00000
		Postal Ballot (Not Applicable)		0	0.00000	0	0	0.00000	0.00000
		Total		3,023,398	91.55240	3,023,398	0	100.00000	0.00000
	Public-Non-Institutions	E-Voting	1,439,531	2,792	0.19395	2,790	2	99.92837	0.07163
		Poll (Not Applicable)		0	0.00000	0	0	0.00000	0.00000
		Postal Ballot (Not Applicable)		0	0.00000	0	0	0.00000	0.00000
		Total		2,792	0.19395	2,790	2	99.92837	0.07163
	Grand Total		18,967,584	17,251,874	90.95451	17,251,872	2	99.99999	0.00001

ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED (Formerly known as WABCO India Limited) - 19th AGM - 27th July 2023									
Declaration in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the businesses transacted by the Company through Remote E-Voting prior to and at the 19th Annual General Meeting (AGM) held on 27th July 2023, through Video Conferencing ('VC') /Other Audio Visual Means ('OAVM')									
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
Ordinary resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Declaration of dividend of Rs.13/- per share for the financial year ended 31st March 2023.	Promoter and Promoter Group	E-Voting	14,225,684	14,225,684	100.00000	14,225,684	0	100.00000	0.00000
		Poll (Not Applicable)		0	0.00000	0	0	0.00000	0.00000
		Postal Ballot (Not Applicable)		0	0.00000	0	0	0.00000	0.00000
		Total		14,225,684	100.00000	14,225,684	0	100.00000	0.00000
	Public-Institutions	E-Voting	3,302,369	3,023,398	91.55240	3,023,398	0	100.00000	0.00000
		Poll (Not Applicable)		0	0.00000	0	0	0.00000	0.00000
		Postal Ballot (Not Applicable)		0	0.00000	0	0	0.00000	0.00000
		Total		3,023,398	91.55240	3,023,398	0	100.00000	0.00000
	Public-Non-Institutions	E-Voting	1,439,531	2,792	0.19395	2,790	2	99.92837	0.07163
		Poll (Not Applicable)		0	0.00000	0	0	0.00000	0.00000
		Postal Ballot (Not Applicable)		0	0.00000	0	0	0.00000	0.00000
		Total		2,792	0.19395	2,790	2	99.92837	0.07163
		Grand Total	18,967,584	17,251,874	90.95451	17,251,872	2	99.99999	0.00001

ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED (Formerly known as WABCO India Limited) - 19th AGM - 27th July 2023									
Declaration in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the businesses transacted by the Company through Remote E-Voting prior to and at the 19th Annual General Meeting (AGM) held on 27th July 2023, through Video Conferencing ('VC') /Other Audio Visual Means ('OAVM')									
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
Re-appointment of Mr. Philippe Colpron (DIN: 08344534) who retires by rotation, as a Non-Executive Non-Independent Director, liable to retirement by rotation.	Promoter and Promoter Group	E-Voting	14,225,684	14,225,684	100.00000	14,225,684	0	100.00000	0.00000
		Poll (Not Applicable)		0	0.00000	0	0	0.00000	0.00000
		Postal Ballot (Not Applicable)		0	0.00000	0	0	0.00000	0.00000
		Total		14,225,684	100.00000	14,225,684	0	100.00000	0.00000
	Public-Institutions	E-Voting	3,302,369	3,023,398	91.55240	2,487,161	536,237	82.26376	17.73624
		Poll (Not Applicable)		0	0.00000	0	0	0.00000	0.00000
		Postal Ballot (Not Applicable)		0	0.00000	0	0	0.00000	0.00000
		Total		3,023,398	91.55240	2,487,161	536,237	82.26376	17.73624
	Public-Non-Institutions	E-Voting	1,439,531	2,792	0.19395	2,782	10	99.64183	0.35817
		Poll (Not Applicable)		0	0.00000	0	0	0.00000	0.00000
		Postal Ballot (Not Applicable)		0	0.00000	0	0	0.00000	0.00000
		Total		2,792	0.19395	2,782	10	99.64183	0.35817
	Grand Total		18,967,584	17,251,874	90.95451	16,715,627	536,247	96.89166	3.10834

ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED (Formerly known as WABCO India Limited) - 19th AGM - 27th July 2023									
Declaration in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the businesses transacted by the Company through Remote E-Voting prior to and at the 19th Annual General Meeting (AGM) held on 27th July 2023, through Video Conferencing ('VC') /Other Audio Visual Means ('OAVM')									
Resolution No.4	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
Ratification of remuneration of Rs.6 lakhs (plus applicable taxes and out of pocket expenses at actuals), approved by the Board of Directors as payable to M/s. A N Raman & Associates., Practicing Cost Accountants (Firm Registration No.102111), on their appointment as Cost Auditors, for the financial year ending 31st March 2024.	Promoter and Promoter Group	E-Voting	14,225,684	14,225,684	100.00000	14,225,684	0	100.00000	0.00000
		Poll (Not Applicable)		0	0.00000	0	0	0.00000	0.00000
		Postal Ballot (Not Applicable)		0	0.00000	0	0	0.00000	0.00000
		Total		14,225,684	100.00000	14,225,684	0	100.00000	0.00000
	Public-Institutions	E-Voting	3,302,369	3,023,398	91.55240	3,023,398	0	100.00000	0.00000
		Poll (Not Applicable)		0	0.00000	0	0	0.00000	0.00000
		Postal Ballot (Not Applicable)		0	0.00000	0	0	0.00000	0.00000
		Total		3,023,398	91.55240	3,023,398	0	100.00000	0.00000
	Public-Non-Institutions	E-Voting	1,439,531	2,792	0.19395	2,790	2	99.92837	0.07163
		Poll (Not Applicable)		0	0.00000	0	0	0.00000	0.00000
		Postal Ballot (Not Applicable)		0	0.00000	0	0	0.00000	0.00000
		Total		2,792	0.19395	2,790	2	99.92837	0.07163
		Grand Total	18,967,584	17,251,874	90.95451	17,251,872	2	99.99999	0.00001



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

Consolidated Scrutiniser's Report

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

28th July 2023

To,

The Chairman,

ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED ('the Company')

(Formerly known as WABCO India Limited) [CIN: L34103TN2004PLC054667]

Plot No.3 (SP), III Main Road,

Ambattur Industrial Estate, Chennai – 600 058.

Dear Sir,

Sub: Scrutinizer's Report on Remote e-voting (Prior to and at the AGM), in respect of the 19th Annual General Meeting of the Company held on 27th July 2023 through VC/OAVM

The Board of directors of the Company, pursuant to a resolution passed at their meeting held on 24th May 2023, appointed me as the Scrutiniser for the remote e-voting process to be conducted in relation to the 19th Annual General Meeting (AGM) of the Company on 27th July 2023 (**'the 19th AGM'**) through Video-conferencing/ Other audio-visual means (**VC / OAVM**).

I submit my 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] (**the Act**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**SEBI LODR**), General Circular No. 10/2022 dated 28th December 2022 issued by the Ministry of Corporate Affairs (**MCA**) and Circular No. SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated 5th January 2023 issued by the Securities and Exchange Board of India (**SEBI**).
2. The items of business as set out in the notice convening the 19th AGM and covered by the remote e-voting (both prior to and at the AGM) [**e-voting**] are as follows:

KRISHNAMU
RTHY SRIRAM

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KRISHNAMURTHY SRIRAM
Date: 2023.07.28 17:48:04
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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)

Consolidated Scrutiniser's report on remote e-voting prior to and at the 19th AGM on 27th July 2023

Item No.	Nature of business	Type of resolution	Subject matter of the resolution
1	Ordinary	Ordinary	Adoption of Audited Standalone and Consolidated Financial Statements for the financial year ended 31 st March 2023, together with the reports of the Board of Directors and the Auditors thereon.
2	Ordinary	Ordinary	Declaration of dividend of Rs.13/- per share for the financial year ended 31 st March 2023.
3	Ordinary	Ordinary	Re-appointment of Mr. Philippe Colpron (DIN: 08344534) who retires by rotation, as a Non-Executive Non-Independent Director, liable to retirement by rotation.
4	Special	Ordinary	Ratification of remuneration of Rs.6 lakhs (plus applicable taxes and out of pocket expenses at actuals), approved by the Board of Directors as payable to M/s. A N Raman & Associates, Practicing Cost Accountants (Firm Registration No.102111), on their appointment as Cost Auditors, for the financial year ending 31 st March 2024.

- The e-voting facility for the 19th AGM was provided by the National Securities Depository Limited (**NSDL**), who allotted E-Voting Event Number (**EVEN**) **124173** for the same and also provided the **web-based platform for conduct of the AGM through VC/OAVM**.
- Notice convening the 19th AGM** (along with the Annual Report for the financial year ended 31st March 2023) was **sent** by NSDL on **5th July 2023** to 22,776 shareholders out of the 25,279 shareholders as on 30th June 2023 (being the **cut-off date for dispatch** of the AGM Notice to the shareholders), **through e-mail** to their e-mail address registered with the RTA / the Depositories. Physical copies of the AGM Notice and Annual Report were sent to those shareholders who had specifically requested for the same, in terms of the circulars issued by MCA and SEBI.
- Notice convening the 19th AGM (along with the Annual Report for the financial year ended 31st March 2023) was also sent to the Directors, Auditors and Secretarial Auditors on 5th July 2023 through e-mail and submitted to NSE and BSE on 5th July 2023 by filing on their online portal in compliance with the Act and SEBI LODR. The Notice and Annual Report were also uploaded in the Company's website on 5th July 2023.

KRISHNAMU
RTHY SRIRAM

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ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED

(Formerly known as WABCO India Limited)

Consolidated Scrutiniser's report on remote e-voting prior to and at the 19th AGM on 27th July 2023

6. The prescribed particulars relating to the e-voting process for the 19th AGM were advertised in "Business Standard" (all India edition) in English, and "Makkal Kural" in Tamil, on 6th July 2023. The manner in which the shareholders whose e-mail address was not registered could register the same with the Company was advertised in "Business Standard" (all India edition) in English, and "Makkal Kural" in Tamil, on 5th July 2023.
7. **21st July 2023**, was fixed by the Company as **the cut-off date** for determining the eligibility of members to vote in respect of the items of business to be transacted at the 19th AGM.
8. Integrated Registry Management Services Private Limited, the Registrars and Share transfer agents of the Company (**'the RTA'**) provided me a list of **25,180 shareholders as on the cut-off date** and the paid-up Equity share capital of the Company comprised of **1,89,67,584 Equity shares of Rs.5/- each**. This included:
 - (a) **668 Equity shares** lying in the ZF Commercial Vehicle Control Systems India Limited - Unclaimed Suspense Account (**'Unclaimed Suspense Account'**), on which voting rights were frozen in terms of Schedule VI of the SEBI LODR; and
 - (b) **47,933 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.
9. The remote e-voting facility **commenced at 9.00 AM (IST) on Sunday the 23rd July 2023 and ended at 5.00 PM (IST) on Wednesday the 26th July 2023**.
10. **The proceedings of the 19th AGM started through VC/ OAVM at 3.00 PM (IST) on Thursday the 27th July 2023 and concluded at 4.07 PM (IST)**.
11. Remote e-voting facility provided by NSDL was available **at the AGM, from 3.00 PM (IST) (the time of commencement of the 19th AGM) to 4.07 PM (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.
12. On completion of the remote e-voting at the AGM, I unblocked the votes cast through remote e-voting (prior to and at the AGM) in the presence of two witnesses not in the employment of the Company and obtained the e-voting report from the remote e-voting website of NSDL.
13. I have scrutinised the votes cast through remote e-voting (prior to and at the AGM) on the e-voting platform provided by NSDL and validated the same with the list of shareholders and their shareholding as on the cut-off date.
14. I have also verified and confirmed that no voting rights were exercised in respect of the Equity shares lying in the Unclaimed Suspense Account or with the IEPF Authority.

ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED

(Formerly known as WABCO India Limited)

Consolidated Scrutiniser's report on remote e-voting prior to and at the 19th AGM on 27th July 2023

15. I observed that out of **25,178 shareholders who were entitled to vote on an aggregate of 1,89,18,983 Equity Shares** on each of the resolutions, **208 shareholders participated** in the e-voting process and **cast an aggregate of 1,72,51,874 votes on each of the 4 resolutions.**
16. I 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.
17. The consolidated results of remote e-voting (prior to and at the AGM) are as under:

Item No.	Total valid ballots/votes		Valid ballots/ votes in favour of the resolution			Valid ballots/votes against the resolution		
	No. of Ballots	No. of Votes cast	No. of Ballots	No. of Votes cast	% of valid votes	No. of Ballots	No. of Votes cast	% of valid votes
1	208	1,72,51,874	207	1,72,51,872	99.99999%	1	2	0.00001%
2	208	1,72,51,874	207	1,72,51,872	99.99999%	1	2	0.00001%
3	208	1,72,51,874	136	1,67,15,627	96.89166%	72	5,36,247	3.10834%
4	208	1,72,51,874	207	1,72,51,872	99.99999%	1	2	0.00001%

18. I observe that all the 4 (four) ordinary resolutions set-out in the Notice convening the 19th AGM have been passed with the requisite majority on the date of the AGM namely, 27th July 2023.

You may declare the results accordingly.

Thanking you,
Yours faithfully,

KRISHNAMUR
THY SRIRAM

Digitally signed by
KRISHNAMURTHY
SRIRAM
Date: 2023.07.28
17:52:23 +05'30'

K. SRIRAM

Practising Company Secretary (C.P No.2215)

Scrutiniser

UDIN: F006312E000697563