



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 May 27, 2022

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

**Scrip code: 533023**  
**ZFCVINDIA**  
**By Listing Centre**

Listing Department  
National Stock Exchange of India Ltd  
Exchange Plaza, C-1, Block G  
Bandra - Kurla Complex  
Bandra (E), Mumbai 400 051

**Scrip code: ZFCVINDIA**  
**By NEAPS**

Dear Sirs,

**Sub: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March 2022**

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February 2019, we enclose the Annual Secretarial Compliance report issued by M/s. S Krishnamurthy & Co. Company Secretaries for the year ended 31<sup>st</sup> March 2022.

Kindly take the above on record.

Yours sincerely,

Thanking you,

Yours sincerely,

ZF Group

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



# S. Krishnamurthy & Co., Company Secretaries

## Secretarial Compliance Report of ZF Commercial Vehicle Control Systems India Limited (formerly known as WABCO India Limited)

for the year ended 31<sup>st</sup> March 2022 [Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019]

To,

**ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED**

[CIN: L34103TN2004PLC054667]

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

Ambattur Industrial Estate, Chennai – 600 058.

A. We, **S. Krishnamurthy & Co.**, Company Secretaries, have **examined**:

- (a) all the documents and records made available to us and explanation/ representation provided by **ZF Commercial Vehicle Control Systems India Limited** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the National Stock Exchange of India Limited (*NSE*) and BSE Limited (*BSE*), where its equity shares are listed (“the stock exchanges”);
- (c) website of the listed entity; and
- (d) other relevant documents/filings which have been relied upon to make this certification,

**for the year ended 31<sup>st</sup> March 2022** (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“*SEBI Act*”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“*SCRA*”), rules made thereunder and the Regulations, circulars and guidelines issued thereunder by the Securities and Exchange Board of India (“*SEBI*”);

B. The **Specific Regulations**, whose provisions and the circulars/ guidelines issued thereunder, have been examined, are:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (d) Other regulations applicable – The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

“SHRESHTAM”, Old No.17, New No.16, Pattammal Street, Mandaveli, Chennai – 600 028.  
(044) 42074012/ 24611440 [sriram.krishnamurthy@rediffmail.com](mailto:sriram.krishnamurthy@rediffmail.com) [skco.cs@gmail.com](mailto:skco.cs@gmail.com)



**Secretarial compliance report of**  
**ZF Commercial Vehicle Control Systems India Limited**  
**for the financial year ended 31<sup>st</sup> March 2022**

- C. Based on the above examination and the information, explanation and representations provided to us by the listed entity, its officers, agents and authorised representatives during such examination, **we hereby report that**, during the review period:
- (a) The listed entity has generally complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
  - (b) The listed entity has maintained records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
  - (c) No action has been taken against the listed entity/its promoters/directors either by SEBI or by the Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
  - (d) As there were no observations in our reports for the three previous financial years ended respectively on 31<sup>st</sup> March 2019, 31<sup>st</sup> March 2020 and 31<sup>st</sup> March 2021, the requirement to report on the actions taken by the listed entity to comply with the observations made therein does not arise.
  - (e) The following SEBI Regulations were not applicable to the Listed entity during the review period:
    - (i) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, which was repealed and replaced by the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 with effect from 16<sup>th</sup> August 2021;
    - (ii) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013, which was repealed and replaced by the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, with effect from 16<sup>th</sup> August 2021;
    - (iii) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, which was replaced by the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, with effect from 13<sup>th</sup> August 2021.
    - (iv) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; and
    - (v) Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018.

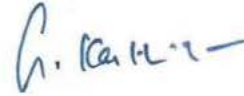


**Secretarial compliance report of**  
**ZF Commercial Vehicle Control Systems India Limited**  
**for the financial year ended 31<sup>st</sup> March 2022**

- (f) The terms of appointment of the Statutory Auditors of the listed entity are in compliance with the provisions of Para 6(A) and Para 6(B) of SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019. The listed entity does not have any material subsidiaries.

**This report has to be read along with our submissions in Annexure "A" hereto**

For **S. KRISHNAMURTHY & Co.,**  
Company Secretaries,  
(Peer Review Certificate No.739/2020)



**G. Karthikeyan,**

Partner

Membership No: **A19411**

Certificate of Practice No: **21869**

**UDIN: A019411D000402123**



Place: Chennai  
Date: **27<sup>th</sup> May 2022**

**Secretarial compliance report of  
ZF Commercial Vehicle Control Systems India Limited  
for the financial year ended 31<sup>st</sup> March 2022**

**Annexure - A to Secretarial Compliance Report of even date**

To,

**ZF Commercial Vehicle Control Systems India Limited**

[CIN: L34103TN2004PLC054667]

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

Ambattur Industrial Estate, Chennai - 600 058.

**Our Secretarial Compliance Report of even date for the financial year ended 31<sup>st</sup> March 2022 is to be read along with this letter.**

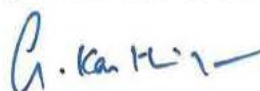
1. The management of the listed entity is responsible for maintenance of records and compliance with the provisions of the SEBI Act, SCRA, the Rules made and the Regulations, circulars and guidelines issued thereunder by SEBI.
2. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the said records.
3. While forming an opinion on compliance and issuing this report, we have taken an overall view based on the compliance process and procedures followed by the listed entity. We have also considered compliance related actions taken after the prescribed timelines as well as compliance related actions taken after 31<sup>st</sup> March 2022, but before the issue of this report.
4. We have considered compliance related actions taken by the listed entity based on independent legal/ professional opinion obtained as being in compliance with law, wherever there was scope for multiple interpretations.
5. We have relied on confirmations/ representations from the listed entity, its directors and key managerial personnel for the purpose of reporting as to actions taken against the listed entity, its promoters and directors by SEBI/ NSE/ BSE under the SEBI Act or SCRA.
6. We have verified the records furnished to us on a test basis to see whether the correct facts are reflected therein. We have also examined the compliance procedures followed by the listed entity on a test basis. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
7. We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
8. We have obtained the Management's representation about compliance of rules, regulations, circulars and guidelines issued by SEBI under SEBI Act and SCRA and the happening of events necessitating compliance, wherever required.



**Secretarial compliance report of  
ZF Commercial Vehicle Control Systems India Limited  
for the financial year ended 31<sup>st</sup> March 2022**

9. Our Secretarial Compliance Report is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For **S. KRISHNAMURTHY & Co.,**  
Company Secretaries,  
(Peer Review Certificate No.739/2020)



**G. Karthikeyan**

Partner

Membership No: **A19411**

Certificate of Practice No: **21869**

**UDIN: A019411D000402123**



Place: Chennai

Date: **27<sup>th</sup> May 2022**