



ZF Group · WABCO INDIA Limited, Chennai 600058

**Commercial Vehicle Solutions**

Department Finance  
From Muthulakshmi M  
Phone +91 044-4224 2000  
Email muthulakshmi.m@zf.com  
Date January 18, 2022

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

**Scrip code: 533023**  
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: WABCOINDIA**  
By NEAPS

Dear Sirs,

**Sub : Intimation under Regulation 44 of the SEBI (Listing Obligations and Requirements) Regulations, 2015 (LODR Regulations) - Details of Voting Results – 3rd Postal Ballot**

**Ref : In continuation to our letter dated 17.12.2021 informing about the Notice of the Postal Ballot**

Pursuant to Regulation 44 of the LODR Regulations, the details of voting results of the 3rd Postal Ballot (remote e-voting) conducted by the Company between December 17, 2021 (9.00 a.m IST) and January 15, 2022 (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

*M. Muthulakshmi*

Muthulakshmi M  
Company Secretary  
WABCO INDIA Limited



## Annexure

## I. Attendance of members

1.	Date of the AGM / EGM	Not Applicable
2.	Total Number of shareholders on the cut-off date December 13, 2021 for the purpose of remote e-voting and e-voting.	23,563
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 Material Related Party Transactions with ZF CV Systems Global GmbH and ZF CV Systems Europe BV	Ordinary Resolution	Remote E-Voting	Yes	Resolution passed with more than requisite majority
2.	Consent to change name of the Company from WABCO India Limited to "ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED"	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  
WABCO INDIA Limited



Registered Office: Plot No.3 (SP), Third Main Road,  
Ambattur Industrial Estate, Chennai - 600058, India  
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[www.zf.com](http://www.zf.com)

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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
Ordinary Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Approval of Material Related Party Transactions with ZF CV Systems Global GmbH (formerly WABCO Global GmbH) for the F.Y. 2021-22 & F.Y. 2022-23 and with ZF CV Systems Europe BV for the F.Y. 2022-23	Promoter and Promoter Group	E-Voting	14,225,684	0	0.0000	0	0	0.0000	0.0000
		Poll (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		0	0.0000	0	0	0.0000	0.0000
	Public-Institutions	E-Voting	3,231,452	2,919,429	90.3442	2,880,388	39,041	98.6627	1.3373
		Poll (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		2,919,429	90.3442	2,880,388	39,041	98.6627	1.3373
	Public-Non-Institutions	E-Voting	1,510,448	19,343	1.2806	16,073	3,270	83.0947	16.9053
		Poll (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		19,343	1.2806	16,073	3,270	83.0947	16.9053
		Grand Total	18,967,584	2,938,772	15.4937	2,896,461	42,311	98.5602	1.4398



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.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
Special Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Changing the name of the Company from WABCO INDIA LIMITED to “ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED”	Promoter and Promoter Group	E-Voting	14,225,684	14,225,684	100.0000	14,225,684	0	100.0000	0.0000
		Poll (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		14,225,684	100.0000	14,225,684	0	100.0000	0.0000
	Public-Institutions	E-Voting	3,231,452	2,919,429	90.3442	2,919,429	0	100.0000	0.0000
		Poll (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		2,919,429	90.3442	2,919,429	0	100.0000	0.0000
	Public-Non-Institutions	E-Voting	1,510,448	19,345	1.2807	19,026	319	98.3510	1.6490
		Poll (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		19,345	1.2807	19,026	319	98.3510	1.6490
		Grand Total	18,967,584	17,164,458	90.4936	17,164,139	319	99.9981	0.0019





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

**Consolidated Scrutiniser's Report**

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

18<sup>th</sup> January 2022

To,  
The Chairman,  
**WABCO India Limited**  
Plot No.3 (SP), III Main Road, Ambattur Industrial Estate,  
Chennai - 600 058

Dear Sir,

**Sub: Scrutiniser's Report on the 3<sup>rd</sup> 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 10<sup>th</sup> December 2021, been **appointed to act as the Scrutiniser** for the Company's 3<sup>rd</sup> Postal Ballot process, which was initiated to obtain the approval of your members by way of **ordinary/ special resolution(s)** for **two** items of business as set out below:

**Business transacted through the 3<sup>rd</sup> Postal Ballot**

1. Material related party transactions entered/to be entered into by the Company with related parties likely to exceed ten per cent of the annual consolidated turnover of the Company as per the Company's last audited financial statements for each of the related parties, as set out in the below table (**Ordinary Resolution**):-

Sl. No	Name of the Related Party	Nature of transactions for which approval is required	Financial Year (FY) of transactions
1.	ZF CV Systems Global GmbH (formerly WABCO Global GmbH)	Sales and purchase of products and services	FY 2021-2022 & FY 2022-2023
2.	ZF CV Systems Europe BV	Rendering of services and Royalty payment	FY 2022-2023

2. Changing the name of the Company from WABCO INDIA LIMITED to "**ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED**" (**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).



"SHRESHTAM", Old No.17, New No.16, Pattammal Street, Mandaveli, Chennai - 600 028.  
(044) 42074012/ 24611440 sriram.krishnamurthy@rediffmail.com



**WABCO India Limited- 3<sup>rd</sup> Postal Ballot- 17<sup>th</sup>December 2021 to 15<sup>th</sup> January 2022**  
**Scrutiniser's report**

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) 118987** for the Company's 3<sup>rd</sup> Postal Ballot.
3. Your Board fixed **13<sup>th</sup> December 2021** 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 3<sup>rd</sup> Postal Ballot ("**the Notice**") was sent/filed **on 17<sup>th</sup> December 2021, to/with various persons/entities and in the manner set out below:**
  - (a) **Through e-mail** (sent by NSDL) to **20,163 members** whose e-mail address were registered with the Company/Depositories, out of the total of 23,563 members (including shares lying in the WABCO India Limited Unclaimed Suspense Account) as on 13<sup>th</sup> December, 2021. 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 also placed the Notice 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 email** to the **Auditors and Secretarial Auditors** of the Company.
  - (d) **Through e-mail** to all the **Directors** of the Company.
6. The Notice and prescribed particulars about the remote e-voting process were duly **advertised on 18<sup>th</sup> December 2021** in Business Standard (in English) and Makkal Kural (in Tamil).
7. The remote e-voting period was **from 9.00 A.M. on 17<sup>th</sup> December 2021 to 5:00 P.M. on 15<sup>th</sup> January 2022.**
8. Integrated Registry Management Services Private Limited, your Share Transfer Agents (**RTA**), provided the details of the members who held shares on the cut-off date and accordingly were eligible to participate in the remote e-voting for the postal ballot.
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 **23,563 members**, included the following on which **voting rights were frozen as per Regulation 39 read with Schedule VI of LODR:**
  - (a) **1,554 equity shares** in WABCO India Limited **Unclaimed Suspense Account**; and
  - (b) **47,289 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**).



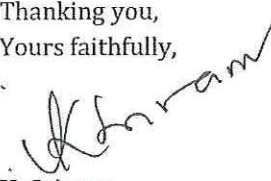
**WABCO India Limited- 3<sup>rd</sup> Postal Ballot- 17<sup>th</sup>December 2021 to 15<sup>th</sup> January 2022**  
**Scrutiniser's report**

10. On 17<sup>th</sup> January 2022, 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.
12. I also noted that **no voting rights were exercised in respect of any of the 1,554 equity shares lying in WABCO India Limited Unclaimed Suspense Account in terms of LODR as well as 47,289 held by IEPF in terms of the Act.**
13. I also noted that **no related parties have exercised their vote for the resolution set out in Item no.1 of the Notice, which involved approval of material related party transactions, in compliance with Regulation 23(7) of LODR.**
14. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained in electronic form.
15. A total of 256 members participated in the remote e-voting process and all the votes were considered as valid.
16. The results of the 3<sup>rd</sup> postal ballot process (remote e-voting) areas 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.	254	29,38,772	232	28,96,461	98.560%	22	42,311	1.440%
2.	256	1,71,64,458	241	1,71,64,139	99.998%	15	319	0.002%

17. **The Two (2) resolutions (one (1) ordinary resolution and one (1) special resolution) have been passed with the requisite majority on 15<sup>th</sup> January 2022.**
18. You may declare the results accordingly.

Thanking you,  
Yours faithfully,

  
**K. Sriram,**  
Practising Company Secretary (CP No: 2215)  
Scrutiniser



UDIN: F006312C002201197

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KARUPP  
A  
KANIAPP  
AN  
Digitally signed  
by PERIA  
KARUPPA  
KANIAPPAN  
Date:  
2022.01.18  
16:18:29 +05'30'

Page 3 of 3



Counter Signed by  
Sri P. Kaniappan,  
Managing Director  
WABCO India Limited