



Commercial Vehicle Solutions

Department Finance
From Muthulakshmi M
Phone +91 044-4224 2000
Email muthulakshmi.m@zf.com
Date July 24, 2024

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: Voting results of the 20th Annual General Meeting (AGM) of ZF Commercial Vehicle Control Systems India Limited ('the Company')

The 20th AGM of the Company was held on Monday, July 22, 2024, from 3.00 p.m. (IST) onwards and concluded at 4:40 p.m. (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

Pursuant to Regulation 44 of the Securities Exchange Board of India Limited (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and with further reference to the brief proceedings of the AGM submitted vide our letter dated July 22, 2024, we are enclosing herewith the following:

- i. Combined voting results of remote e-voting prior to the AGM and e-voting conducted during the AGM, in relation to the businesses as stated in the Notice dated May 24, 2024, and transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations, marked as **Annexure A**.
- ii. The consolidated Scrutinizer's Report dated July 23, 2024, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, marked as **Annexure B**.

The Voting Results along with the Scrutinizer's Report is available on the Company's website at www.zf.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com.

Kindly take the above on record and acknowledge receipt.

Yours sincerely,

For ZF Commercial Vehicle Control Systems India Limited

Muthulakshmi M
Company Secretary

Encl: As above

Annexure A**DETAILS OF VOTING RESULTS****(i) Attendance of members:**

Date of the Annual General Meeting	22 nd July 2024
Record Date	15 th July 2024
Total number of shareholders as on Cut-off Date (15 th July 2024)	30,458
No. of shareholders attended the meeting through OVAM:	52
Promoters and promoter Group	1
Public	51
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 31st March 2024, together with reports of the Board of Directors and the Auditors thereon..	Ordinary	Remote E-Voting prior to and during the AGM	All resolutions were passed with requisite majority
2.	Declaration of dividend of Rs.17/- (Rupees Seventeen only) per share for the financial year ended 31st March 2024.	Ordinary		
3.	Re-appointment of Dr. Christian Oliver Brenneke (DIN:08344547) who retires by rotation, as a Non-Executive Non-Independent Director, liable to retire by rotation.	Ordinary		
4.	Re-appointment of M/s. BSR & Co. LLP, Chartered Accountants, Chennai (Registration No. 101248W/W-100022) as the Statutory Auditors of the Company, for their second term of 5 (Five) consecutive years from conclusion of the 20th Annual General Meeting to conclusion of 25th Annual General Meeting and authorising the Board of Directors to decide their remuneration based on the recommendation of the Audit Committee.	Ordinary		
5.	Ratification of remuneration of Rs.6,00,000/- (Rupees Six lakhs only), 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 2025	Ordinary		
6.	Appointment of Mr. Akash Passey (DIN: 01198068) whose tenure as an Additional Director (Non-Executive and Non-Independent) ended with the AGM, as a Director liable to retire by rotation.	Ordinary		
7.	Approving the appointment of Mr. Neeraj Sagar (DIN: 09475452) as a Non-Executive Independent Director for a term of 5 (Five) consecutive years from 22nd May 2024 to 21st May 2029.	Special		

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

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
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8.	Approving the payment of remuneration by way of profit related commission to the Non-Executive Independent Directors of the Company, for a period of five (5) years from 1st April 2024 to 31st March 2029, not exceeding one percent (1%) of the net profits of the Company in an aggregate in each financial year and authorising the Board of Directors to determine the basis and proportion of distribution to each of the directors within the said limit..	Ordinary		
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(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.

Kindly take the information on record.

Yours sincerely,

For ZF Commercial Vehicle Control Systems India Limited

Muthulakshmi M
Company Secretary

ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED (Formerly known as WABCO India Limited) - 20th AGM - 22nd July 2024

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 20th Annual General Meeting (AGM) held on 22nd July 2024, 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 2024, together with reports of the Board of Directors and the Auditors thereon.	Promoter and Promoter Group	E-Voting	12,800,684	12,800,684	100.000	12,800,684	0	100.000	0.000
		Poll (Not Applicable)		0	0.000	0	0	0.000	0.000
		Postal Ballot (Not Applicable)		0	0.000	0	0	0.000	0.000
		Total		12,800,684	100.000	12,800,684	0	100.000	0.000
	Public-Institutions	E-Voting	4,751,461	4,305,282	90.610	3,674,472	630,810	85.348	14.652
		Poll (Not Applicable)		0	0.000	0	0	0.000	0.000
		Postal Ballot (Not Applicable)		0	0.000	0	0	0.000	0.000
		Total		4,305,282	90.610	3,674,472	630,810	85.348	14.652
	Public-Non-Institutions	E-Voting	1,415,439	13,520	0.955	13,426	94	99.305	0.695
		Poll (Not Applicable)		0	0.000	0	0	0.000	0.000
		Postal Ballot (Not Applicable)		0	0.000	0	0	0.000	0.000
		Total		13,520	0.955	13,426	94	99.305	0.695
		Grand Total	18,967,584	17,119,486	90.257	16,488,582	630,904	96.315	3.685



ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED (Formerly known as WABCO India Limited) - 20th AGM - 22nd July 2024

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 20th Annual General Meeting (AGM) held on 22nd July 2024, 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.17/- per share for the financial year ended 31st March 2024.	Promoter and Promoter Group	E-Voting	12,800,684	12,800,684	100.000	12,800,684	0	100.000	0.000
		Poll (Not Applicable)		0	0.000	0	0	0.000	0.000
		Postal Ballot (Not Applicable)		0	0.000	0	0	0.000	0.000
		Total		12,800,684	100.000	12,800,684	0	100.000	0.000
	Public-Institutions	E-Voting	4,751,461	4,305,282	90.610	4,305,282	0	100.000	0.000
		Poll (Not Applicable)		0	0.000	0	0	0.000	0.000
		Postal Ballot (Not Applicable)		0	0.000	0	0	0.000	0.000
		Total		4,305,282	90.610	4,305,282	0	100.000	0.000
	Public-Non-Institutions	E-Voting	1,415,439	13,520	0.955	13,426	94	99.305	0.695
		Poll (Not Applicable)		0	0.000	0	0	0.000	0.000
		Postal Ballot (Not Applicable)		0	0.000	0	0	0.000	0.000
		Total		13,520	0.955	13,426	94	99.305	0.695
		Grand Total	18,967,584	17,119,486	90.257	17,119,392	94	99.999	0.001



ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED (Formerly known as WABCO India Limited) - 20th AGM - 22nd July 2024

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 20th Annual General Meeting (AGM) held on 22nd July 2024, 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 Dr. Christian Oliver Brenneke (DIN:08344547) who retires by rotation, as a Non-Executive Non-Independent Director, liable to retire by rotation.	Promoter and Promoter Group	E-Voting	12,800,684	12,800,684	100.000	12,800,684	0	100.000	0.000
		Poll (Not Applicable)		0	0.000	0	0	0.000	0.000
		Postal Ballot (Not Applicable)		0	0.000	0	0	0.000	0.000
		Total		12,800,684	100.000	12,800,684	0	100.000	0.000
	Public-Institutions	E-Voting	4,751,461	4,305,282	90.610	4,256,344	48,938	98.863	1.137
		Poll (Not Applicable)		0	0.000	0	0	0.000	0.000
		Postal Ballot (Not Applicable)		0	0.000	0	0	0.000	0.000
		Total		4,305,282	90.610	4,256,344	48,938	98.863	1.137
	Public-Non-Institutions	E-Voting	1,415,439	13,520	0.955	13,426	94	99.305	0.695
		Poll (Not Applicable)		0	0.000	0	0	0.000	0.000
		Postal Ballot (Not Applicable)		0	0.000	0	0	0.000	0.000
		Total		13,520	0.955	13,426	94	99.305	0.695
		Grand Total	18,967,584	17,119,486	90.257	17,070,454	49,032	99.714	0.286



ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED (Formerly known as WABCO India Limited) - 20th AGM - 22nd July 2024

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 20th Annual General Meeting (AGM) held on 22nd July 2024, 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
Re-appointment of M/s. BSR & Co. LLP, Chartered Accountants, Chennai (Registration No. 101248W/ W-100022) as the Statutory Auditors of the Company, for second term of 5 (Five) consecutive years from conclusion of the 20th Annual General Meeting to conclusion of 25th Annual	Promoter and Promoter Group	E-Voting	12,800,684	12,800,684	100.000	12,800,684	0	100.000	0.000
		Poll (Not Applicable)		0	0.000	0	0	0.000	0.000
		Postal Ballot (Not Applicable)		0	0.000	0	0	0.000	0.000
		Total		12,800,684	100.000	12,800,684	0	100.000	0.000
	Public-Institutions	E-Voting	4,751,461	4,305,282	90.610	3,429,936	875,346	79.668	20.332
		Poll (Not Applicable)		0	0.000	0	0	0.000	0.000
		Postal Ballot (Not Applicable)		0	0.000	0	0	0.000	0.000
		Total		4,305,282	90.610	3,429,936	875,346	79.668	20.332
	Public-Non-Institutions	E-Voting	1,415,439	13,520	0.955	13,426	94	99.305	0.695
		Poll (Not Applicable)		0	0.000	0	0	0.000	0.000
		Postal Ballot (Not Applicable)		0	0.000	0	0	0.000	0.000
		Total		13,520	0.955	13,426	94	99.305	0.695
		Grand Total	18,967,584	17,119,486	90.257	16,244,046	875,440	94.886	5.114



ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED (Formerly known as WABCO India Limited) - 20th AGM - 22nd July 2024

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 20th Annual General Meeting (AGM) held on 22nd July 2024, through Video Conferencing ('VC') /Other Audio Visual Means ('OAVM')

Resolution No.5	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.	Promoter and Promoter Group	E-Voting	12,800,684	12,800,684	100.000	12,800,684	0	100.000	0.000
		Poll (Not Applicable)		0	0.000	0	0	0.000	0.000
		Postal Ballot (Not Applicable)		0	0.000	0	0	0.000	0.000
		Total		12,800,684	100.000	12,800,684	0	100.000	0.000
	Public-Institutions	E-Voting	4,751,461	4,305,282	90.610	4,305,282	0	100.000	0.000
		Poll (Not Applicable)		0	0.000	0	0	0.000	0.000
		Postal Ballot (Not Applicable)		0	0.000	0	0	0.000	0.000
		Total		4,305,282	90.610	4,305,282	0	100.000	0.000
	Public-Non-Institutions	E-Voting	1,415,439	13,520	0.955	13,426	94	99.305	0.695
		Poll (Not Applicable)		0	0.000	0	0	0.000	0.000
		Postal Ballot (Not Applicable)		0	0.000	0	0	0.000	0.000
		Total		13,520	0.955	13,426	94	99.305	0.695
		Grand Total	18,967,584	17,119,486	90.257	17,119,392	94	99.999	0.001



ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED (Formerly known as WABCO India Limited) - 20th AGM - 22nd July 2024

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 20th Annual General Meeting (AGM) held on 22nd July 2024, through Video Conferencing ('VC') /Other Audio Visual Means ('OAVM')

Resolution No.6	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
Appointment of Mr. Akash Passey (DIN:01198068) who was appointed as an Additional Director (Non-Executive, Non-Independent), as a Director liable to retire by rotation.	Promoter and Promoter Group	E-Voting	12,800,684	12,800,684	100.000	12,800,684	0	100.000	0.000
		Poll (Not Applicable)		0	0.000	0	0	0.000	0.000
		Postal Ballot (Not Applicable)		0	0.000	0	0	0.000	0.000
		Total		12,800,684	100.000	12,800,684	0	100.000	0.000
	Public-Institutions	E-Voting	4,751,461	4,305,282	90.610	4,301,205	4,077	99.905	0.095
		Poll (Not Applicable)		0	0.000	0	0	0.000	0.000
		Postal Ballot (Not Applicable)		0	0.000	0	0	0.000	0.000
		Total		4,305,282	90.610	4,301,205	4,077	99.905	0.095
	Public-Non-Institutions	E-Voting	1,415,439	13,520	0.955	13,426	94	99.305	0.695
		Poll (Not Applicable)		0	0.000	0	0	0.000	0.000
		Postal Ballot (Not Applicable)		0	0.000	0	0	0.000	0.000
		Total		13,520	0.955	13,426	94	99.305	0.695
		Grand Total	18,967,584	17,119,486	90.257	17,115,315	4,171	99.976	0.024



ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED (Formerly known as WABCO India Limited) - 20th AGM - 22nd July 2024

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 20th Annual General Meeting (AGM) held on 22nd July 2024, through Video Conferencing ('VC') /Other Audio Visual Means ('OAVM')

Resolution No.7	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
Approving the appointment of Mr. Neeraj Sagar (DIN: 09475452) as Non-Executive Independent Director for a term of 5 (Five) consecutive years from 22nd May 2024 to 21st May 2029.	Promoter and Promoter Group	E-Voting	12,800,684	12,800,684	100.000	12,800,684	0	100.000	0.000
		Poll (Not Applicable)		0	0.000	0	0	0.000	0.000
		Postal Ballot (Not Applicable)		0	0.000	0	0	0.000	0.000
		Total		12,800,684	100.000	12,800,684	0	100.000	0.000
	Public-Institutions	E-Voting	4,751,461	4,305,282	90.610	4,303,892	1,390	99.968	0.032
		Poll (Not Applicable)		0	0.000	0	0	0.000	0.000
		Postal Ballot (Not Applicable)		0	0.000	0	0	0.000	0.000
		Total		4,305,282	90.610	4,303,892	1,390	99.968	0.032
	Public-Non-Institutions	E-Voting	1,415,439	13,520	0.955	13,344	176	98.698	1.302
		Poll (Not Applicable)		0	0.000	0	0	0.000	0.000
		Postal Ballot (Not Applicable)		0	0.000	0	0	0.000	0.000
		Total		13,520	0.955	13,344	176	98.698	1.302
		Grand Total	18,967,584	17,119,486	90.257	17,117,920	1,566	99.991	0.009



ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED (Formerly known as WABCO India Limited) - 20th AGM - 22nd July 2024

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 20th Annual General Meeting (AGM) held on 22nd July 2024, through Video Conferencing ('VC') /Other Audio Visual Means ('OAVM')

Resolution No.8	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
Approving the payment of remuneration by way of profit-related commission to the Non-Executive Independent Directors of the Company, for a period of five (5) years from 1st April 2024 to 31st March 2029, not exceeding one percent of the net profits of the company in an aggregate in each financial year.	Promoter and Promoter Group	E-Voting	12,800,684	12,800,684	100.000	12,800,684	0	100.000	0.000
		Poll (Not Applicable)		0	0.000	0	0	0.000	0.000
		Postal Ballot (Not Applicable)		0	0.000	0	0	0.000	0.000
		Total		12,800,684	100.000	12,800,684	0	100.000	0.000
	Public-Institutions	E-Voting	4,751,461	4,305,282	90.610	4,303,892	1,390	99.968	0.032
		Poll (Not Applicable)		0	0.000	0	0	0.000	0.000
		Postal Ballot (Not Applicable)		0	0.000	0	0	0.000	0.000
		Total		4,305,282	90.610	4,303,892	1,390	99.968	0.032
	Public-Non-Institutions	E-Voting	1,415,439	13,520	0.955	13,344	176	98.698	1.302
		Poll (Not Applicable)		0	0.000	0	0	0.000	0.000
		Postal Ballot (Not Applicable)		0	0.000	0	0	0.000	0.000
		Total		13,520	0.955	13,344	176	98.698	1.302
		Grand Total	18,967,584	17,119,486	90.257	17,117,920	1,566	99.991	0.009





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]

23rd July 2024

To,

The Chairman,

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

[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 20th Annual General Meeting (AGM) held on 22nd July 2024 through VC/OAVM

The Board of directors of the Company, pursuant to resolution passed at their meeting held on 24th May 2024 appointed me as the Scrutiniser for the remote e-voting process to be conducted in relation to the 20th Annual General Meeting (AGM) of the Company on 22nd July 2024 ('the 20th 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.9/2023 dated 25th September 2023 issued by the Ministry of Corporate Affairs (MCA), and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023 issued by the Securities and Exchange Board of India (**SEBI**).
2. The items of business as set out in the notice convening the 20th AGM and covered by the remote e-voting (prior to and at the AGM) [**e-voting**] are as follows:

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 2024, together with reports of the Board of Directors and the Auditors thereon.
2	Ordinary	Ordinary	Declaration of dividend of Rs.17/- (Rupees Seventeen only) per share for the financial year ended 31 st March 2024.

KRISHNAMURTHY SRIRAM
 CHAIRMAN

"SHRESHTAM", Old No.17, New No.16, Pattammal Street, Mandaveli, Chennai – 600 028.

(044) 42074012/ 24611440 sriram.krishnamurthy@rediffmail.com

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Consolidated Scrutiniser's report on remote e-voting prior to and at the 20th AGM on 22nd July 2024

Item No.	Nature of business	Type of resolution	Subject matter of the resolution
3	Ordinary	Ordinary	Re-appointment of Dr. Christian Oliver Brenneke (DIN:08344547) who retires by rotation, as a Non-Executive Non-Independent Director, liable to retire by rotation.
4	Ordinary	Ordinary	Re-appointment of M/s. BSR & Co. LLP, Chartered Accountants, Chennai (Registration No. 101248W/W-100022) as the Statutory Auditors of the Company, for their second term of 5 (Five) consecutive years from conclusion of the 20 th Annual General Meeting to conclusion of 25 th Annual General Meeting and authorising the Board of Directors to decide their remuneration based on the recommendation of the Audit Committee.
5	Special	Ordinary	Ratification of remuneration of Rs.6,00,000/- (Rupees Six lakhs only), 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 2025.
6	Special	Ordinary	Appointment of Mr. Akash Passey (DIN: 01198068) whose tenure as an Additional Director (Non-Executive and Non-Independent) ended with the AGM, as a Director liable to retire by rotation.
7	Special	Special	Approving the appointment of Mr. Neeraj Sagar (DIN: 09475452) as a Non-Executive Independent Director for a term of 5 (Five) consecutive years from 22 nd May 2024 to 21 st May 2029.
8	Special	Ordinary	Approving the payment of remuneration by way of profit-related commission to the Non-Executive Independent Directors of the Company, for a period of five (5) years from 1 st April 2024 to 31 st March 2029, not exceeding one percent (1%) of the net profits of the Company in an aggregate in each financial year and authorising the Board of Directors to determine the basis and proportion of distribution to each of the directors within the said limit.

3. The e-voting facility for the 20th AGM was provided by National Securities Depository Limited (**NSDL**), who allotted E-Voting Event Number (**EVEN**) **128888** for the same and also provided the **web-based platform for conduct of the AGM through VC/OAVM**.

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4. **Notice convening the 20th AGM** (along with the Annual Report for the financial year ended 31st March 2024) was **sent** by NSDL to 27,783 shareholders out of the 29,985 shareholders as on 21st June 2024 (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.
5. Notice convening the 20th AGM (along with the Annual Report for the financial year ended 31st March 2024) was also sent to the Directors, Auditors and Secretarial Auditors on 30th June 2024, through e-mail and submitted to NSE and BSE on 30th June 2024 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 30th June 2024. The prescribed particulars relating to the e-voting process for the 20th AGM were advertised in "Business Standard" (all India edition) in English, and "Makkal Kural" in Tamil on 1st and 2nd July 2024, and the advertisement also stated the manner in which the shareholders whose e-mail address was not registered could register the same with the Company.
6. **15th July 2024**, 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 20th AGM.
7. Integrated Registry Management Services Private Limited, the Registrars and Share transfer agents of the Company (**'the RTA'**) provided the list of **30,458 shareholders as on the cut-off date**. As on the cut-off date, the paid-up Equity share capital of the Company comprised of **1,89,67,584 Equity shares of Rs.5/- each**. This included:
 - (a) **556 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) **50,575 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.
8. The remote e-voting facility **commenced at 9.00 AM (IST) on Thursday, the 18th July 2024 and ended at 5.00 PM (IST) on Sunday, the 21st July 2024**.
9. **The proceedings of the 20th AGM started through VC/OAVM at 3.00 PM (IST) on Monday the 22nd July 2024 and concluded at 4.40 PM (IST)**.
10. Remote e-voting facility provided by NSDL was available **at the AGM, from 3:00 PM (IST) (the time of commencement of the 20th AGM) to 4.40 PM (IST) [15 (fifteen) minutes after**

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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.

11. 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.
12. 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.
13. 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.
14. A total of 252 members participated in the e-voting process and all the votes were considered as valid. Five members split their votes in respect of Resolution no.3 and four members split their votes in respect of Resolution no.6 and cast them partly in favour and partly against the resolution and hence those ballots have been considered for the votes in favour as well as the votes against the said resolutions.
15. 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.
16. 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	252	1,71,19,486	229	1,64,88,582	96.315%	23	6,30,904	3.685%
2	252	1,71,19,486	249	1,71,19,392	99.999%	3	94	0.001%
3	257	1,71,19,486	238	1,70,70,454	99.714%	19	49,032	0.286%
4	252	1,71,19,486	227	1,62,44,046	94.886%	25	8,75,440	5.114%
5	252	1,71,19,486	249	1,71,19,392	99.999%	3	94	0.001%
6	256	1,71,19,486	243	1,71,15,315	99.976%	13	4,171	0.024%
7	252	1,71,19,486	246	1,71,17,920	99.991%	6	1,566	0.009%
8	252	1,71,19,486	246	1,71,17,920	99.991%	6	1,566	0.009%

KRISHNAMURTHY
SRIRAM

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KRISHNAMURTHY SRIRAM
Date: 2024.07.23 23:43:53 +05'30'

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17. I observe that 7 (seven) ordinary resolutions and 1 (one) special resolution set-out in the Notice convening the 20th AGM have been passed with the requisite majority on the date of the AGM namely, 22nd July 2024.

You may declare the results accordingly.

Thanking you,

Yours faithfully,

KRISHNAMURTHY
SRIRAM

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KRISHNAMURTHY SRIRAM
Date: 2024.07.23 23:45:10 +05'30'


K. SRIRAM

Practising Company Secretary (C.P No.2215)
Scrutiniser

UDIN: F006312F000807431

Counter signed by

For ZF Commercial Vehicle Control Systems India Limited



P. Kaniappan
Managing Director