



Commercial Vehicle Solutions

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

Department Finance
From Muthulakshmi M
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Email muthulakshmi.m@zf.com
Date December 24, 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 - 7th Postal Ballot

Ref : In continuation to our letter dated 21.11.2024 informing about the Notice of the Postal Ballot

Pursuant to Regulation 44 of the LODR Regulations, the details of voting results of the 7th Postal Ballot (remote e-voting) conducted by the Company between November 22, 2024 (9.00 a.m. IST) and December 21, 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,

For ZF Commercial Vehicle Control Systems India Limited

Muthulakshmi M
Company Secretary

ZF Group

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 November 15, 2024 for the purpose of remote e-voting and e-voting. | 30,468 |
| 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. | Approving re-appointment of Mr. P Kaniappan (DIN 02696192) as Managing Director of the Company for a further period of 6 months from 1st January 2025 to 30th June 2025 and payment of remuneration to him. | Ordinary 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,
For ZF Commercial Vehicle Control Systems India Limited

Muthulakshmi M
Company Secretary

ZF Group

| Resolution (1) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Approving re-appointment of Mr. P Kaniappan (பி.கனிப்பன்) as Managing Director of the Company for a further period of 6 months from 1st January 2025 to 30th June 2025 and payment of remuneration to him | | | | |
| 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 |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 12800684 | 100.0000 | 12800684 | 0 | 100.0000 | 0.0000 |
| | Poll | 12800684 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 12800684 | 12800684 | 100.0000 | 12800684 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | | 4432686 | 92.9014 | 4430547 | 2139 | 99.9517 | 0.0483 |
| | Poll | 4771387 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 4771387 | 4432686 | 92.9014 | 4430547 | 2139 | 99.9517 | 0.0483 |
| Public- Non Institutions | E-Voting | | 27637 | 1.9804 | 27453 | 184 | 99.3342 | 0.6658 |
| | Poll | 1395513 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 1395513 | 27637 | 1.9804 | 27453 | 184 | 99.3342 | 0.6658 |
| Total | Total | 18967584 | 17261007 | 91.0027 | 17258684 | 2323 | 99.9865 | 0.0135 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |





KARTHIK SUPREETA & ASSOCIATES

Practising Company Secretaries

Address: No.18/1, Navalar Street, Devaraj Nagar,
Saligramam, Chennai - 600093

Phone: 9176335341
E-Mail: karthik@ksacs.co.in

24th December 2024
Chennai

To,
The Chairman,
ZF COMMERCIAL VEHICLE CONTROL SYSTEMS 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 Postal ballot conducted under Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

- (A) I, Karthik, Partner of Karthik Supreeta & Associates, Company Secretaries (M.N. FCS 10725, C.P. No.14774) have been appointed as the scrutinizer by the Board of Directors of ZF Commercial Vehicle Control Systems India Limited (*the Company*) vide resolution passed by them on 8th November 2024 for the **Postal Ballot** process for the purpose of scrutinising the votes cast by members of the Company through Postal Ballot by way of remote e-voting during the period **9:00 a.m. (IST) on November 22, 2024 (Friday) to 5:00 p.m. (IST) on December 21, 2024 (Saturday)** initiated to obtain the approval of your members by way of **ordinary resolution** for an item of business as set out below:

| Business transacted through the Postal Ballot |
|--|
| <i>Approving re-appointment of Mr. P Kaniappan (DIN 02696192) as Managing Director of the Company for a further period of 6 months from 1st January 2025 to 30th June 2025 and payment of remuneration to him.</i> |

- (B) The Postal Ballot Notice dated November 8, 2024 (*the 'Notice'*) in that respect was issued by the Company pursuant to the provisions of Sections 110, 108 and other applicable provisions of the Companies Act, 2013 (*the 'Act'*), read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (*the 'Rules'*), General Circular Nos.14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars including General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (*'MCA Circulars'*), SEBI Circular Nos. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (*'SEBI Circulars'*) issued in this regard on the resolutions as set out in the Notice of Postal Ballot, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*'SEBI LODR'*).
- (C) Pursuant to the provisions as mentioned in the paragraph (B) of this report, I have conducted the scrutiny of the Postal Ballot voting process, conducted only by way of remote e-voting, in respect of the resolution as mentioned in the notice and as set out in this report.

I submit my report hereunder:

- I. 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).
- II. 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) 132212 for the Company's Postal Ballot process.



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Practising Company Secretaries

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Saligramam, Chennai – 600093

Phone: 9176335341

E-Mail: karthik@ksacs.co.in

- III. The Notice was sent by e-mail on Thursday, November 21, 2024, along with the Statement pursuant to Section 102 of the Act, to/with various persons/entities and in the manner set out below:
- (a) Through e-mail (sent by NSDL) to 28,593 members whose e-mail address were registered with the Company/Depositories, out of the total of 30,468 members (including shares lying in the ZF Commercial Vehicle Control Systems India Limited Unclaimed Suspense Account) as on November 15, 2024. 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 *paragraph (B)* above. 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.
- IV. The aforesaid Postal Ballot process has been conducted only by way of remote e-voting during the period from 9:00 a.m. (IST) on November 22, 2024 (Friday) to 5:00 p.m. (IST) on December 21, 2024 (Saturday) through the electronic platform provided by NSDL.
- V. The Notice and prescribed particulars about the remote e-voting process were duly advertised in the following newspapers on 22nd November 2024, in compliance with the provisions as mentioned in the paragraph (B) of the report:
- (a) Business Standard (In English)
- (b) Makkal Kural (in Tamil)
- VI. 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.
- VII. 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 30,468 members included the following on which voting rights were frozen as per Regulation 39 read with Schedule VI of LODR:
- (a) 556 equity shares in ZF Commercial Vehicle Control Systems India Limited Unclaimed Suspense Account; and
- (b) 50,409 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).
- VIII. The remote e-voting facility provided by NSDL at its portal; <https://eVoting.nsdl.com>, was unblocked by me at 5:05 P.M. on December 21, 2024, in presence of two witnesses not in the employment of the Company.
- IX. The votes cast through remote e-voting were validated with the list of members and their holding as on the cut-off date.
- X. I also noted that no voting rights were exercised in respect of any of the 556 equity shares lying in ZF Commercial Vehicle Control Systems India Limited Unclaimed Suspense Account in terms of LODR, as well as 50,409 equity shares held by IEPF in terms of the Act.



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E-Mail: karthik@ksacs.co.in

- XI. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained in electronic form.
- XII. A total of 374 members participated in the remote e-voting process and all the votes were considered as valid.
- XIII. The results of the postal ballot process (remote e-voting) are as under:

| Item No. | Total Votes | Valid Ballots/ Votes Cast | 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 | 378 | 1,72,61,007 | 360 | 1,72,58,684 | 99.99% | 18 | 2,323 | 0.01% |

- XIV. **The Ordinary resolution has been passed with the requisite majority on 21st December 2024.**
- XV. The register and all other papers relating to voting by electronic means shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I will hand over the register and other related papers to the Company Secretary, who shall preserve such papers or register safely.

Thanking you,
For Karthik Supreeta & Associates,
Practising Company Secretaries

KARTHIK
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Digitally signed
by KARTHIK
Date: 2024.12.24
12:38:20 +05'30'

Karthik, Partner
FCS 10725
COP No.14774
UDIN: F010725F003473074
Peer review Certificate No. 3953/2023

PERIA
KARUPPA
KANIAPPAN

Digitally signed by
PERIA KARUPPA
KANIAPPAN
Date: 2024.12.24
15:54:52 +05'30'