



ZF Group · WABCO INDIA Limited, Chennai 600058

Commercial Vehicle Solutions

Department Finance
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Date January 19, 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 Sir / Madam,

Sub: Submission of proceedings of the 3rd Postal Ballot pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith proceedings of the 3rd Postal Ballot process conducted pursuant to Postal Ballot Notice dated 10th December, 2021 and results declared on 18th January, 2022.

This is for your information, record and necessary dissemination to all the stakeholders.

Yours sincerely,
ZF Group

M. Muthulakshmi

Muthulakshmi M
Company Secretary
WABCO INDIA Limited

PROCEEDINGS OF THE MEETING HELD THROUGH VIDEO CONFERENCE ON TUESDAY, THE 18TH JANUARY 2022 AT 2.00 P.M AND CONCLUDED AT 2.30 P.M FOR THE DECLARATION OF RESULTS OF THE THIRD POSTAL BALLOT OF THE COMPANY

| | |
|----------------------------|---|
| <i>Director Present</i> | Mr. P. Kaniappan, Managing Director (Authorised by the Chairman to receive the Scrutinizer's report) |
| <i>Scrutinizer Present</i> | Mr. K Sriram, Practising Company Secretary, Partner, M/s. S Krishnamurthy & Co., Company Secretaries |
| <i>By Invitation</i> | Mr. G Karthikeyan, Practising Company Secretary, Partner, M/s. S Krishnamurthy & Co., Company Secretaries |
| <i>In attendance</i> | M. Muthulakshmi, Company Secretary |

Mr. P. Kaniappan, Managing Director, Chaired the meeting.

1. Mr. K Sriram, scrutinizer, informed the meeting about the postal ballot process as given below:
 - a) The Board of Directors ("Board") of the Company at its meeting held on 10th December, 2021, approved the proposal to conduct a Postal Ballot to seek approval of the Members for the following Ordinary/Special resolution(s) for two items of business as set out below and appointed K Sriram, a Practising Company Secretary, (Membership No.F6312/ CP No.2215), Partner, M/s. S Krishnamurthy & Co., Company Secretaries, as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner.
 - (i) 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 & services | FY 2021 - 2022 & FY 2022-2023 |
| 2. | ZF CV Systems Europe BV | Rendering of Services & Royalty payment | FY 2022 – 2023 |

- (ii) Changing the name of the Company from WABCO INDIA LIMITED to "**ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED**" (*Special Resolution*).
- b) The Company had engaged the services of 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 **3rd Postal Ballot**.
- c) The Board of the Company had fixed **13th 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.
- d) Integrated Registry Management Services Private Limited, the Company's 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 postal ballot.
- e) 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**:
- **1,554 equity shares** in WABCO India Limited **Unclaimed Suspense Account**; and
 - **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**).
- f) Notice of the 3rd Postal Ballot ("the Notice") was sent/filed **on 17th December 2021, to/with various persons/entities and in the manner set out below**:
- **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 13th 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 placed the Notice of Postal Ballot on its website.
 - **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**).
 - **Through email** to the **Auditors and Secretarial Auditors** of the Company.

- **Through e-mail** to all the **Directors** of the Company.
 - g) The Notice and prescribed particulars about the remote e-voting process were duly **advertised on 18th December 2021** in Business Standard (in English) and Makkal Kural (in Tamil).
 - h) The remote e-voting commenced at **9.00 A.M. on 17th December 2021 and ended at 5:00 P.M. on 15th January 2022.**
- 2) **The Scrutinizer further informed the meeting that:**
- a) **On 17th January 2022**, the votes cast through **remote e-voting** were unblocked in the presence of two witnesses not in the employment of the Company and the remote e-voting report was obtained from the e-voting website of NSDL.
 - b) The votes cast through remote e-voting were validated with the list of members and their holding as on the cut-off date. **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. Also, **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 of LODR.**
 - c) Particulars of the votes cast through remote e-voting had been recorded in a separate register maintained in electronic form.
 - d) A total of 256 members participated in the remote e-voting process and all the votes were considered as valid.
- 3) At this stage, the scrutinizer submitted his report dated 18th January, 2022 to the Managing Director of the Company.
- 4) The Managing Director pursued the report and announced that both the resolutions as set out in the postal ballot notice dated 10th December, 2021, have been passed with requisite majority on 15th January 2022.
- 5) The details of the resolutions passed and the votes cast as detailed in the Scrutinizer's report for the same are as set out below:

Item No. 1 – Ordinary Resolution for 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

Result of Voting

| Total valid ballots/votes | | Valid ballots/ votes in favour of the resolution | | | Valid ballots/ votes against the resolution | | |
|---------------------------|-------------------|--|-------------------|-------------------|---|-------------------|-------------------|
| <i>Ballots</i> | <i>Votes cast</i> | <i>Ballots</i> | <i>Votes cast</i> | <i>% of votes</i> | <i>Ballots</i> | <i>Votes cast</i> | <i>% of votes</i> |
| 254 | 29,38,772 | 232 | 28,96,461 | 98.560% | 22 | 42,311 | 1.440% |

Resolution passed:

RESOLVED THAT in terms of Regulation 23(4) and other applicable Regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval be and is hereby accorded to the material related party transactions entered/ to be entered into by the Company with related parties as set out herein below and in the explanatory statement annexed to this notice, which transactions, either individually or taken together with previous transactions during the financial year ending 31st March 2022 and/ or the next financial year ending 31st March 2023 as the case may be, are likely to exceed ten per cent of the annual consolidated turnover of the Company as per the Company's last audited financial statements (for the financial years ended 31st March 2021 and 31st March 2022 respectively) for each of the related parties, as set out in the below table:-

| 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 & services | FY 2021 - 2022 & FY 2022-2023 |
| 2 | ZF CV Systems Europe BV | Rendering of services & Royalty payment | FY 2022 – 2023 |

Item No.2 – Special Resolution for changing the name of the Company from WABCO INDIA LIMITED to “ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED”

Result of Voting

| Total valid ballots/votes | | Valid ballots/ votes in favour of the resolution | | | Valid ballots/ votes against the resolution | | |
|---------------------------|-------------------|--|-------------------|-------------------|---|-------------------|-------------------|
| <i>Ballots</i> | <i>Votes cast</i> | <i>Ballots</i> | <i>Votes cast</i> | <i>% of votes</i> | <i>Ballots</i> | <i>Votes cast</i> | <i>% of votes</i> |
| 256 | 1,71,64,458 | 241 | 1,71,64,139 | 99.998% | 15 | 319 | 0.002% |

Resolution passed:

RESOLVED THAT pursuant to Section 13 and other applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder, including any modification (s) thereto or re- enactment(s) thereof for the time being in force, any other applicable law(s), regulation(s), Policy(ies) or guidelines and subject to the provisions of Memorandum and Articles of Association of the Company, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Listing agreement entered into by the Company with the Stock Exchanges and subject to approval of the Registrar of Companies and any other regulatory authorities, as may be applicable, consent of the Members of the Company be and is hereby accorded to change the name of the Company from WABCO India Limited to **“ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED”**.

RESOLVED FURTHER THAT the new name of the company be given effect from the date of issue of fresh “Certificate of Incorporation pursuant to change of name” by the Registrar of Companies and accordingly the present name “WABCO India Limited” wherever it occurs in the Memorandum of Association and Articles of Association of the Company be substituted by the new name **“ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED”**.

RESOLVED FURTHER THAT Mr P Kaniappan, Managing Director, Mr R S Rajagopal Sastry, Chief Financial Officer and Ms. M Muthulakshmi, Company Secretary of the Company be and are hereby severally authorised to make necessary application(s) and to sign, execute and file all such forms, papers and documents as may be considered necessary or expedient including appointing attorneys or authorized representatives under appropriate Letter(s) of authority to appear before the office of the Registrar of Companies and other regulatory authorities, as may be required, to give effect to the foregoing resolution and to file required documents and information to the stock exchanges and such other authorities as may be required from time to time and to do all such acts, deeds, things as may be required in this connection.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

- 6) Mr. P. Kaniappan, Managing Director declared the meeting as concluded and directed the Company Secretary to take necessary steps for disseminating the Postal Ballot results to the Stock Exchanges and other stakeholders.

MANAGING DIRECTOR

19th January 2022