



Commercial Vehicle Solutions

Department Finance
From Muthulakshmi M
Phone +91 044-4224 2000
Email muthulakshmi.m@zf.com
Date July 28, 2022

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: Intimation of voting results for remote e-voting prior to & at the 18th Annual General Meeting (AGM) of the Company held on 27th July 2022 in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We wish to inform you that the shareholders of the company have approved all the items of business as contained in the Notice convening the 18th Annual General Meeting (AGM), through remote e-voting prior to and during the AGM on 27th July 2022 held through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

All the resolutions were passed by the shareholders, with requisite majority. In this connection, we are enclosing the following:

- a. Results of voting through electronic means.
- b. Consolidated Scrutinizer's Report on e-voting.

The said results declared, and the reports submitted by the scrutinizer are being uploaded on the Company's website. The consolidated scrutinizer's report is also being provided to the Depository viz., National Securities Depository Limited, for uploading in their website.

Kindly take the above on record and acknowledge receipt.

Yours sincerely,

ZF Group

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

Encl: As above

DETAILS OF VOTING RESULTS

(i) Attendance of members:

Date of the Annual General Meeting	27 th July 2022
Total number of shareholders as on Cut-off Date (21 st September 2021)	26,379
No. of shareholders attended the meeting through OVAM:	
Promoters and promoter Group	1
Public	52
No. of shareholders present in the meeting either in person or through proxy	N.A.

(ii) Voting by members:

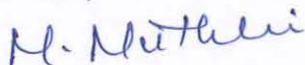
Item No. in the Notice	Subject	Resolution (Ordinary / Special)	Mode of voting	Remarks
1.	Adoption of Audited standalone and consolidated financial statements for the financial year ended 31 st March 2022, together with the reports of Board of directors and auditors thereon.	Ordinary		
2.	Declaration of dividend of Rs.12/- per share for the year ended 31 st March 2021 out of the profits for that year, payable to members as on close of 8 th July 2022.	Ordinary	Remote E-Voting prior to and during the AGM	All resolutions were passed with requisite majority
3.	Re-appointment of Dr. Christian Oliver Brenneke (DIN:08344547) as Director, who being liable to retire by rotation at this Meeting and being eligible and willing, has offered himself for re-appointment as a Director of the Company.	Ordinary		
4.	Ratifying the remuneration of Rs.4 lakhs payable to M/s. A N Raman & Associates, Cost Auditors, for carrying out the cost audit for the financial year ending 31 st March 2023.	Ordinary		

(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. The results of voting in the prescribed format is being filed through your website for your reference and records.

Kindly take the information on record.

Yours sincerely,

ZF Group



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

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
www.zf.com

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

ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED (formerly known as WABCO India Limited) - 18th AGM - 27th July 2022									
Disclosure 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 18th Annual General Meeting (AGM) held on July 27, 2022, 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 the Audited Standalone and Consolidated Financial Statements for the financial year ended 31st March 2022, together with the reports of the Board of Directors and the Auditors' thereon	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	3,194,310	2,861,955	89.5954	2,861,955	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		2,861,955	89.5954	2,861,955	0	100.0000	0.0000
	Public-Non-Institutions	E-Voting	1,547,590	5,526	0.3571	5,443	83	98.4980	1.5020
		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		5,526	0.3571	5,443	83	98.4980	1.5020
		Grand Total	18,967,584	17,093,165	90.1178	17,093,082	83	99.9995	0.0005

ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED (formerly known as WABCO India Limited) - 18th AGM - 27th July 2022									
Disclosure 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 18th Annual General Meeting (AGM) held on July 27, 2022, 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.12/- per share for the financial year ended 31st March 2022	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	3,194,310	2,861,955	89.5954	2,861,955	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		2,861,955	89.5954	2,861,955	0	100.0000	0.0000
	Public-Non-Institutions	E-Voting	1,547,590	5,526	0.3571	5,443	83	98.4980	1.5020
		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		5,526	0.3571	5,443	83	98.4980	1.5020
		Grand Total	18,967,584	17,093,165	90.1178	17,093,082	83	99.9995	0.0005

ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED (formerly known as WABCO India Limited) - 18th AGM - 27th July 2022									
Disclosure 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 18th Annual General Meeting (AGM) held on July 27, 2022, 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 Director liable to retirement by rotation	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	3,194,310	2,861,955	89.5954	2,704,712	157,243	94.5057	5.4943
		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		2,861,955	89.5954	2,704,712	157,243	94.5057	5.4943
	Public-Non-Institutions	E-Voting	1,547,590	5,524	0.3569	3,390	2,134	61.3686	38.6314
		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		5,524	0.3569	3,390	2,134	61.3686	38.6314
		Grand Total	18,967,584	17,093,163	90.1178	16,933,786	159,377	99.0676	0.9324

ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED (formerly known as WABCO India Limited) - 18th AGM - 27th July 2022									
Disclosure 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 18th Annual General Meeting (AGM) held on July 27, 2022, 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
Ratification of the remuneration of Rs.4 lakhs (plus applicable taxes and out of pocket expenses at actuals), payable to M/s. A N Raman & Associates (Firm Registration No. 102111), Cost Auditors, for the financial year ending 31st March 2023	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	3,194,310	2,861,955	89.5954	2,791,956	69,999	97.5542	2.4458
		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		2,861,955	89.5954	2,791,956	69,999	97.5542	2.4458
	Public-Non-Institutions	E-Voting	1,547,590	5,526	0.3571	5,361	165	97.0141	2.9859
		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		5,526	0.3571	5,361	165	97.0141	2.9859
		Grand Total	18,967,584	17,093,165	90.1178	17,023,001	70,164	99.5895	0.4105



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]

28th July 2022

To,
The Chairman,
ZF Commercial Vehicle Control Systems India Limited
(formerly known as WABCO India Limited)
[CIN: L34103TN2004PLC054667]
Plot No.3 (SP), III Main Road,
Ambattur Industrial Estate, Chennai – 600 058.

Dear Sir,

Sub: Scrutiniser's Report on Remote e-voting (prior to and at the AGM) in respect of the 18th Annual General Meeting of the Company held on 27th July 2022 through VC/OAVM

The Board of directors of the Company, pursuant to resolution passed at their meeting held on 20th May 2022 appointed me as the Scrutiniser for the remote e-voting process to be conducted in relation to the 18th Annual General Meeting (AGM) of the Company to be held on 27th July 2022 ('the 18th AGM') through Video-conferencing / Other audio-visual means (VC/ OAVM).

I submit my 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, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, General Circular No.2/2022 dated 5th May 2022 issued by the Ministry of Corporate Affairs (MCA), and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 issued by the Securities and Exchange Board of India (SEBI).



ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED

Consolidated Scrutiniser's report on remote e-voting prior to and at the 18th AGM held on 27th July 2022

2. The items of business set out in the notice convening the 18th AGM and covered by the remote e-voting (prior to and at the AGM) are as follows:

Item No.	Nature of business	Type of Resolution	Subject matter
1	Ordinary	Ordinary	Adoption of the Audited Standalone and Consolidated Financial Statements for the financial year ended 31 st March 2022, together with the reports of the Board of Directors and the Auditors' thereon.
2	Ordinary	Ordinary	Declaration of dividend of Rs.12/- per share for the financial year ended 31 st March 2022.
3	Ordinary	Ordinary	Re-appointment of Dr. Christian Oliver Brenneke (DIN: 08344547) who retires by rotation, as a Director liable to retirement by rotation.
4	Special	Ordinary	Ratification of the remuneration of Rs.4 lakhs (plus applicable taxes and out of pocket expenses at actuals), payable to M/s. A N Raman & Associates (Firm Registration No. 102111), Cost Auditors, for the financial year ending 31 st March 2023.

3. The remote e-voting facility (prior to and at the AGM) was provided by National Securities Depository Limited (NSDL). NSDL allotted E-Voting Event Number (EVEN) 120105 for the remote e-voting process in relation to the 18th AGM. NSDL also provided the web-based platform for conduct of the AGM through VC/OAVM.
4. **Notice convening the 18th AGM** (along with the Annual Report for the financial year ended 31st March 2022), was sent by NSDL on 5th July 2022 to 20,395 shareholders out of the 23,481 shareholders as on 1st July 2022 (being the cut-off date for purpose of despatch of AGM Notice to the shareholders) through e-mail to their e-mail addresses registered with the Company / Depository Participants.
- Physical copies of the AGM Notice and Annual Report were not sent to the shareholders in view of the exemption provided by MCA and SEBI vide their Circulars referred to above. However, physical copies of the AGM Notice and Annual Report were sent to some of the shareholders who had requested for the same.



ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED

Consolidated Scrutiniser's report on remote e-voting prior to and at the 18th AGM held on 27th July 2022

5. The AGM Notice and Annual Report were also sent to the Directors, Auditors and Secretarial Auditors on 5th July 2022 through e-mail, and submitted to NSE and BSE on 5th July 2022 by filing on their online portal.
6. The prescribed particulars relating to the e-voting process for the 18th AGM were advertised in "Business Standard" (in English), and in "Makkal Kural" (in Tamil) on 6th July 2022; and the manner in which the shareholders whose e-mail address was not registered could register the same with the Company, were advertised in "Business Standard" (in English) on 5th July 2022, and in "Makkal Kural" (in Tamil) on 4th July 2022.
7. The Register of Members and Share Transfer Books of the Company were closed from 9th July 2022 (Saturday) to 27th July 2022 (Wednesday) (both days inclusive) for the purpose of the 18th AGM and payment of dividend for the financial year ended 31st March 2022; and notice of the book closure was advertised in "Business Standard" (in English), and in "Makkal Kural" (in Tamil), on 8th July 2022.
8. Integrated Registry Management Services Private Limited, the Registrar and Share transfer agents of the Company ('the RTA') provided the list of shareholders as on 21st July 2022, being the cut-off date fixed for determining eligibility to vote in respect of the items of business to be transacted at the 18th AGM ('the cut-off date').
9. 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/- (Rupees Five) each. This included:
 - (a) 1,472 shares lying in the WABCO India Limited - Unclaimed Suspense Account ('Unclaimed Suspense Account'), on which voting rights were frozen in terms of Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - (b) 47,091 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 Companies Act, 2013.
10. The **remote e-voting** facility prior to the 18th AGM commenced on Saturday, **23rd July 2022** at 9:00 hrs. (IST) and ended on Tuesday, **26th July 2022** at 17:00 hrs. (IST).
11. The **18th AGM** was **held on** Wednesday, **27th July 2022, at 15.00 hrs.** (IST), through Video conferencing / other audio-visual means (VC / OAVM) and the meeting **concluded at 16.14 hrs. (IST)** after conclusion of the voting process.
12. Remote e-voting facility provided by NSDL was available at the AGM, from the time of commencement upto 15 (fifteen) minutes after conclusion of the 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.
13. 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.



ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED

Consolidated Scrutiniser's report on remote e-voting prior to and at the 18th AGM held on 27th July 2022

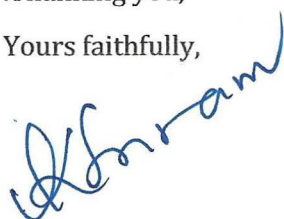
14. I have scrutinised the votes cast through remote e-voting (prior to and at the AGM) on the e-voting platform provided by NSDL and validated the same with the list of shareholders and their shareholding as on the cut-off date.
15. I have also verified and confirmed that no voting rights were exercised in respect of the shares lying in the Unclaimed Suspense Account or with the IEPF Authority.
16. 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.
17. 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	183	1,70,93,165	181	1,70,93,082	99.9995%	2	83	0.0005%
2	183	1,70,93,165	181	1,70,93,082	99.9995%	2	83	0.0005%
3	182	1,70,93,163	141	1,69,33,786	99.0676%	41	1,59,377	0.9324%
4	183	1,70,93,165	179	1,70,23,001	99.5895%	4	70,164	0.4105%

18. **All the 4 (four) ordinary resolutions** set-out in the Notice convening the 18th AGM **have been passed with the requisite majority on the date of the AGM** namely, 27th July 2022. You may declare the results accordingly.

.Thanking you,

Yours faithfully,



K SRIRAM

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

Scrutiniser

UDIN: F006312D000701798