



Commercial Vehicle Solutions

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

Department Finance
From Muthulakshmi M
Phone +91 044-4224 2000
Email muthulakshmi.m@zf.com
Date November 21, 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: Regulation 30 - Disclosure of events or information under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Intimation to Stock Exchange dated November 08, 2024 about the Postal Ballot process to seek prior approval of the Shareholders at the Board Meeting held on November 08, 2024.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated November 08, 2024, seeking approval of the members of the Company, by way of remote e-voting process for:

- a) Approval for the re-appointment and remuneration of Mr. P Kaniappan (DIN 02696192) as Managing Director of the Company**

Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the Register of Members / Register of Beneficial Owners, as on Friday, November 15, 2024 ("Cut-off Date"), received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

The Company has engaged the services of National Securities Depository Limited (NSDL), as the agency to provide e-voting facility to all its members. The remote e-voting period will commence on, **Friday, November 22, 2024 (9:00 a.m. IST)** and ends on **Saturday, December 21, 2024 (5:00 p.m. IST)**.

The Postal Ballot Notice is also available on the Company's website at www.zf.com (ZF CV India Investor Relations).

Request you to take the above information on record and dissemination please.

Yours sincerely,
For ZF Commercial Vehicle Control Systems India Limited

Muthulakshmi M
Company Secretary

ZF Group



ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED

Registered Office : Plot No. 3 (SP), III Main Road, Ambattur Industrial Estate,
Chennai 600 058; CIN: L34103TN2004PLC054667

Website : www.zf.com; Email: cvcs.info.india@zf.com;
Tel. : 044 4224 2000;

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To

The Members

Notice is hereby given that the resolution set out below is proposed to be passed by the members of **ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED** ("the **Company**") by means of Postal Ballot, only by way of voting through electronic means (hereinafter referred to as "remote e-voting" or "e-voting"), pursuant to Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and 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"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (hereinafter collectively referred to as "the applicable laws", which will include any statutory modifications or re-enactment thereof for the time being in force and/or as amended from time to time).

In compliance with Regulation 44 of Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder, the MCA Circulars and the SEBI Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, this postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution are mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached.



The Board of Directors has appointed Mr. Karthik, Partner, M/s. Karthik Supreeta & Associates, (Membership No. F10725 / CoP No. 14774), a Practising Company Secretaries, Chennai as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has availed the services of National Securities Depository Limited (NSDL) as the agency to provide e-voting facility.

The Ministry of Corporate Affairs through Circulars have permitted companies to conduct postal ballot by sending e-mails to all its shareholders who have registered their email addresses with the Company or depository / depository participants. Consequently, this notice is being sent to members whose names appear in the Register of Members (maintained by the Company through their Registrar and Transfer Agents ("RTA") / Register of Beneficial Owners maintained by the depositories NSDL / CDSL) as on November 15, 2024 (Friday), who have so registered their e-mail addresses and is not being sent to members who have not done so. Further, the communication of assent / dissent of the members will only take place through the remote e-voting system.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice about casting their vote electronically.

The e-voting period will be from 9:00 a.m. (IST) on November 22, 2024 (Friday) to 5:00 p.m. (IST) on December 21, 2024 (Saturday).

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced **on or before December 24, 2024 (Tuesday)** and will be displayed on the Company's website www.zf.com (ZF CV India Investor Relations) and will also be communicated to the Stock Exchanges and National Securities Depository Limited ("NSDL"). The Company will also display the results of e-voting at its Registered Office.

The last date of e-voting, i.e. December 21, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS

Item No.1:

Approval for the re-appointment and remuneration of Mr. P Kaniappan (DIN 02696192) as Managing Director of the Company

To consider providing your assent or dissent for passing the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to sections 196, 197 & 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment



and Remuneration of Managerial Personnel) Rules, 2014 and in terms of Regulation 17(1C) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time and Articles of Association of the Company, approval be and is hereby accorded for the re-appointment and remuneration of Mr. P Kaniappan (DIN 02696192), as Managing Director (Wholetime Key Managerial Personnel) of the Company for a further period of 6 months from 1st January 2025 to 30th June 2025, not liable to retire by rotation, on the terms and conditions including remuneration, not exceeding the maximum limit as specified herein below, as recommended by the Nomination and Remuneration Committee and as contained in the agreement dated 08th November 2024 entered between him and the Company, with powers to the Board of Directors of the Company to determine quantum of individual items of his remuneration, payable at such intervals, within the overall limits, so as not to exceed the prescribed limit on the net profits of the Company, calculated in accordance with the provisions of Sections 197 & 198 read with Schedule V of the Act.

Remuneration details:

1. Salary and Commission on Profits or Performance Linked Incentive or Bonus:

Subject to a ceiling of Rs.700 lakhs (Rupees Seven Hundred Lakhs only) for the re-appointed period.

2. Perquisites and Allowances:

Perquisites like unfurnished accommodation / house rent allowance, conveyance allowance, medical reimbursement, leave travel assistance for self and family, club fees, earned leave, medical / personal accident insurance premium and other benefits or amenities, in aggregate restricted to a sum not exceeding Rs.100 lakhs (Rupees One hundred lakhs only) for the re-appointed period; and provision of one telephone at residence and a car for use on Company's business and other purposes as per the policy of the Company.

3. Contribution to Statutory Funds:

Company's contribution to provident fund, if any which shall not exceed 12% of the salary or such other higher Rate as may be notified by the Central Government from time to time and as per the rules of the Company. Company's contribution to provident fund and gratuity funds, shall not be included for computation of limits of perquisites and allowances as aforesaid.

By Order of the Board of Directors

Chennai

November 08, 2024

Sd/-

M Muthulakshmi

Company Secretary

Registered Office:

ZF Commercial Vehicle Control Systems India Limited



(Formerly known as WABCO INDIA LIMITED)

Plot No.3, (SP), III Main Road,
Ambattur Industrial Estate,
Chennai - 600 058
CIN: L34103TN2004PLC054667

Notes:

1. A Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on November 15, 2024 (Friday) ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.zf.com (ZF CV India Investor Relations), websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at <https://www.evoting.nsdl.com>.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) by clicking on <https://www.integratedindia.in/EmailUpdation.aspx> or by giving details of folio number, e-mail address and self-attested copy of PAN card to Integrated Registry Management Services Private Limited at srirams@integratedindia.in, if the shares are held in physical form.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date, should treat this notice for information purpose only.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended ("SEBI Master Circular"), SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote



on the proposed resolution electronically. The Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.

8. The e-voting period commences at 9:00 a.m. (IST) on November 22, 2024 (Friday) and ends at 5:00 p.m. (IST) on December 21, 2024 (Saturday). Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. December 21, 2024 (Saturday)

PROCEDURE FOR 'E-VOTING':

1. E-VOTING FACILITY:

i. Pursuant to the provisions of section 108 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, the SEBI Circulars and Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of NSDL as the agency to provide e-voting facility.

ii. **The e-voting facility will be available during the following period:**

Commencement of remote e-voting : From 09:00 a.m. (IST) on November 22, 2024 (Friday)

End of remote e-voting : At 05:00 p.m. (IST) on December 21, 2024 (Saturday)

The facility for voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period and time. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again. Please refer to the attached Notice for instructions regarding remote e-voting.

The results of the Voting by postal ballot will be announced **on or before December 24, 2024 (Tuesday)** at the registered office of the Company and the results will also be displayed at the website of the Company (www.zf.com) (ZF CV India Investor Relations), websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at <https://www.evoting.nsdl.com>.

In case of any queries related to e-voting, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on toll free nos.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.com .



In case of any queries related to Postal Ballot Notice, Members may write to cvcs.info.india@zf.com

iii. The manner of voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Shareholders holding shares of the Company in physical mode, and (iv) Shareholders who have not registered their e-mail address, is explained in the instructions given hereinbelow.

INFORMATION AND INSTRUCTIONS RELATING TO 'E-VOTING'

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

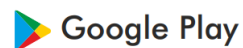
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp



3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period.



	<p>Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911</p>



B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 132212 then user ID is 132212001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and



- open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to karthik@ksacs.co.in with a copy marked



to evoting@nsdl.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cvcs.info.india@zf.com / srirams@integratedindia.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cvcs.info.india@zf.com / srirams@integratedindia.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The following statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice dated November 08, 2024 and shall be taken as forming part of the Notice.

Item No.1

Mr. P Kaniappan was appointed as the Whole-Time Director for a period of 5 years from 17th June 2009 at the 5th Annual General Meeting held on 24th September 2009. Subsequently, he was appointed as the Managing Director for a period of 5 years from 17th June, 2014 at the 10th Annual General Meeting held on 22nd July, 2014. Further, He had been re-appointed as the Managing Director for a period of 5 years from 17th June, 2019 at the 15th Annual General Meeting held on 14th August, 2019 and further, he had been re-appointed as Managing Director for the period starting from 17th June 2024 to 31st December 2024 through postal ballot process on 9th March 2024. The term of office of the Mr. P Kaniappan will expire on 31st December, 2024. Mr. P Kaniappan is eligible to be re-reappointed as Managing Director of the Company.

Pursuant to the provisions of the sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") and subject to the approval of the shareholders and based on the recommendation of the Nomination and Remuneration Committee, Mr. P Kaniappan, was re-appointed as the Managing Director, for further period of 6 months with effect from 1st January 2025 to 30th June 2025 by the Board of Directors at their meeting held on 8th November 2024 on terms and conditions as to his appointment and remuneration, contained in the agreement entered between him and the Company, with the powers to the Board of Directors of the Company to determine the component and quantum of his remuneration, payable at such intervals, within the overall limits so as not to exceed 5% of the net profits of the company, calculated in accordance with the provisions of Section 197 & 198 of the Act. He will not be subject to retirement by rotation as per Article 140(1) of the Articles of Association of the Company.

Mr. P Kaniappan has provided his consent to act as Director and confirmed that he is not disqualified to be appointed as a Director. Further, in accordance with the Circulars dated June 20, 2018, issued by the BSE Limited and National Stock Exchange of India Limited, Mr. P Kaniappan affirmed that he is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority. He does not hold any shares in the Company and he is not related to any other Director of the Company. He is the Chairman of the Corporate Social Responsibility Committee and a member of the Stakeholder Relationship Committee and Risk Management Committee of the Board of the Company. Particulars of attendance of Mr. P Kaniappan in the Board and Committee meetings during his previous tenures from 17th June 2019 to till date is given below:

Particulars	Number of Meetings Held	Number of Meetings Attended
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Board	30	30
Corporate Social Responsibility Committee	6	6
Stakeholder Relationship Committee	22	22
Risk Management Committee	10	10

Mr. P Kaniappan's brief profile and experience is given under additional information section.

The Board considers that Mr. P Kaniappan's association and experience would be of immense benefit to the Company and the Board desires to continue the services of Mr. P Kaniappan. It may be noted that Mr. P Kaniappan had indicated his intention to retire on completion of his original term on 16th June 2024 and further extended term until 31st December 2024. However, to ensure continuity to the Company's business interests, Mr P Kaniappan has kindly consented to continue in service for a further period of 6 months i.e., from 1st January 2025 to 30th June 2025, with the intention to integrate the designated successor, into the business seamlessly and to take over the reins of running the Company.

The re-appointment of Mr. P Kaniappan is appropriate and is in the best interest of the Company. Accordingly, the Board recommends the ordinary resolution set out in Item No.1 of the notice and approval of the members is being sought to the terms & conditions and stipulations for the appointment of Mr. P Kaniappan as the Managing Director and the remuneration payable to him.

The terms and conditions proposed for remuneration are in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to important position as that of the Managing Director. Considering the responsibility shouldered by him, the business activities of the Company, proposed remuneration limits is felt to be commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.

The Company has executed an agreement with Mr. P Kaniappan on the terms and conditions as set out in the resolution under item no.1. A copy of the said agreement will be open for inspection without any fee at the Company's registered office during normal business hours on working days from the date of dispatch of this notice up to the last date of voting, i.e. December 21, 2024 (Saturday). The Company has received a notice under Section 160 of the Companies Act, 2013 in writing from a member proposing his candidature for the office of Director.

Except, Mr. P Kaniappan, being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.1 of this notice. The above may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, and Regulation 17(1C) of the Listing Regulations, the approval of the Members is sought for the re-appointment and terms of remuneration payable to Mr. P Kaniappan as the Managing Director of the Company as set out above.

The Board recommends the resolution under Item no.1 in this notice for the approval of Members.



Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards: -

Profile of Mr. P Kaniappan:

Mr. P Kaniappan is a graduate in mechanical engineering from Regional Engineering College, Karnataka, India and holds postgraduate in manufacturing systems engineering from University of Warwick, UK. He also holds an Executive MBA degree from Great Lakes Institute of Management Chennai. He was holding senior positions at TVS Motor Company Ltd, Hosur & also in brakes division of Sundaram-Clayton Limited (SCL) in various capacities during 1993 to 2009. Since, demerger of brakes division from SCL and incorporation of then WABCO TVS India Limited (now ZF CVCS India Limited), Mr. P Kaniappan is in the whole-time managerial position from thereon in the Company.

Mr. P Kaniappan is serving the Boards / Advisory Council of the following Companies / Not for profit organization as follows:

- Independent Director of M/s. Sundaram Clayton Limited
- Providing expert support to Indian Foundation for Quality Management (IFQM)
- Advisor / Mentor at the Centre of Excellence in Advances Automotive Research (CAAR) incubated by IIT Madras

Mr. P Kaniappan	
Age	64 years
DIN	02696192
Nature of expertise in specific functional areas	Mr. P Kaniappan has over 40 years of experience in automotive industry with expertise in operations, manufacturing and management of business as a strategic leader
Inter-se relationships with directors and key managerial personnel	None
Key terms and conditions of appointment	As per the resolution set out at Item No. 1 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
Date of first appointment on Board	17/06/2009
Details of remuneration last drawn	Rs. 6.20 Crores per annum for the FY 2023-24.
No. of Board Meetings attended during from FY 2023-24 and FY 2024-25 (upto the date of this Notice)	5 meetings during FY 2023-24 3 meetings during FY 2024-25.
Remuneration proposed to be paid	As set out in the resolution at Item No. 1 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
Shareholding in the Company including shareholding as a	Nil



beneficial owner as on date of Postal Ballot Notice	
Directorships in other Companies (including Listed entities in which the person also holds the directorship)	<u>Listed Public Companies:</u> M/s. Sundaram-Clayton Limited (formerly known as Sundaram-Clayton DCD Limited) <u>Public Companies:</u> Nil <u>Private Companies:</u> ZF Digital Solutions India Private Limited ZF Rane Automotive India Private Limited <u>Subsidiary Company:</u> ZF CV Control Systems Manufacturing India Private Limited.
Membership/Chairmanship of Committees in other Companies	<u>ZF Rane Automotive India Private Limited</u> Member of the Audit Committee and Corporate Social Responsibility Committee
Listed entities from which the Director has resigned in the past three years	Nil

By Order of the Board of Directors

Chennai
November 08, 2024

Sd/-
Muthulakshmi M
Company Secretary

Registered Office:

ZF Commercial Vehicle Control Systems India Limited
Plot No.3, (SP), III Main Road,
Ambattur Industrial Estate,
Chennai - 600 058
CIN:L34103TN2004PLC054667