



Commercial Vehicle Solutions

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

Department	Finance
From	Muthulakshmi M
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Date	March 14, 2023

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 - 4th Postal Ballot

Ref : In continuation to our letter dated 10.02.2023 informing about the Notice of the Postal Ballot

Pursuant to Regulation 44 of the LODR Regulations, the details of voting results of the 4th Postal Ballot (remote e-voting) conducted by the Company between February 11, 2023 (9.00 a.m. IST) and March 12, 2023 (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,

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
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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 February 03, 2023 for the purpose of remote e-voting and e-voting.	25,503
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.	Approval for Material Related Party Transactions with ZF CV Systems Global GmbH	Ordinary Resolution	Remote E-Voting	Yes	Resolution passed with more than requisite majority
2.	Approval for Material Related Party Transactions with ZF CV Systems North America LLC	Ordinary Resolution	Remote E-Voting	Yes	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,
ZF Group

M. Muthulakshmi

Muthulakshmi M
Company Secretary
ZF Commercial Vehicle Control Systems India Limited
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**ZF Group**

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ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED (Formerly known as WABCO India Limited)									
Declaration in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the businesses transacted by the Company through Postal Ballot - Remote E-Voting									
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
Approval for Material Related Party Transactions to be entered into by the Company with ZF CV Systems Global GmbH, a Related Party, upto Rs.1,500 Crores (Rupees One thousand five hundred crores only), during the financial year from 1st April 2023 to 31st March 2024	Promoter and Promoter Group	E-Voting	14,225,684	0	0.0000	0	0	0.0000	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		0	0.0000	0	0	0.0000	0.0000
	Public-Institutions	E-Voting	3,304,946	2,987,301	90.3888	2,840,529	146,772	95.0868	4.9132
		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		2,987,301	90.3888	2,840,529	146,772	95.0868	4.9132
	Public-Non-Institutions	E-Voting	1,436,954	30,191	2.1010	30,099	92	99.6953	0.3047
		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		30,191	2.1010	30,099	92	99.6953	0.3047
		Grand Total	18,967,584	3,017,492	15.9087	2,870,628	146,864	95.1329	4.8671



ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED (Formerly known as WABCO India Limited)									
Declaration in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the businesses transacted by the Company through Postal Ballot - Remote E-Voting									
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
Approval for Material Related Party Transactions to be entered into by the Company with ZF CV Systems North America LLC, a Related Party, upto Rs.400 Crores (Rupees Four hundred crores only), during the financial year from 1st April 2023 to 31st March 2024	Promoter and Promoter Group	E-Voting	14,225,684	0	0.0000	0	0	0.0000	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		0	0.0000	0	0	0.0000	0.0000
	Public-Institutions	E-Voting	3,304,946	2,987,301	90.3888	2,987,301	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		2,987,301	90.3888	2,987,301	0	100.0000	0.0000
	Public-Non-Institutions	E-Voting	1,436,954	30,088	2.0939	29,993	95	99.6843	0.3157
		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		30,088	2.0939	29,993	95	99.6843	0.3157
		Grand Total	18,967,584	3,017,389	15.9081	3,017,294	95	99.9969	0.0031





K SRIRAM, B.Com, ACA, FCS
Practising Company Secretary

Scrutiniser's Report

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

14th March 2023

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-600058

Dear Sir,

Sub: Scrutiniser's Report on the 4th Postal ballot conducted under Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014

I have, vide resolution passed by your Board of Directors ("the Board") on 1st February 2023, been **appointed to act as the Scrutiniser** for the Company's 4th Postal Ballot process, which was initiated to obtain the approval of your members by way of **ordinary resolutions**, for **two** items of business as set out below:

Business transacted through the 4th Postal Ballot

1. Approval for Material Related Party Transactions to be entered into by the Company with ZF CV Systems Global GmbH, a Related Party, upto Rs.1,500 Crores (Rupees One thousand five hundred crores only), during the financial year from 1st April 2023 to 31st March 2024 **(Ordinary Resolution)**.
2. Approval for Material Related Party Transactions to be entered into by the Company with ZF CV Systems North America LLC, a Related Party, upto Rs.400 Crores (Rupees Four hundred crores only), during the financial year from 1st April 2023 to 31st March 2024 **(Ordinary Resolution)**.

I submit my report as under:

1. 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).
2. 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) 123388** for the Company's 4th Postal Ballot.
3. Your Board fixed **3rd February 2023** 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.



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

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



ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED
(Formerly known as WABCO India Limited)
4th Postal Ballot – 11th February 2023 to 12th March 2023
Scrutiniser's report

4. Notice of the 4th Postal Ballot ("the Notice") was sent/filed **on 10th February 2023, to/with various persons/entities and in the manner set out below:**
- (a) **Through e-mail** (sent by NSDL) to **22,501 members** whose e-mail address were registered with the Company/Depositories, out of the total of 25,503 members (including shares lying in the ZF Commercial Vehicle Control Systems India Limited Unclaimed Suspense Account) as on 3rd February 2023. 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.
- (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 email** to the **Directors, Auditors and Secretarial Auditors** of the Company.
6. The Notice and prescribed particulars about the remote e-voting process were duly **advertised on 11th February 2023** in Business Standard (in English) and Makkal Kural (in Tamil).
7. The remote e-voting period was **from 9.00 A.M. on 11th February 2023 to 5:00 P.M. on 12th March 2023.**
8. 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.
9. 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 **25,503 members** included the following holdings on which **voting rights were frozen as per Regulation 39 read with Schedule VI of LODR:**
- (a) **693 equity shares** in ZF Commercial Vehicle Control Systems India Limited **Unclaimed Suspense Account**; and
- (b) **49,031 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**).
10. **On 13th March 2023**, I unblocked the votes cast through **remote e-voting** in the presence of two witnesses not in the employment of the Company and obtained the remote e-voting report from the e-voting website of NSDL.



ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED

(Formerly known as WABCO India Limited)

4th Postal Ballot – 11th February 2023 to 12th March 2023

Scrutiniser's report

11. The votes cast through remote e-voting were validated with the list of members and their holding as on the cut-off date.
12. I also noted that **no voting rights were exercised in respect of** any of the 693 equity shares lying in ZF Commercial Vehicle Control Systems India Limited Unclaimed Suspense Account in terms of LODR, as well as 49,031 equity shares held by IEPF in terms of the Act.
13. I also noted that **no related parties have exercised their vote for the resolutions set out in Item nos.1 and 2 of the Notice**, which involved approval of material related party transactions, **in compliance with Regulation 23(4) of LODR.**
14. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained in electronic form.
15. A total of 280 members participated in the remote e-voting process and all the votes were considered as valid. Two members split and exercised their votes, partly "for" and partly "against" and the number of ballots have been accordingly considered.
16. The results of the 4th postal ballot process (remote e-voting) are as under:

Item No.	Total valid ballots/votes		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.	281	30,17,492	235	28,70,628	95.133%	46	1,46,864	4.867%
2.	278	30,17,389	273	30,17,294	99.997%	5	95	0.003%

17. **Both the Ordinary resolutions have been passed with the requisite majority on 12th March 2023.**
18. You may declare the results accordingly.

Thanking you,
Yours faithfully,


K. SRIRAM

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

UDIN: F006312D003268538



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KANIAPPA
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by PERIA
KARUPPA
KANIAPPAN
Date: 2023.03.14
12:34:11 +05'30'



Counter signed by
Sri P. Kaniappan
Managing Director
ZF Commercial Vehicle Control
Systems India Limited