



Commercial Vehicle Solutions

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

Department Finance
From Muthulakshmi M
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Date January 18, 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

INE342J01019

Dear Sirs,

Sub: Reconciliation of Share Capital Audit Report for the quarter ended 31st December 2022

Please find enclosed the certificate dated 17th January 2023 issued by M/s. S Krishnamurthy & Co., Company Secretaries relating to Reconciliation of Share Capital Audit Report for the quarter ended 31st December 2022.

Please acknowledge the receipt of the letter.

Thanking you,

Yours sincerely,

ZF Group

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

Encl:



S. Krishnamurthy & Co.,
Company Secretaries

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

{In terms of Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018}

We have carried out a **"Reconciliation of Share capital Audit"** for the **quarter ended 31st December 2022**, for the purpose of reconciling the total admitted capital with both the depositories namely, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital in respect of **ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED (formerly WABCO India Limited)** ('the Company').

In this connection, we have examined the Register of Members, the beneficiary position details furnished by the depositories and other data / records / documents (both in physical form and in the computer system) maintained by **Integrated Registry Management Services Private Limited, Registrar and Share transfer agents to the Company**, and produced for our verification.

We hereby certify that, in our opinion and to the best of our knowledge and according to the information and explanations furnished to us and based on such verification as we considered necessary, the aggregate number of equity shares of the Company held in dematerialised form in NSDL and CDSL and in physical form, **tallies** with the total number of equity shares in the issued, paid-up, listed and admitted capital of the Company, **as on 31st December 2022**.

We are furnishing the details vide **"Reconciliation of Share capital Audit Report"** Annexure, in respect of the said quarter.

For **S. KRISHNAMURTHY & CO.,**

Company Secretaries

(Peer Review Certificate No.739/2020)

K. SRIRAM



Partner (Membership No.: F6312)

C.P. No.2215

UDIN: F006312D002995133

Place: Chennai

Date: **17th January 2023**



S. Krishnamurthy & Co., Company Secretaries

ANNEXURE

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

[under Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018]

1.	For quarter ended	31 st December 2022					
2.	ISIN	INE342J01019					
3.	Face value	Rs.5/- (Rupees Five) per share					
4.	Name of the Company	ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED (formerly WABCO India Limited)					
5.	Registered office address	Plot No.3 (SP), III Main Road, Ambattur Industrial Estate, Chennai – 600 058.					
6.	Correspondence address						
7.	Telephone & Fax Nos.	Telephone:	044 – 4224 2000 / 3090 2600				
		Fax:	044 – 4224 2009 / 3090 2609				
8.	E-mail address	muthulakshmi.m@zf.com					
9.	Names of the stock exchanges where the Company's securities are listed	(a) BSE Limited (b) National Stock Exchange of India Limited					
			Number of shares		% of total issued capital		
10.	Issued capital		1,89,67,584				
11.	Listed capital (Exchange-wise)(as per company records)						
	(a) BSE Limited		1,89,67,584				
	(b) National Stock Exchange of India Limited		1,89,67,584				
12.	Held in dematerialised form in CDSL		3,62,334		1.91		
13.	Held in dematerialised form in NSDL		1,85,22,175		97.65		
14.	Held in physical form		83,075		0.44		
15.	Total no. of shares (12+13+14)		1,89,67,584		100.00		
16.	Reasons for difference, if any, between (10 & 11), (10 & 15) and (11 & 15)				Not applicable		
17.	Certifying the details of changes in share capital during the quarter under consideration as per table below:						
	Particulars ***	No. of shares	Applied / not applied for listing	Listed on stock exchanges (specify names)	Whether intimated to CDSL	Whether intimated to NSDL	In-principle approval pending from stock exchange (specify names)

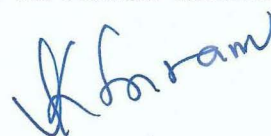


	No changes			
	***Rights, bonus, preferential issue, ESOP's, amalgamation, conversion, buyback, capital reduction, forfeiture, any other (to specify)			
18.	Register of Members is updated (Yes / No). If not, updated upto which date?	Yes		
19.	Reference of previous quarter with regard to excess dematerialised shares, if any.	Nil		
20.	Has the Company resolved the matter mentioned in Point No.19 above in the current quarter? If not, reason why?	Not applicable		
21.	Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:			
	Total No. of demat requests	No. of requests	No. of shares	Reasons for delay
	Confirmed after 21 days	Nil	Nil	Not applicable
	Pending for more than 21 days			
22.	Name, Telephone & Fax Nos. of the Compliance officer of the Company	M Muthulakshmi , Company Secretary Telephone: 044 – 4224 2000 / 3090 2600 Fax: 044 – 4224 2009 / 3090 2609		
23.	Name, Address, Telephone & Fax Nos., and Registration No. of the Auditor (Practising Company Secretary)	K. Sriram {C.P. No. 2215} , Partner, M/s. S. Krishnamurthy & Co. , Company Secretaries "Shreshtam", Old No.17, New No.16, Pattammal Street, Mandaveli, Chennai – 600 028. Telephone: 044 – 4207 4012 / 2461 1440 Fax: -----		
24.	Appointment of common agency for share registry work. If yes, name & address.	Integrated Registry Management Services Private Limited 2 nd Floor, "Kences Towers", No.1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai – 600 017.		
25.	Any other details that the Auditor may like to provide (e.g. BIFR company, delisting from stock exchange, company changed its name etc.)			Nil

For **S. KRISHNAMURTHY & CO.**,

Company Secretaries

(Peer Review Certificate No.739/2020)



K. SRIRAM

Partner (Membership No.: **F6312**)

C.P. No.2215

UDIN: F006312D002995133



Place: Chennai

Date: **17th January 2023**