



Commercial Vehicle Solutions

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

Department Finance
From C V Kavviya
Phone +91 044-4224 2000
Email cv.kavviya@zf.com
Date June 17, 2026

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/Madam,

Sub: Submission of Proceedings of the 12th Postal Ballot.

Ref: In continuation to our letter dated June 17, 2026 informing about the Voting Results of the 12th Postal Ballot.

We hereby attach the proceedings of the 12th Postal Ballot conducted in accordance with the Postal Ballot Notice, and the results declared on June 17, 2026 (today).

This is for your information, record and necessary dissemination.

Yours sincerely,

For ZF Commercial Vehicle Control Systems India Limited

C V Kavviya
Compliance Officer

ZF Group

**PROCEEDINGS OF POSTAL BALLOT HELD THROUGH REMOTE E-VOTING
CONCLUDED ON 17TH JUNE 2026**

The Board of Directors at their meeting held on 13th May 2026 had approved the proposal to conduct the postal ballot ("Postal Ballot") by remote e-voting process, ("e-voting") pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the 'Act'), read with rule 20 and 22 of the 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 the latest General Circular No. 03/2025 dated September 22, 2025 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 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", to seek approval of the Members for the following resolutions as set out below and appointed Mr. G Karthikeyan, Partner, M/s. RSGK & Associates, (Membership No. A19411 / CoP No. 21869), as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner.

- i. Approval for increase in authorised share capital and consequential alteration of the capital clause of the Memorandum of Association of the Company.
 - ii. Approval for consequential alteration of the capital clause of the Articles of Association of the Company
 - iii. Approval for Bonus Issuance (subject to increase in Authorised Share capital)
- a) 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) 139329** for the Company's **12thPostal Ballot**.
 - b) The Board of the Company had fixed **15th May 2026** 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.
 - c) Integrated Registry Management Services Private Limited, the Company's Share Transfer Agent (RTA), provided the details of the members who held equity shares of the Company on the cut-off date and accordingly were eligible to participate in the postal ballot.
 - d) 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 **35,196 members** included the following on which **voting rights were frozen as per Regulation 39 read with Schedule VI of LODR**:
 - **442 equity shares** in ZF Commercial Vehicle Control Systems India Limited **Unclaimed Suspense Account**; and

- **51,833 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**).
- e) Notice of the 12th Postal Ballot (“the Notice”) was sent/filed **on 18th May 2026, to/with various persons/entities and in the manner set out below:**
- **Through e-mail** (sent by NSDL) to **32,843 members** whose e-mail address were registered with the Company/Depositories, out of the total of 35,196 members (including shares lying in the ZF Commercial Vehicle Control Systems India Limited Unclaimed Suspense Account and IEPF) as on 15th May 2026. 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 **Directors, Auditors and Secretarial Auditors** of the Company.
- f) The Notice and prescribed particulars about the remote e-voting process were duly **advertised on 19th May 2026** in Business Standard (in English) and Makkal Kural (in Tamil).
- g) The remote e-voting commenced at **9.00 A.M. on 19th May 2026 and ended at 5:00 P.M. on 17th June 2026.**

The Scrutinizer further informed that:

- a) 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 **442** equity shares lying in ZF Commercial Vehicle Control Systems India Limited Unclaimed Suspense Account in terms of LODR as well as **51,833** equity shares held by IEPF in terms of the Companies Act 2013.
- 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 441 members participated in the remote e-voting process and all the votes were considered as valid.

At this stage, the scrutinizer submitted his report dated 17th June 2026 to the Managing Director of the Company.

The Managing Director pursued the report and announced that the Ordinary resolution as set out in Item No.1 and Item No.3 and the Special resolution as set out in Item No.2 have been passed with requisite majority on 17th June 2026.

The details of the resolution passed, and the votes cast as detailed in the Scrutinizer's report for the same are as set out below:

Item No. 1 - APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENTIAL ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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>
439	1,71,77,363	427	1,71,75,745	99.99%	12	1,618	0.01%

Resolution passed as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Share Capital and Debentures) Rules, 2014 and other rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Memorandum of Association and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), and subject to such approvals, consents, permissions and sanctions as may be required from any statutory or regulatory authority, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs.10,00,00,000 (Rupees Ten Crores only) divided into 2,00,00,000 (Two Crores) equity shares of Rs.5/- (Rupees Five only) each to Rs.60,00,00,000 (Rupees Sixty Crores only) divided into 12,00,00,000 (Twelve Crores) equity shares of Rs.5/- (Rupees Five only), by creation of an additional 10,00,00,000 (Ten Crores only) equity shares of Rs.5/- (Rupees Five only) each, ranking pari passu in all respects with the existing equity shares of the Company; and consequently, that the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following new Clause V:

"V. The Authorised Share Capital of the Company is Rs. 60,00,00,000 (Rupees Sixty Crores only) divided into 12,00,00,000 (Twelve Crores) equity shares of Rs.5/- (Rupees Five only) each, the Company having the power, in compliance with applicable laws, to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee duly constituted or to be constituted by the Board or any person duly authorised by the Board to exercise the powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution, including (without limitation) (i) filing the requisite e-forms (including Form SH-7 and Form MGT-14) with the Registrar of Companies in accordance with Section 64 of the Act and the rules made thereunder, within the period prescribed therein, together with the altered Memorandum of Association of the Company; (ii) making the requisite intimations and disclosures to the Stock Exchanges where the securities of the Company are listed, under Regulations 30 and 44 of the Listing Regulations; (iii) settling any question, difficulty or doubt that may arise in regard to giving effect to this resolution; and (iv) delegating all or any of the powers herein conferred upon any Director, Officer, Key Managerial Personnel or representative of the Company.

Item No. 2 - APPROVAL FOR CONSEQUENTIAL ALTERATION OF THE CAPITAL CLAUSE OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

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>
437	1,71,77,185	425	1,71,75,567	99.99%	12	1,618	0.01%

Resolution passed as an Special Resolution:

RESOLVED THAT subject to and contingent upon the approval of the Members of the Company being obtained for the increase in the Authorised Share Capital of the Company and the consequential alteration of Clause V of the Memorandum of Association of the Company as set out in the resolution at Item No. 1 of this Notice, and pursuant to the provisions of Sections 5, 14, 15, 117 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Incorporation) Rules, 2014, the Companies (Management and Administration) Rules, 2014 and other rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), and subject to such approvals, consents, permissions and sanctions as may be required from any statutory or regulatory authority, the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company by substituting the existing Article 3 thereof, which sets out the Authorised Share Capital of the Company, with the following new Article 3:

"3. The Authorised Share Capital of the Company is Rs. 60,00,00,000 (Rupees Sixty Crores only) divided into 12,00,00,000 (Twelve Crores) equity shares of Rs. 5/- (Rupees Five only) each."

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee duly constituted or to be constituted by the Board or any person duly authorised by the Board to exercise the powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution, including (without limitation) (i) filing of Form MGT-14 with the Registrar of Companies in accordance with Sections 14 and 117 of the Act read with the rules made thereunder, within the period prescribed therein, together with a printed copy of the altered Articles of Association of the Company; (ii) noting the alteration in every copy of the Articles of Association of the Company in compliance with Section 15 of the Act; (iii) making the requisite intimations and disclosures to the Stock Exchanges where the equity shares of the Company are listed, under Regulations 30 and 44 of the Listing Regulations; (iv) settling any question, difficulty or doubt that may arise in regard to giving effect to this resolution; and (v) delegating all or any of the powers herein conferred upon any Director, Officer, Key Managerial Personnel or representative of the Company.

Item No. 3 - APPROVAL FOR BONUS ISSUANCE (SUBJECT TO INCREASE IN AUTHORISED SHARE CAPITAL)

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>
441	1,71,77,189	415	1,69,91,005	98.92%	26	1,86,184	1.08%

Resolution passed as an Ordinary Resolution:

RESOLVED THAT subject to and contingent upon the approval of the Members of the Company being obtained for the increase in the Authorised Share Capital of the Company as set out in the resolution at Item No. 1 of this Notice, and pursuant to the provisions of Section 63 read with Section 23 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 and other rules framed thereunder, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (in particular, Chapter XI thereof) (the "ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and other applicable laws, circulars, master directions, guidelines and notifications issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and the Stock Exchanges from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from any appropriate authority, including the Stock Exchanges, SEBI and RBI, and subject to such terms, conditions and modifications, if any, as may be specified while according such approvals, consents, permissions, conditions or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any

committee duly constituted or to be constituted by the Board or any person duly authorised by the Board to exercise the powers conferred on the Board by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board, on the recommendation of the Board, to capitalise a sum of Rs. 47,41,89,600 (Indian Rupees Forty Seven Crores Forty One Lakhs Eighty Nine Thousand and Six Hundred only) out of the Company's free reserves and/or securities premium account, in such combination as the Board may, in its absolute discretion, determine, and to apply such capitalised sum towards payment for the issue and allotment of new fully paid-up bonus equity shares of Rs.5/- (Rupees Five only) each, credited as fully paid-up, to the Members of the Company whose names appear in the Register of Members / list of beneficial owners maintained by the depositories as on the Record Date to be fixed by the Board for this purpose, i.e. 24th June 2026 (Wednesday) in the proportion of 5 (Five) new fully paid-up equity share(s) of Rs.5/- (Rupees Five – Face Value) each for every 1 (one) existing fully paid-up equity share of Rs. 5/- (Rupees Five – Face Value) each held by them on the Record Date.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall (i) rank pari passu in all respects with, and shall carry the same rights as, the existing fully paid-up equity shares of the Company; (ii) be entitled to participate in full in any dividend that may be declared by the Company after the date of allotment of such bonus equity shares; (iii) be subject to the terms and conditions contained in the Memorandum of Association and the Articles of Association of the Company; and (iv) be treated, for all purposes, as an increase in the paid up equity share capital of the Company held by each such Member.

RESOLVED FURTHER THAT the bonus equity shares shall be allotted only in dematerialised form in compliance with Regulation 294(6) of the ICDR Regulations, and that, in the case of any Members holding equity shares in physical form on the Record Date, the bonus equity shares shall be credited to a separate demat suspense / unclaimed suspense account in compliance with Regulation 39(4) read with Schedule VI of the Listing Regulations, with such bonus equity shares to be transferred to the respective Members upon receipt of valid demat account details and completion of the requisite KYC formalities.

RESOLVED FURTHER THAT the issue and allotment of bonus equity shares to Members who are Non-Resident Indians, Overseas Citizens of India, Foreign Portfolio Investors and other non-resident investors of the Company, shall be subject to the terms and conditions specified under the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and other applicable laws, and the bonus equity shares so allotted shall be subject to the same conditions of repatriability and other terms as are applicable to the equity shares of the Company in respect of which the bonus equity shares have been issued.

RESOLVED FURTHER THAT the bonus issue, once announced, shall not be withdrawn, in compliance with Regulation 295(2) of the ICDR Regulations, and shall be implemented within two months from the date of the meeting of the Board of Directors at which the decision to announce the bonus issue (subject to shareholders' approval) was taken, in accordance with the proviso to Regulation 295(1) of the ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all necessary steps for obtaining listing and trading approvals for the bonus equity shares from the Stock Exchanges where the equity shares of the Company are listed, in

accordance with the provisions of the Listing Regulations and other applicable laws, rules and guidelines, to determine the Record Date and to make all requisite filings, intimations and disclosures with the Stock Exchanges, SEBI, the depositories, the Registrar of Companies and any other regulatory authority.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable, including (without limitation) deciding on, varying or modifying the terms of issue and allotment, and to settle any question, difficulty or doubt that may arise in this regard, as the Board in its absolute discretion may deem necessary or desirable, and the decision of the Board in that regard shall be final, conclusive and binding on all concerned, and further, the Board be and is hereby authorised to delegate all or any of the powers herein conferred upon any director, officer, key managerial personnel or representative of the Company.

Mr. Paramjit Singh Chadha, Managing Director declared the meeting as concluded and directed the Compliance Officer to take necessary steps for disseminating the Postal Ballot results to the Stock Exchanges and other stakeholders.

PARAMJIT SINGH CHADHA
MANAGING DIRECTOR
17th June 2026