



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

**Commercial Vehicle Solutions**

Department Finance  
From C V Kavviya  
Phone +91 044-4224 2000  
Email [cv.kavviya@zf.com](mailto:cv.kavviya@zf.com)  
Date July 2, 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: Notice convening the 22<sup>nd</sup> Annual General Meeting (July 24, 2026)**

In continuation of our letter dated May 13, 2026, and pursuant to Regulation 34(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice convening 22<sup>nd</sup> Annual General Meeting of the Company scheduled to be held on **Friday, July 24, 2026 at 15.00 Hours (IST)** through VC/OAVM, in compliance with applicable Ministry of Corporate Affairs. The same is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar & Share Transfer Agent/Depository Participant(s) and it is also available on the website of the Company at :

[ZF CV India Investor Relations - ZF](#)

Kindly take the above information on your record and dissemination please.

Thank you,

Yours sincerely,  
For ZF Commercial Vehicle Control Systems India Limited.

C V Kavviya  
Compliance Officer

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](http://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  
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## NOTICE OF THE 22<sup>ND</sup> ANNUAL GENERAL MEETING TO THE MEMBERS

NOTICE is hereby given that the 22<sup>nd</sup> Annual General Meeting of the members of the Company (AGM) will be held on Friday, July 24, 2026 at 15.00 Hours (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

### ORDINARY BUSINESS:

**1. To consider and to give your assent or dissent to the following ordinary resolution:**

**RESOLVED THAT** the Audited (Standalone and Consolidated) Financial Statements of the Company for the Financial Year ended March 31, 2026 consisting of the balance sheet as at March 31, 2026, the statement of profit and loss, the statement of cash flow and statement of changes in equity for the Financial Year ended March 31, 2026 and the explanatory notes annexed to or forming part thereof, together with the reports of the Auditor's and Board of Directors thereon, be and are hereby adopted.

**2. To consider and to give your assent or dissent to the following ordinary resolution:**

**RESOLVED THAT** pursuant to Section 123 and other applicable provisions of the Companies Act, 2013, the Rules made thereunder and pursuant to the recommendation of the Board of Directors of the Company, a dividend of INR 4/- (Rupees four only) per share on equity shares of INR 5/- (Rupees Five only) each fully paid up, be and is hereby declared for the financial year ended March 31, 2026, out of the profits of the Company for the said financial year arrived at after providing for the applicable depreciation, and that the said Dividend shall be paid to the Shareholders whose names appear in the register of members (for shares held in physical form) / register of beneficial owners of the Company's shares (for shares held in dematerialised form) maintained by the depositories, as at the close of July 10, 2026 being the record date fixed for this purpose.

**3. To consider and to give your assent or dissent to the following ordinary resolution:**

**RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013, the Rules made thereunder and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Akash Passey (DIN: 01198068), Chairman

of the Board and Non-Executive Non-Independent Director who retires by rotation at the 22<sup>nd</sup> Annual General Meeting, being eligible and willing for re-appointment and recommended by the Nomination and Remuneration Committee and the Board of Directors for such re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retirement by rotation.

### SPECIAL BUSINESS:

**4. To consider and to give your assent or dissent to the following ordinary resolution:**

**RESOLVED THAT** pursuant to Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of INR 4,50,000/- (Rupees Four lakhs Fifty Thousand only) plus applicable taxes and out of pocket expenses at actuals, payable for the financial year ending on March 31, 2027 to M/s. Jayaram & Associates, Cost Accountants, having firm registration number 101077, as fixed by the Board of Directors at the time of their appointment as the Cost Auditor to audit the cost records of the Company for the said financial year, be and is hereby ratified.

**5. To consider and to give your assent or dissent to the following ordinary resolution:**

**RESOLVED THAT** pursuant to provisions of Sections 149, 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable regulations of the Listing Regulations and based on the recommendation of the Nomination and Remuneration Committee (NRC) Ms. Claudia Christina Jehle (DIN: 11680809) who was appointed as an Additional Director in the capacity of Non-Executive Non-Independent Director of the Company with effect from May 4, 2026 by the Board of Directors, and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation.



**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**By order of the Board**  
For **ZF Commercial Vehicle Control Systems India Limited**

**Paramjit Singh Chadha**

Managing Director  
(DIN: 06972549)

Lucknow  
May 13, 2026

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

### Statement of material facts pursuant to Section 102 of the Companies Act, 2013

The following statement sets out all material facts relating to the ordinary / special businesses mentioned in the accompanying Notice dated May 13, 2026 and shall be taken as forming part of the Notice.

#### Item No. 3

Mr. Akash Passey (DIN: 01198068) was appointed as an Additional Director in the category of Non- Executive Non – Independent Director and Chairman of the Board, by the Board through circular resolution passed on May 16, 2024 and appointed w.e.f May 22, 2024 as per section 161 of the Companies Act, 2013 and the appointment was approved by the Shareholders at the 20<sup>th</sup> Annual General Meeting held on July 22, 2024 and he is liable to retire by rotation.

#### 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. Akash Passey

Mr. Akash Passey is the President ZF Group India and Managing Director of ZF India Private Limited. ZF Group is a global technology Company supplying systems for passenger cars, commercial vehicles, and industrial applications. Operating in around 29 countries with €38.8 billion in sales and approximately 1,53,000 employees worldwide, the company is recognized for innovation in driveline, chassis and next-generation mobility technologies.

Mr. Akash leads the Group's growth in one of the fastest growing and most dynamic mobility markets in the world, across all mobility segments including Commercial Vehicles, Passenger Cars, Construction Equipment,

Railways, Mining, Agriculture, Marine and Wind Power. With over three decades of experience in global automotive and mobility ecosystem, Mr. Akash is setting ZF Group in the region on the fast track to growth with a vision closely aligned with ZF Group globally and rooted in the market requirements of an emerging market.

Mr. Akash is driving strategic growth, operational transformation, and technology-focused mobility solutions across the region. His vision for a future-ready talent and strong appreciation for innovation have positioned the company as a highly visible brand and sustainable long-term business growth path.

Before joining ZF Group, Mr. Akash was a part of the Volvo Bus Executive Management Team and as the Senior Vice President at Volvo Bus Corporation, he led business performance across the Asia Pacific, Africa, the Middle East, CIS countries, China and India.

Mr. Akash's international leadership experience has been one of the defining strengths of his career. His deep exposure to both mature and developing markets has shaped his strategic understanding of mobility needs, customer expectations, and technology enablement. This global perspective continues to guide his focus on scalable innovation, digital transformation, and sustainable transportation solutions.

Mr. Akash is increasing the ZF Group visibility in India with an active role in shaping industry dialogue and policy. Akash is associated with the Indo-German Chamber of Commerce (IGCC), the Confederation of Indian Industry (CII), the Automotive Component Manufacturers Association of India (ACMA) and several other trade bodies that support the advancement of the mobility and industrial technology sector. His contributions strengthen collaboration among industry players and help accelerate the adoption of future-ready, safe, and efficient mobility systems.

#### Mr. Akash Passey

Age	58
DIN	01198068
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.3 of this Notice read with statement pursuant to Section 102 of the Act.
Date of first appointment on Board	May 22, 2024
Details of remuneration last drawn (FY 2025-26)	Not applicable
No. of Board Meetings attended during FY 2025-26	5
Remuneration proposed to be paid	Not applicable. Sitting fee is not payable, since waived
Shareholding in the Company (including shareholding as a beneficial owner as on date of the Notice)	Nil
Directorships in other Companies (including Listed entities in which the person also holds the directorship)	<b>Private companies:</b> ZF India Private Limited ZF Rane Automotive India Private Limited ZF Lifetec Rane Automotive India Private Limited ZF Wind Power Coimbatore Private Limited
Membership/Chairmanship of Committees in other Companies	Nil
Listed entities from which the Director has resigned in the past three years	None
Skills and capabilities required for the role and the manner in which he meets such requirements	Please refer the profile

**Item No. 4**

Pursuant to Section 148 of the Companies Act, 2013 and Rule 4 of Companies (Cost Records and Audit) Rules, 2014 including amendments and re-enactments and clarifications issued by the Ministry of Corporate Affairs, the Company is required to appoint a Cost Auditor to audit the cost records of the applicable products of the Company.

Based on recommendation of the Audit Committee, the Board at its meeting held on May 13, 2026, considered, and approved the appointment of M/s. Jayaram & Associates, Cost Accountants, Chennai, as Cost Auditor for the financial year 2026-27 at a remuneration of INR 4,50,000/- plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, subject to ratification by the Shareholders of the Company. The remuneration payable to M/s. Jayaram & Associates, is required to be ratified by the Members at the forthcoming annual general meeting. Hence, the resolution is being proposed as Item No.4 of the Notice.

None of the Directors or Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends that, this ordinary resolution be approved by the Members.

**Item No. 5**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors through circular resolution passed on April 27, 2026 have approved the appointment of Ms. Claudia Christina Jehle (DIN: 11680809) as an Additional Director in the capacity of Non-Executive Non-Independent Director w.e.f. May 4, 2026, subject to the approval of the shareholders.

The Company has received the following disclosures / declaration / details / confirmations from Ms. Claudia Christina Jehle:

- a) Consent to act as a Director of the company in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules').
- b) Notice of interest in Form MBP-1 disclosing concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals.
- c) Intimation in Form DIR-8 confirming that she is not disqualified for appointment as a director of the company under sub-section (2) of Section 164 of the Act.
- d) Details of Committee Memberships/Chairmanships in other Companies.
- e) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018,

that she has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority

The Company has also received a Notice from a Member under Section 160 of the Act, proposing the candidature of Ms. Claudia Christina Jehle (DIN: 11680809), for the office of Director of the Company.

Additional details as required, pursuant to the provisions of SEBI LODR and the Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided below.

All material documents referred to in the Notice and Explanatory Statement will be available for inspection without any fee for the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e., July 23, 2026 (Thursday).

Except Ms. Claudia Christina Jehle, none of the Directors or any Key Managerial Personnel or their relatives is, in anyway, concerned or interested, financially or otherwise in the above resolution as set out in item no.5 of this notice.

The Board recommends that, this ordinary resolution be approved by the 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 Ms. Claudia Christina Jehle**

Ms. Claudia Christina Jehle is a seasoned finance leader with over three decades of experience across global manufacturing and technology-driven organizations and currently serves as the Chief Financial Officer (CFO) of the Commercial Vehicle Solutions (CVS) Division of the ZF Group, a position she has held since January 1, 2026. She holds a Diploma in Business Administration from the University of Cooperative Education, Ravensburg, Germany, and an MBA Program from San Jose State University, California, USA.

Over her career at ZF Friedrichshafen AG, she has held several senior leadership roles, including CFO positions across multiple divisions, where she led finance, controlling, IT, and process management functions, successfully executed business consolidations, and strengthened financial governance.

Her extensive financial expertise, strategic insight, and global leadership experience are expected to add significant value to the Company and enhance the Board's overall effectiveness and governance.

<b>Ms. Claudia Christina Jehle</b>	
Age	57
DIN	11680809
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.5 of this Notice read with statement pursuant to Section 102 of the Act.
Date of first appointment on Board	May 4, 2026
Details of remuneration last drawn (FY 2025-26)	Not applicable
No. of Board Meetings attended during FY 2026-27 (upto the date of this Notice)	One
Remuneration proposed to be paid	Not applicable. Sitting fee is not payable, since waived
Shareholding in the Company including shareholding as a beneficial owner as on date of the Notice	Nil
Directorships in other Companies (including Listed entities in which the person also holds the directorship)	<b>Private companies:</b> ZF CV Control Systems Manufacturing India Private Limited
Membership/Chairmanship of Committees in other Companies	Nil
Listed entities from which the Director has resigned in the past three years	None
Skills and capabilities required for the role and the manner in which she meets such requirements	Please refer the profile

**By order of the Board**  
For **ZF Commercial Vehicle Control Systems India Limited**

Lucknow  
May 13, 2026

**Paramjit Singh Chadha**  
Managing Director  
(DIN: 06972549)

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

**Notes:**

1. Pursuant to the various Circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India ("SEBI") and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), physical attendance of the Members at the AGM venue is not required, and AGM can be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate at the ensuing AGM through VC / OAVM.
2. The statement of material facts pursuant to Section 102 of the Companies Act, 2013, with respect to the special business to be transacted at the twenty second AGM, as set out in the notice convening the meeting, is annexed hereto.
3. Since this AGM is being held through VC / OAVM, pursuant to the applicable MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Bodies Corporate are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-Voting.
4. Members holding shares as on the "cut-off date" viz., July 17, 2026 (Friday) are eligible for voting through electronic voting system. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
5. Voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date of July 17, 2026 (Friday).
6. The Remote e-Voting period **commences on July 21, 2026 (9:00 hrs. IST) and ends on July 23, 2026 (17:00 hrs. IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of July 17, 2026 (Friday), may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. At the end of Remote e-voting period, the facility shall forthwith be blocked.
7. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date of July 17, 2026 (Friday) may obtain the login ID and password by sending an e-mail to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by mentioning his Folio No. /DP ID and Client ID No.
8. A member may participate in the meeting even after exercising his right to vote through remote e-Voting but shall not be allowed to vote again at the meeting.
9. Members as on the cut-off date viz July 17, 2026 (Friday), can join the AGM through the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. Large Shareholders (Shareholders holding 2% or more of the total number of shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. are allowed to attend the AGM without any restriction.
10. Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013. read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, and the Circulars issued by the MCA, the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as voting at the meeting will be provided by NSDL.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. In line with the MCA Circular on holding the AGM in electronic mode, the Notice calling the AGM has been uploaded on the website of the Company at [https://www.zf.com/mobile/en/company/investor\\_relations/zf\\_cv\\_india\\_investor\\_relations/zf\\_cv\\_india\\_ir.html](https://www.zf.com/mobile/en/company/investor_relations/zf_cv_india_investor_relations/zf_cv_india_ir.html). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

14. Members may also note that the Annual Report and the notice to the AGM will also be available on the Company's website viz., [https://www.zf.com/mobile/en/company/investor\\_relations/zf\\_cv\\_india\\_investor\\_relations/zf\\_cv\\_india\\_ir.html](https://www.zf.com/mobile/en/company/investor_relations/zf_cv_india_investor_relations/zf_cv_india_ir.html) for download. Electronic copy of the Annual Report and the notice of the AGM inter-alia indicating the process and manner of e-Voting are being sent to all the Members whose e-mail IDs are registered with the Company / DPs for communication purposes.
15. Under Section 124 read with Section 125 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund Authority (IEPF), Ministry of Corporate Affairs. The particulars of due dates for transfer of such unclaimed dividends to IEPF are furnished in the report on Corporate Governance forming part of the Annual Report.
- An amount of INR 4,58,672 (Rupees Four Lakhs Fifty Eight Thousand Six Hundred and Seventy Two only) being unclaimed/unpaid dividend of the Company for the financial year ended March 31, 2018 was transferred in September 2025 to IEPF.
- The Company paid to IEPF an amount of INR 9,73,523 (INR Nine Lakhs Seventy-Three Thousand Five Hundred Twenty-Three Only) on August 2025, towards dividend for the financial year ended March 31, 2025 on such Shares which were transferred to IEPF.
- The Company had transferred 1,777 shares to the Investor Education and Protection Fund Authority (IEPF) in the month of September 2025. In terms of Rule 5 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the Company has uploaded the information in respect of the Unclaimed Dividends as on March 31, 2025 on the website of IEPF viz., [www.iepf.gov.in](http://www.iepf.gov.in) and under "investor section" on the website of the Company viz [https://www.zf.com/mobile/en/company/investor\\_relations/zf\\_cv\\_india\\_investor\\_relations/zf\\_cv\\_india\\_ir.html](https://www.zf.com/mobile/en/company/investor_relations/zf_cv_india_investor_relations/zf_cv_india_ir.html) The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. A separate reminder was also sent to those members having unclaimed dividends since FY 2018-19. Members who have not encashed their dividend warrants are advised to surrender the un-encashed warrants immediately to the Company or the Share Transfer Agent and to claim the dividends.
16. Section 124(6) was notified on September 5, 2016 along with the relevant rules therein on September 5, 2016 which mandates that all shares in respect of which dividend is remaining unpaid or unclaimed by the shareholder for a continuous period of seven years shall be transferred by the Company to the Investor Education and Protection Fund in the manner prescribed. In this regard, the Company had sent reminders to these shareholders as prescribed in the rules. Subsequently, eligible shares were transferred to the demat account of the IEPF Authority as per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, (as amended from time to time). Shareholders can claim from IEPF Authority both unclaimed dividend amount and the shares transferred to the demat account of the IEPF Authority by filing application to the Ministry of Corporate Affairs (IEPF Authority) in Web Form IEPF - 5 and submitting the same along with relevant documents to the Company. Required instructions in this regard for claiming the shares are available on the website [www.mca.gov.in](http://www.mca.gov.in)
17. Shareholders are requested to note that SEBI has mandated that, the Company cannot process any request for transfer of shares received in physical mode. Adequate communications in this regard have already been sent to the shareholders holding shares in physical mode. Hence it is requested that all shareholders holding shares in physical mode shall demat their shares to avoid any issues in future. RTA will intimate the Shareholder/claimant about its execution / issuance of new certificate as may be applicable, by way of issuing Letter of Confirmation. In case of non-receipt of demat request from the shareholder/claimant within 120 days from the date of Letter of Confirmation, the shares will be credited to Suspense Escrow Demat Account of the Company. Further in accordance with the circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 issued by SEBI on January 25, 2022, listed companies shall henceforth issue the securities in dematerialised form only (vide Gazette Notification no. SEBI/LADNRO/ GN/2022/66 dated January 24, 2022) while processing the service requests such as Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal / Exchange of securities certificate, Endorsement, Sub-division / Splitting of securities certifications, Consolidation of securities certifications, folios, Transmission and Transposition.
18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

19. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 4, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal ([smartodr.in/login](http://smartodr.in/login)).
20. In accordance with the circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 on May 07, 2024, SEBI has introduced common and simplified norms for furnishing PAN, KYC details and Nomination. Accordingly, the RTA shall not process any service requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents/details are updated. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing the aforesaid details. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at [https://www.zf.com/mobile/en/company/investor\\_relations/zf\\_cv\\_india\\_investor\\_relations/zf\\_cv\\_india\\_ir.html](https://www.zf.com/mobile/en/company/investor_relations/zf_cv_india_investor_relations/zf_cv_india_ir.html)
21. Required details of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice as per Listing Regulations. The Directors have furnished requisite consent and declaration for their appointment.
22. Since AGM has been held through VC/OAVM in compliance with MCA Circulars and SEBI Circulars, route map of the venue of AGM is not annexed herewith and the venue of AGM shall be deemed to be the Registered Office of the Company.
23. In accordance with the various circulars from MCA, Notice of AGM and Annual Report are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company or RTA or the Depository Participant(s) and a letter providing the web-link, including the exact path, where complete

details of the Annual Report is available will be sent to the members whose e-mail addresses are not registered with Company / Depository Participants / RTA, as per the Regulation 36(1b) of the Listing Regulations. For any communication in this regard, including the requirement of physical copy of Annual Report, members may send their request letters to [cvcs.info.india@zf.com](mailto:cvcs.info.india@zf.com) / [einward@integratedindia.in](mailto:einward@integratedindia.in)

24. Voting through electronic means
  - I. In compliance with provisions of Section 108 and other applicable provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote at the 22<sup>nd</sup> Annual General Meeting (AGM) through electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
  - II. Remote e-Voting means the facility of casting votes by a member using an electronic voting system.

#### **How do I vote electronically using NSDL e-Voting system?**





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 and joining virtual meeting 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"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>5. Shareholders/Members can also download NSDL Mobile app "NSDL Speed-e" facility by scanning the QR code below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in DEMAT mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting &amp; voting during the meeting. 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.</li> </ol>

Type of shareholders	Login Method
	3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login & New System Myeasi Tab and then click on registration option. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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
Individual Shareholders (holding securities in DEMAT mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

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
Individual Shareholders holding securities in DEMAT mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in DEMAT mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B. Login Method for e-Voting and joining virtual meeting 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?**

- 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, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices. 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.
- 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 139903 then user ID is 139903001 ***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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'.
    - 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:
- 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](http://www.evoting.nsdl.com).
  - Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name, and your registered address etc.,
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - Now, you will have to click on "Login" button.
  - After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**
- 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 and General Meeting is in active status.
  - Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC / OAVM" link placed under "Join Meeting".
  - Now you are ready for e-Voting as the Voting page opens.
  - 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.
  - Upon confirmation, the message "Vote cast successfully" will be displayed.
  - You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  - Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for shareholders**
- 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.v.ganapathy@gmail.com](mailto:karthik.v.ganapathy@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Deputy Vice-President- NSDL [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 022-24994360/+91 9920264780.

**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 resolutions 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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to [cvcs.info.india@zf.com](mailto:cvcs.info.india@zf.com).
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), AADHAAR (self-attested scanned copy of Aadhaar Card) to [cvcs.info.india@zf.com](mailto:cvcs.info.india@zf.com). If you are an Individual shareholders 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholders/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

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 in their demat account in order to access e-Voting facility.

**INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
- ii. Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
- iii. Members who have already voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

**INSTRUCTIONS TO THE MEMBERS FOR ATTENDING THE AGM THROUGH VC ARE AS UNDER:**

- a. Member will be provided with a facility to attend the EGM/AGM through VC/ OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join

Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- b. Members are encouraged to join the Meeting through Laptops for better experience.
  - c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - e. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number / folio number, email ID, mobile number at [cvcs.info.india@zf.com](mailto:cvcs.info.india@zf.com) / [einward@integratedindia.in](mailto:einward@integratedindia.in) at least 48 hours in advance before the start of the meeting i.e. by July 22, 2026 by 15:00 hrs. (IST). The same will be replied by the Company suitably.
  - f. Only those members who register themselves as a speaker will be allowed to speak at the meeting.
  - g. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID / folio number and mobile number, to reach the Company's e-mail-ID at [cvcs.info.india@zf.com](mailto:cvcs.info.india@zf.com) / [einward@integratedindia.in](mailto:einward@integratedindia.in) at least 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
25. 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. 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](http://www.evoting.nsdl.com) to reset the password.
26. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to participate in the meeting, avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
  27. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
  28. Mr. G Karthikeyan, Practicing Company Secretary (Membership No. A19411 CP No. 21869), Partner, M/s. RSGK & Associates, Practicing Company Secretaries, Chennai has been appointed as the Scrutinizer to scrutinize the e-Voting process (both remote e-Voting prior to the AGM and the remote e-Voting at the AGM) in a fair and transparent manner.
  29. The Scrutinizer shall after the conclusion of the voting at the Annual General Meeting, unblock the votes cast through remote e-Voting prior to as well as during the AGM and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall then be sent within 2 (two) working days from the conclusion of the AGM to the Chairman or a person authorized by him in this regard, who shall then countersign the report and declare the result of the voting forthwith.  
  
The results declared along with the Scrutinizer's Report shall be placed on the Company's website [https://www.zf.com/mobile/en/company/investor\\_relations/zf\\_cv\\_india\\_investor\\_relations/zf\\_cv\\_india\\_ir.html](https://www.zf.com/mobile/en/company/investor_relations/zf_cv_india_investor_relations/zf_cv_india_ir.html) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of results by the Chairman or a person authorized by him and simultaneously communicated to the stock exchanges where the shares of the Company are listed.
  30. Pursuant to the Circulars issued by MCA and SEBI, owing to the difficulties involved in dispatching of physical copies, the Notice of the Twenty-second AGM and the Annual Report for the financial year ended March 31, 2026, only soft copies of the said documents are being sent by email to the Members. Therefore, those members, whose e-mail address is not registered with the Company or with their



respective Depository Participants, and who wish to receive the Notice of the AGM and the Annual Report and other communications from the Company, can get their e-mail address registered by following the steps as given below: -

- a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, e-mail address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAAR) supporting the registered address of the Member, by e-mail to

the Company's e-mail address [cvcs.info.india@zf.com](mailto:cvcs.info.india@zf.com) / [einward@integratedindia.in](mailto:einward@integratedindia.in)

- b) For Members holding shares in demat form, please update your email address through your respective Depository Participant(s).

31. In terms of Regulation 36(3) of the Listing Regulations, a brief profile of the Director, whose appointment is proposed to be approved in this AGM, the nature of his expertise in specific functional areas, other directorships and committee memberships in listed entities, shareholding, and relationship with other Directors of the Company are also furnished herein.

**By order of the Board**

For **ZF Commercial Vehicle Control Systems India Limited**

Lucknow  
May 13, 2026

**Paramjit Singh Chadha**  
Managing Director  
(DIN: 06972549)

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