



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
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 : Intimation under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations) - Details of Voting Results - 12th Postal Ballot

Ref : In continuation to our letter dated May 18, 2026 informing about the Notice of the Postal Ballot

Pursuant to Regulation 44 of the LODR Regulations, the details of voting results of the 12th Postal Ballot (remote e-voting) conducted by the Company between May 19, 2026 (9.00 a.m. IST) and June 17, 2026 (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,

For ZF Commercial Vehicle Control Systems India Limited

C V Kavviya
Compliance Officer

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Annexure

I. Attendance of members

1.	Date of the AGM / EGM	Not Applicable
2.	Total Number of shareholders on the cut-off date May 15, 2026, for the purpose of remote e-voting and e-voting.	35,196
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 increase in authorised share capital and consequential alteration of the capital clause of the Memorandum of Association of the company.	Ordinary Resolution	Remote E-Voting	No	Resolution passed with more than requisite majority
2.	Approval for consequential alteration of the capital clause of the Articles of Association of the company.	Special Resolution	Remote E-Voting	No	Resolution passed with more than requisite majority
3.	Approval for Bonus Issuance (subject to increase in Authorised Share capital)	Ordinary Resolution	Remote E-Voting	No	Resolution passed with more than requisite majority

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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,
For ZF Commercial Vehicle Control Systems India Limited

C V Kavviya
Compliance Officer

ZF Group

[Home](#)[Validate](#)**Resolution (1)**

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Approval for increase in authorised share capital and consequential alteration of the capital clause of the Memorandum of Association of the Company.

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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11380551	1,13,80,551	100.0000	1,13,80,551	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		11380551	11380551	100.0000	11380551	0	100.0000
Public- Institutions	E-Voting	6027658	57,62,195	95.5959	57,60,799	1,396	99.9758	0.0242
	Poll							
	Postal Ballot (if applicable)							
	Total		6027658	5762195	95.5959	5760799	1396	99.9758
Public- Non Institutions	E-Voting	1559375	34,617	2.2199	34,395	222	99.3587	0.6413
	Poll							
	Postal Ballot (if applicable)							
	Total		1559375	34617	2.2199	34395	222	99.3587
Total		18967584	17177363	90.5617	17175745	1618	99.9906	0.0094
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

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Resolution (2)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for consequential alteration of the capital clause of the Articles of Association of the Company				
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		11380551	100.0000	11380551	0	100.0000	0.0000
	Poll	11380551						
	Postal Ballot (if applicable)							
	Total	11380551	11380551	100.0000	11380551	0	100.0000	0.0000
Public- Institutions	E-Voting		57,62,195	95.5959	57,60,799	1,396	99.9758	0.0242
	Poll	6027658						
	Postal Ballot (if applicable)							
	Total	6027658	5762195	95.5959	5760799	1396	99.9758	0.0242
Public- Non Institutions	E-Voting		34,439	2.2085	34,217	222	99.3554	0.6446
	Poll	1559375						
	Postal Ballot (if applicable)							
	Total	1559375	34439	2.2085	34217	222	99.3554	0.6446
Total		18967584	17177185	90.5607	17175567	1618	99.9906	0.0094
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

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Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Approval for Bonus Issuance (subject to increase in Authorised Share capital)

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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		11380551	100.0000	11380551	0	100.0000	0.0000
	Poll	11380551						
	Postal Ballot (if applicable)							
	Total	11380551	11380551	100.0000	11380551	0	100.0000	0.0000
Public- Institutions	E-Voting		57,62,195	95.5959	55,76,238	1,85,957	96.7728	3.2272
	Poll	6027658						
	Postal Ballot (if applicable)							
	Total	6027658	5762195	95.5959	5576238	185957	96.7728	3.2272
Public- Non Institutions	E-Voting		34,443	2.2088	34,216	227	99.3409	0.6591
	Poll	1559375						
	Postal Ballot (if applicable)							
	Total	1559375	34443	2.2088	34216	227	99.3409	0.6591
Total		18967584	17177189	90.5608	16991005	186184	98.9161	1.0839
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	



Scrutinizer's Report

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

17th June 2026

To,
The Chairman/Managing Director,
ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED
CIN: L34103TN2004PLC054667
Plot No.3 (SP) III Main Road, Ambattur Industrial Estate, Chennai-600058

Dear Sir,

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

The Board of Directors of your Company have, vide a resolution passed at their meeting held on 13th May 2026, decided to conduct the Postal Ballot from **19th May 2026 to 17th June 2026** through remote e-voting, without sending physical ballots, as permitted by the Ministry of Corporate Affairs (**MCA**) and the Securities and Exchange Board of India (**SEBI**) through their various circulars, to obtain the approval of your members on the resolutions contained in the postal ballot notice dated **13th May 2026 as given below.**

Item No.	Business being transacted through the Postal Ballot
1.	Approval for Increase in Authorised Share Capital and Consequential Alteration of the Capital Clause of the Memorandum of Association of the Company (Ordinary Resolution)
2.	Approval for Consequential Alteration of the Capital Clause of the Articles of Association of the Company (Special Resolution)
3.	Approval for Bonus Issuance (Subject to increase in Authorised Share Capital) (Ordinary Resolution)

We have been appointed to act as the Scrutinizer for the above mentioned Postal Ballot process.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) relating to Postal Ballot process through remote e-voting, on the resolutions contained in the Postal Ballot Notice pursuant to the provisions of Sections 108 & 110 of the Companies Act, 2013 and Rules made thereunder.

Our responsibility as a scrutinizer for remote e-voting and postal ballot process is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by **National Securities Depository Limited ("NSDL")**, the authorized agency engaged by the Company.

ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED
Postal Ballot – 19th May 2026 to 17th June 2026
Scrutinizer's report

We submit our report as under:

1. ZF Commercial Vehicle Control Systems India Limited ("**the Company**") is a listed company with its equity shares being listed with the National Stock Exchange of India Limited (**NSE**) and the BSE Limited (**BSE**).
2. The Company selected **NSDL** as the agency to provide the e-voting platform for the remote e-voting process and the E-voting Event Number (**EVEN**) for the postal ballot process is **139329**.
3. The Company fixed **15th May 2026** as the **cut-off date** for determining the members who would be eligible to vote through the remote e-voting process and the number of votes each of them could exercise.
4. The Company's paid-up equity share capital as on the cut-off date consists of 1,89,67,584 equity shares of Rs.5/- each. This included the following Equity shares on which voting rights were frozen:
 - a) **442 Equity shares** lying in the ZF Commercial Vehicle Control Systems India Limited-Unclaimed Suspense Account ('**Unclaimed Suspense Account**'), in terms of Regulation 39 read with Schedule VI of the SEBI LODR; and
 - b) **51,833 Equity shares** transferred to and lying in the demat account of the Investor Education and Protection Fund Authority, Ministry of Corporate Affairs ('**IEPF Authority**'), in terms of Section 124(6) of the Act.
5. The company had completed on **18th May 2026**, the dispatch of postal ballot notice to 32,843 members who have registered their e-mail addresses with the Company / Registrars and Transfer Agents / Depository and to the Directors and Auditors of the Company.
6. Physical postal ballot forms were not sent to the members who had not provided e-mail addresses in view of the relaxation granted by the MCA vide various circulars as set out in the Notice.
7. The notice of the Postal Ballot was placed on the Company's website and filed online with the NSE and BSE.
8. The Company had published the advertisement pertaining to dispatch of postal ballot notice in **Makkal Kural** (Tamil) and **Business Standard** (English) newspapers on **19th May 2026**.
9. The remote e-voting period was **from 9.00 A.M. on Tuesday, the 19th May 2026 to 5.00 P.M. on Wednesday, the 17th June 2026**.

ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED

Postal Ballot – 19th May 2026 to 17th June 2026

Scrutinizer's report

10. After 5.00 P.M. on Wednesday, the 17th June 2026, the votes cast through remote e-voting were unblocked 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.
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. We noted that no voting rights were exercised in respect of any of the equity shares lying either in the Unclaimed Suspense Account or with the IEPF Authority as mentioned above.
13. We have recorded particulars of the votes cast through remote e-voting in a separate register maintained in electronic form.
14. The results of the Postal Ballot process (remote e-voting) are as under:

Item No. 1: Ordinary Resolution

Approval for Increase in Authorised Share Capital and Consequential Alteration of the Capital Clause of the Memorandum of Association of the Company.

- (i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
427	1,71,75,745	99.99%

- (ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
12	1,618	0.01%

- (iii) Invalid votes:

Number of members voted	Number of invalid votes cast (shares)
NIL	NIL

ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED
Postal Ballot – 19th May 2026 to 17th June 2026
Scrutinizer's report

Item No. 2: Special Resolution

Approval for Consequential Alteration of the Capital Clause of the Articles of Association of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
425	1,71,75,567	99.99%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
12	1,618	0.01%

(iii) Invalid votes:

Number of members voted	Number of invalid votes cast (shares)
NIL	NIL

ZF COMMERCIAL VEHICLE CONTROL SYSTEMS INDIA LIMITED
Postal Ballot – 19th May 2026 to 17th June 2026
Scrutinizer's report

Item No. 3: Ordinary Resolution

Approval for Bonus Issuance (Subject to increase in Authorised Share Capital)

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
415	1,69,91,005	98.92%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
26	1,86,184	1.08%

(iii) Invalid votes:

Number of members voted	Number of invalid votes cast (shares)
NIL	NIL

Based on the aforesaid results, we report that the **Ordinary Resolutions for Item No.1 & 3 and Special Resolution for Item No.2 as mentioned above have been duly passed with the requisite majority on Wednesday, the 17th June 2026**, the date on which the remote e-voting process concluded.

You may kindly announce the results accordingly.

Thanking you,
Yours faithfully,

For RSGK & Associates
Company Secretaries
[Firm Unique Identification No. P2025TN103300]

G. Karthikeyan
Partner
Membership No. A19411
C.P No.21869
Peer Review Certificate No.6442/2025
UDIN: A019411H000641109