

Date: - 28th January, 2025

BSE Ltd. Regd. Office: Floor - 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001.	National Stock Exchange of India Ltd. Listing Deptt., Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
BSE Scrip Code: 543300	NSE Scrip: SONACOMS

SUBJECT: - POSTAL BALLOT NOTICE

Dear Sir / Madam,

Pursuant to Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice dated 23rd January, 2025, along with the explanatory statement. The notice is being sent to those shareholders, who hold equity shares of the Company as on the cut off date i.e. **Friday, 24th January, 2025**, on their registered email id with the depositories/Depository Participant(s)/Company for seeking their approval for the following business items:

ITEM 1: APPOINTMENT AND PAYMENT OF REMUNERATION TO MR. VIKRAM VERMA VADAPALLI (DIN: 03631259), AS WHOLE TIME DIRECTOR OF THE COMPANY. – As an Ordinary Resolution.

ITEM 2: APPOINTMENT OF MR. VINEET MITTAL (DIN-00058552), AS AN INDEPENDENT DIRECTOR OF THE COMPANY. – As a Special Resolution.

The remote e-voting period commences on **Thursday, 30th January, 2025** at 9.00 a.m. (IST) onwards and will end on **Friday, 28th February, 2025** at 5.00 p.m. (IST). The Postal Ballot Notice is also available on the website of the Company at www.sonacomstar.com.

This is for your information and record.

Thanking you,
For SONA BLW PRECISION FORGINGS LIMITED

Ajay Pratap Singh
Group General Counsel, Company Secretary and Compliance Officer

Encl: As above



SONA COMSTAR

SONA BLW PRECISION FORGINGS LIMITED

CIN: L27300HR1995PLC083037

Registered office: - Sona Enclave, Village Begumpur Khatola, Sector 35,
Gurgaon - 122004 (HR)

Website: www.sonacomstar.com, **E-mail:** investor@sonacomstar.com,

Contact No: +91 124 476 8200



Postal Ballot Notice

Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (**the "Act"**), read together with the Companies (Management and Administration) Rules, 2014, as amended (**the "Management Rules"**), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs, Government of India (**the "MCA Circulars"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**"Listing Regulations"**), read with applicable circulars under the Listing Regulations, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions appended below are proposed to the shareholders for passing through postal ballot (**the "Postal Ballot"**) only by way of remote e-voting (**"e-voting"**) process. An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice (**"the Notice" or "the Postal Ballot Notice"**).

In compliance with Regulation 44 of the Listing Regulations as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the **'Notes'** to this Notice.

The Board has appointed Mr. Ankit Singhi (Membership No. FCS: 11685), failing him Mr. Nitesh Latwal (Membership No. ACS: 32109), Partners of M/s. PI & Associates, Practicing Company Secretaries, as the scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, and SS-2, the Company has provided e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of National Securities Depository Limited ("**NSDL**") for facilitating e-voting. The Company has made necessary arrangements with KFin Technologies Limited, Registrar and Share Transfer Agent ("**RTA**") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The e-voting period shall commence on **Thursday, 30th January, 2025 at 09:00 A.M. (IST)** and end on **Friday, 28th February, 2025 at 05:00 P.M. (IST)**. Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (**FOR**) or dissent (**AGAINST**) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on **Friday, 28th February, 2025**. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Company (**the "Chairman"**) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced by him within two working days from the conclusion of the e-voting.

The results of the Postal Ballot will be intimated to the National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE), where the shares of the Company are listed. The said results along with the Scrutinizer's Report will also be displayed on the website of the Company (www.soncomstar.com) as well as on NSDL's website-www.evoting.nsdl.com and will be displayed on the notice board of the Company at its Registered Office & Corporate Office. In accordance with SS-2, the resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e., **Friday, 28th February, 2025**. Further, the resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.

SPECIAL BUSINESS:

1. APPOINTMENT AND PAYMENT OF REMUNERATION TO MR. VIKRAM VERMA VADAPALLI (DIN: 03631259), AS WHOLE TIME DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, the Nomination and Remuneration Policy, and based on the approval and recommendation of the Nomination and Remuneration Committee, Mr. Vikram Verma Vadapalli (DIN: 03631259) who was appointed by the Board of Directors of the Company as an Additional Director of the Company w.e.f. 24th January, 2025 in terms of Section 161 of the Act and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of the Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Article of Association of the Company and subject to the approval of any other statutory authorities, as may be required in this regard and subject to other regulations, sanctions, if any, and based on the recommendation and the approval of the Nomination and Remuneration Committee and the Board of Directors, the consent of members of the Company be and is hereby accorded for appointment of Mr. Vikram Verma Vadapalli (DIN: 03631259), as the Whole Time Director of the Company, liable to retire by rotation, for a period of 3(Three) years with effect from 24th January, 2025 to 23rd January, 2028 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of the Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Article of Association of the Company and subject to the approval of any other statutory authorities, as may be required in this regard, and subject to other regulations, sanctions, if any, and based on the approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of members of the Company be and is hereby accorded for payment of remuneration to Mr. Vikram Verma Vadapalli (DIN: 03631259), as per his existing employment contract with the Company, as set out in the explanatory statement attached to this Notice, , during his term of appointment as the Whole Time Director of the Company .

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorised to take all such steps, in its absolute discretion, it may think be necessary, proper or expedient to give effect to this resolution and be at full liberty to modify / amend the terms and conditions of the said appointment and / or remuneration, from time to time, as it may deem fit, including such periodical increase in his remuneration, and to settle any question or doubt that may arise in relation thereto and/or to seek such approval/ consent from the government departments, if required, as the case may be."

2. APPOINTMENT OF MR. VINEET MITTAL (DIN-00058552), AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider, and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions of the Companies Act, 2013 (**"Act"**) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b), 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the Articles of Association of the Company, Nomination and Remuneration Policy of the Company and based on approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Vineet Mittal (DIN-00058552), who was appointed as an Additional Director under section 161 of the Act, in the capacity of an Independent Director with effect from 24th January, 2025, and who meets the criteria for independence under Section 149(6) of the Act and Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5(Five) consecutive years effective from 24th January, 2025 till 23rd January, 2030 .

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate all or any of its powers to any other officer(s) / authorized representative(s) of the Company and to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board
SONA BLW Precision Forgings Limited

Sd/-
Ajay Pratap Singh
Group General Counsel, Company Secretary
and Compliance Officer
Membership No. F5253

Place: Gurugram

Date: 23rd January, 2025

Notes:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reason/ rationale for the proposal is annexed herewith.
2. This Postal Ballot Notice is being sent to only those members whose name appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") and whose email address is registered with the Company / their Depository Participant(s), as on **Friday, 24th January, 2025 ("Cut-off Date")**. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
3. The e-voting period commences from **Thursday, 30th January, 2025 at 09:00 A.M. (IST)** and end on **Friday, 28th February, 2025 at 05:00 P.M. (IST)**. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
4. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., **Friday, 28th February, 2025**. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
5. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within two working days from the conclusion of e-voting and will also be displayed on the Company website at <https://www.sonacomstar.com> and on the website of the NSE, BSE and NSDL at www.evoting.nsdl.com.
6. All documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to investor@sonacomstar.com or einward.ris@kfintech.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
7. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are

requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at einward.ris@kfintech.com.

8. SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, November 17, 2023, May 7, 2024 and June 10, 2024) mandated that the security holders (holding securities in physical form), whose folio(s) are not updated with the KYC details excepting choice of nomination (viz., PAN; Contact Details; Mobile Number and Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode. However, we have still requested the security holders to update the "choice of Nomination" to secure your holdings for smooth transmission of securities and prevent accumulation of benefits in future.

The security holders can update their KYC, bank details and nomination details as per the process mentioned below:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR - 1
	Update of signature of securities holder	Form ISR - 2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR- 4
	The forms for updating the above details are available at https://sonacomstar.com/files/Investor-FAQ.pdf	
Demat	Please contact your Depository Participants (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.	

E-voting:

- a) In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast

their votes electronically in respect of the resolution as set out in this Postal Ballot Notice.

- b) The e-voting period commences from **Thursday, 30th January, 2025 at 09:00 A.M. (IST)** and end on **Friday, 28th February, 2025 at 05:00 P.M. (IST)**. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- c) The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the **Cut-off Date i.e. Friday, 24th January, 2025**.
- d) Members holding shares either in physical form or dematerialized form, as on the **Cut-off Date**, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in this Postal Ballot Notice only through the e-voting.

The instructions for e-voting are as follows:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to the NSDL e-voting system

Step 2: Cast your vote electronically on NSDL e-voting system.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. 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 (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.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

	<p>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. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 www.cdslindia.com 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>

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 helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

B) Login Method 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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 i.e. 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.
4. 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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?

- (i) 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'.
 - (ii) 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:
 - a) 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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 info@piassociates.co.in with a copy marked to 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 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 or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre – Senior Manager, NSDL at evoting@nsdl.co.in.

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), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@sonacomstar.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), AADHAR (self-attested scanned copy of Aadhar Card) to investor@sonacomstar.com. If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 correctly in their demat account in order to access e-Voting facility.

Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013.

ITEM NO. 1

Brief Profile

Mr. Vadapalli Vikram Verma completed his bachelor's degree in technology in mechanical engineering in 1981 from the Karnataka Regional Engineering College, Surathkal (now renamed as National Institute of Technology, Surathkal), and brings with him more than 40 years of rich experience in organizational strategy, new product development, business development, strategic procurement, operations, and people development in the automotive industry.

Mr. Verma has been associated with Sona Group for more than 35 years. He joined the Company in 2007 as Chief Engineer (Projects). Prior to this, Mr. Verma was leading the plant operations at Sona Koyo Steering Systems. Later, in 2011, Mr. Verma was appointed Executive Director and CEO of the Company. In 2019, after the acquisition of Comstar, the erstwhile business of the Company was rechristened as 'Driveline Business', and Mr. Verma was appointed CEO of Driveline Business. He has completed the age of 64 years on June 14, 2024.

Pursuant to Section 161 of the Companies Act, 2013 and based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 23rd January, 2025, appointed Mr. Vikram Verma Vadapalli (DIN: 03631259), as an Additional Director and Whole Time Director of the Company for a term of 3 (Three) consecutive years with effect from w.e.f. 24th January, 2025 to 23rd January, 2028 (both days inclusive), subject to the approval of the shareholders of the Company.

The Company has received the following:

- i. Consent to Act as Director in the Form DIR-2 under section 152 of the Companies Act, 2013;
- ii. Declaration for non-disqualification for being appointed as director in the form DIR-8 under Section 164(1), 164(2), 196(3) and Schedule V of the Companies Act, 2013;
- iii. Notice of Disclosure of Interest in the Form MBP-1 under Section 184 of the Companies Act, 2013;
- iv. Confirmation from Mr. Verma that he is not debarred from holding the office of a director by virtue of any SEBI order or order of any other such authority;
- v. Confirmation that he shall comply with the Code of Conduct for the Board of Directors and Senior Management Personnel of the Company."

The Nomination and Remuneration Committee ("**NRC**") had previously finalized the desired attributes for the selection of the Whole-time Director. Basis those attributes, the NRC recommended the candidature of Mr. Verma to the Board.

The Board noted that Mr. Verma's skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as a Whole-time Director. The Board was satisfied that the appointment of Mr. Verma as the Whole Time Director is justified due to the following reasons:

- i. Mr. Verma has been associated with Sona Group for more than 35 years. He joined the Company in 2007 as Chief Engineer (Projects). Prior to this, Mr. Verma was leading the plant operations at Sona Koyo Steering Systems.
- ii. Mr. Verma has played an instrumental role in growing the Driveline Business in both domestic and international markets. He played a pivotal role in enhancing the company's technological capabilities in precision forming and expanding them to precision machining. He also expanded the single-product-focused Driveline Business to now more than 10 new products in its portfolio. With these efforts, Mr. Verma led the Driveline Business to grow its revenue in FY 2023-24 to nearly 3 times from FY 2018-19 and 9 times from FY 2010-11. To support this growth, Mr. Verma strategically expanded the Business' operations from two plants to seven plants across India and Mexico. He also supplemented the Company's electrification strategy tremendously by developing many EV-focused products, solving the EV customers' specific requirements, and secured significant program wins from them. These programs contribute to over 40% of the Driveline Business revenue and over 75% of the Company's EV revenue.

Mr. Verma is currently holding the position of the Chief Executive Officer of the Driveline Business in the Company (one of the Senior Management Personnel's of the Company) and his remuneration or increment is recommended by the Nomination and Remuneration Committee to the Board as Senior Management Personnel of the Company.

The members may note that the other terms and conditions of his appointment as Whole Time Director shall be same, as per his existing employment contract with the Company and there is no revision in the existing remuneration paid to Mr. Verma, as the CEO-Driveline Business. The details of his remuneration are as follows:

1. Remuneration:

a. Salary

Basic Pay of INR 1,008,571 (Rupees one million eight thousand five hundred and seventy-one) per month.

b. HRA and other allowance

House Rent Allowance of INR 403,428 (Rupees four hundred and three thousand four hundred and twenty-eight) per month.

Flexi Pay of INR 199,792 (Rupees one hundred and ninety-nine thousand seven hundred and ninety-two) per month.

c. Perquisites

- i. In addition to above remuneration Mr. Vikram Verma Vadapalli, shall also be entitled to perquisites like vehicle (fuel, service, repair & maintenance, monthly toll charges and others) reimbursement, mobile, telephone bill and internet bills and leave travel concessions. The value of these perquisites is INR

148,500 (Rupees One Hundred Forty-Eight Thousand and Five Hundred Only) per month.

- ii. Company's contribution to Provident Fund and National Pension System (if applicable).
- iii. Encashment of leave as per Company's policy.

d. Variable

In addition to the above salary and perquisites, Mr. Verma, as Whole Time Director of the Company shall also be entitled to such variable pay as may be decided by the Nomination and Remuneration Committee/ Board of Directors of the Company, from time to time.

The variable pay is linked to KPIs defined at the beginning of the year along with targets which include, but are not limited to, people metrics on safety, leadership and culture, lead performance indicators like new order intake, new EV programs by value, new product development, progress on defined technology roadmap; as well as lag indicators linked to annual business plan like EBIT, product quality, customer satisfaction, etc.

e. ESOP

Perquisites arising from ESOP's as mentioned below will also form part of the remuneration of Mr. Vikram Verma Vadapalli.

Mr. Verma was granted a total of 702,000 (Seven hundred two thousand) Options exercisable into 702,000 (Seven hundred two thousand) Equity Shares under the ESOP Plan 2023 known as 'Sona BLW Precision Forgings Limited- Sona Employee Stock Option Plan 2023 ("ESOP Plan-2023")'. These Options vested/to be vested equally over a period of 4 (four) years and in 4 (four) equal tranches i.e. first vesting on 25th October 2024, second vesting on 25th October 2025, third vesting on 25th October 2026 and fourth on 25th October 2027 respectively.

On 25th October 2024, 175,500 (One hundred seventy-five thousand and five hundred) Options were vested out of which 100,000 (One hundred thousand) Options were exercised by Mr. Verma. Going forward, 175,500 (One hundred seventy-five thousand and five hundred) Options each will be vested in the remaining three tranches as per the vesting schedule.

The ESOP Plan 2023 is available on the Company website at: [Microsoft Word - Sona ESOP Plan document final-14-07-2023 final](#)

2. The appointment is effective for 3 (Three) years w.e.f. 24th January, 2025 to 23rd January, 2028 (both days inclusive).
3. The Whole Time Director shall also be entitled to annual increments as may be decided by the Board from time to time, based on the recommendation of the Nomination and Remuneration Committee.
4. The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit.
5. The Whole Time Director shall be liable to retire by rotation.

6. He shall be a part of the Company's 'Directors and Officers (**D&O**)' liability insurance policy."

None of directors, key managerial personnel or their relatives except Mr. Vikram Verma Vadapalli, to whom the resolution relates is interested in or concerned with the resolution.

The Board recommends the **Ordinary Resolution** set forth in this notice for the approval of Members.

ITEM NO. 2

Pursuant to Section 161 of the Companies Act 2013, and other applicable provisions, the Board at its meeting held on 23rd January, 2025 appointed Mr. Vineet Mittal (DIN-00058552) as an Additional Director in the capacity of Independent Director of the Company for a term of 5 consecutive years with effect from 24th January, 2025 to 23rd January, 2030 (both days inclusive) subject to the approval of the shareholders through Special Resolution.

The Company has received all the Statutory disclosures/declarations, including:

- I. the consent in writing from Mr. Mittal to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('**Appointment Rules**');
- II. the intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Mittal to the effect that he is not disqualified under 164 (1) and 164(2) of the Companies Act, 2013 ("Act");
- III. Notice of disclosure of interest in the Form MBP-1 under Section 184 of the Companies Act, 2013.
- IV. a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Listing Regulations;
- V. a 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 he has not been debarred from holding office of a Director by virtue of any order passed by the Securities and Exchange Board of India ("SEBI") or any other such authority;
- VI. a notice in writing by a member proposing his candidature under Section 160(1) of the Act.

The Nomination and Remuneration Committee ("**NRC**") had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence. Basis those attributes, the NRC recommended the candidature of Mr. Mittal.

In the opinion of the Board, Mr. Mittal fulfils the criteria for independence as prescribed in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company.

The Board noted that Mr. Mittal's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Mittal is eligible for appointment as an Independent Director. The Board noted that the appointment of Mr. Mittal is recommended due to the following reasons:

- i. Mr. Vineet Mittal, a distinguished alumnus of Harvard Business School, is a serial entrepreneur known for his remarkable success in the fields of Information Technology (IT) services and Green Energy.
- ii. He also possesses requisite skills and expertise in the field of Sustainability, regulatory Compliance and Stakeholders Management, Information Technologies/Cyber Security, Corporate Governance, and Risk Management.
- iii. He also serves as a director on the board of following companies:
 - a) Avaada Energy Private Limited
 - b) Avaada Ventures Private Limited
 - c) Suvayu Ventures Private Limited

Further, Mr. Mittal has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Mittal has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further, Mr. Mittal has confirmed that, he has not been a partner of a firm that had transactions during last 3 (three) financial years with the Company or its subsidiaries.

A copy of the draft letter for the appointment of Mr. Mittal as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours. The draft letter for appointment of director mentioning the terms and condition is also available on the website of the Company at <https://sonacomstar.com/investor/appointment-re-appointment-of-independent-directors>

The resolution seeks the approval of Members for the appointment of Mr. Mittal as an Independent Director of the Company for a period of 5 consecutive years w.e.f. **24th January, 2025 to 23rd January, 2030** (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise of Mr. Mittal and other relevant information as required under Listing Regulations and SS-2 are provided as **Annexure-A**. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the approval of the Members is sought for the appointment of Mr. Mittal as Independent Director of the Company, as a Special Resolution, as set out above.

None of directors, key managerial personnel or their relatives except Mr. Mittal, to whom the resolution relates is interested in or concerned with the resolution.

The Board recommends the **Special Resolution** set forth in this notice for the approval of Members.

By Order of the Board
SONA BLW Precision Forgings Limited

Sd/-

Ajay Pratap Singh

Group General Counsel, Company Secretary
and Compliance Officer
Membership No. F5253

Place: Gurugram

Date: 23rd January, 2025

Additional information on director recommended for appointment/continuation as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards issued by the Institute of Company Secretaries of India.

Name of director	Mr. Vikram Verma Vadapalli	Mr. Vineet Mittal
Director Identification Number (DIN)	03631259	00058552
Age	64 Years	50 years
Designation/category of the Director	Whole- Time Director	Non-Executive Independent Director
Date of Birth	14 th June, 1960	5 th September, 1974
Qualifications	Mr. Vikram Verma Vadapalli holds a bachelor's degree in technology in mechanical engineering from the Karnataka Regional Engineering College, Surathkal.	Mr. Vineet Mittal, a distinguished alumnus of Harvard Business School
Date of first appointment on Board of the Company	6 th September, 2011	23 rd January, 2025
Directorships held in other companies	Sona Comstar eDrive Private Limited Sona BLW eDrive Mexicana S.A.P.I.DE.C.V.	Avaada Ventures Private Limited Avaada Energy Private Limited Suvayu Ventures Private Limited
Number of Equity Shares held in the Company (including shareholding as a beneficial owner)	3,11,042 equity shares of the Company.	Nil
Brief Profile/resume, Experience, and Nature of expertise in specific functional areas	As provided in explanatory statement.	Mr. Vineet Mittal, an accomplished alumnus of Harvard Business School, is a visionary serial entrepreneur and the Founder of Avaada Group. He has over 25 years of experience and he is renowned for his transformative contributions to renewable energy and IT services, Mr. Mittal is a trailblazer in sustainability, driven by a deep-rooted belief in nurturing the Earth, inspired by India's Vedic wisdom and cultural heritage.

Mr. Mittal's entrepreneurial journey began with a successful exit from his BPO venture, which he sold to a SPAC in the USA. In 2009, he founded Avaada Ventures to address India's critical energy access challenges. His vision is clear: a developed India where energy access and quality education uplift every citizen. Under his leadership, India's first large-scale solar project was commissioned, setting the stage for an energy revolution. In 2022, Avaada achieved global recognition by constructing the world's largest solar project at a single location, a 1.25 GWp facility in Rajasthan.

A global thought leader, Mr. Mittal holds prominent positions, including Chair of the CII National Council on Climate Change and the 'Make in India' Task Force. He has also served as Co-Chair of the B20 Task Force on Energy, Climate Change, and Resource Efficiency. His groundbreaking work has earned him numerous accolades, including the "Solar Man of the Year" award.

Through innovation, strategic foresight, and an unwavering commitment to sustainability, Mr. Vineet Mittal continues to shape a greener, more equitable future for India and the world. His legacy as a pioneer in renewable energy inspires progress and ensures a sustainable tomorrow.

He also possesses requisite skills and expertise in the field of Sustainability, regulatory Compliance and Stakeholders Management, Information Technologies/Cyber Security, Corporate Governance, and Risk Management.

Inter-se relationships with directors and key managerial personnel	None	None
Directorship and Committee membership held in Listed companies (other than SONA BLW) (including the listed entities from which he had resigned in past 3 years)	None	None
Key terms and conditions of re-appointment	As provided in explanatory statement.	Being appointed for the first time.
Resignation from Listed Entities as Director in past 3 years	None	None
Remuneration last drawn (including sitting fees, if any)	As provided in explanatory statement	Not Applicable
Remuneration proposed to be paid	As provided in explanatory statement	The Board of Directors on the recommendation of Nomination and Remuneration Committee approved the fix remuneration of INR 55,00,000 (Indian Rupees Fifty five lacs) (excluding the sitting fees) per annum (proportionate to the number of days if less than a year), in addition to the sitting fees payable to Mr. Mittal, as Non-Executive and Independent Director with effective from 24th January, 2025, for the term of his appointment, which is within the overall limit approved by Shareholders of the Company at the Annual General Meeting ("AGM")

		held on September 9, 2021, which is 3% of the net profits of the Company, calculated in accordance with Section 198 of the Act, to be paid to Non-Executive Directors in a manner as decided by the Board of Directors, not exceeding INR 70,000,000 (Indian Rupees Seventy million) for each financial year.
In the case of Independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	As mentioned in the explanatory statement to this notice.

Information at a glance

Particulars	Notes
Cut-off Date to determine eligible numbers to vote on the resolution	Friday, 24th January, 2025
Voting start time and date	9.00 a.m. (IST), on Thursday, 30th January 2025
Voting end time and date	5.00 p.m. (IST), Friday, 28th February, 2025
Date on which the resolution is deemed to be passed	Last date of voting i.e. Friday, 28th February, 2025
Name, address and contact details of Registrar and Share Transfer Agent.	Contact name: Mr. Umesh Pandey Kfin Technologies Limited Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 Contact details: inward.ris@kfintech.com Contact number – 1800-309-4001
Name, address and contact details of e-voting service provider	Contact name: Ms. Pallavi Mhatre National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, India Contact details: evoting@nsdl.co.in ; Contact number- 022 - 4886 7000 and 022 - 2499 7000
NSDL e-voting website address	https://www.evoting.nsdl.com/