

Date: - 10th February, 2025

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

<u>Subject: Outcome of the Board Meeting</u>

Dear Sir / Madam,

Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Listing Regulations**), the Board of Directors of the Company (**Board**) in its meeting held on 10th February, 2025 has approved the following, subject to requisite approvals, if any, wherever required:

1. Approval for Amendment and Restatement of the Business Transfer Agreement (BTA) executed with Escorts Kubota Limited (Escorts Kubota):

Pursuant to regulation 30 of Listing Regulations and in continuation of our earlier intimation as outcome of the Board Meeting held on 23rd October, 2024 for "**Approval for acquisition of Railway Equipment Division (RED) business of Escorts Kubota and execution of the BTA**", we wish to inform that the Board in its meeting held on today i.e. 10th February, 2025 has approved an amendment and restatement of the BTA executed with Escorts Kubota for acquisition of the Railway Equipment Division (**RED**).

The details as required under Regulation 30 read with Para A of Part A of Schedule III of the Regulations read with SEBI Master Circular issued vide circular 2024 SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, and Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 for the acquisition of RED business was provided as Annexure A to the disclosure dated October 23, 2024. In addition to the said disclosure, we have provided the rationale and summary of the amendment to the BTA under **Annexure A** to this letter.

2. Approval for purchase of land from Escorts Kubota:

Pursuant to Regulation 30 of Listing Regulations, we wish to inform that the Board of the Company in its meeting held on today i.e. 10th February, 2025 has approved execution of an agreement for purchase of plot of land measuring 33,423 (thirty three thousand four hundred twenty three) square yards equivalent to 27,945.885 (twenty seven thousand nine hundred forty five point eight eight five) square meters forming part of the industrial plot



bearing no. 115 and half of plot no. 114 located in Sector 24, Faridabad, Haryana from Escort Kubota, adjacent to the land of RED business of Escorts Kubota, for total consideration of INR 110,00,00,000/- (Indian Rupees One Hundred and Ten Crores), which may help in its future expansion plans. Escort Kubota is currently utilizing this land to undertake operation for its spare parts division ("SPD Division") and Escort Kubota will relocate its SPD Division to another location, prior to completion of sale/transfer of the property.

The details as required under Regulation 30 read with Para A of Part A of Schedule III of the Regulations read with SEBI Master Circular issued vide circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 2024 Circular 11, and No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are given under Annexure-B to this letter.

The meeting of Board of the Company commenced at 3:00 p.m. (IST) and concluded at 3:17 p.m. (IST).

This is for your information and records.

Thanking you,
For SONA BLW PRECISION FORGINGS LIMITED

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

Enclosed: As above



Annexure-A

The rationale and summary of the amendments to the Business Transfer Agreement (**BTA**) is as follows:

S. No	Particulars	Details
a.	name(s) of parties with whom the agreement is entered;	Escorts Kubota Limited (Escorts Kubota)
b.	purpose of entering into the agreement;	The Board has approved an amendment and restatement of the BTA executed with Escorts Kubota for acquisition of the Railway Equipment Division (RED) business of Escorts Kubota.
c.	Date of execution of the amendment agreement	10 th February, 2025
d.	Rationale for amendment	The amendment and restatement contemplates, amongst others, revision of the timeline for transfer of certain business-related registrations and changes in terms and condition of BTA consequent thereto. The revision in timelines is likely to help the parties close the transaction early. The expected date of completion of sale/transfer of RED Business has been changed from September, 2025 to May 1, 2025 or such other date as mutually agreed by the Parties.
e.	Summary of key amendments to the BTA	Key amendments under the BTA include, amongst others: (a) revisions to the timeline of procuring transfer of certain business-related registrations; (b) the mechanism for the payment of consideration for transfer of the property relating to RED (Property), applicable business-related registrations, corresponding contracts etc;



- (c) a portion of the consideration for the sale/ transfer of RED Business, i.e., INR 1,600 Crore (Indian Rupees One Thousand and Six Hundred Crores Only) (subject to certain transaction adjustments) to be now kept in an escrow account and released to the Escorts Kubota in tranches upon completion of certain milestones as specified in the Amended and Restated BTA. There is no change in the consideration, as notified earlier. The Amended and Restated BTA will replace and supersede the Initial BTA; and
- (d) the expected date of completion of sale/transfer of RED Business has been changed from September, 2025 to May 1, 2025, or as may be mutually agreed upon between the parties...



Annexure-B

Disclosure under Regulation 30 read with Para A of Part A of Schedule III of the Listing Regulations read with SEBI Master Circular issued vide circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is as follows:

S. No	Particulars	Details
a.	Name of the target entity, details in brief such as size, turnover etc.;	The Company is acquiring land parcel from Escorts Kubota Limited ("Escorts Kubota"), details of which are provided below:
		The land identified as: Plot of land measuring 33,423 (thirty three thousand four hundred twenty three) square yards equivalent to 27,945.885 (twenty seven thousand nine hundred forty five point eight eight five) square meters forming part of the industrial plot bearing no.115 and half of plot no. 114 located in Sector 24, Faridabad, Haryana.
b.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length";	No, Escorts Kubota is not a related party of the Company. Further, the acquisition of land does not fall within the definition of a related party transaction.
c.	Industry to which the entity being acquired belongs;	Not Applicable
d.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The acquisition of the land parcel is in line with its plan to pursue strategic and growth opportunities. This transaction will enable the company to expand in the future.
e.	brief details of any governmental or regulatory approvals required for the acquisition;	The proposed acquisition would require approval from applicable governmental authorities.



f.	indicative time period for completion of the acquisition;	This timeline would be subject to obtaining approval for land transfer from applicable governmental authorities.
g.	nature of consideration - whether cash consideration or share swap and details of the same;	Cash Consideration
h.	cost of acquisition or the price at which the shares are acquired;	INR 110,00,00,000 (Indian Rupees One Hundred and Ten Crores)
i.	percentage of shareholding / control acquired and / or number of shares acquired;	The Company has agreed to acquire plot of land measuring 33,423 (thirty three thousand four hundred twenty three) square yards equivalent to 27,945.885 (twenty seven thousand nine hundred forty five point eight eight five) square meters forming part of the industrial plot bearing no.115 and half of plot no. 114 located in Sector 24, Faridabad from Escorts Kubota. Further, no shareholding or control is proposed to be acquired by the Company.
j	brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	The Company is acquiring land parcel from Escorts Kubota. There is no acquisition of control or management of Escort Kubota. The land identified as: Land measuring 33,423 (thirty three thousand four hundred twenty three) square yards equivalent to 27,945.885 (twenty seven thousand nine hundred forty five point eight eight five) square meters forming part of the industrial plot bearing no.115 and half of plot no. 114 located in Sector 24, Faridabad.