



SONA COMSTAR

SONA BLW PRECISION FORGINGS LIMITED

(CIN: L27300HR1995PLC083037)

Registered Office: Sona Enclave, Village Begumpur Khatola
Sector 35, Gurugram-122004, Haryana, **Tel. No.:-** 0124 – 476 8200
Email: investor@sonacomstar.com **Website:** www.sonacomstar.com



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.

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 and 09/2023 dated September 25, 2023 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 laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Listing Regulations appended below is proposed to the shareholders for appointment of Ms. Manisha Girotra (DIN-00774574), as an Independent Director of the Company, through postal ballot (**the “Postal Ballot”**) only by way of remote e-voting (**“e-voting”**) process. An Explanatory Statement pertaining to the said resolution 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 and pursuant to the provisions of Sections 108 and 110 of the Act read with the Management Rules 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), falling 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 Management 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, 1st February, 2024 at 09:00 A.M. (IST)** and end on **Friday, 1st March, 2024 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, 1st March, 2024**. The e-voting facility will be disabled by NSDL immediately thereafter and will not be available 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 <https://sonacomstar.com/> as well as on NSDL's website-<https://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, 1st March, 2024**. 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:

TO APPROVE THE APPOINTMENT OF MS. MANISHA GIROTRA (DIN-00774574), 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, Ms. Manisha Girotra (DIN-00774574), who was appointed as an Additional Director under section 161 of the Act, in the capacity of an Independent Director with effect from January 1, 2024, 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 five consecutive years effective from January 1, 2024 till December 31, 2028.

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

Vice-President (Legal), Company Secretary
and Compliance Officer
Membership No. F5253

Place: Gurugram

Date: January 23, 2024

Registered Office:

Sona Enclave, Village Begumpur Khatola, Sector 35, Gurgaon-122004

CIN: L27300HR1995PLC083037

Email – investor@sonacomstar.com

Website: www.sonacomstar.com

Tel: +91-124-4768200

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 the members whose names 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 **Saturday, 27th January, 2024 (“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. 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.
4. 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.

Members may follow the **process detailed below for registration of email Id:**

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 Form for not to appoint Nominee	Form ISR-3
	Nomination Form	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/investor-relations	
Demat	Please contact your Depository Participants (DP) and register your email address and bank account details in your demat account, as per process advised by your DP.	

5. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by June 30, 2024 and linking PAN with Aadhaar by June 30, 2024. Further members holding shares in electronic form are required to update their nomination details by June 30, 2024.

Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars KFin Technologies Limited at einward.ris@kfintech.com. The forms for updating the same are available on the website of the Company at <https://sonacomstar.com/investor-relations> and on the website of the RTA of the Company at Investor Support Center | Kfintech <https://ris.kfintech.com/>

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, 1st February, 2024 at 09:00 A.M. (IST)** and end on **Friday, 1st March, 2024 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. **Saturday, 27th January, 2024**.
- d) Members holding shares either in physical form or dematerialized form, as on the **Cut-off Date** i.e. **Saturday, 27th January, 2024**, (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.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 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. 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. 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. 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>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
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 evoting@nsdl.co.in 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 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.

General Guidelines for shareholders

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.

Information at a glance

Particulars	Notes
Cut-off Date to determine eligible members to vote on the resolution	Saturday, 27th January, 2024
Voting start time and date	9.00 a.m. (IST), on Thursday, 1st February, 2024
Voting end time and date	5.00 p.m. (IST), Friday, 1st March, 2024
Date on which the resolution is deemed to be passed	Last date of voting i.e. Friday, 1st March, 2024
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: einward.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/

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

Pursuant to Section 161 of the Companies Act 2013, and other applicable provisions, the Board at its meeting held on 25th October, 2023 appointed Ms. Manisha Girotra (DIN-00774574) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) consecutive years with effect from January 1, 2024 till December 31, 2028 (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 Ms. Girotra 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 Ms. Girotra to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;
- iii. a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Listing Regulations;
- iv. 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 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 ("SEBI") or any other such authority;
- v. A notice in writing by a member proposing her 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 Ms. Girotra.

In the opinion of the Board, Ms. Girotra fulfils the criteria for independence specified 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 Ms. Girotra's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Ms. Girotra is eligible for appointment as an Independent Director. The Board noted that the appointment of Ms. Girotra is recommended due to the following reasons:

- Her deep knowledge, Industry experience, management and leadership skills.
- Her expertise in Finance, Economics, Global Investment Banking, Corporate Governance & Stakeholder`s Engagement.
- Her experience of serving on the Boards of various entities.

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

A copy of the draft letter for the appointment of Ms. Girotra 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 Ms. Girotra as an Independent Director of the Company from January 1, 2024 till December 31, 2028(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 she shall not be liable to retire by rotation.

The profile and specific areas of expertise of Ms. Girotra and other relevant information as required under Listing Regulations and SS-2 are provided as annexure. 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 Ms. Girotra as Independent Director of the Company, as a Special Resolution, as set out above.

None of directors, key managerial personnel or their relatives except Ms. Girotra, 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

Vice-President (Legal), Company Secretary
and Compliance Officer
Membership No. F5253

Place: Gurugram

Date: January 23, 2024

Registered Office:

Sona Enclave, Village Begumpur Khatola, Sector 35, Gurgaon-122004

CIN: L27300HR1995PLC083037

Email – investor@sonacomstar.com

Website: www.sonacomstar.com

Tel: +91-124-4768200

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



Manisha Girotra
Independent Director

Manisha Girotra is a Managing Director & Chief Executive Officer of Moelis & Company India Private Limited (“Moelis”) in India. She was previously the Chairperson and Country Head for UBS in India. With a career spanning 30 years with UBS in London, Hong Kong, Mumbai, Delhi and with Moelis, she has bootstrapped both these organisations in India, setting up the teams, obtaining necessary regulatory licenses, building the brand, the corporate governance and the business model. She was the youngest CEO of a global investment bank in India at the age of 32. Ms. Manisha graduated in Economics from St Stephen's College, Delhi and was awarded the 'Dr. Manmohan Singh Gold Medal' for academic excellence for her Master's Degree from the Delhi School of Economics.

Ms. Manisha represents the banking industry's viewpoint on several panels of SEBI, CII, FICCI and other industry associations. Her contributions have been widely recognised through industry accolades by being named as one of the '50 Women to Watch' by The Wall Street Journal and being nominated in the 'Top 50 Women in Business' by Forbes & Fortune and being named 'Top 25 Most Powerful Women in Business in India' by Business Today.

Age - 54 years

Date of Birth-July 9, 1969

Date of first appointment on Board of the Company-January 1, 2024

Directorships held in other companies-

- a. Moelis & Company India Private Limited
- b. Ashok Leyland Limited
- c. K Raheja Corp Investment Managers Private Limited
- d. Naspers Limited
- e. Prosus N.V.

Number of Equity Shares held in the Company (including shareholding as a beneficial owner)- Nil

Number of Meetings of the Board attended during the year- Attended the Board meeting held on 23rd January, 2024 as director of the Company.

DIN – 00774574

Nature of expertise in specific functional areas –

- Deep knowledge, Industry experience, management and leadership skills.
- Expertise in Finance, Economics, Global Investment Banking, Corporate Governance & Stakeholder`s Engagement.

Inter-se relationships with directors and key managerial personnel – NA

Listed companies (other than SONA BLW) in which Ms. Manisha Girotra holds directorship and committee membership- Ms. Girotra is a director on the Board of Ashok Leyland Limited. Besides, she is also a member of Ashok Leyland Limited Stakeholders Relationship Committee, Corporate Social Responsibility Committee, and the Chairperson of the Nomination and Remuneration Committee.

Key terms and conditions of appointment - As per the resolution of this Notice read with the explanatory statement thereto.

Remuneration proposed to be paid – The Board in its meeting held on October 25, 2023, on the recommendation of Nomination and Remuneration Committee approved the fix remuneration of INR 55 lakhs (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 Ms. Manisha Girotra DIN: 00774574), as Non-Executive and Independent Director (with effective from January 1, 2024, for the term of her 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.

Date of first appointment on Board, last drawn remuneration and number of Board meetings attended - It is proposed to appoint Ms. Manisha Girotra as Director for her first term on the Board and hence, these details are not applicable.

Listed Entities from which Ms. Girotra has resigned as Director in past 3 years – Nil

Skills and capabilities required for the role and the manner in which Ms. Manisha Girotra meets such requirements – As mentioned in the explanatory statement to this notice.



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