

Date: - 31st July, 2024

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 24th July, 2024, 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, 26th July, 2024** on their registered email id with the depositories/Depository Participant(s)/Company for seeking their approval for the following business items by way of Special Resolution:

ITEM-1: TO APPROVE THE APPOINTMENT OF MR. PRADIP MANILAL KANAKIA (DIN: 00770347), AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

ITEM-2: TO CONSIDER AND APPROVE RAISING OF CAPITAL THROUGH ISSUANCE OF EQUITY SHARES OR OTHER ELIGIBLE CONVERTIBLE SECURITIES FOR AN AMOUNT NOT EXCEEDING INR 2,400 CRORES.

The remote e-voting period commences on **Thursday, 1st August, 2024** at 9.00 a.m. (IST) onwards and will end on **Friday, 30th August, 2024** at 5.00 p.m. (IST) The Postal Ballot Notice is also available on the website of the Company.

This is for your information and record.

Thanking you,
For SONA BLW PRECISION FORGINGS LIMITED

Ajay Pratap Singh
Vice President (Legal), Company Secretary and Compliance Officer

Encl: As above



SONA COMSTAR

SONA BLW PRECISION FORGINGS LIMITED

CIN: L27300HR1995PLC083037

Registered and Corporate Office: Sona Enclave, Village Begumpur Khatola, Sector 35,
Gurugram, Haryana – 122004, India

Telephone: +91 124 476 8200

E-mail: 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 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 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 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 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 resolutions are 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 August, 2024 at 09:00 A.M. (IST) and end on Friday, 30th August, 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, 30th August, 2024**. 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 2 (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://www.sonacomstar.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 resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e., **Friday, 30th August,**

resolutions 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 BUSINESSES:

1. TO APPROVE THE APPOINTMENT OF MR. PRADIP MANILAL KANAKIA (DIN: 00770347), 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 recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Pradip Manilal Kanakia (DIN: 00770347), who was appointed as an Additional Director under section 161 of the Act, in the capacity of an Independent Director with effect from 1st July, 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 5 (five) consecutive years effective from 1st July, 2024 till 30th June, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company 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.”

2. TO CONSIDER AND APPROVE RAISING OF CAPITAL THROUGH ISSUANCE OF EQUITY SHARES OR OTHER ELIGIBLE CONVERTIBLE SECURITIES FOR AN AMOUNT NOT EXCEEDING INR 2,400 CRORES

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013, as amended, (the **“Act”**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations framed thereunder (including any amendments, statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) (**“SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), and in accordance with the applicable provisions of the Memorandum of Association and the Articles of Association of the Company, the provisions of the Foreign Exchange

Management Act, 1999, including any amendments, statutory modification(s) and/or re-enactment thereof (**“FEMA”**), and the rules and regulations framed thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India (**“GoI”**), including the Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by GoI, Ministry of Corporate Affairs (**“MCA”**), the Reserve Bank of India (**“RBI”**), BSE Limited and National Stock Exchange of India Limited (collectively **“Stock Exchanges”**), the Securities and Exchange Board of India (**“SEBI”**), the Registrar of Companies (**“ROC”**) and/ or any other regulatory/ statutory authorities, in India or abroad, from time to time and subject to all other approval(s), consent(s), permission(s) and/ or sanction(s) and clarifications issued thereon from time to time from various regulatory and statutory authorities, including the GoI, the RBI, SEBI, MCA, ROC and the Stock Exchanges (hereinafter referred to as **“Appropriate Authorities”**), and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting such approval(s), consent(s), permission(s) and/ or sanction(s), which may be agreed to by the Board of Directors of the Company (**“Board”** which term shall be deemed to include any committee of the Board duly constituted to exercise its powers including powers conferred under the resolution) and subject to any other alterations,

modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members be and is hereby accorded to the Board to create, issue, offer and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by the applicable law) with or without green shoe option, such number of Equity Shares and/ or other securities convertible into Equity Shares and/ or any other instruments and/ or eligible securities representing either equity shares and/ or convertible securities linked to equity shares or through any other permissible mode (hereinafter referred to as **"Securities"**), or any combination thereof, in one or more tranches in Indian Rupee denomination, in the course of domestic offerings, in terms of the applicable regulations and as permitted under the applicable laws, in such manner, and in consultation with the lead manager(s) / book running lead manager(s) and/ or other advisor(s) or otherwise may at any time decide, for an aggregate amount not exceeding INR 2,400 crores (Indian Rupees two thousand four hundred crores) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of public issue, preferential allotment, private placement, qualified institutions placement (**"QIP"**) in accordance with the provisions of the SEBI ICDR Regulations, or any other method in accordance with the provisions of the SEBI ICDR Regulations, and other applicable law, to such eligible investors that may be permitted to invest in such issuance of Securities, including eligible Qualified Institutional Buyers (**"QIBs"**) (as defined in the SEBI ICDR Regulations), foreign/ resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate

investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/ or any other categories of investors, whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/ placement document and/ or other letter or circular as may be deemed appropriate, at the sole discretion of the Board, in such manner and on such terms and conditions, including the terms of the issuance, security, fixing of record date, and at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/ or as may be permitted by the relevant regulatory / statutory authority, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion (**the 'Issue'**) at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the lead manager(s) / book running lead manager(s) and/ or underwriter(s) and/ or other advisor (s) to be appointed by the Company for such issue and without requiring any further approval or consent from the shareholders.

RESOLVED FURTHER THAT in the event the proposed issuance of Securities is undertaken by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as **"Eligible Securities"** within the meaning of the SEBI ICDR Regulations):

1. the allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) shall only be to QIBs as defined in the SEBI ICDR

- Regulations and no allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company.
2. the Eligible Securities proposed to be offered, issued and allotted, shall be fully paid-up and in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
 3. the allotment of the Eligible Securities shall be completed within 365 days from the date of passing of this special resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations.
 4. the Equity Shares proposed to be issued/allotted by the Company through the QIP shall rank *pari passu* with the existing Equity Shares of the Company, in all respects, including with respect to entitlement to dividend and voting rights, from the date of allotment thereof, and shall be subject to the requirements of all applicable laws.
 5. the Eligible Securities shall not be eligible to be sold by the allottee for a period of 1 (one) year from the date of allotment, except on a recognized stock exchange, or such other time, except as may be allowed under the SEBI ICDR Regulations from time to time.
 6. the tenure of convertible or exchangeable Eligible Securities issued shall not exceed sixty months from the date of allotment.
 7. the relevant date for the purpose of pricing of the Equity Shares ("**Relevant Date**") shall be the date of the meeting in which the Board decides to open the proposed QIP of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board decides to open the proposed issue of such convertible securities or the date on which holders of the Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board or such date as may be permitted under the SEBI ICDR Regulations, as amended from time to time.
 8. no single allottee shall be allotted more than 50% of the size of a QIP and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee.
 9. the issue shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations ("**QIP Floor Price**") and the Board may, at its absolute discretion and in consultation with the lead manager(s) / book running lead manager(s), also offer a discount of not more than 5% or such other percentage as per Regulation 176 of the SEBI ICDR regulations as may be permitted under applicable law to the QIP Floor Price.
 10. the number and/or price of the Equity Shares to be issued on conversion of Securities into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, stock split, merger, demerger, transfer of undertaking, sale of division, re-classification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organization or restructuring.
 11. a minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs.
 12. The credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on a quarterly basis till 100% of the proceeds have been utilized.

13. the Company shall not undertake any subsequent qualified institutions placement until the expiry of two weeks or such other time as may be prescribed by the SEBI, from the date of prior QIP made pursuant to this Special Resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Eligible Securities or Equity Shares as the case may be, on Stock Exchanges and to accept any modification in the proposal as may be required or imposed by the Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above and subject to applicable laws, subject to approvals, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed while granting such approvals or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including, but not limited to the terms and conditions in relation to payment of dividend, interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such Securities that are not subscribed in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to the Issue, the Board be and is hereby authorized on behalf of the Company, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to the Issue, including the finalization and approval of the draft as well as final offer document(s), and any addendum or corrigenda thereto, as applicable, with any applicable regulatory authorities or agencies, as may be required, determining the form and manner of the Issue, identification and class of the investors to whom the Securities are to be offered, utilization of the issue proceeds and make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, in accordance with SEBI ICDR Regulations, severally authorising any Director(s) or Officer(s) of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price (including premium, if any), face value, number of Eligible Securities, the price, premium amount on issue/ conversion of the Securities, if any, or discount on issue, rate of interest and all other terms and conditions of the Securities, signing of declarations, file any necessary forms with regulatory authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds and things as they may deem fit and proper for the purpose of the issue and resolve and settle or give instructions or directions for settling all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board or any committee constituted by the Board to exercise its powers,

in connection with any matter(s) referred to or contemplated in any of these resolutions be and are hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint /engage merchant bankers, lead manager(s) or book running lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, debenture trustees, guarantors, stabilizing agents, consultants, professional firms, escrow bankers and all such agencies as are or may be required to be appointed, involved or concerned in such Issue and to pay any commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with the lead manager(s) or book running lead manager(s), underwriters, advisors and/or other persons as appointed by the Company, be and is hereby authorized to determine the form and terms of the Issue, including the class of investors to whom the Eligible Securities are to be allotted, number of Eligible Securities to be allotted in each

tranche, the price, premium or discount on Issue, fixing of record date or book closure and related or incidental matters, listing on one or more stock exchanges in India and/or abroad, as the Board in its absolute discretion deems fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers conferred herein by this resolution to any committee of directors or any director(s) of the Company, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue.”

By Order of the Board
SONA BLW Precision Forgings Limited

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

Place: Gurugram
Date: 24th July, 2024

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 **Friday, 26th July, 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. 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, 30th August, 2024**. 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.
4. 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.
5. 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 inward.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.
6. 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 inward.ris@kfintech.com.
7. 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 are still requested to 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 his 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 resolutions as set out in this Postal Ballot Notice.
- b) The e-voting period commences from **Thursday, 1st August, 2024 at 09:00 A.M. (IST)** and end on **Friday, 30th August, 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 resolutions are casted 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, 26th July, 2024.**
- d) Members holding shares either in physical form or dematerialized form, as on the **Cut-off Date i.e. Friday, 26th July, 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 resolutions 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

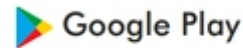
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their 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.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.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.jspVisit 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 sixteendigit 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.
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.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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.
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

Pursuant to Section 161 of the Companies Act, 2013, the Board of Directors of the Company through resolution passed by circulation on 27th June, 2024 has appointed Mr. Pradip Manilal Kanakia (DIN: 00770347) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) consecutive years with effect from 1st July, 2024 till 30th June, 2029 (both days inclusive) subject to the approval of the shareholders by a Special Resolution.

The Company has received:

- i. the consent in writing from Mr. Kanakia 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. Kanakia to the effect that he is not disqualified under sub-section (1) and (2) of Section 164 of the Act.
- iii. a declaration from Mr. Kanakia 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.
- iv. a declaration from Mr. Kanakia, pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20th June 2018, and NSE Circular No. NSE/ CML/2018/24 dated 20th June 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 or any other such authority.
- v. A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

The Nomination and Remuneration Committee ("**NRC**") in its meeting held on 27th June 2024, evaluated the profile, knowledge, diverse sectors experience and

expertise of Mr. Pradip Manilal Kanakia and the skill sets required, based on the skills as approved by the Board on 14th March 2024. The NRC recommended the candidature of Mr. Pradip Manilal Kanakia to the Board of Directors for appointment as an Independent Director of the Company for a period of 5 years w.e.f. 1st July 2024 till 30th June 2029.

In the opinion of the Board, Mr. Kanakia fulfils the conditions for independence specified in the Act and Rules made thereunder, 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. Kanakia's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Kanakia is eligible for appointment as an Independent Director of the Company. The Board of Directors of the Company is satisfied that the appointment of Mr. Kanakia is justified due to the following reasons:

- He is qualified Chartered Accountant of both England & Wales and India and he has held leadership positions with Price Waterhouse and KPMG during his career spanning of 35 years.
- Expertise in accounting, auditing, reporting, strategy, transformation, performance management, systems and processes and controls, compliance, and governance.
- He possesses deep knowledge and strategic thinking and management, entrepreneurship and leadership skills and his expertise in the accounting, legal and finance management expertise.
- His also possess requisite skills and expertise in the field of Regulatory Compliance and Stakeholders Management, Information Technologies/Cyber Security, Corporate Governance, Sustainability and Risk Management.

- He is serving as director on the Boards of various listing and unlisted companies and is chairing various committees.
- His multifaceted experience in diverse sectors may bring value to the deliberations of the Board.

Further, Mr. Kanakia 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. Kanakia has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further, Mr. Kanakia has confirmed that, he has not been a partner of a firm that had transactions during last three financial years with Sona BLW Precision Forgings Limited or its subsidiaries amounting to ten percent or more of its gross turnover.

A copy of the draft letter for the appointment of Mr. Kanakia 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. Kanakia as an Independent Director of the Company from 1st July, 2024 till 30th June, 2029 (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. Kanakia and other relevant information as required under Listing Regulations and SS-2

are provided in **Annexure – A** to this Notice.

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. Kanakia 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. Kanakia to whom the resolution relates is interested in or concerned with the resolution.

The Board recommends the Special Resolution set out Item No. 1 of this notice for the approval of members.

Item No. 2

The Company is continually evaluating organic and inorganic growth opportunities to fuel its growth ambitions in the mobility space. Currently, the Company is evaluating certain inorganic growth opportunities, which may require funding from external sources.

The funds generated from internal accruals may not always be adequate to meet all the requirements of the Company's growth plans. In view of the Company is evaluating to have the requisite enabling approvals in place for raising the capital through issuance of Equity Shares and/or other securities convertible into Equity Shares and/or any other instruments and/or eligible securities representing either equity shares and/or convertible securities linked to equity shares or through any other permissible mode, or any combination thereof, in one or more tranches, in Rupee denomination, permitted under the applicable laws, including by way of qualified Institutions Placement (QIP), for an amount not exceeding INR 2,400 crores (Indian Rupees Two thousand four hundred crores) and use the proceeds from such Issue for meeting the fund requirements for organic and inorganic growth opportunities (including funding existing obligations), capital expenditure, repayment or pre-payment of the existing borrowings of the Company and other general corporate purposes, as may be permitted

under the applicable laws. This enabling approval would help the Company to take quick and effective action to capitalize on the opportunities as and when available.

The Board of Directors of the Company ("**Board**") which term shall be deemed to include any committee of the Board duly constituted by it authorised to exercise its powers including powers conferred under the resolution, in order to fulfil the aforesaid objects, have considered and approved seeking approval of the shareholders to enable raising of funds by way of issuance of Equity Shares and/or other securities convertible into Equity Shares and/or any other instruments and/or eligible securities representing either equity shares and/or convertible securities linked to equity shares or through any other permissible mode (hereinafter referred to as "**Securities**"), or any combination thereof, in one or more tranches in Indian Rupee denomination, in the course of domestic offerings, in terms of the applicable regulations and as permitted under the applicable laws, in such manner, and in consultation with the lead manager(s) / book running lead manager(s) and/ or other advisor(s) or otherwise may at any time decide, for an aggregate amount not exceeding INR 2,400 crores (Indian Rupees Two thousand four hundred crores) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of public issue, preferential allotment, private placement, qualified institutions placement ("**QIP**") in accordance with the provisions of the SEBI ICDR Regulations, or any other method in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or amendments thereof) ("**SEBI ICDR Regulations**").

The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to the market price as

may be determined and permitted under applicable law and to such classes of investors as the Board may, in its absolute discretion, decide having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with lead manager(s) or book running lead manager(s) and other agencies that may be appointed by the Company, subject to the SEBI ICDR Regulations, Companies Act, 2013 ("**the Act**") and other applicable guidelines, notifications, rules and regulations.

The Board may, at their discretion, adopt any one or more of the mechanism prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company.

The proposed raising of funds is, inter alia, subject to the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, National Stock Exchange limited and BSE limited ("**Stock Exchanges**"), Reserve Bank of India, Ministry of Corporate Affairs ("**MCA**"), Government of India, Registrar of Companies at Coimbatore, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time, as may be required in this regard domestically or internationally.

In case the issue is made through a Qualified Institutions Placement:

1. the allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) shall only be to QIBs as defined in the SEBI ICDR Regulations and no allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company.
2. the Eligible Securities proposed to be offered, issued and allotted, shall be fully

paid-up and in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

3. the allotment of the Eligible Securities shall be completed within 365 days from the date of passing of this Special Resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations
4. the Equity Shares proposed to be issued/allotted by the Company through the QIP shall rank *pari passu* with the existing Equity Shares of the Company, in all respects including with respect to entitlement to dividend and voting rights, from the date of allotment thereof, and shall be subject to the requirements of all applicable laws.
5. the Eligible Securities shall not be eligible to be sold by the allottee for a period of 1 (one) year from the date of allotment, except on a recognized stock exchange], or such other time, except as may be allowed under the SEBI ICDR Regulations, from time to time.
6. the tenure of convertible or exchangeable Eligible Securities issued shall not exceed sixty months from the date of allotment.
7. the relevant date for the purpose of pricing of the Equity Shares ("**Relevant Date**") shall be the date of the meeting in which the Board decides to open the proposed QIP of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board decides to open the proposed issue of such convertible securities or the date on which holders of the Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board or such date as may be permitted under the SEBI ICDR Regulations, as amended from time to time.
8. no single allottee shall be allotted more than 50% of the size of a QIP and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee.
9. the issue shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations ("**QIP Floor Price**") and the Board may, at its absolute discretion and in consultation with the lead manager(s) / book running lead manager(s), also offer a discount of not more than 5% or such other percentage as per Regulation 176 of the SEBI ICDR regulations as may be permitted under applicable law to the QIP Floor Price.
10. the number and/or price of the Equity Shares to be issued on conversion of Securities into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, stock split, merger, demerger, transfer of undertaking, sale of division, re-classification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organization or restructuring.
11. a minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs.
12. the credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on a quarterly basis till 100% of the proceeds have been utilized.
13. the Company shall not undertake any subsequent qualified institutions placement until the expiry of two weeks or such other time as may be prescribed by the SEBI, from the date of prior QIP made pursuant to this Special Resolution.

Further, as per Section 62(1)(c) of the Act, a company proposing to increase its subscribed capital by further issue of shares may offer such shares to any person, who may or may not be the existing members of the Company, either for cash or for a consideration other than cash, subject to prior approval of the Members by Special Resolution. As the proposed matter of this Notice shall result in such issuance of Equity Shares of the Company to the existing members or to persons other than existing members of the Company, approval of the members of the Company is being sought through Special Resolution pursuant to the said provisions of the Act as well as applicable rules notified by the MCA and in terms of the provisions of the SEBI ICDR Regulations. The Equity Shares to be allotted pursuant to the issue shall rank *pari-passu* in all respects with the existing Equity Shares of the Company including the dividend entitlement.

In terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act, only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Act, read with applicable provisions of the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), for issuance of Securities. Accordingly, consent of the members is being sought through this special resolution.

The Equity Shares to be allotted would be listed on the Stock Exchanges where the existing

Equity Shares of the Company are listed. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or amendments thereof ("**FEMA**"), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI Listing Regulations. There would be no change in control pursuant to the said issue.

None of the Promoters, members of the Promoter Group, Directors, Key Managerial Personnel and members of the Senior Management of the Company or their relatives are directly or indirectly concerned or interested, financially or otherwise, in this resolution.

The Board recommends the **Special Resolution** set out Item No. 2 of the approval of members.

By Order of the Board
SONA BLW Precision Forgings Limited

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

Place: Gurugram

Date: 24th July, 2024

Annexure-A

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. Pradip Manilal Kanakia
Director Identification Number (DIN)	00770347
Age	64 years
Designation/category of the Director	Independent Director
Date of Birth	4th June, 1960
Qualifications	He is qualified Chartered Accountant of both England & Wales and India
Date of first appointment on Board of the Company	1st July, 2024
Directorships held in other companies	a. JM Financial Limited b. Symed Labs Limited c. Viyash Life Sciences Private Limited d. Healthcare Global Enterprises Limited e. Torrent Gas Limited f. Camlin Fine Sciences Limited g. Britannia Industries Limited
Number of Equity Shares held in the Company (including shareholding as a beneficial owner)	Nil
Brief Profile/resume, Experience, and Nature of expertise in specific functional areas	<p>Mr. Pradip M Kanakia is a strong leader and Finance and governance-oriented professional with expertise in accounting, auditing, reporting, strategy, transformation, performance management, systems and processes and controls, compliance, and governance. As a qualified Chartered Accountant of both England & Wales and India, he has held leadership positions with Price Waterhouse and KPMG during a career spanning 35 years.</p> <p>As a Lead Engagement Partner, he has led the audits of several prestigious Indian and multinational companies, across various industry sectors, reporting under Ind-AS, IFRS and US GAAP for over 22 years.</p>

	<p>As a national leader in both PwC and KPMG, he played a major role in transforming the businesses of both the firms leading to accelerated growth and profitability by demonstrating the ability to 'turn around' underperforming business units with strong strategic and execution skills.</p> <p>Mr Kanakia also led a popular Non-Executive Directors (NED) Program with Price Waterhouse for a period of 10 years that attracted large participation by Independent Directors, CFOs, Chief Internal Auditors and Chief Compliance Officers in Mumbai and NCR regions.</p> <p>Mr. Kanakia led several thousand people in both the firms and cultivated a culture of high performance, collaboration, and teamwork by encouraging a questioning mind set and belief in finding solutions to problems and actively engaging with all stakeholders.</p> <p>Mr. Kanakia is also an Independent Director on the Boards of Britannia Industries Limited, JM Financial Limited, Healthcare Global Enterprises Limited, Camlin Fine Sciences Limited and a Non-Executive Director on the Board of Torrent Gas Limited.</p>
<p>Inter-se relationships with directors and key managerial personnel</p>	<p>None</p>

Directorship and Committee membership held in Listed companies (other than SONA BLW Precision Forgings Limited)	Name of the Companies	Committee	Position
	JM Financial Limited	Audit Committee	Chairperson
		CSR Committee	Member
	Symed Labs Limited	Audit Committee	Member
	Healthcare Global Enterprises Limited	Audit Committee	Member
		Risk Management Committee	Member
	Torrent Gas Limited	Audit Committee	Member
		Risk Management Committee	Chairperson
	Camlin Fine Sciences Limited	Audit Committee	Chairperson
		Nomination and Remuneration Committee	Member
Key terms and conditions of re-appointment	As per the resolution of this Notice read with the explanatory statement thereto		
Resignation from Listed Entities as Director in past 3 years	None		
Remuneration last drawn (including sitting fees, if any)	Not applicable		
Remuneration proposed to be paid	The Board of Directors 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 Mr. Kanakia, as Non-Executive and Independent Director with effective from 1st July, 2024, for the term of his appointment, which is within the overall limit approved by Shareholders of the Company at the Annual General Meeting ("AGM")		

	<p>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.</p>
<p>Skills and capabilities required for the role and the manner in which the proposed person meets such requirements</p>	<p>As mentioned in the explanatory statement and his profile.</p>

Information at a glance

Particulars	Notes
Cut-off Date to determine eligible numbers to vote on the resolution	Friday, 26th July, 2024
Voting start time and date	9.00 a.m. (IST), on Thursday, 1st August, 2024
Voting end time and date	5.00 p.m. (IST), Friday, 30th August, 2024
Date on which the resolutions are deemed to be passed	Last date of voting i.e. Friday, 30th August, 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- 1800-309-4001 Contact number- 022 - 4886 7000 and 022 - 2499 7000
NSDL e-voting website address	https://www.evoting.nsdl.com/



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