

Date: - 1st July, 2025

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

SUBJECT: - NOTICE OF 29TH ANNUAL GENERAL MEETING (AGM)

Dear Sir / Madam,

We wish to inform that:

1. 29th AGM of Sona BLW Precision Forgings Limited (the Company) will be held on Friday, 25th July, 2025 at 01.00 p.m. (IST), through Video Conference ('VC')/ Other Audio-Visual Means ('OAVM'). The copy of the Notice of the 29th AGM is enclosed herewith.
2. Cut-off date for remote e-voting is Friday, 18th July, 2025. The remote e-voting shall commence on Tuesday, 22nd July, 2025 at 9.00 a.m. (IST) and will end on Thursday, 24th July, 2025 at 5.00 p.m. (IST).

This is for your information and record.

Thanking you,

For SONA BLW PRECISION FORGINGS LIMITED

Ajay Pratap Singh
Senior Vice President – Group General Counsel,
Company Secretary and Compliance Officer

Enclosed: as above



SONA COMSTAR

SONA BLW PRECISION FORGINGS LIMITED

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

CIN: L27300HR1995PLC083037; **Email –** investor@sonacomstar.com

Tel: +91-124-4768200; **Website –** www.sonacomstar.com

Notice is hereby given that the 29th (Twenty-Ninth) Annual General Meeting (“AGM”) of Sona BLW Precision Forgings Limited (“Company”) will be held on **Friday, 25th July, 2025** at **01:00 P.M.** (IST), through video conferencing (“VC”) / other audio-visual means (“OAVM”) to transact the following businesses. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at Sona Enclave, Village Begumpur Khatola, Sector - 35, Gurgaon-122004, Haryana (India), which shall be the deemed venue of the AGM.

ORDINARY BUSINESS

Item No. 1: Adoption of Audited Standalone & Consolidated Financial Statements and Auditor’s Reports thereon for the Financial Year ended on 31st March, 2025.

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

“**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

Item No. 2: Declaration of final dividend of INR 1.60 (One Indian rupee and sixty paise only) per equity share of the Company having face value of INR 10/- (Rupees ten only) each, for the Financial Year ended on 31st March, 2025.

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

“**RESOLVED THAT** the final dividend of INR 1.60 (One Indian rupee and sixty paise only) per equity share of the Company, having face value of INR 10/- (Rupees ten only) each, fully paid-up, be and is hereby declared for the Financial Year ended on 31st March, 2025, as recommended by the Board of Directors at their meeting held on 30th April, 2025.”

Item No. 3: Re-appointment of Mr. Vivek Vikram Singh (DIN: 07698495) as director, liable to retire by rotation.

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

“**RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, if any, Mr. Vivek Vikram Singh (DIN: 07698495), who is liable to retire by rotation and being eligible for re-appointment, be and is hereby re-appointed as a director of the Company.”

SPECIAL BUSINESS

Item No. 4: Re-appointment of Mrs. Shradha Suri (DIN:00176902), as an Independent Director of the Company.

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

“**RESOLVED That** pursuant to the provisions of sections 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”), read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, Mrs. Shradha Suri (DIN: 00176902), who was appointed as an Independent Director of the Company at the 24th Annual General Meeting of the Company for a period of five years, i.e., from 5th August, 2020 to 4th August, 2025 and who, being eligible for re-appointment as an Independent Director, has given her consent to act as director along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed 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, proposing her candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded for her re-appointment as an Independent Director of the Company, not liable to retire by rotation, for the second consecutive term of 5 (five) years with effect from 5th August, 2025 up to 4th August, 2030 (both days inclusive), on such terms and conditions as approved by the Board of Directors (including its committees).

RESOLVED FURTHER THAT the Board (including its committees) be and is hereby authorised to do all such acts, deeds, matters and things, including filing the requisite forms or submission of documents with any authority and take all such steps as may, be necessary, proper or expedient to give effect to this resolution.”

Item No. 5: Re-appointment of Mr. Jeffrey Mark Overly (DIN:09041143), as an Independent Director of the Company.

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

“**RESOLVED That** pursuant to the provisions of sections 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 (“**Act**”), read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force and Articles of Association of the Company, Mr. Jeffrey Mark Overly (DIN: 09041143), who was appointed as an Independent Director of the Company at the Extra-ordinary General Meeting (EGM) of the Company held on 22nd February, 2021, for a period of five years, i.e., from 12th February, 2021 to 11th February, 2026 and who, being eligible for re-appointment as an Independent Director, has given his consent to act as director along with a declaration that he meets the criteria specified for independence under Section 149(6) of the Act and the rules framed 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, proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded for his re-appointment as an independent director of the Company, not liable to retire by rotation, for his second consecutive term of 5 (five) years with effect from 12th February, 2026 up to 11th February, 2031 (both days inclusive) on terms and conditions as approved by the Board of Directors (including its committees).

RESOLVED FURTHER THAT the Board (including its committees) be and is hereby authorised to do all acts, deeds and things, including filing the requisite forms or submission

of documents with any authority and take all such steps as may, be necessary, proper or expedient to give effect to this resolution.

Item No. 6: Appointment of Mrs. Priya Sachdev Kapur (DIN:02406685), as a Non-Executive Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Regulation 17(1D) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the Nomination and Remuneration Policy and based on the approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company, Mrs. Priya Sachdev Kapur (DIN:02406685), who was appointed as an Additional Director under section 161(1) of the Act, in the capacity of Non-Executive Director of the Company, not being liable to retire by rotation, with effect from 23rd June, 2025, and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company of the Company, not liable to retire by rotation, with effect from 23rd June, 2025.

RESOLVED FURTHER THAT the Board (including its committees) be and is hereby authorised to do all such acts, deeds, matters and things, including filing the requisite forms or submission of documents with any authority and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

Item No. 7: Appointment of Secretarial Auditors of the Company and fixing their remuneration.

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 24A the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and provisions of Section 204 of the Companies Act, 2013 (“**Act**”) read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force, pursuant to the recommendation of the Audit Committee and approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for appointment of M/s. PI &

Associates, (Firm Registration Number P2014UP035400) a peer reviewed firm of Company Secretaries, as the Secretarial Auditors of the Company for the first term for a period of 5 (five) consecutive years from the financial year 2025-26 to financial year 2029 - 2030, on such terms & conditions, including remuneration as may, be determined by the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorised by the Board).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committees) be and are hereby authorised to do all such acts, deeds, matters, things and to take all such steps as may, be considered necessary or expedient, including the power provided under the Companies Act, 2013 and the Listing Regulations, to filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

Item No. 8: Ratification of the remuneration of the Cost Auditors of the Company for the Financial Year 2025-26.

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with the Companies (Audit and Auditors) Rules, 2014, Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to ratify the remuneration of INR 375,000 (Indian rupees three hundred seventy five thousand)) plus applicable taxes thereon, besides reimbursement of out-of-pocket expenses, on actuals, incurred in connection therewith, payable to M/s. Jayaram & Associates, Cost Accountants (Firm Registration No. 101077), appointed by the Board of Directors as Cost Auditors of the Company, on the recommendations of Audit Committee, to conduct the audit of the applicable cost records of the Company for the Financial Year 2025-26.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committees), be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps/measures as may, be deems necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

Item No. 9: Alteration of the Object Clause of the Memorandum of Association 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 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (**Act**) read with applicable rules made thereunder (including any statutory modification(s) or re-enactment(s)

thereof for the time being in force) and other applicable rules, regulations and guidelines issued, if any, and subject to approval of Ministry of Corporate Affairs, and any other appropriate regulatory / statutory authorities and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority, the consent of the members of the Company be and is hereby accorded to alter/ amend the main object clause of the Memorandum Association of the Company by inserting new sub-clauses no. 7 and 8, after the existing sub-clause no. 6 in Clause III (A) of the Memorandum of Association (**MOA**) of the Company as follows:

"7. To establish and carry on in India and abroad the business of design, manufacturing and/or assembling parts, components, assemblies, sub-assemblies of accessories, tools, equipment, spare parts, systems, sub-systems, motors, controllers, DC-DC converters, vehicle control units (VCU), chargers, electric drive unit (EDU), telematics unit, gear, gearboxes, engines, wheels, brakes, couplers, dampers, train doors, bus doors, train electrical control panels, train HVAC systems, Bus HVAC system, air springs, train pantograph system, Bogie Air Supply system, signalling systems, interiors, exteriors, sensors, radar, ADAS, cameras, LIDARS, electronic control units, energy storage systems, suspension systems, flex fuel kits, fixtures, machinery and technologies and accessories of every description or otherwise deal in all types, varieties, models, shapes, sizes, specifications, descriptions, applications, and use of replacement parts, spare parts, systems, assemblies, accessories, tools, implements, motors, power units, powertrains, transmission and propulsion systems, chassis, bodies, substances, equipment, tools, dies, jigs, structures, mould, gauges, beams, and other allied goods, articles and things for all mobility solutions and vehicles of every description of transport and purpose, includes automobiles, trawlers, trucks, tankers, buses, cycles, race cars, defence vehicles, ambulances, tempos, tractors, off-highway vehicles (OHV), motor lorries, motorcycles, mopeds, three-wheelers, scooters, vans, golf carts, jeeps, omnibuses, tanks, trains, locomotives, metros, monorails, and high-speed rail systems, all kinds of railways/train, electric vertical take-off and landing aircraft (eVTOL), drones, aircraft, airplanes, helicopters, aerial vehicle, ships, vessels, submarines, yachts, boats, hovercrafts, robotics, robots, humanoids, pods, automated guided vehicles (AGV), Autonomous Mobile Robots (AMR), aerial vehicles, amphibious vehicles, space vehicles, rockets, intelligent and innovative transport systems and any other transportation systems designed for humans, goods, services, animal transport, or specialised purposes such as military, emergency services, or industrial applications including residential, office, factories and to do all incidental acts and things necessary for the attainment of mobility solutions as above description.

8. To establish and carry on in India and abroad the business of design, manufacturing and/or assembling or otherwise deal in all types of parts, components,

assemblies, sub-assemblies of electronic and electrical equipment, instruments, components and parts for consumer electronics and appliances, telecommunications, space application, automotive electronics, artificial intelligence, industrial applications including integrated circuits and packages, semiconductor devices, chips, television sets, video recorders and computer peripherals, monitors, micro-processors, logic controllers and other control equipment, all types of radar, cameras, LIDARs, transmitters and receivers, telephone, switching equipment and systems, calculators and digital electronic devices and instruments.”

RESOLVED FURTHER THAT the Board (including its committees) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto including but not limited to signing and filing all the e-forms and other documents with the statutory authorities along with the Ministry of Corporate Affairs and to execute all such documents, instruments and writings as may be necessary, or otherwise deal in all types of proper, desirable or expedient, in the best interest of the Company, to accede

to such modifications and alterations to the aforesaid resolution as may be suggested by the Ministry of Corporate Affairs or such other Authority arising from or incidental to the said amendment and to delegate all or any of the powers conferred herein as they may deem fit.”

By Order of the Board
SONA BLW Precision Forgings Limited

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

Place: Gurgaon
Date: 23rd June, 2025

Registered Office:

Sona Enclave, Village Begumpur Khatola,
Sector-35, Gurgaon-122004
Email – investor@sonacomstar.com
Tel: +91-124-4768200
Website – www.sonacomstar.com
CIN: L27300HR1995PLC083037

NOTES:

1. A statement under Section 102 of the Companies Act, 2013 (“**Act**”) and/or as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) concerning the special business under Item Nos. 4, 5, 6 and 7 of the Notice is annexed herewith. Further, additional information in respect of Item No. 3 of the Notice is also annexed herewith.
2. The Ministry of Corporate Affairs (“**MCA**”) vide its circular dated 19th September, 2024, 25th September, 2023, 28th December, 2022, 5th May, 2022, 14th December, 2021 read with circulars dated 13th January, 2021, 5th May, 2020, 8th April, 2020 and 13th April, 2020 (collectively referred to as “**MCA Circulars**”) and Securities and Exchange Board of India vide its circulars dated 3rd October, 2024, 7th October, 2023, 5th January, 2023, 13th May, 2022 read with 15th January, 2021 and 12th May, 2020 (collectively referred to as “**SEBI Circulars**”) has permitted the holding of the Annual General Meeting (“**AGM**”) through VC / OAVM, without the physical presence of the Members at a common venue till 30th September, 2025. In compliance with the provisions of the Act, the Listing Regulations, MCA Circulars and SEBI Circulars, this 29th AGM of the Company is being held through VC / OAVM. The members can attend and participate in the AGM through VC/OAVM.
3. Pursuant to the above referred MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the bodies corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting.
4. In compliance with the MCA Circulars and SEBI Circulars, notice of the AGM along with the Annual Report 2024-25 is being sent through electronic mode only to those members whose e-mail address is registered with their Depository Participants as on **Friday, 27th June, 2025**. Members may note that the notice and Annual Report of Financial year 2024-25 will also be available on the Company’s website at www.sonacomstar.com, websites of the Stock Exchanges i.e. BSE Limited (**BSE**) and National Stock Exchange of India Limited (**NSE**) at www.bseindia.com and www.nseindia.com respectively.
5. The Board of Directors of the Company has appointed Mr. Ankit Singhi (FCS No. - 11685; CP No. 16274), and failing him, Mr. Nitesh Latwal (ACS No. – 32109; CP No. 16276), Partners of M/s. PI & Associates, Firm of Practicing Company Secretaries, as the scrutiniser to scrutinise the remote e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner.
6. The scrutiniser will, after the conclusion of e-voting at the AGM, scrutinise the votes casted at the meeting, votes casted through remote e-voting and make a consolidated scrutiniser’s report and submit the same to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the results (consolidated) within 2 (two) working days from the conclusion of the AGM.

7. The result declared along with the scrutinisers report shall be displayed at the registered office and corporate office of the Company and immediately after the declaration, will also be placed on the Company's website at www.sonacomstar.com and on the website of NSDL e-voting at www.evoting.nsdl.com and the same shall be communicated to BSE Limited and the National Stock Exchange of India Limited ("**NSE**").
8. Members can join the AGM through VC/OAVM mode 30 minutes before the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 (One thousand) members on first come first serve basis. This will not include large members (members holding 2% or more shareholding), promoters, institutional investors, Chairman, directors, key managerial personnel, the Chairperson of the audit committee, nomination and remuneration committee and stakeholders relationship committee, auditors etc. who are allowed to attend the AGM without any restriction.
9. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and the SEBI Circulars and MCA Circulars, the Company is providing facility of remote e-voting and e-voting at the AGM to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("**NSDL**") for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.
11. For receiving all communication (including annual report) from the Company electronically, members are requested to register/update their email address with their Depositories Participant.
12. The members sharing the personal information or data with the Company or its RTA do hereby authorise the Company to collect and process their personal data for regulatory purposes.
13. Members are requested to register/ update their email addresses/electronic bank mandate by contacting their respective Depository Participant.
14. Since the AGM will be held through VC/ OAVM, the route map of the venue of the meeting is not annexed hereto.
15. The members, whose names appear in the Register of Members / list of Beneficial Owners as on the **cut-off date i.e., Friday, 18th July, 2025**, are entitled to vote on the resolutions set forth in this notice. A person who is not a member as on the cut-off date should treat this notice of AGM for information purpose only. Once vote on a resolution is casted by a member, the member shall not be allowed to change it subsequently. Further, the members who have casted their vote through remote e-voting shall not be allowed to vote again at the AGM.
16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, Annual Report along with the AGM notice and all other documents as referred in the notice and explanatory statement, including certificate from the secretarial auditors of the Company under Regulation 13 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available electronically for inspection without any fee by the members from the date of circulation of this notice up to the date of AGM, i.e. **25th July, 2025** and also during the AGM. Members seeking to inspect such documents can send an email at investor@sonacomstar.com.
17. The final dividend for the financial year ended 31st March, 2025 as recommended by the Board, if approved at the AGM, will be paid to only those members whose name will appear in the Beneficial Owner as per the record of depositories as on **Friday, 4th July, 2025**.

Members are requested to update/register electronic bank mandate with their depository participant, for the purpose of receiving the dividends directly in their bank account(s) on pay-out date.
18. Members may please note that bank details as furnished by the respective depositories will be used for the purpose of distribution of dividend to members. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their Depositories Participant. The Company or the Share Transfer Agent will not act on any direct request from such members for change/deletion in bank details.
19. In accordance with the provisions of Section 72 of the Act, the facility for nomination is available for the members of the Company in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting the Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may, submit the same in Form No. ISR-3 or Form No. SH-14, as the case may be. The said forms are available on the Company's website at <https://sonacomstar.com/files/Investor-FAQ.pdf>. Members are requested to submit the said details to their respective depository participant.

COMMUNICATION ON TAX DEDUCTION AT SOURCE ON DIVIDEND DISTRIBUTION

Shareholders may note that pursuant to changes in the Income Tax Act, 1961 (“IT Act”), as amended by the Finance Act, 2020, dividend income is taxable in the hands of shareholders and the Company is required to deduct Tax at Source (“TDS”) at the time of making the payment or distribution of dividend to the shareholders at the prescribed rates. Tax shall be deducted at source @ 10 % for resident shareholders with valid Permanent Account Number (“PAN”); or @ 20% for resident shareholders without PAN or invalid PAN (as per Sec. 206AA of IT Act).

Further, TDS is required to be deducted at the rate prescribed in the lower tax withholding certificate issued under Section 197 of the IT Act, if such valid certificate is provided.

However, no TDS shall be deducted on the dividend payable to:

A) Individual shareholders, if:

the amount of such dividend or as the case may be, the amounts of such dividend distributed or paid or likely to be distributed or paid during the financial year **does not exceed INR 10,000/-**, or their **income is below the taxable limit** and **declaration is received** from such shareholders in Form 15G (for individual resident, who is of the age of below 60 years, click here for Form 15G <https://sonacomstar.com/investor/corporate-announcements>) or in Form 15H (for individual resident, who is of the age of 60 years or more, click here for Form 15H <https://sonacomstar.com/investor/corporate-announcements>).

B) Insurance Companies (viz. LIC, GIC etc.), Mutual Funds and Alternative Investment Funds (incorporated in India), where the following documents, complete in all respects, are received from them:

Category of shareholder	Exemption applicability / Documentation requirement
Mutual Funds	<ol style="list-style-type: none"> 1. A self-declaration that they are governed by the provisions of Section 10(23D) of the Income-tax Act, 1961; 2. Self-attested copy of SEBI registration certificate; and 3. Self-attested copy of PAN.
Insurance Companies	<ol style="list-style-type: none"> 1. A self-declaration that they are covered by the second proviso to Section 194 of the Income-tax Act, 1961 and has full beneficial interest with respect to the shares owned by it; 2. Self-attested copy of IRDA registration certificate; and 3. Self-attested copy of PAN.

Category of shareholder	Exemption applicability / Documentation requirement
Category I and II Alternative Investment Fund (“AIF”)	<ol style="list-style-type: none"> 1. A self-declaration that the income of the AIF is exempt under Section 10(23FBA) of the Income-tax Act, 1961 and that they are governed as Category I or Category II AIF under the SEBI regulations; 2. Self-attested copy of SEBI registration certificate; and 3. Self-attested copy of PAN.
Other non-individual resident shareholder	<ol style="list-style-type: none"> 1. A self-declaration that dividend receivable by them is exempt from deduction of tax under Section 196 or other relevant provisions of the Income-tax Act, 1961; and 2. Self-attested copies of documents in support of the claim.

In case of non-resident shareholder, taxes shall be withheld as per Section 195 and Section 196D of the IT Act, at the rates, as applicable. As per the relevant provisions of the IT Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them. In case, non-resident shareholders provide a certificate issued under Section 197/195 of the IT Act, for lower/ Nil withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the same.

Further, as per Section 90 of the IT Act, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Treaty (“DTAA”) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, to avail Tax Treaty benefits, the non-resident shareholders are required to provide the following:

- Self-attested copy of the PAN card allotted by the Indian Income Tax authorities. In case, PAN is not available, the non-resident shareholder shall furnish (a) name; (b) email id; (c) contact number; (d) address in residency country; and (f) Tax Identification Number of the residency country (for format click <https://sonacomstar.com/investor/corporate-announcements>)
- Self-attested copy of Tax Residency Certificate (“TRC”) (for the period April, 2025 to March, 2026) obtained from the tax authorities of the country of which the shareholder is a resident.
- Self-declaration in electronic Form 10F is required.
- Self-declaration by shareholder of meeting treaty eligibility requirement and satisfying beneficial ownership requirement (for the period April, 2025 to March, 2026) (for format click <https://sonacomstar.com/investor/corporate-announcements>).

- e) In case of Foreign Institutional Investors and Foreign Portfolio Investors, copy of SEBI registration certificate.
- f) In case of shareholder being tax resident of a foreign country or specified territory where the Double Taxation Avoidance Agreement between India and that foreign country or specified territory, as the case may be, prescribes additional conditions (for example Article 24 of the India-Singapore Tax Treaty) for the shareholder to avail any beneficial tax treatment, please furnish relevant evidences demonstrating eligibility to avail such beneficial tax treatment (for example letter issued by the competent authority or any other evidences demonstrating the non-applicability of Article 24 - Limitation of Relief under India-Singapore DTAA). It is recommended that shareholder should independently satisfy its eligibility to claim DTAA benefit including meeting of all conditions laid down by the relevant DTAA.

Kindly note that the Company is not obligated to apply beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial rate as per DTAA for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholder.

The Tax Exemption Forms from resident shareholders and Forms & Documents from non-resident shareholders for availing the benefit of Tax Treaty Rate, as stated above, to be uploaded on the link <http://ris.kfintech.com/form15/forms.aspx?q=0> on or before **Thursday, 10th July, 2025**.

Kindly note that no communication/documents on the tax determination/ deduction shall be considered post 11:59 PM (IST) of **Thursday, 10th July, 2025**.

In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/ documents, shareholder would still have an option of claiming refund of the excess tax deducted at the time of filing their income tax return by consulting their tax advisors.

No claim shall lie against the Company for such taxes deducted.

Credit of TDS will be available for verification in Form 26AS to those shareholders who have registered valid PAN as above, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>. The TDS Certificate, if applicable, will be e-mailed to your registered e-mail address in due course of time, post payment of the aforesaid dividend.

Further, in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Shareholder(s), Such shareholder(s) will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.]

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING/ E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on **Tuesday, 22th July, 2025 at 9:00 A.M. (IST)** and ends on **Thursday, 24th July, 2025 at 5:00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date **i.e. Friday, 18th July, 2025** may cast their vote electronically. The voting right of members shall be in proportion to their share **How do I vote electronically using NSDL e-Voting system?**


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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 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"> For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting. 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>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 user your existing my easi username & password. 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 or joining virtual meeting & voting during the meeting. 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. 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. 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	<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 or joining virtual meeting & voting during the meeting.</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.com or call at 022 - 4886 7000
Other non-individual resident shareholder	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. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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*****

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.com 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to info@piassociates.co.in with a copy marked to evoting@nsdl.com. 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 or send a request to (Ms. Pallavi Mhatre – Senior Manager, NSDL at evoting@nsdl.com

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 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 shareholders 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
2. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated 9th December, 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.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-voting system**. After successful login, you can see link of **“VC/OAVM link”** placed under **“Join General meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the meeting through Desktops/laptops with high-speed internet connectivity, for better experience.
3. Further members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at investor@sonacomstar.com at least 48 hours before the date of AGM. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
6. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

ADDITIONAL INFORMATION IN RESPECT OF ITEM NO. 3 OF THIS NOTICE

Mr. Vivek Vikram Singh joined the Company on 1st July, 2016. He was appointed as Managing Director and Group Chief Executive Officer of the Company with effect from 5th July, 2019 and was re-appointed as Managing Director and Group Chief Executive Officer with effect from 5th July, 2022 for a term of five years. He has been associated with the Company for more than 8 (eight) years.

Mr. Singh is responsible for implementing strategic decisions for growth (both organic and inorganic), internal performance monitoring across safety, quality, delivery and other operational metrics, management of financial stakeholders (investors, lenders and other financial partners), performance assessment of individual business units and their leaders, for the Company and its subsidiaries. He is also responsible for overseeing the production of auto components and systems platform in electric vehicles and hybrids, capital allocation decisions, shareholders' engagement.

Prior to joining the Company, Mr. Singh was working with Sona Koyo Steering Systems Limited. (now JTEKT India Limited) and prior to that he was the advisory leader for the industrials and auto sectors for Grant Thornton India. He has over two decades of experience, including 9 (nine) years of experience in the automotive industry. He has a decade's experience in business advisory services with exposure to several advisory areas spanning transactions as well as strategy related advisory services. His primary work areas were working with private sector clients to assist them with strategy formulation/ implementation, due diligence and synergy evaluation for private equity transactions, performance improvement and architecture, and business planning.

In 2024, he was awarded "CEO of the Year" by Pro MFG Media and also received the "Young Alumni Achiever's Award 2023-24" from his alma mater, IIM Ahmedabad. He

was also awarded "Entrepreneurial CEO of the Year" by EY India in 2022 and adjudged by the Economic Times as one of India's "40 under Forty hottest business leaders" in the awards' 2018 edition. He is the also chairperson of ACMA's (Automotive Component Manufacturers Association's) Electric Mobility and Telematics Pillar and a member of ACMA's Executive Committee.

Pursuant to section 152(6) of the Act, not less than 2/3rd of the total number of directors of the public company shall be the persons whose period of office is liable to determination by retirement of directors by rotation and out of that 2/3rd, 1/3rd of such directors shall be liable to retire by rotation at every annual general meeting of the Company. Mr. Vivek Vikram Singh, being the longest in the office and meeting the other criteria specified for becoming liable to retire by rotation, is liable to retire by rotation at this annual general meeting and being eligible, offers his candidature for reappointment as director of the Company.

The remuneration paid to Mr. Singh is within the limits approved by the shareholders of the Company in 26th Annual General Meeting of the Company held on 14th July, 2022 and his remuneration includes the variable pay, which is linked to KPIs defined at the beginning of the year.

The additional information as required under Regulation 36(3) of the Listing Regulations, as amended, and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India is given in **Annexure A**.

None of the directors and key managerial personnel of the Company including their relatives except Mr. Vivek Vikram Singh, to whom the resolution relates, is interested in or concerned, financially or otherwise, in this resolution.

The Board recommends the **Ordinary resolution** as set out in **Item No. 3** of this notice for the approval of members.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

Mrs. Shradha Suri (DIN: 00176902) was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (**“the Appointment Rules”**), at the 24th Annual General Meeting of the Company held on 31st December, 2020, for a period of five years, i.e., from 5th August, 2020 to 4th August, 2025. Basis the same her first term as an independent director of the Company shall come to an end on 4th August, 2025.

In accordance with the provisions of Section 149 of the Act, an independent director may hold office for two consecutive terms of up to 5 (five) years each.

In view of the Board, Mrs. Shradha Suri, is a person of integrity, possesses relevant expertise / experience and possess diverse skills, Strategic Thinking, Planning and Management, Entrepreneurial and Leadership skills Accounting, Legal and Financial Management expertise, Global Exposure, Automobile Industry, Regulatory Compliance and Stakeholder Management, Information Technology/ Cyber Security, Corporate Governance, Sustainability, and ESG, Risk Management and vast business experience, among others, which are being key requirements for this role.

Also, the Nomination and Remuneration Committee (**NRC**), after considering the performance evaluation of Mrs. Shradha Suri and considering her skills, knowledge, expertise, experience and her substantial contribution in the Board, has recommended to the Board for her re-appointment for the second consecutive term of five years, i.e., from 5th August, 2025 up to 4th August, 2030 (both days inclusive).

The Company has received all the Statutory disclosures/ declarations from Mrs. Suri including:

- I. the consent in writing from Mrs. Suri, to act as Director in Form DIR 2 pursuant to provisions of the Act;
- II. the intimation in Form DIR 8 stating that she is not disqualified to act as a director under the Act;
- III. Notice of disclosure of interest in the Form MBP-1 under Section 184 of the Act.
- IV. a declaration stating that she meets the criteria specified for independence under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations and 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 with an objective independent judgment and without any external influence;
- V. a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June, 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June, 20, 2018 that 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;

- VI. A notice in writing is also received from a member proposing her candidature under Section 160(1) of the Act.

Based on the performance evaluation of Mrs. Suri, including her significant contributions during her tenure as an Independent Director, consistent attendance exceeding 87% at Board Meetings during her current tenure, and her recognised experience, expertise and affiliations with the Automotive Components Manufacturers Association (ACMA) and Confederation of Indian Industry (CII), the NRC and the Board is of the opinion that Mrs. Suri possesses requisite qualifications and expertise for this role. Furthermore, she fulfils all the conditions specified in the Act read with rules made thereunder and Listing Regulations for her re-appointment as an independent director of the Company.

Pursuant to the section 149, 152 of the Act and rules made thereunder and applicable provisions of the Listing Regulations, the Board in its meeting held on 30th April, 2025, based on the recommendation of the NRC approved and recommended to the shareholders for re-appointment of Mrs. Shradha Suri as an Independent Director of the Company for second consecutive term of 5 (five) years with effect from 5th August, 2025 up to 4th August, 2030 (both days inclusive).

The remuneration payable to Mrs. Suri is within the applicable limit under the Act and Listing regulations and as per the Nomination and Remuneration Policy of the Company available on the website of the Company at <https://sonacomstar.com/files/policy/nomination-and-remuneration-policy-policy-DqCLrU.pdf>.

A copy of the draft letter for the re-appointment of Mrs. Suri as an Independent Director, setting out the terms and conditions of the re-appointment is available on the website of the Company at <https://sonacomstar.com/files/documents/terms-of-appointment-re-appointment-of-independent-directors-document-Pd816e.pdf>

Brief Profile

Mrs. Shradha Suri (DIN: 00176902) is the Chairperson & Managing Director of Subros Ltd. Established in 1985, Subros Ltd is a joint venture between the Indian Promoters, Suzuki Motor Corporation, Japan and DENSO Corporation, Japan. The Company is recognised as a market leader in Thermal products and technologies and is in technical collaboration with DENSO Corporation Japan.

Mrs. Shradha Suri is also the elected President (2023-25) of Automotive Components Manufacturers Association (ACMA). She is also the Chairperson of Pillar 2 (Government Affairs & Strategic Affairs) and Pillar 5 (Media, Image building and PR Comm) at the association.

She is part of the National Council of Confederation of Indian Industry (CII) for the term 2023-24 and holds various other key positions within the Confederation of Indian Industry (CII).

Mrs. Shradha Suri has a Bachelor's degree in Economics from the University of Delhi. She also went on to earn two post-graduate degrees, a master's in management and a Masters in Economics & Information Systems from The London School of Economics and Political Science (LSE), University of London. She has over 23 years of experience in the automotive industry.

She also holds the position of Director on the boards of ACMA Mobility Foundation, Globalydk Electric Private Limited, Prima Infratech Private Limited, Rohan Motors Ltd., Automotive Component Manufacturers Association of India, and R R Holdings Private Limited."

The additional information as required under Regulation 36(3) of the Listing Regulations, as amended, and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India is given in **Annexure A**.

None of the directors and key managerial personnel of the Company including their relatives except Mrs. Shradha Suri, to whom the resolution relates, is interested in or concerned, financially or otherwise, in this resolution.

The Board recommends the **Special Resolution** as set out in **Item No. 4** of this notice for the approval of members.

Rationale:

The Board has thoroughly evaluated Mrs. Suri's performance and contributions to the Company during her current tenure as an Independent Director. Mrs. Suri attended more than **87%** of the total Board's meetings held during her tenure. Furthermore, the Board also considered the need for diversity on the Board, her extensive expertise and experience in automotive industry and across diverse fields, and her current position as Chairperson and Managing Director of Subros Ltd and her association with the automobile industry and association with ACMA and CII.

The Board is of the opinion that Mrs. Suri's continued association would significantly benefit the Company's sustained growth and success.

ITEM NO. 5

Mr. Jeffrey Mark Overly (DIN: 09041143) was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("**Appointment Rules**"), at the Extra-ordinary General Meeting (**EGM**) of the Company held on 22nd February, 2021, for a period of 5 (five) years, i.e., from 12th February, 2021 to 11th February, 2026 (both days inclusive). Basis the same, his first term as an Independent director of the Company will come to an end on 11th February, 2026.

In accordance with the provisions of Section 149 of the Companies Act, 2013, an independent director may hold office for two consecutive terms up to 5 (five) years each.

In view of the Board, Mr. Jeffrey, is a person of integrity, possesses relevant expertise / experience and possess diverse skills, Strategic thinking, Planning and Management, Entrepreneurial and Leadership skills Accounting, Legal and Financial Management expertise, Global Exposure, Automobile Industry, Regulatory Compliance and Stakeholder Management, Information Technology/ Cyber Security, Corporate Governance, Sustainability, and ESG, Risk Management and vast business experience, among others, which are being key requirements for this role.

The Nomination and Remuneration Committee (**NRC**), after considering the performance evaluation of Mr. Overly and considering his skills, knowledge, expertise, experience and substantial contribution, has recommended to the Board for his re-appointment for the second consecutive term of 5 (five) years, i.e., from 12th February, 2026 up to 11th February, 2031 (both days inclusive).

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

- I. the consent in writing from Mr. Jeffrey, to act as Director in Form DIR 2 pursuant to provisions of the Act;
- II. the intimation in Form DIR 8 stating that he is not disqualified under the Act;
- III. Notice of disclosure of interest in the Form MBP-1 under Section 184 of the Act.
- IV. a declaration stating that he meets the criteria specified for independence under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations and 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 with an objective independent judgment and without any external influence;
- V. a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June, 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June, 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the Securities and Exchange Board of India ("SEBI") or any other such authority;
- VI. A notice in writing is also received from a member proposing his candidature under Section 160(1) of the Act.

Based on the performance evaluation of Mr. Jeffrey, including his significant contributions during his tenure as an Independent Director, 100% attendance at Board and Committee's meetings during his current tenure, and his qualification and experiences, the Board is of the opinion that he possesses the requisite qualifications and expertise for this role. Furthermore, he fulfils all the conditions specified in the Act read with rules made thereunder and Listing Regulations for his reappointment as an independent director of the Company and he is independent of the Management of the Company.

Pursuant to the section 149, 152 of the Companies Act and rules made there under and applicable provision of

the Listing Regulations, the Board in its meeting held on 30th April, 2025, based on the recommendation of the NRC considered and recommended to the shareholders for re-appointment of Mr. Jeffrey as an Independent Director of the Company for second consecutive term of 5 (five) years with effect from 12th February, 2026 up to 11th February, 2031.

The remuneration payable to Mr. Overly is within the applicable limit under the Act and Listing regulations and as per the Nomination and Remuneration Policy of the Company available on the website of the Company at <https://sonacomstar.com/files/policy/nomination-and-remuneration-policy-policy-DqCLrU.pdf>.

A copy of the draft letter of the reappointment of Mr. Jeffrey as an Independent Director, setting out the stipulations of the appointment is available on the website of the Company at <https://sonacomstar.com/files/documents/terms-of-appointment-re-appointment-of-independent-directors-document-Pd816e.pdf>.

BRIEF PROFILE

Mr. Overly holds a bachelor's degree of science in industrial management from the University of Cincinnati and has a Master's degree in business from Central Michigan University. He has over 43 years of operating experience.

Mr. Overly was an Operating Partner in the Corporate Private Equity Group, based in New York, at the time of his retirement from Blackstone Group in 2018 and continue to support Blackstone by serving on their numerous portfolio company board. Mr. Overly was involved in monitoring, advising and supporting with lean operational excellence, and supply chain improvement, strategic opportunities in Blackstone's global portfolio company holdings. Before Joining Blackstone in 2008, Mr. Overly has held the position of Vice President of Global Fixture Operations at Kohler Company, where he was responsible for its global manufacturing operations including the entire supply chain from procurement to shipment of finished product through a multi warehouse Regional Distribution Centre network. Prior to that, Mr. Overly has served 25 years at General Motors Corporation and Delphi Corporation in numerous Operations and Engineering positions with global responsibilities.

Mr. Overly is also an Independent Director on the board on Performance Food Group, Fortrex, Inc. Ltd. (earlier known as Packer Sanitation Services Incorporated), Comstar Automotive USA LLC, a wholly owned subsidiary of the Company and a Director on the Board of Sabre Industries, Inc and Supply One, Inc.

The members may note that the Board of Directors of the Company in its meeting held on 23rd June, 2025, appointed Mr. Jeffrey Mark Overly as the Chairperson of the Board of the Company.

The additional information as required under Regulation 36(3) of the Listing Regulations, as amended, and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India is given in **Annexure A**.

None of the directors and key managerial personnel of the Company including their relatives except Mr. Jeffrey M.

Overly, to whom the resolution relates, is interested in or concerned, financially or otherwise, in this resolution.

The Board recommends the **Special Resolution** as set out in **Item No. 5** of this notice for the approval of members.

Rationale:

The Board has thoroughly evaluated Mr. Jeffrey's performance and contributions to the Company during his current tenure as an Independent Director. It was also noted that he has attended all (100%) the Board and Committee's meetings held during his tenure. Furthermore, the Board considered need for diversity on the Board, his extensive expertise and experience in automotive industry and across diverse fields and after careful deliberation, the Board is of the opinion that Mr. Jeffrey's continued association would significantly benefit the Company's sustained growth and success.

ITEM NO. 6

Pursuant to Section 152, 161 and other applicable provisions of the Companies Act, 2013 (**Act**), read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Listing Regulations**), the Company has received a notice of candidature under section 160 of the Act, from M/s. Aureus Investment Private Limited, one of the promoters and shareholders of the Company, and based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board at its meeting held on 23rd June, 2025, has appointed Mrs. Priya Sachdev Kapur (DIN-02406685) as an Additional Non-Executive Director of the Company with effect from 23rd June, 2025, subject to the approval of the shareholders in the ensuing Annual General Meeting.

In view of the Nomination and Remuneration Committee (NRC) and the Board, Mrs. Priya Sachdev Kapur possesses relevant expertise/experience and diverse skills and knowledge including but not limited to strategic thinking, planning and management, entrepreneurial and leadership skills, accounting, legal and financial management expertise, global exposure, regulatory compliance and stakeholder management, and vast business experience, among others, which are being key requirements for this role as previously identified by the Board.

The NRC, after considering her skills, knowledge, expertise, experience and that contribution that she can bring to the Board, has recommended to the Board her appointment as a Non -Executive Director, not liable to retire by rotation, with effect from 23rd June, 2025.

The Company has received all the statutory disclosures/ declarations from Mrs. Priya Sachdev Kapur including:

- I. the consent in writing from Mrs. Priya Sachdev Kapur, to act as Director in Form DIR-2 pursuant to provisions of the Act.
- II. the intimation in Form DIR-8 stating that she is not disqualified to act as a director under the Act.

- III. Notice of disclosure of interest in the Form MBP-1 under Section 184 of the Act.
- 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 is also received from a member proposing her candidature under Section 160(1) of the Act.

Mrs. Priya Sachdev Kapur's appointment on the Board shall be subject to provisions of Regulation 17(1D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherein her continuation on the board of directors of the Company shall be subject to the approval of the shareholders in a general meeting at least once in every five years from the date of her appointment.

The Board noted that Mrs. Priya Sachdev Kapur's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mrs. Priya Sachdev Kapur is eligible for appointment as a Non-Executive Director. The Board considered that the appointment of Mrs. Priya Sachdev Kapur is recommended due to the following amongst others, before making recommendation to the shareholders for appointment of Mrs. Priya Sachdev Kapur as the Non-Executive Director:

- a) Mrs. Priya Sachdev Kapur graduated with a BSc. with a double major in Mathematics and Business Management from University College London (UCL).
- b) Mrs. Priya Sachdev Kapur was a former investment banker and is a luxury retail pioneer. Mrs. Kapur began her career at Credit Suisse First Boston in London as an M&A analyst.
- c) She led ventures in automotive retail, insurance, and later, high fashion.
- d) Mrs. Priya Sachdev Kapur is committed to philanthropy, lending her time, resources on sustainability and long-term impact, particularly in supporting education for marginalised children and institutions for the visually impaired.

The remuneration payable to Mrs. Priya Sachdev Kapur, in the form of commission and sitting fees, is as at par with the remuneration payable to other non-executive directors of the Company, which is within the applicable limit under the Act and within the overall remuneration limit approved by the shareholders of the Company in its Annual General Meeting held on 9th September, 2021.

Brief Profile of Mrs. Priya Sachdev Kapur:

"Mrs. Priya Sachdev Kapur is a multifaceted entrepreneur and investor whose journey has spanned continents,

industries, and ideas. Currently serving as Director at Aureus Investment Private Limited, she plays an active role in shaping its investment strategy. Whether it's scouting early-stage ventures or supporting purposeful enterprises that align with her values, Priya brings insight, instinct, and an eye for long-term value creation.

A former investment banker and luxury retail pioneer, Priya began her career at Credit Suisse First Boston in London as an M&A analyst, before returning to India to lead ventures in automotive retail, insurance, and later, high fashion. She founded TSG International Marketing Pvt. Ltd., bringing global fashion houses like Moschino, Lanvin, and Jean Paul Gaultier to India, and co-created Rock N Shop, one of the country's first luxury e-commerce platforms.

Mrs. Priya Sachdev Kapur is deeply engaged in wellness and arts, an accomplished pianist, a yoga practitioner, and a self-taught artist whose canvases reflect a thoughtful, expressive style. A spirited sports enthusiast, Mrs. Priya Sachdev Kapur has played competitive basketball through school and university, and continues to pursue tennis, paddle, and horse riding with equal passion. Her connection to the equestrian world goes beyond the saddle.

Beyond business and personal pursuits, Mrs. Priya Sachdev Kapur is committed to philanthropy, lending her time, resources, and voice to ventures that reflect her values of equity, empowerment, sustainability and long-term impact, particularly in supporting education for marginalised children and institutions for the visually impaired.

Mrs. Priya Sachdev Kapur graduated with a BSc. with a double major in Mathematics and Business Management from University College London (UCL). She completed her A-levels in Mathematics, Biology, and Art from The British School, New Delhi.

Mrs. Priya Sachdev Kapur is the wife of Late Mr. Sunjay Kapur (Chairman and Non-Executive Director), who passed away on 12th June 2025. Late Mr. Sunjay Kapur served as the Chairman of the Company, one of the global leaders in mobility technology, and was a transformative figure in India's automotive landscape. Mr. Kapur's leadership was marked by strategic foresight, global expansion, and an unwavering commitment to innovation and sustainability.

The additional information as required under Regulation 36(3) of the Listing Regulations, as amended, and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India is given in **Annexure A**.

None of directors, key managerial personnel or their relatives except Mrs. Priya Sachdev Kapur, to whom the resolution relates is interested in or concerned with the resolution.

The Board recommends the **Ordinary resolution** as set out in **Item No. 6** of this notice for the approval of members.

Rationale: Mrs. Priya Sachdev Kapur will bring a unique blend of global investment experience, entrepreneurial and philanthropy and purpose-driven leadership. Her diverse

background and values-driven approach to business enable her to offer insightful, long-term perspectives to board-level decision-making. The Board is of the opinion that Mrs. Priya Sachdev Kapur's association would significantly benefit the Company's sustained growth and success.

ITEM NO. 7

Pursuant to the provisions of Section 204 of the Act and erstwhile regulation 24A of the Listing Regulations, the Board of Directors of the Company earlier follows a practise for appointment of Secretarial Auditors of the Company every year based on the recommendation of the Audit Committee. Accordingly, M/s. PI & Associates, a Peer Reviewed Firm of Company Secretaries, served as the Secretarial Auditor of the Company since the financial year 2021-22 till financial year 2024-25 and has completed 4 (four) years.

Pursuant to amendment in Regulation 24A of the Listing Regulations through Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, the following additional requirements are required to be complied for appointment of a Secretarial Auditor of the Company:

- a. Every listed entity must undertake a secretarial audit by a Secretarial Auditor who is a Peer Reviewed Company Secretary.
- b. The Board of Directors shall recommend the appointment or reappointment of a Secretarial Audit Firm as Secretarial Auditor for not more than two terms of five consecutive years.

Any prior association of the individual or the firm as the Secretarial Auditor of the listed entity before 31st March, 2025 shall not be considered for the purpose of calculating the tenure.

- c. Approval of shareholders at the Annual General Meeting ("AGM").

As per the aforesaid amendment, M/s. PI & Associates is eligible for appointment as the Secretarial Auditors of the Company for 2 (two) terms of five consecutive years.

Considering their expertise and proficiency in handling secretarial audits of the Company the Audit Committee and the Board of Directors, subject to approval of Members, have approved and recommended the appointment of M/s. PI & Associates, a Peer Reviewed Firm of Company Secretaries in practise, as the Secretarial Auditor of the Company for first term of 5 (five) consecutive years, from the financial year 2025-2026 to financial year 2029-2030.

Profile:

Ms/PI & Associates is a firm of Practising Company Secretaries situated in New Delhi and the firm has been Peer Reviewed

by the Institute Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.

The Firm providing comprehensive professional services in Secretarial Audit, Corporate Governance, Reserve Bank of India (RBI) matters, Corporate Laws and Due Diligence.

Remuneration:

The Board of Directors based on the recommendation of the Audit Committee also approved the remuneration of INR 300,000 (Indian rupees three hundred thousand) for the financial year 2025-2026 plus applicable taxes, along with reimbursement of out-of-pocket expenses, if any incurred in connection with the audit on an actual basis. Further, the Board is proposed to be authorised to fix the remuneration of the Secretarial Auditors for each of the other financial years during their term of appointment.

The payment for other permissible services in the nature of certifications will be in addition to the Secretarial audit fee and shall be determined by the Audit Committee and/or the Board of Directors.

The eligibility and qualification certificate, consent letter for appointment and the Peer review Certificate received from M/s. PI & Associates is available for inspection.

None of the directors and key managerial personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the **Ordinary Resolution** as set out in **Item No. 7** of this notice for the approval of members.

Rationale:

The Audit Committee and the Board of Directors have recommended and approved the aforementioned appointment of Secretarial Auditors for approval of Members taking into account the eligibility of the firm, their understanding on the various laws including corporate law, experience and expertise of the Partners in providing Secretarial audit related services, and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

The Board is of the view the Secretarial Auditor possesses the relevant skills and expertise in relations to the secretarial audit of the Company.

ITEM NO. 8

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 30th April, 2025, approved the re-appointment of M/s. Jayaram & Associates, Cost Accountants, (Firm Registration No.: 101077), as the Cost Auditors of the Company to conduct the audit of the cost records maintained by the Company (including the audit of the cost records of the Railways Business acquired

by the Company from Escorts Kubota Limited), pertaining to the relevant products prescribed under the Companies (Cost Records and Audit) Rules, 2014, for the financial year 2025-26, at a remuneration of INR 375,000 (Indian rupees three hundred seventy five thousand) plus applicable taxes thereon, besides reimbursement of out-of-pocket expenses on actuals incurred in connection therewith, payable to the Cost Auditor for the Financial Year 2025-26.

M/s. Jayaram & Associates, Cost Accountants, have furnished fresh certificate confirming that they hold a valid certificate of practice under Section 6(1) of the Cost and Works Accountants Act, 1959.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the remuneration payable to Cost Auditors is required to be ratified by the members of the Company.

Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2025-26.

None of the directors and key managerial personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution as set out in **item No.8** of this notice for the approval of the members as an **Ordinary Resolution**.

Rationale: The Board is of the view that the Company complies with the applicable laws and regulations and the Cost Auditor possess the relevant skills and expertise in relations to the cost audit of the Company.

ITEM NO. 9

The Board of Directors in their meeting held on 23rd June, 2025 has approved and recommended to the shareholders, amendment in the main object clause (III)(A) of the Memorandum of Association of the Company.

The Board is of the view that in line with the vision and mission statement of the Company, the Company aspires to transcend to a global mobility technology company in all spheres of mobility. In this regard, it is recommended to widen the existing objects enumerated in the main objects clause in the Memorandum of Association (**MOA**) of the Company to enable the Company to capitalise on the potential opportunities, as and when appropriate.

To achieve this the Company is required to amend its Objects Clause of the Memorandum of Association (**MOA**) and includes every type of goods used in every form of mobility. The Board of Directors considered the above requirements and approved and recommended shareholders to alter/amend by inserting new sub-clauses no. 7 and 8, after the existing sub-clause no. 6 in Clause III (A) of the Memorandum of Association (**MOA**) of the Company as follows:

"7. To establish and carry on in India and abroad the business of design, manufacturing and/or assembling parts, components, assemblies, sub-assemblies of accessories, tools, equipment, spare parts, systems, sub-systems, motors, controllers, DC-DC converters, vehicle control units (VCU), chargers, electric drive unit (EDU), telematics unit, gear, gearboxes, engines, wheels, brakes, couplers, dampers, train doors, bus doors, train electrical control panels, train HVAC systems, Bus HVAC system, air springs, train pantograph system, Bogie Air Supply system, signalling systems, interiors, exteriors, sensors, radar, ADAS, cameras, LIDARS, electronic control units, energy storage systems, suspension systems, flex fuel kits, fixtures, machinery and technologies and accessories of every description or otherwise deal in all types, varieties, models, shapes, sizes, specifications, descriptions, applications, and use of replacement parts, spare parts, systems, assemblies, accessories, tools, implements, motors, power units, powertrains, transmission and propulsion systems, chassis, bodies, substances, equipment, tools, dies, jigs, structures, mould, gauges, beams, and other allied goods, articles and things for all mobility solutions and vehicles of every description of transport and purpose, includes automobiles, trawlers, trucks, tankers, buses, cycles, race cars, defence vehicles, ambulances, tempos, tractors, off-highway vehicles (OHV), motor lorries, motorcycles, mopeds, three-wheelers, scooters, vans, golf carts, jeeps, omnibuses, tanks, trains, locomotives, metros, monorails, and high-speed rail systems, all kinds of railways/train, electric vertical take-off and landing aircraft (eVTOL), drones, aircraft, airplanes, helicopters, aerial vehicle, ships, vessels, submarines, yachts, boats, hovercrafts, robotics, robots, humanoids, pods, automated guided vehicles (AGV), Autonomous Mobile Robots (AMR), aerial vehicles, amphibious vehicles, space vehicles, rockets, intelligent and innovative transport systems and any other transportation systems designed for humans, goods, services, animal transport, or specialised purposes such as military, emergency services, or industrial applications including residential, office, factories and to do all incidental acts and things

necessary for the attainment of mobility solutions as above description.

8. To establish and carry on in India and abroad the business of design, manufacturing and/or assembling or otherwise deal in all types of parts, components, assemblies, sub-assemblies of electronic and electrical equipment, instruments, components and parts for consumer electronics and appliances, telecommunications, space application, automotive electronics, artificial intelligence, industrial applications including integrated circuits and packages, semiconductor devices, chips, television sets, video recorders and computer peripherals, monitors, micro-processors, logic controllers and other control equipment, all types of radar, cameras, LIDARs, transmitters and receivers, telephone, switching equipment and systems, calculators and digital electronic devices and instruments.”

This alteration in Object Clause of MOA of the Company, if approved by the members shall be registered with the Registrar of Companies, National Capital Territory of Delhi and Haryana (**ROC**), as per the provisions of the Companies Act, 2013 and rules made thereunder, with such modifications as may be advised by the ROC.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (except Saturday and Sunday).

As per Section 13 of the Companies Act, 2013, any alteration to the Object Clause of the Memorandum of Association of the Company requires approval of the Members by passing Special Resolution.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding.

The Board recommends passing the resolution set out at **Item No. 9** as a **Special Resolution**.

Rationale: This expansion in the object clause of the Memorandum of Association of the Company is in consonance with the Company’s long-term vision and aims to leverage and expand the Company’s existing capabilities and infrastructure in order to tap into the emerging sectors in mobility in the future, thereby enhancing shareholder value and ensuring sustainable growth.

By Order of the Board

SONA BLW Precision Forgings Limited

Ajay Pratap Singh

Senior Vice President- Group General Counsel,
Company Secretary and Compliance Officer
Membership No. F5253

Place: Gurgaon

Date: 23rd June, 2025

Registered Office:

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

Email – investor@sonacomstar.com

Tel: +91-124-4768200

Website – www.sonacomstar.com

CIN: L27300HR1995PLC083037

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	Mrs. Shradha Suri	Mr. Jeffrey Mark Overly	Mr. Vivek Vikram Singh	Mrs. Priya Sachdev Kapur
Director Identification Number (DIN)	00176902	09041143	07698495	02406685
Age	47	67	45	48
Designation/ category of the Director	Independent Director	Independent Director	Managing Director and Group Chief Executive Officer	Non-Executive Director
Date of Birth	22 nd March 1978	27 th April 1958	24 th July 1979	15 th December, 1977
Qualifications	Bachelor's degree in Economics from the University of Delhi and two post-graduate degrees, a master's in management and a Masters in Economics & Information Systems from The London School of Economics and Political Science (LSE), University of London.	Bachelor's degree of science in industrial management from the University of Cincinnati and a master's degree of science in administration from Central Michigan University	Bachelor's degree in technology (computer science and engineering) from HBTI, Kanpur and post graduate diploma in management from the Indian Institute of Management, Ahmedabad.	Mrs. Priya Sachdev Kapur graduated with a BSc. with a double major in Mathematics and Business Management from University College London (UCL).
Date of first appointment on Board of the Company	5 th August 2020	12 th February 2021	5 th July 2019	23 rd June, 2025
Directorships held in other companies	Subros Limited ACMA Mobility Foundation Globalydk Electric Private Limited	Performance Food Group Fortrex, Inc. Ltd (Earlier Known as Packer Sanitation Services Incorporated) Comstar Automotive USA LLC	Varmora Granito Private Limited Ionesco Cayman Investment Limited Ionesco Cayman Limited	TSG Enterprises Private Limited TSG International Marketing Private Limited Bhodhi Dharma Entertainment & Productions Private Limited
	Prima Infratech Private Limited Rohan Motors Ltd Automotive Component Manufacturers Association of India R R Holdings Private Limited.	Sabre Industries, Inc. Supply One, Inc		Harpreet Insurance Agents Private Limited Rock n shop Private Limited Aureus Investment Private Limited (Formerly known as Sona Autocomp Holding Private Limited)
Number of Equity Shares held in the Company (including shareholding as a beneficial owner)	145 equity shares	Nil	2,12,550 equity shares	While Ms. Priya Sachdev Kapur does not directly hold any shares in the Company, the shareholder Aureus Investment Private Limited (which in turn is controlled by RK Family Trust of which Ms. Priya Sachdev Kapur, is a beneficiary), a promoter of the Company holding 174,208,904 equity shares constituting 28.02% of the Company's share capital.

Name of director	Mrs. Shradha Suri	Mr. Jeffrey Mark Overly	Mr. Vivek Vikram Singh	Mrs. Priya Sachdev Kapur					
Brief Profile/ resume, Experience, and Nature of expertise in specific functional areas	As mentioned in the Explanatory Statement in item no. 4 of this Notice.	As mentioned in the Explanatory Statement in item no. 5 of this Notice.	As mentioned in Additional Information in respect of Item No. 3 of this Notice.	As mentioned in the Explanatory Statement in item no. 6 of this Notice.					
Inter-se relationships with directors and key managerial personnel	NA	NA	NA	NA					
Directorship and Committee membership held in Listed companies (other than SONA BLW)	<table border="1"> <thead> <tr> <th>Director- ship held in Listed Company</th> <th>Committee member- ship</th> <th>Position</th> </tr> </thead> <tbody> <tr> <td>Subros Limited</td> <td>1)SRC 2)CSR</td> <td>1) Member 2) Member</td> </tr> </tbody> </table>	Director- ship held in Listed Company	Committee member- ship	Position	Subros Limited	1)SRC 2)CSR	1) Member 2) Member	NA	NA
Director- ship held in Listed Company	Committee member- ship	Position							
Subros Limited	1)SRC 2)CSR	1) Member 2) Member							
Key terms and conditions of re- appointment	As mentioned in the explanatory statements	As mentioned in the explanatory statements	He was re-appointed as Managing Director and Group CEO of the Company in the 26 th Annual General Meeting of the Company held on 14 th July 2022.	As mentioned in the explanatory statements					
Resignation from Listed Entities as Director in past 3 years	Asahi India Glass Ltd. Uniparts India Ltd.	NA	NA	NA					
Remuneration last drawn (including sitting fees, if any)	INR 5.50 million per annum and sitting fees for attending Board and Committee meetings	USD 1 million per annum and sitting fees for attending Board and Committee meetings	As mentioned in the Corporate Governance Report.	NA					

Name of director	Mrs. Shradha Suri	Mr. Jeffrey Mark Overly	Mr. Vivek Vikram Singh	Mrs. Priya Sachdev Kapur
Remuneration proposed to be paid	The Board of Directors on the recommendation of Nomination and Remuneration Committee approved the fix remuneration of INR 55,00,000 (Indian Rupees Fifty five lacs) (excluding the sitting fees) per annum (proportionate to the number of days if less than a year), in addition to the sitting fees payable to the sitting fees payable to Mrs. Suri , as Non-Executive and Independent Director, for the term of her re-appointment, which is within the overall limit approved by Shareholders of the Company at the Annual General Meeting ("AGM") held on September 9, 2021	The Board of Directors on the recommendation of Nomination and Remuneration Committee approved the fix remuneration of USD 1 million per annum (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. Overly , as Non-Executive and Independent Director, for the term of his re-appointment, which is within the overall limit approved by Shareholders of the Company at the Annual General Meeting ("AGM") held on September 9, 2021.	In accordance with the limit approved by the shareholders of the Company in the 26 th Annual General Meeting of the Company held on 14 th July 2022.	The Board of Directors on the recommendation of Nomination and Remuneration Committee approved the fix remuneration of INR 55,00,000 (Indian Rupees Fifty five lacs) (excluding the sitting fees) per annum (proportionate to the number of days if less than a year), in addition to the sitting fees payable to Mrs. Kapur, as Non-Executive and Independent Director w.e.f. 23 rd June 2025, which is within the overall limit approved by Shareholders of the Company at the Annual General Meeting ("AGM") held on September 9, 2021.
In the case of Independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As mentioned in the Explanatory Statement of this Notice	As mentioned in the Explanatory Statement of this Notice	As mentioned in the Corporate Governance Report.	As mentioned in the Explanatory Statements of this Notice.

INFORMATION AT A GLANCE

S. No	Particulars	Details
1.	Day, Date and Time of AGM	Friday, 25th July, 2025, 01:00 P.M. (IST)
2.	Mode	Video Conference (VC)/Other Audio-Visual Means (OAVM)
3.	Participation through Video-Conferencing	Members can login from 12:30 P.M. (IST) on the date of AGM at https://emeetings.kfintech.com
4.	Helpline email-id and contact Number for e-voting and AGM participation	NSDL: - evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30. CDSL: - helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.
5.	Submission of Questions / Queries Before AGM	Questions/queries shall be submitted 48 hours before the time fixed for AGM by email to investor@sonacomstar.com mentioning name, demat account number/folio number, registered email ID, mobile number, etc. Members can also post their questions during AGM through the “Ask A Question” tab which is available in the VC/OAVM Facility as well as in the one-way live webcast facility.
6.	Speaker Registration Before AGM	Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/ folio number, email id, mobile number at investor@sonacomstar.com at least 48 hours before the date of AGM. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7.	Recorded transcript	Will be made available post AGM at www.sonacomstar.com
8.	Total Dividend for FY25 recommended by Board	INR 3.20 (Three Rupees and sixty paise only) (32 %) per Equity Share of the face value of INR 10 each/-.
9.	Record date for final Dividend	Record date for final dividend is Friday, 4th July, 2025.
10.	Information of tax on Dividend 2024-25	www.sonacomstar.com
11.	Cut-off date for e-voting	Friday, 18th July, 2025.
12.	Remote E-voting start time and date	Tuesday, 22nd July, 2025 at 9:00 A.M. (IST)
13.	Remote E-voting end time and date	Thursday, 24th July, 2025 at 5:00 P.M. (IST)
14.	Remote E-voting website of KFin	https://emeetings.kfintech.com
15.	Email Registration & Contact Updation Process	Contact respective Depository Participant.