



SONA COMSTAR

## SONA BLW PRECISION FORGINGS LIMITED

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

CIN: L27300HR1995PLC083037 Email – [investor@sonacomstar.com](mailto:investor@sonacomstar.com)

Tel: +91-124-4768200; Website – [www.sonacomstar.com](http://www.sonacomstar.com)

Notice is hereby given that the 28<sup>th</sup> (Twenty Eighth) Annual General Meeting (**AGM**) of the members of Sona BLW Precision Forgings Limited (**Company**) will be held on Friday, 28<sup>th</sup> June 2024 at 12:00 Noon (IST), through video conferencing (**VC**)/other audio-visual means (**OAVM**) to transact the following business:

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, which shall be the deemed venue of the AGM.

### ORDINARY BUSINESS

**Item No. 1: To consider and adopt the audited Standalone and Consolidated Financial Statements of the Company each for the Financial Year ended on 31<sup>st</sup> March 2024 together with the Reports of the Board of Directors and Auditors thereon.**

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

**“RESOLVED THAT** the audited Standalone Financial Statements and Consolidated Financial Statements of the Company each for the Financial Year ended 31<sup>st</sup> March 2024 and the Reports of the Board of Directors and Auditors thereon, as circulated to the members, be and is hereby considered and adopted.”

**Item No. 2: To declare final dividend of INR 1.53 (Indian one rupee and fifty three paise) per equity share of the Company having face value of INR 10/- (Indian rupees ten only) each, for the Financial Year ended on 31<sup>st</sup> March 2024.**

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

**“RESOLVED THAT** the final dividend of INR 1.53 (Indian one rupee fifty-three 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 31<sup>st</sup> March 2024, as recommended by the Board of Directors at their meeting held on 30<sup>th</sup> April 2024.”

**Item No. 3: To appoint Mr. Vivek Vikram Singh (DIN: 07698495) as a 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 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: Continuation of Mr. Sunjay Kapur (DIN: 00145529), as Non-Executive Director and Chairman of the Company.**

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

**“RESOLVED THAT** pursuant to the Regulation 17(1D) and other applicable regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**LODR Regulations**), and provisions of Section 152 of the Companies Act, 2013 (**Act**) and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Company for continuation of Mr. Sunjay Kapur (DIN: 00145529) as Non-Executive Director and Chairman of the Company on the same terms of appointment and remuneration, as were approved by the shareholders of the Company in the Extra Ordinary General Meetings held on 5<sup>th</sup> July 2019 read with the shareholders’ resolution dated 22<sup>nd</sup> February 2021.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committees) of the Company be and are hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No. 5: Ratification of the remuneration of the Cost Auditors of the Company for the Financial Year 2024-25.**

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 275,000 (Indian rupees two lakh 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 2024-25.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committees), be and are hereby authorised to do all such acts and take all such steps as may be necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

By Order of the Board  
**SONA BLW Precision Forgings Limited**

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

**Place:** Gurgaon  
**Date:** 30<sup>th</sup> April 2024

**Registered Office:**  
Sona Enclave, Village Begumpur Khatola,  
Sector-35, Gurgaon-122004  
Email – [investor@sonacomstar.com](mailto:investor@sonacomstar.com)  
Tel: +91-124-4768200  
Website – [www.sonacomstar.com](http://www.sonacomstar.com)  
CIN: L27300HR1995PLC083037

**NOTES:**

- A statement under Section 102 of the Companies Act, 2013 (**Act**) and/or as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 concerning the Special Business under Item No. 4 and 5 of the Notice is annexed herewith. Further, additional information in respect of Item No. 3 of the Notice are also annexed herewith.
- The Ministry of Corporate Affairs (**MCA**) vide its circular dated 25<sup>th</sup> September 2023, 28<sup>th</sup> December 2022, 05<sup>th</sup> May 2022, 14<sup>th</sup> December 2021 read with circulars dated 13<sup>th</sup> January 2021, 05<sup>th</sup> May 2020, 08<sup>th</sup> April 2020 and 13<sup>th</sup> April 2020 (collectively referred to as **MCA Circulars**) and the Securities and Exchange Board of India vide its circulars dated 07<sup>th</sup> October 2023, 05<sup>th</sup> January 2023, 13<sup>th</sup> May 2022 read with 15<sup>th</sup> January 2021 and 12<sup>th</sup> 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 30<sup>th</sup> September 2024. In compliance with the provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Listing Regulations**) and MCA Circulars, the 28<sup>th</sup> AGM of the Company is being held through VC / OAVM. The members can attend and participate in the AGM through VC/OAVM.
- 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.
- In compliance with the MCA Circulars and SEBI Circulars, notice of the AGM along with the Annual Report 2023-24 is being sent through electronic mode only to those members whose e-mail address is registered with the Company's Registrar and Share Transfer Agent

/Depository Participants as on **Friday, 31<sup>st</sup> May 2024**. Members may note that the notice and Annual Report of Financial year 2023-24 will also be available on the Company's website at [www.sonacomstar.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and website of NSDL at [evoting@nsdl.co.in](http://evoting@nsdl.co.in). Any member seeking hard copy of the Annual Report may write to us at [investor@sonacomstar.com](mailto:investor@sonacomstar.com).

- 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, Practicing Company Secretaries as the scrutinizer to scrutinize the remote e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner.
- The scrutinizer will, after the conclusion of e-voting at the AGM, scrutinize the votes casted at the meeting, votes casted through remote e-voting and make a consolidated scrutinizer'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.
- The result declared along with the scrutinizers report shall be displayed at the registered office as well as corporate office of the Company and immediately after the declaration will also be placed on the Company's website at [www.sonacomstar.com](http://www.sonacomstar.com) and on the website of NSDL e-voting at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and the same shall be communicated to BSE Limited (**BSE**) and the National Stock Exchange of India Limited (**NSE**).
- The 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 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.
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 the regulatory purposes.

#### Manner of registering / updating email addresses:

##### A) For members holding shares in physical mode:

Members holding shares in physical mode who have not registered/ updated their email addresses with the Company, are requested to register/update the same by providing the signed **Form ISR-1** to Company's RTA. Members can also write to the Company/RTA at [investor@sonacomstar.com](mailto:investor@sonacomstar.com) / [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) respectively along with the copy of signed Form ISR-1 mentioning all the details including folio number, name and address of the member, permanent account number (**PAN**), email address, mobile number etc.

##### B) For members holding shares in dematerialised mode:

Members holding shares in dematerialised mode are requested to register/ update their email addresses/ electronic bank mandate by contacting their respective depository participant.

13. Since the AGM will be held through VC/ OAVM, the route map of the venue of the meeting is not annexed hereto.
14. The members, whose names appear in the Register of Members/list of Beneficial Owners as on the **Cut Off Date i.e., Friday, 21<sup>st</sup> June 2024**, 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.
15. 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. **28<sup>th</sup> June 2024** and also during the AGM. Members seeking to inspect such documents can send an email at [investor@sonacomstar.com](mailto:investor@sonacomstar.com).
16. The final dividend for the Financial Year ended 31<sup>st</sup> March 2024 as recommended by the Board, if approved at the AGM, will be paid to those members whose name will appear in the Company's Register of Members or as the Beneficial Owner as per the record of depositories as on the Record Date i.e. **Friday, 14<sup>th</sup> June 2024**.

Members are requested to update/register electronic bank mandate for the purpose of receiving the dividends directly in their bank account(s) on pay-out date.

#### Manner of registering / updating Electronic Bank Mandate:

##### A. For members holding shares in physical mode:

Members holding shares in physical mode who have not updated their mandate for receiving the dividends directly in their bank account(s) on pay-out date through Electronic Clearing Services or any other means (**Electronic Bank Mandate**), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically, by sending the signed Form ISR-1 to Company/RTA along with the following details/document by email to [investor@sonacomstar.com](mailto:investor@sonacomstar.com) / [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com);

- i) Name and branch of bank in which dividend is to be received and bank account type;
- ii) Bank account number allotted by your Bank after implementation of core banking solutions;
- iii) 11digit IFSC Code; and

- iv) Self-attested scanned copy of cancelled cheque bearing the name of the members or the first holder, in case shares are held jointly.

**B. For members holding shares in dematerialised mode:**

Members holding shares in dematerialised mode are requested to register/ update Electronic Bank Mandate by contacting their respective depository participant.

17. Members holding shares in dematerialised form 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 (where shares are held in dematerialised mode) and with the Company's Registrar and Transfer Agent (**RTA**) (where shares are held in physical mode) by providing the signed Form ISR-1 which is available on the website of the Company at <https://sonacomstar.com/investor-relations>. The Company or the Share Transfer Agent will not act on any direct request from such members for change/deletion in bank details.
18. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by 30<sup>th</sup> June 2024 and linking PAN with Aadhaar by 30<sup>th</sup> June 2024. Further, members holding shares in electronic form are required to update their nomination details by 30<sup>th</sup> June 2024. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars and share transfer agent i.e. M/s KFin Technologies Limited at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com). The forms for updating the same are available on the website of the Company at <https://sonacomstar.com/investor-relations> and on the website of the RTA of the Company at Investor Support Center Kfintech <https://ris.kfintech.com>
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, in case the shares are held by them in dematerialised form and to the Company/RTA, in case the shares are held by them in physical form.

**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, the TDS rate of 10% is subject to provisions of Section 206AB of the IT Act (effective from 01<sup>st</sup> July 2021) which introduces special provisions for TDS in respect of non-filers of income-tax return. As provided in Section 206AB of the IT Act, tax is required to be deducted, at the higher of the following rates, in case of payments to the '**specified person**'.

- At twice the rate specified in the relevant provision of the IT Act; or
- At twice the rate or rates in force; or
- At the rate of 5%.

The term 'Specified Person' as defined in Section 206AB of the IT Act means a person who has not furnished the return of income for the assessment year relevant to the previous year immediately preceding the Financial Year in which tax is required to be deducted, for which the time limit for furnishing the return of income under sub-section (1) of section 139 has expired and the aggregate of tax deducted at source and tax collected at source in his case is rupees fifty thousand or more in the said previous year.

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 5,000/-**, 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"> <li>1. A self-declaration that they are governed by the provisions of Section 10(23D) of the Income-tax Act, 1961;</li> <li>2. Self-attested copy of SEBI registration certificate; and</li> <li>3. Self-attested copy of PAN.</li> </ol>
Insurance Companies	<ol style="list-style-type: none"> <li>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;</li> <li>2. Self-attested copy of IRDA registration certificate; and</li> <li>3. Self-attested copy of PAN.</li> </ol>
Category I and II Alternative Investment Fund (AIF)	<ol style="list-style-type: none"> <li>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;</li> <li>2. Self-attested copy of SEBI registration certificate; and</li> <li>3. Self-attested copy of PAN.</li> </ol>
Other non-individual resident shareholder	<ol style="list-style-type: none"> <li>1. A self-declaration that dividend receivable by them is exempt from tax under Section 196 or other relevant provisions of the Income-tax Act, 1961; and</li> <li>2. Self-attested copies of documents in support of the claim.</li> </ol>

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:

- a) 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>)

- b) Self-attested copy of Tax Residency Certificate (TRC) (for the period April 2024 to March 2025) obtained from the tax authorities of the country of which the shareholder is a resident.
- c) Self-declaration in electronic Form 10F is required.
- d) Self-declaration by shareholder of meeting treaty eligibility requirement and satisfying beneficial ownership requirement (for the period April 2024 to March 2025) (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.

**Note:** The non-resident who does not have the permanent establishment is excluded from the scope of a "Specified Person definition" as provided under section 206AB of the IT Act.

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 **Friday, June 14, 2024**.

Kindly note that no communication/documents on the tax determination/ deduction shall be considered post 11:59 PM (IST) of **Friday, June 14, 2024**.

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, 25<sup>th</sup> June 2024 at 9:00 A.M. (IST)** and ends on **Thursday, 27<sup>th</sup> June 2024 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, 21<sup>st</sup> June 2024** may cast their vote electronically. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. **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 09<sup>th</sup> 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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

#### 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?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, 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.

- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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.nsd.com](http://www.evoting.nsd.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto: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 Scrutinizer by e-mail to [info@piassociates.co.in](mailto:info@piassociates.co.in) with a copy marked to [evoting@nsdl.com](mailto: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.nsd.com](http://www.evoting.nsd.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.nsd.com](http://www.evoting.nsd.com) or call on.: 022 - 4886 7000 or send a request to (Ms. Pallavi Mhatre – Senior Manager, NSDL at [evoting@nsdl.com](mailto: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 physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor@sonacomstar.com](mailto:investor@sonacomstar.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investor@sonacomstar.com](mailto: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.**





3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 09<sup>th</sup> 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.

#### **INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the 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 laptops 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](mailto: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 01<sup>st</sup> July 2016. He was appointed as Managing Director and Group Chief Executive Officer of the Company with effect from 05<sup>th</sup> July 2019 and was re-appointed as Managing Director and Group Chief Executive Officer with effect from 05<sup>th</sup> July 2022. He has been associated with the Company for more than 7 (seven) 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 this, 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 19 (nineteen) years of experience, including 8 (eight) 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.

He was awarded 'Entrepreneurial CEO of the Year 2021' by EY India in April 2022. He was also recognised as one of the India's 40 under forty hottest business leaders by the Economic Times in 2018.

Pursuant to section 152(6) of the Companies Act, 2013, not less than 2/3<sup>rd</sup> 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 2/3<sup>rd</sup>, 1/3<sup>rd</sup> 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 offer 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 26<sup>th</sup> Annual General Meeting of the Company held on 14<sup>th</sup> 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**.

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

Based on the recommendation of the Nomination and Remuneration Committee (**NRC**), the Board of the Directors of the Company in their meeting held on 05<sup>th</sup> July 2019, has approved the appointment of Mr. Sunjay Kapur, as Non-Executive Chairman of the Company w.e.f. 05<sup>th</sup> July 2019. His appointment was subsequently approved by the members of the Company in the extra ordinary general meeting held on the same day i.e. 05<sup>th</sup> July 2019.

Further, based on the recommendation of NRC, the Board of Directors of the Company in their meeting held on 22<sup>nd</sup> day of February, 2021, had approved the variation in terms of appointment and remuneration payable to Mr. Kapur as the Non-Executive Director and Chairman of the Company w.e.f. 22<sup>nd</sup> February 2021, which was subsequently approved by the members of the Company in the extra ordinary general meeting held on the same day i.e. 22<sup>nd</sup> February 2021.

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023, read with Regulation 17(1D) in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015, (**Listing Regulations**) which provides that **“w.e.f. 01<sup>st</sup> April 2024, the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be.”**

**Provided that the continuation of the director serving on the board of directors of a listed entity as on 31<sup>st</sup> March 2024, without the approval of the shareholders for the last five years or more shall be subject to the approval of shareholders in the first general meeting to be held after 31<sup>st</sup> March 2024.”**

Since, Mr. Kapur was appointed as a Non-Executive Chairman of the Company w.e.f. 05<sup>th</sup> July 2019, therefore, in light of the Regulation 17(1D) of the Listing Regulations, the approval of shareholders of the Company is required for continuation of Mr. Sunjay Kapur (DIN: 00145529) as the Non-Executive Director and Chairman of the Company on the terms of appointment and remuneration as approved by the shareholders of the Company in the extra ordinary general meetings held on 05<sup>th</sup> July 2019 read with the shareholders' resolution dated 22<sup>nd</sup> February 2021.

Mr. Kapur is not disqualified in terms of Section 164 of the Act and has given his consent to act as a director of the Company. He is not debarred from holding the office of a director by virtue of any order issued by the Securities and Exchange Board of India or any other such authority.

#### Brief Profile

Mr. Sunjay Kapur has over two decades of experience and expertise in the automotive industry. Mr. Kapur hold eminent positions in several autonomous industry associations and fora. He is a member of the National Council of the

Confederation of Indian Industry (**CII**) and Current Deputy Chair of CII Northern Region (2024-25). He Chaired the CII Europe Committee for 2023-24. He is on the Governing Board & Council of CII-VLFM (Visionary Leadership for Manufacturing) Programme, on the Advisory Board of CII-Triveni Water Institute, and a Member of CII Task Force on Global Value Chains (GVCs). He has notably served as the Co-Chair of the CII National Manufacturing Council (2020–23) and Chairman of CII Haryana State Council (2020–21).

Mr. Kapur completed his two-year term as President of the Automotive Component Manufacturers Association of India (2021-23). He is presently Mentor to the Young Business Leaders' Forum (YBLF) at ACMA. Mr. Kapur is a member of the All-India Management Association (AIMA) Council. He is also a member of Entrepreneurs' Organisation, Delhi Chapter, and Young Presidents' Organisation (YPO Gold), New Delhi.

Mr. Kapur is on the Board of Governors of his alma mater, The Doon School, India since 2020. He also serves as Chairman of the school's Sports Committee, promoting sports and overall development amongst students. Mr. Kapur is also on the Advisory Council of Munjal Institute for Global Manufacturing (MIGM), India. Recognised globally for his entrepreneurial spirit, Mr. Kapur was notably elected as the Global Chairman of Entrepreneurs' Organisation (2007-08), becoming the first and only person from India to hold this prestigious position.

He holds a bachelor's degree in business administration from the University of Buckingham, U.K. Additionally, he was in the class of 'The Birthing of Giants' program at MIT, USA, a three-year program by EO, MIT, and Inc. Magazine. In 2013, he completed the Owner President Management (OPM) program at Harvard Business School. He has also completed a program on 'Growth in the Family Enterprise' at the Indian School of Business and the University of Pennsylvania (Wharton).

Mr. Sunjay Kapur is a doyen of the Indian Auto Industry. He serves as an Independent Director on the board of listed and other companies. Prior to his appointment as Non-Executive Director, Mr. Kapur was the Managing Director of the Company and has been continuously associated with the company since August 2006. In his previous role as Managing Director, Mr. Kapur was responsible for management of the whole of affairs of the Company.

Mr. Kapur's current responsibilities includes the followings:

- (i) engage with the customers (along with the other key managerial personnel and relevant employee(s) of the Company);
- (ii) represent himself, the Company and its subsidiaries in industry associations, forums;
- (iii) attend conferences and other business events;
- (iv) contribute and participate in the strategic planning for the Company and its subsidiaries;
- (v) introduce new customers to the Company; and
- (vi) introduce new technology partner(s) to the Company.

The remuneration payable to Mr. Sunjay Kapur, as Non-Executive Director and Chairman of the Company, as approved by the shareholders in their extra ordinary general meeting held on 05<sup>th</sup> July 2019 read with the shareholders resolution dated 22<sup>nd</sup> February 2021, is mentioned hereinbelow. There is no change or increment in the remuneration of Mr. Sunjay Kapur, since 05<sup>th</sup> July 2019.

**a) Remuneration:**

Mr. Kapur shall be entitled to the remuneration of INR 2,40,00,000 (Indian rupees two crores and forty lakhs only) per annum, payable by the Company on a monthly basis.

**b) Perquisites / Benefits:**

In addition to the above remuneration, he shall continue to be entitled to following perquisites / benefits:

- i. maintenance of the current office for his exclusive use at the manufacturing unit of the Company located at Unit-2 of the Company at Sona Enclave, Village Begumpur Khatola, Gurgaon;
- ii. a personal secretary or assistant, in accordance with the employment, human resource and other relevant policies of the Company;
- iii. all existing memberships of industry associations, professional bodies and clubs which have been availed by the Company, will continue to be maintained for his use or benefit in the manner existing as on the date of this resolution;
- iv. use of car owned by the Company with a Company provided driver;
- v. reimbursement of travel expenses (including boarding, lodging, airfare, and conveyance) incurred by him for the purposes of attending customer meeting(s) and industry association meeting(s), on actual basis, and upon receipt of supporting documents. The Company will not reimburse any personal expenses incurred by him; and
- vi. reimbursement of the flight and hotel expenses for attending board and committee meetings, at actuals, in accordance with the Company's policies.

The Board considered the remuneration to be payable to Mr. Kapur as Non-Executive Director and Chairman of the Company to be commensurate with the contribution made by him, his long association with the Company and his stature and profile in the auto industry. Mr. Kapur has been and is instrumental in shaping and steering the long-term strategy of the Company. The role of Mr. Kapur as Non-Executive Director and Chairman and Mr. Vivek Vikram Singh, Managing Director & Group Chief Executive Officer (CEO) has been clearly demarcated based on their respective profiles and experience in the Company and the industry. Also, the remuneration payable to Mr. Kapur is as per industry standards and justified given his experience, expertise and responsibilities.

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 (ICSI) is given in **Annexure A**.

Except Mr. Sunjay Kapur, Non-Executive Director and Chairman of the Company and his relatives, to the extent of their shareholding interest, if any, none of the directors, key managerial personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution as set out in Item No. 4 of the notice.

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

**ITEM NO. 5**

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 30<sup>th</sup> April 2024, 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, pertaining to the relevant products prescribed under the Companies (Cost Records and Audit) Rules, 2014, for the Financial Year 2024-25, at a remuneration of INR 275,000 (Indian rupees two lakh 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 2024-25.

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 2024-25.

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.5 of this notice for the approval of the members as an **Ordinary Resolution**.

By Order of the Board  
**SONA BLW Precision Forgings Limited**

**Ajay Pratap Singh**

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

**Place:** Gurgaon

**Date:** 30<sup>th</sup> April 2024

**Registered Office:**

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

CIN: L27300HR1995PLC083037

Email – [investor@sonacomstar.com](mailto:investor@sonacomstar.com)

Website: [www.sonacomstar.com](http://www.sonacomstar.com)

Tel: +91-124-4768200



## 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 (ICSI) are as follows:

Name of director	Mr. Sunjay Kapur	Mr. Vivek Vikram Singh						
Director Identification Number (DIN)	00145529	07698495						
Age	52 years	44						
Designation/category of the Director	Non-Executive Director and Chairman	Managing Director and Group Chief Executive Officer						
Date of Birth	15 <sup>th</sup> October 1971	24 <sup>th</sup> July 1979						
Qualifications	Bachelor's degree in business administration from the University of Buckingham, U. K	B. Tech (Computer Science and Engineering) from HBTI, Kanpur and PGDM from IIM, Ahmedabad						
Date of first appointment on Board of the Company	05 <sup>th</sup> July 2019	05 <sup>th</sup> July 2019						
Directorships held in other companies	B R S Finance and Investment Company Private Limited Aureus Investment Private Limited (Previously Known as Sona Autocomp Holding Private Limited) Raghuvanshi Investment Private Limited Indian Public Schools Society Azarias Advance Systems Private Limited Jindal Steel & Power Limited Udayan Finvest Private Limited Novelic d.o.o Beograd-Zvezdara Osborne Agri Company Private Limited	Ennovi Holdings Pte. Ltd. Ionesco Cayman Investment Limited Ionesco Cayman Limited						
Number of Equity Shares held in the Company (including shareholding as a beneficial owner)	He is the significant beneficial owner as per the Companies Act, 2013 and indirectly hold 29.71% shares of the Company through Aureus Investment Private Limited (earlier Sona Autocomp Holding Private Limited) and Rani Kapur- RK Family Trust.	As on 30 <sup>th</sup> April 2024, Mr. Singh hold 3,03,000 (0.05%) equity shares of the Company.						
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 Additional information provided for Item No. 3 of this Notice.						
Inter-se relationships with directors and key managerial personnel	NA	NA						
Directorship and Committee membership held in Listed companies (other than SONA BLW) (including the listed entities from which he had resigned in past 3 years)	<table border="1"> <thead> <tr> <th>Directorship held in Listed Company</th> <th>Committee membership</th> <th>Position</th> </tr> </thead> <tbody> <tr> <td>Jindal Steel &amp; Power Limited</td> <td>-</td> <td>-</td> </tr> </tbody> </table>	Directorship held in Listed Company	Committee membership	Position	Jindal Steel & Power Limited	-	-	NA
Directorship held in Listed Company	Committee membership	Position						
Jindal Steel & Power Limited	-	-						
Key terms and conditions of re-appointment	Same terms which was earlier approved by the shareholders in its meeting held on 05 <sup>th</sup> July 2019 and 22 <sup>nd</sup> February 2021. The brief of the terms are provided in the explanatory statement.	He was re-appointed as Managing Director and Group CEO of the Company in the 26 <sup>th</sup> Annual General Meeting of the Company held on 14 <sup>th</sup> July 2022.						
Resignation from Listed Entities as Director in past 3 years	NA	NA						
Remuneration last drawn (including sitting fees, if any)	INR 24 million	As mentioned in the Corporate Governance Report.						
Remuneration proposed to be paid	As approved by the shareholders in their extra ordinary general meeting held on 05 <sup>th</sup> July 2019 read with the shareholders resolution dated 22 <sup>nd</sup> February 2021 and mentioned in the explanatory statement. There is no change or increment in the remuneration of Mr. Kapur since 5 <sup>th</sup> July 2019.	In accordance with the limit approved by the shareholders of the Company in the 26 <sup>th</sup> Annual General Meeting of the Company held on 14 <sup>th</sup> July 2022.						
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 Corporate Governance Report and explanatory statement to this notice.	As mentioned in the Corporate Governance Report.						

## INFORMATION'S AT A GLANCE

S. No	Particulars	Details
1.	Day, Date and Time of AGM	<b>Friday, 28<sup>th</sup> June 2024, 12:00 Noon (IST)</b>
2.	Mode	Video Conference (VC)/Other Audio-Visual Means (OAVM)
3.	Participation through video-conferencing	Members can login from 11:30 A.M. (IST) on the date of AGM at <a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a>
4.	Helpline email-id and contact number for e-voting and AGM participation	<b>NSDL:</b> - <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30. <b>CDSL:</b> - <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 i.e. by 12:00 Noon (IST) on <b>Friday, 28<sup>th</sup> June 2024</b> by any of the following process: <ul style="list-style-type: none"> <li>Email to <a href="mailto:investor@sonacomstar.com">investor@sonacomstar.com</a> mentioning name, demat account number/folio number, registered email ID, mobile number, etc.</li> <li>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.</li> </ul>
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 <a href="mailto:investor@sonacomstar.com">investor@sonacomstar.com</a> 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 <a href="http://www.sonacomstar.com">www.sonacomstar.com</a>
8.	Total dividend for FY24 recommended by Board	<b>INR 3.06</b> (Rupees three six paise only) (30.6%) per Equity Share of the face value of INR 10 each/-.
9.	Record date for final dividend	Record date for final dividend is <b>Friday, 14<sup>th</sup> June 2024</b> .
10.	Information of tax on dividend 2023-24	As mentioned in this Notice.
11.	Cut-off date for e-voting	<b>Friday, 21<sup>st</sup> June 2024</b> .
12.	Remote e-voting start time and date	<b>Tuesday, 25<sup>th</sup> June 2024 at 9:00 A.M. (IST)</b>
13.	Remote e-voting end time and date	<b>Thursday, 27<sup>th</sup> June 2024 at 5:00 P.M. (IST)</b>
14.	Email registration & contact updation process	<b>Demat shareholders:</b> Contact your respective Depository Participant. <b>Physical Shareholders:</b> Send Form ISR-1 and other relevant forms to KFinTech at Selenium, Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana India – 500 032 or at the email Id <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> .