

Date: - 18th November, 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: - POSTAL BALLOT NOTICE

Dear Sir / Madam,

Pursuant to Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice dated 17th November, 2025, along with the explanatory statement. The notice is being sent to those shareholders, who hold equity shares of the Company as on the cut off date i.e. **Friday, 14th November, 2025**, on their registered email id with the depositories for seeking their approval for the following business item:

ITEM 1: TO CONSIDER AND APPROVE SONA BLW PRECISION FORGINGS LIMITED- PERFORMANCE SHARE PLAN – 2025. - As a Special Resolution.

The remote e-voting period commences on **Thursday, 20th November, 2025** at 9.00 a.m. (IST) onwards and will end on **Friday, 19th December, 2025** at 5.00 p.m. (IST). The Postal Ballot Notice is also available on the website of the Company at www.sonacomstar.com.

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

Encl: As above



SONA BLW PRECISION FORGINGS LIMITED

CIN: L27300HR1995PLC083037

Registered office: - Sona Enclave, Village Begumpur Khatola, Sector 35,
Gurgaon - 122004 (HR)

Website: www.sonacomstar.com, **E-mail:** investor@sonacomstar.com,

Contact No:- +91 124 476 8200

Postal Ballot Notice

Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (**the "Act"**), read together with the Companies (Management and Administration) Rules, 2014, as amended from time to time, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (**the "MCA Circulars"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**"Listing Regulations"**), read with applicable circulars under the Listing Regulations, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution appended below are proposed to the shareholders for passing through postal ballot by way of remote e-voting (**"e-voting"**) process. An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice (**"the Notice" or "the Postal Ballot Notice"**).

In compliance with Regulation 44 of the Listing Regulations as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository

participant(s). The details of the procedure to cast the vote forms part of the **'Notes'** to this Notice.

The Board has appointed Mr. Nitesh Latwal (Membership No. – ACS 32109; CP No. 16276) and failing him Mr. Ajay Khandelwal (Membership No. – FCS 12387; CP No. 18606), Partners of M/s. PI & Associates, Practicing Company Secretaries, as the scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, and Secretarial standards -2 (SS-2), the Company has provided e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of National Securities Depository Limited ("**NSDL**") for facilitating e-voting. The Company has made necessary arrangements with KFin Technologies Limited, Registrar and Share Transfer Agent ("**RTA**") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The e-voting period shall commence on **Thursday, 20th November, 2025 at 09:00 A.M. (IST)** and end on **Friday, 19th December, 2025 at 05:00 P.M. (IST)**. Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (**FOR**) or dissent (**AGAINST**) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on **Friday, 19th December, 2025**. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Company (**the "Chairman"**) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced by him within 2 (two) working days from the conclusion of the e-voting.

The results of the Postal Ballot will be intimated to the National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE), where the shares of the Company are listed. The said results along with the Scrutinizer's Report will also be displayed on the website of the Company at www.sonacomstar.com as well as on NSDL's website at www.evoting.nsdl.com and will be displayed on the notice board of the Company at its Registered Office & Corporate Office. In accordance with SS-2, the resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e., **Friday, 19th December, 2025**. Further, the resolution passed by the members through postal ballot shall be deemed to have been passed as if it is passed at a General Meeting of the Members.

Item No.1

TO CONSIDER AND APPROVE SONA BLW PRECISION FORGINGS LIMITED- PERFORMANCE SHARE PLAN – 2025.

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**) (including any amendment thereto or re-enactment thereof), read with the Companies (Share Capital and Debentures) Rules, 2014, Regulation 6(1) and applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SBEB & SE Regulations”**), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), provisions of any notifications, circulars, guidelines and other applicable regulations prescribed by the Securities and Exchange Board of India (**“SEBI”**) and other applicable laws for the time being in force, relevant provisions of the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory guidelines / circulars in that behalf and subject to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and also any conditions and modifications as may be prescribed / imposed by such appropriate regulatory authority(ies) / institution(s) while granting any such approval(s), consent(s), permission(s) and / or sanction(s), and based on the recommendation and approval of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to introduce and implement the Sona BLW Precision Forgings Limited-Performance Share Plan – 2025 (**“PSP 2025”**) and authorizing the Board of Directors (hereinafter referred to as the **“Board of Directors”** which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee) to create, grant, offer, issue and allot such number of equity shares (**“New Shares”**) not exceeding 1,500,000 (One million and five hundred thousand only), having face value of INR 10 /- (Indian Rupees Ten only), representing 0.24% of the present issued equity share capital as on the effective date of the PSP 2025, and to offer and allot New Shares in yearly tranche over a period of 5 (five) financial years based on achievement of performance metrics (i.e., growth in consolidated EBIDTA* in the previous year), at the face value, to Mr. Vivek Vikram Singh (DIN: 07698495), in his capacity as the Managing Director and Group CEO of the Company (**“Eligible Employee”**), subject to payment / recovery of requisite Purchase Price and applicable taxes, in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and on terms and conditions of the PSP 2025.

RESOLVED FURTHER THAT pursuant to section 196, 197, 198, 203 and Schedule V and other applicable provisions of the Companies Act, 2013 (**“Act”**), if any, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other applicable provisions, if any and applicable regulation of the Listing Regulations and subject to such other approval(s)/ permission(s), if any, as may be required, the perquisites arising consequent to the allotment of equity shares under the PSP 2025 to Mr. Vivek Vikram Singh (DIN: 07698495), in his capacity as the Managing Director and Group CEO of the Company, in addition to the remuneration payable to him as per the shareholders resolution passed by the

members of the Company at their Annual General Meeting held on 14th July, 2022, within the overall limit of 5% of the net profits of the Company as calculated under section 197, 198 of the Act, in any financial year(s), be and is hereby approved.

RESOLVED FURTHER THAT the New Shares to be issued and allotted by the Board and/or Nomination and Remuneration Committee in the manner aforesaid shall rank *pari passu* in all respects with the existing equity shares of the Company including dividend entitlement and will remain locked in for a period of 1 (One) year from the date of allotment.

RESOLVED FURTHER THAT the PSP 2025 shall be administered by the Nomination & Remuneration Committee of the Company who shall have all the necessary powers as defined in the PSP 2025 and is hereby designated as Compensation Committee for the PSP 2025, in pursuance of the SBEB & SE Regulations for the purpose of administration and implementation of the PSP 2025 and all references to Board or Board of Directors herein shall include the Nomination and Remuneration Committee constituted by the Board to exercise its powers including the powers conferred by this resolution.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger, sale of division/ undertaking or other re-organisation, the ceiling aforesaid in terms of the number of New Shares reserved under the PSP 2025 shall be adjusted with a view to facilitate fair and reasonable adjustment to the Eligible Employee as per provisions of the SBEB & SE Regulations and such adjusted number of the New Shares shall be deemed to be the ceiling as if originally approved.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided, split or consolidated, then the number of New Shares to be allotted and, to the extent allowed, the exercise price payable under the PSP 2025 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present equity share of the Company having face value of INR 10/- (Rupees Ten Only) per New Share bears to the revised face value of the equity shares of the Company after such sub-division, split or consolidation, without affecting any other rights or obligations of the said Eligible Employee.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, under the SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the PSP 2025.

RESOLVED FURTHER THAT the Board of Directors and/or the Nomination & Remuneration Committee be and is hereby authorised to create, offer, issue and allot equity shares in terms of the PSP 2025, to take necessary steps for listing of the New Shares allotted under the PSP 2025 on the National Stock Exchange of India Limited and the BSE Limited and/or any other stock exchanges where the shares of the Company are listed in due compliance with SBEB & SE Regulations and other applicable laws, rules, and regulations, and also authorized at any time to modify, change, vary, alter, amend, suspend or terminate the PSP 2025 and to do all such acts, deeds matters and things as it may in its absolute discretion deem fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to

such modification, change, variation, alteration, amendment, suspension or termination of the PSP 2025 and do all other things incidental and ancillary thereto.

RESOLVED FURTHER THAT the Board of Directors and/or the Nomination & Remuneration Committee be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appointing advisors, merchant bankers, consultants or representatives, being incidental for the effective implementation and administration of the PSP 2025 and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution."

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

Sd/-

Ajay Pratap Singh

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

Place: Gurugram

Date: 17th November, 2025

Notes:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reason/ rationale for the proposal is annexed herewith.
2. This Postal Ballot Notice is being sent to only those members whose name appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") and whose email address is registered with the Company / their Depository Participant(s), as on **Friday, 14th November, 2025 ("Cut-off Date")**. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would only take place through the e-voting system.
3. The e-voting period commences from **Thursday, 20th November, 2025 at 09:00 A.M. (IST)** and end on **Friday, 19th December, 2025 at 05:00 P.M. (IST)**. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on the resolution is casted by the member, he/she shall not be allowed to change it subsequently.
4. The resolution, if passed by the requisite majority through postal ballot, will be deemed to have been passed on the last date specified for voting i.e. **Friday, 19th December, 2025**.
5. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within 2 (two) working days from the conclusion of e-voting. The Scrutinizer Report along with the e-voting results will also be displayed on the Notice Board of the Company at its Registered Office and Corporate Office and also be placed on the Company's website at <https://www.sonacomstar.com> and on the website of the NSE, BSE and NSDL.
6. All documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, members may also send their requests to investor@sonacomstar.com or einward.ris@kfintech.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.

7. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participants.
8. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**
 1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@sonacomstar.com.
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@sonacomstar.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

E-voting:

- a) In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its members to cast their votes electronically in respect of the resolution as set out in this postal ballot Notice.
- b) The e-voting period commences from **Thursday, 20th November, 2025 at 09:00 A.M. (IST)** and end on **Friday, 19th December, 2025 at 05:00 P.M. (IST)**. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- c) The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the **Cut-off Date i.e. Friday, 14th November, 2025.**

- d) Members holding shares, as on the **Cut-off Date**, (including those Members who may not receive this postal ballot notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in this Postal Ballot Notice only through the e-voting.

The instructions for e-voting are as follows:

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

Step 1: Access to the NSDL e-voting system

Step 2: Cast your vote electronically on NSDL e-voting system.





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at

	<p>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. 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 (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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links</p>

	<p>provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the

'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@piassociates.co.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre – Senior Manager, NSDL at evoting@nsdl.co.in.

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

Item No.1

The members of the Company at their Extra Ordinary General Meeting held on 5th July 2019 appointed Mr. Vivek Vikram Singh ("**Mr. Singh**") as the Managing Director and Group CEO of the Company for a period of 3 (three) years effective from 5th July 2019 to 4th July 2022. Mr. Singh was re-appointed for a further period of 5 (five) years from 5th July 2022 to 4th July 2027 at the Annual General Meeting held on 14th July 2022 on the terms and conditions as entailed in the board and shareholders resolution respectively.

The shareholders of the Company in their Annual General Meeting held on 14th July 2022, have approved his remuneration, as permissible under section 197 read with Schedule V of the Companies Act, 2013. The shareholders in that meeting have authorized the Board of Directors, including the Nomination and Remuneration Committee, to alter, enhance or widen the scope of remuneration (including the fixed pay, variable pay, perquisites or other benefits) or the terms and conditions of the re-appointment including periodical increase in his remuneration.

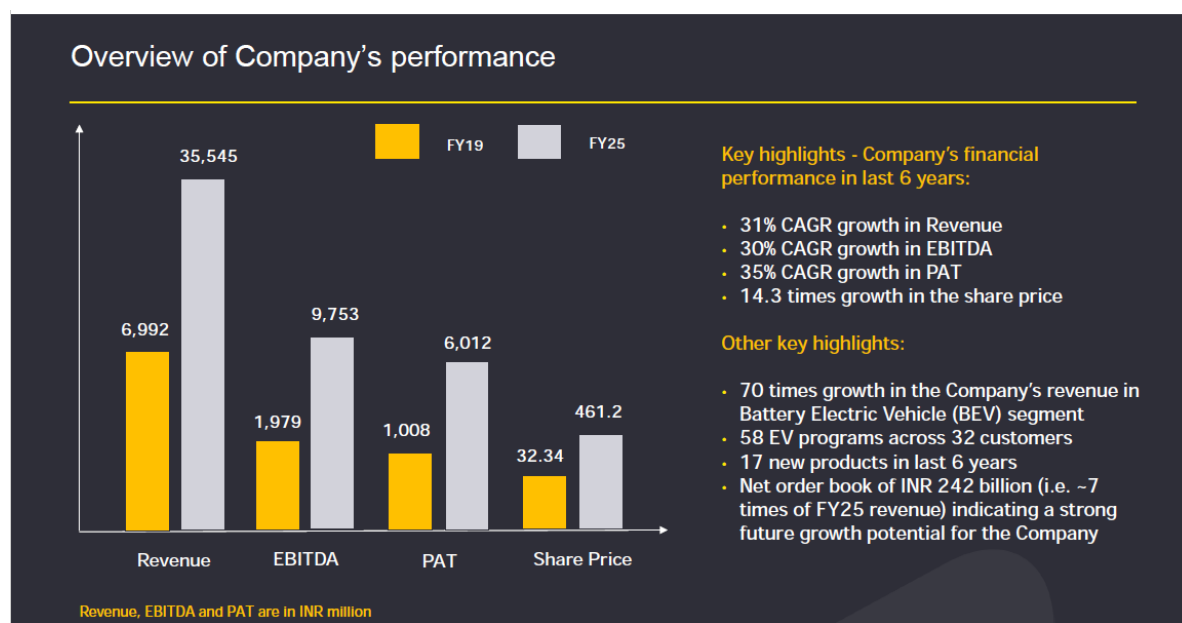
His current remuneration includes the following components: fixed pay, variable pay, Options granted under the Sona BLW Precision Forgings Limited-Employee Stock Option Plan 2023 ("**ESOP Plan 2023**"). Apart from this, Mr. Singh was also eligible for cash reward granted under the Exit Return Incentive Plan ("**ERI**", and "**ERI Plan**") adopted by Singapore VII Topco III Pte. Ltd. (erstwhile promoter holding company), which was duly approved by the shareholders at the Annual General Meeting ("**AGM**") held on 9th September 2021. The ERI was based on certain disposition event(s) in relation to its interest in the Company. However, the ERI Plan has now come to an end, and the final payout under the ERI Plan was made to Mr. Singh on 7th April 2025 and the same was also informed to the Stock Exchanges.

Pursuant to the ESOP Plan 2023, Mr. Singh was granted 11,03,400 (Eleven lakhs three thousand four hundred only) options on 25th October 2023, at an exercise price of INR 508.95 (Indian Rupees five hundred eight and ninety five paise) to be vested equally over four years. Out of that 5,51,700 (Five lakh fifty one thousand seven hundred) Options have vested so far, and Mr. Singh has exercised 2,75,850 (Two lakh seventy-five thousand eight hundred and fifty only) Options in FY 2024-25. There is no proposal to grant any additional Options under the ESOP Plan 2023 to Mr. Singh.

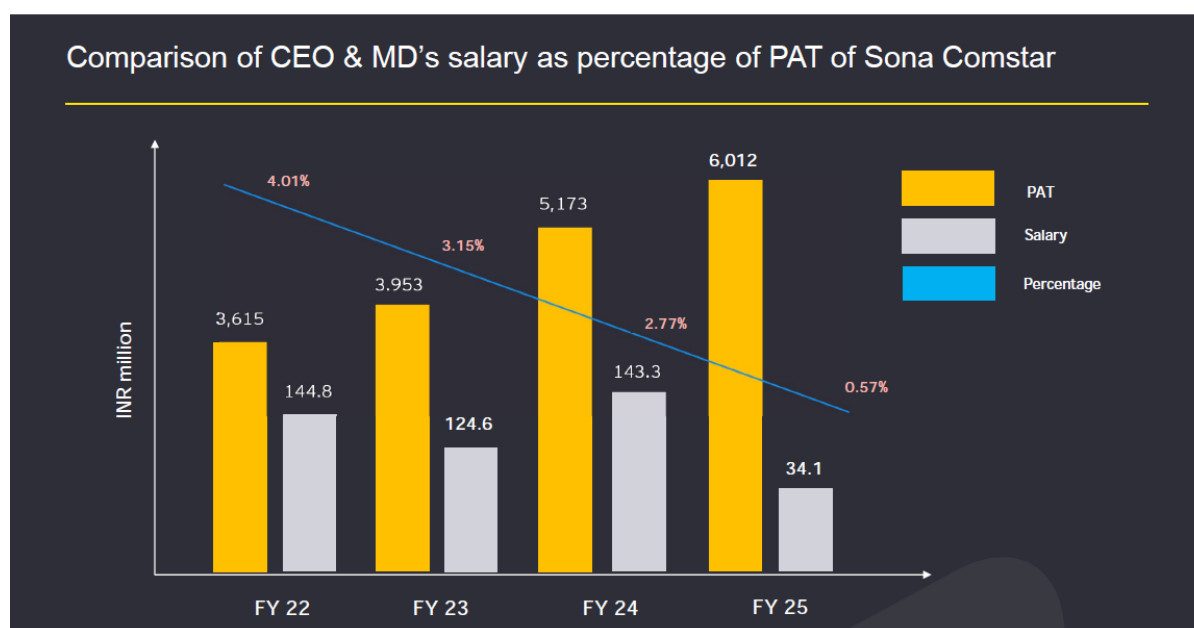
The Board of Directors and the NRC in their respective meetings held on 27th October 2025 had reviewed Mr. Singh's remuneration from the financial year 2019 through 2025 and with the current ESOP Plan 2023 not resulting in any financial gains for him, it had led to a considerable drop in his compensation compared to earlier years and even the ERI payment from the erstwhile shareholder/promoter has also been fully paid out.

Industry Benchmarking: An independent reputed professional firm was engaged by the NRC to benchmark compensation of Mr. Vivek Vikram Singh with the Managing Director & Chief Executive Officers (MD & CEOs) of 11 comparable Indian listed companies.

In the last 6 years of his term as the Managing Directors and Group CEO of the Company, with the new strategy envisaged by Mr. Singh, based on four strategic priorities – electrification, global market significance, diversification, and technology development, Mr. Singh has led the Company achieving remarkable growth on all aspects of business. It is evident in the growth of both financial and non-financial metrics. The same is highlighted in the information given below:



The graphic depiction of the Company's consolidated profit after tax (**PAT**) in proportion to the remuneration paid to Mr. Singh, for the previous 4 years, is given below:



The compensation benchmarking showed that the remuneration of Mr. Singh is one of the lowest amongst the comparable companies. The average remuneration in these comparable companies was 2.91% of the PAT, whereas remuneration of Mr. Vivek Vikram Singh was 0.57% of the PAT of the Company.

Based on the benchmarking report, the NRC recommended an optimal pay structure for Mr. Singh with the objective of aligning his compensation with the current market benchmarks to promote his retention, incentivizing him for the enhanced performance, and rewarding his performance in line with the performance of the Company.

Having considered his commitment to the Company's long-term vision, Key Performance Indicators (KPIs), and his current remuneration compared to the benchmarking data, and within the limit and power granted by the members of the Company in the Annual General Meeting of the Company held on 14th July 2022, the Board of Directors, based on the recommendation of the NRC in their respective meetings held on 27th October 2025 had revised the current remuneration of Mr. Singh, which is reproduced below for the information of the shareholders of the Company:

i. Increase in CTC – 15% for FY 2025-26

This increase in CTC will translate into:

a. Salary (including HRA, perquisites and other allowances): INR 29.92 million

b. Variable pay: INR 12.83 million

The variable pay of Mr. Singh is capped between the range of 0% to 150% of the variable pay (INR 12.83 million), depending on 90%-Company's performance and 10%-Individual's performance.

ii. Annual Commission: 1% of consolidated PAT. This will be payable each year beginning from the financial year 2025-26 based on consolidated PAT achieved by the Company in the previous financial year (in the first year based on consolidated PAT for financial year 2024-25), which shall be subject to adjustments to comply with the overall limit of remuneration of 5% of net profits of the Company.

iii. Performance Based Share Plan:

The NRC noted that the current ESOP plan of 2023 is not yielding desired results in terms of value creation for MD&CEO since the exercise price payable to acquire the shares is more than the current market price. Therefore, in addition to ESOP plan of 2023, the Company may implement a new share-based plan for the MD& Group CEO. Under the proposed Plan, the Company may, subject to the approval of the shareholders of the Company, offer shares each financial year for a period of 5 years based on achievement of performance metrics (such as growth in consolidated EBIDTA* in the previous year, to be subscribed at face value). The shares allotted to Mr. Singh pursuant to the PSP shall be lock-in period of 1 (One) year from the date of allotment.

Illustrative grant of shares based on achievement of consolidated EBIDTA* is as follows:

Year-on-Year growth in EBIDTA* (Consolidated) of the Company	Number of equity shares of the Company to be offered
<5%	0
5%	100,000
>5% but less than 35%	Minimum 100,000 + Proportionate number of shares for the growth above 5% in EBIDTA* (Consolidated) of the Company i.e. 8,333 shares for each percentage of growth between 5% and 35%
35% or more	350,000

In pursuance of the approval granted by NRC and Board in their respective meetings held on 27th October 2025, as abovesaid, the Board, in recognition of Mr. Singh's exemplary leadership and his pivotal role in driving the Company's strategic growth, innovation, and shareholder value creation, the Board, on the recommendation of the Nomination and Remuneration Committee ("**NRC**"), in their respective meetings held on 17th November 2025, has approved the implementation of the Sona BLW Precision Forgings Limited- Performance Share Plan - 2025 ("**PSP 2025**"), subject to the approval of shareholders of the Company, as long term retention tool for Mr. Vivek Vikram Singh (DIN: 07698495), in his capacity as the Managing Director and Group CEO of the Company, as part of his overall remuneration package. Such alignment is essential to retain Mr. Singh and incentivize him towards enhanced performance continued contribution to the sustained growth and success of the Company. It may however be noted that the offer of share under the PSP 2025 to Mr. Singh will require the approval of the shareholders of the Company.

The overall remuneration payable to Mr. Singh, including the perquisite arising out of allotment of shares under this PSP 2025, will be within the overall limit of 5% of net profits of the Company, as calculated under section 197, 198 of the Act in a financial year. Further, Mr. Singh is not drawing any remuneration, in any form, from any of the subsidiaries of the Company.

Rationale of PSP 2025

The Company has structured the PSP 2025 for Mr. Singh, in his capacity as the Managing Director and Group CEO of the Company, whose present and potential contributions are important to the success of the Company, by offering him an opportunity to participate in the Company's future and also acquire a proprietary interest in the Company by award of Shares. The objectives of PSP 2025 are as under:

- a) Retention of Mr. Singh
- b) incentivizing Mr. Singh for the enhanced performance; and
- c) rewarding his performance in line with performance of the Company.

The salient features of PSP 2025 and the requisite disclosures w.r.t. the PSP 2025, as required under Regulation 6(2) of the SBEB & SE Regulations, are as under:

- 1. Brief Description of the PSP 2025:** The plan shall be called "Sona BLW Precision Forgings Limited-Performance Share Plan" ("**PSP 2025**"). The proposed PSP 2025 is designed to incentivize the Eligible Employee, i.e. Mr. Singh, Managing Director and Group CEO of the Company, for his enhanced performance and participation in the growth and profitability of the Company. He shall be allotted equity shares, as determined by the NRC as per the PSP 2025.

The equity shares issued under the PSP 2025 shall be **locked in for period of one year** from the date of allotment of Shares, as per the PSP 2025.

- 2. The total number of shares, as the case may be, to be offered:**

The number of equity shares that may be allotted under the PSP 2025 shall not exceed 1,500,000 (One million and five hundred thousand), having face value of INR 10 /- (Rupee Ten only), representing 0.24% of the present issued equity share capital as on the effective date of the PSP 2025, to be offered in each financial year over a period of 5 years, based on achievement of performance metrics (such as Year on Year ("YoY") growth in consolidated EBIDTA* in the previous year), to be allotted at the face value.

Further, the maximum number of the equity shares that can be offered and allotted shall stand adjusted in case of any Corporate Action (as defined in the PSP 2025).

As per the PSP 2025, the Company may offer shares each financial year for a period of 5 years based on achievement of performance metrics as set out below:

Year-on-Year growth in EBIDTA* (Consolidated) of the Company	Number of equity shares of the Company to be offered
<5%	0
5%	100,000
>5% but less than 35%	Minimum 100,000 + Proportionate number of shares for the growth above 5% in EBIDTA* (Consolidated) of the Company i.e. 8,333 shares for each percentage of growth between 5% and 35%
35% or more	350,000

- 3. Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s):**

Participation in the PSP 2025 is only intended for Mr. Singh, in his capacity as the Managing Director and Group CEO of the Company.

4. Requirements of offer and offer period:

As the Company proposes to issue equity shares under the PSP 2025, which needs to be purchased by Mr. Singh. The Company shall make an offer to Mr. Singh through a formal written process administered by the NRC and the details of the offer shall be provided in the letter, including the number of shares being offered, the lock-in period, etc. and such other details as the NRC considers appropriate.

The Offer made by the NRC may be accepted by Mr. Singh within 45 days and upon acceptance of the offer, Mr. Singh shall have to make the payment of the purchase price and applicable tax as per the terms and conditions of the PSP 2025.

5. Maximum period the shares shall be offered:

PSP 2025 is for 5 financial years starting from Financial Year 2025-26 till financial year 2029-30.

6. Purchase price:

The Purchase of the equity shares allotted under the PSP 2025 shall be at the face value of the equity shares of the Company.

7. Exercise period/offer period and process of exercise/acceptance of offer:

The NRC shall determine the dates for commencement and closure of the offer period. The offer period and acceptance of offer shall be specified in the offer letter to Mr. Singh.

8. The appraisal process for determining the eligibility of employees for the scheme(s):

Not Applicable, as the PSP 2025 is solely for one Eligible Employee i.e. Mr. Singh.

9. Maximum number of shares as the case may be, to be offered and issued per employee and in aggregate, if any:

Maximum 1,500,000 (One million and five hundred thousand) equity shares shall be allotted to Mr. Singh, in the capacity as the Managing Director and Group CEO of the Company, under the PSP 2025, each financial year over a period of 5 years, which will be based on the consolidated EBIDTA* performance of the Company of the previous financial year. Given that the shares shall be allotted only to Mr. Singh, the maximum number of shares per employee and in aggregate is the same. Further, the maximum number of the equity shares that can be offered and allotted shall stand adjusted in case of any Corporate Action (as defined in the PSP 2025).

10. Maximum quantum of benefits to be provided per employee under a scheme(s):

Apart from the allotment of equity shares as stated above, no other monetary benefits are contemplated under the PSP 2025.

11. Whether the scheme(s) is to be implemented and administered directly by the company or through a trust:

The PSP 2025 shall be implemented and administered directly by the NRC, working under the powers delegated by the Board of Directors and Shareholders.

12. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both:

The PSP 2025 shall be implemented through direct route, and the PSP 2025 is proposed for issuance of new shares of the Company.

13. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.:

Not applicable since the PSP 2025 is proposed to be implemented through direct route.

14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s):

Not applicable.

15. A statement to the effect that the company shall conform to the accounting policies specified in regulation 15:

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SBEB & SE Regulations or as may be prescribed by regulatory authorities from time to time.

16. The method which the company shall use to value its options or SARs:

The Company shall comply with the requirements of IND – AS 102 and shall use Fair value method and the fair value of Shares would be calculated as per the prescribed method under the applicable regulations.

17. Statement with regard to Disclosure in Director's Report:

The Board shall make all the relevant disclosures in the Director's Report in relation to the PSP 2025 as required under the Companies Act, 2013 and as per the SBEB & SE Regulations.

18. Period of lock-in:

The equity share issued under the PSP 2025 shall be locked in for a period of one year from the date of respective allotment.

19. Terms & conditions for buyback, if any, of specified securities covered under these regulations:

Not Applicable.

Except Mr. Vivek Vikram Singh, Managing Director and Group CEO of the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives are, concerned or interested, financially or otherwise, in the resolution as set out in item no. 1 of the Notice.

Brief details of Mr. Singh, along with disclosures required under the Listing Regulations and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, is given in the **Annexure -A** accompanying this Notice.

The Board of Directors accordingly recommends the resolution as set out in **item no. 1** of the Notice for the approval of the members as a **Special Resolution**.

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

Sd/-

Ajay Pratap Singh

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

Place: Gurugram

Date: 17th November, 2025

***EBITDA** has been calculated based on the relevant numbers extracted from the audited statement of consolidated Profit and Loss of the Company as follows. The same method of calculating EBITDA will be applied every year through the term of PSP 2025.

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Profit before tax	7,983.35	6,713.06
Less:- Other income	(1,269.16)	(239.48)
Add/ Less:-Exceptional expense/ (Income)	192.85	87.16
Add- Finance costs	301.73	257.98
Add- Depreciation and amortisation expense	2,543.95	2,202.25
EBITDA	9,752.72	9,020.97

Annexure-A

Particulars of Directors as required to be furnished under Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India and Regulation 36(3) of SEBI (listing obligations and disclosure requirements) regulations, 2015.

Name of director	Mr. Vivek Vikram Singh
Director Identification Number (DIN)	07698495
Age	46
Designation/category of the Director	Managing Director and Group Chief Executive Officer
Date of Birth	24 th July, 1979
Qualifications	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.
Date of first appointment on Board of the Company	5 th July, 2019
Directorships held in other companies	i. Varmora Granito Limited. ii. Ionesco Cayman Investment Limited. iii. Ionesco Cayman Limited. iv. Novelic d.o.o. Beograd
Number of Equity Shares held in the Company (including shareholding as a beneficial owner)	As on the date of the Notice, Mr. Singh holds 212,550 (Two Lakhs twelve thousands five hundred fifty) (0.034%) equity shares of the Company.
Brief Profile/resume, Experience, and Nature of expertise in specific functional areas	<p>Mr. Vivek Vikram Singh joined the Company on July 1, 2016, and he has been associated with the group for more than 9 (Nine) 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.</p> <p>Prior to joining our 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 at 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</p>

	<p>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.</p> <p>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 also chairperson of ACMA's (Automotive Component Manufacturers Association's) Electric Mobility and Telematics Pillar and a member of ACMA's Executive Committee."</p>
Inter-se relationships with directors and key managerial personnel	Not Applicable
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)	Not Applicable
Key terms and conditions of re-appointment	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 on the terms and conditions mentioned therein.
Resignation from Listed Entities as Director in past 3 years	Not Applicable
Remuneration last drawn (including sitting fees, if any)	As mentioned in the Explanatory Statement of this Notice
Remuneration proposed to be paid	As mentioned in the Explanatory Statement of this Notice
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	Not Applicable
Number of Meetings of the Board attended during the year	Mr. Singh has attended 5 (Five) out of 6 (Six) meetings held till the date of this Notice, during the Financial year 2025-26.

Information at a glance

Particulars	Notes
Cut-off Date to determine eligible numbers to vote on the resolution	Friday, 14th November, 2025
Voting start time and date	9.00 a.m. (IST), on Thursday, 20th November, 2025
Voting end time and date	5.00 p.m. (IST), Friday, 19th December, 2025
Date on which the resolution is deemed to be passed	Last date of voting i.e. Friday, 19th December, 2025
Name, address and contact details of Registrar and Share Transfer Agent.	Contact name: Mr. Umesh Pandey Kfin Technologies Limited Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 Contact details: inward.ris@kfintech.com Contact number – 1800-309-4001
Name, address and contact details of e-voting service provider	Contact name: Ms. Pallavi Mhatre National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, India Contact details: evoting@nsdl.co.in ; Contact number- 022 - 4886 7000 and 022 - 2499 7000
NSDL e-voting website address	https://www.evoting.nsdl.com/