SONA COMSTAR

Date: September 3, 2026

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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice dated August 31, 2026, 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, August 28, 2026, on their registered email addresses with the depositories for seeking their approval for the following business item:

ITEM 1: To approve and ratify material related party transaction(s) and related arrangements between the Company and Sona Comstar eDrive Private Limited. - by way of an Ordinary Resolution.

The remote e-voting period period will commence on **Friday, September 4, 2026** at 9.00 a.m. (IST) and will conclude on **Saturday, October 3, 2026** at 5.00 p.m. (IST). The Postal Ballot Notice is also available on the Company's website at www.sonacomstar.com.

This is for your information and record.

Thanking you,
For SONA BLW PRECISION FORGINGS LIMITED

Pankaj Gupta

Digitally signed by Pankaj Gupta
Date: 2026.09.03 18:03:34 +05'30'

Pankaj Gupta
Senior Vice President (Legal),
Company Secretary & Compliance Officer

Enclosed: As above

SONA COMSTAR

GOLDEN PEACOCK AWARDS WINNER Corporate Governance 2023

SONA BLW PRECISION FORGINGS LIMITED

CIN: L27300HR1995PLC083037
Registered office: Sona Enclave, Village Begumpur Khatola, Sector 35, Gurugram, Haryana – 122004, India
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 Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the applicable Circulars issued by the Ministry of Corporate Affairs ('MCA'), Government of India, from time to time.

Dear member(s),

Notice is hereby given that the resolution set out below is proposed for approval by the members of Sona BLW Precision Forgings Limited (**"Company"**) as an Ordinary Resolution, by means of postal ballot (**"Postal Ballot Notice" / "Notice"**), only by remote e-voting process (**"e-voting"**) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 read with other applicable provisions of the Companies Act, 2013 (**"Act"**) read together with the Companies (Management and Administration) Rules, 2014 and other relevant rules framed thereunder, if any, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 3/2025 dated September 22, 2025 and other relevant circulars (collectively referred to as **"MCA Circulars"**) issued by the Ministry of Corporate Affairs (**"MCA"**), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) read with applicable circulars issued thereunder, Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India (**"ICSI"**) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

An explanatory statement pertaining to the said resolution setting out the material facts and the reasons/rationale concerning the said item pursuant to Section 102 and Section 110 of the Act read with rules framed thereunder is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed 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 addresses are registered with the Company / depository participant(s) and whose name(s) appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (**"NSDL"**) and the Central Depository Services (India) Limited (**"CDSL"**) as on **Friday, August 28, 2026** ("cut-off date").

A physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the e-voting system only. The details of the procedure for casting the vote forms part of the **'Notes'** section to this Notice.

The Board has appointed Ms. Ayushi Jain, Proprietor, Ayushi J & Associates, Company Secretaries (Membership No. F11036), as the Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner. The Company has engaged the services of National Securities Depository Limited (**"NSDL"**) for facilitating remote e-voting. The Company has also made necessary arrangements with KFin Technologies Limited, Registrar and Share Transfer Agent (**"RTA"**) of the Company, 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 Notice is also available on the website of the Company at **https://sonacomstar.com/**

The e-voting period shall commence on **Friday, September 4, 2026 at 9:00 AM (IST)** and end on **Saturday, October 3, 2026 at 5:00 PM (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 PM (IST) on Saturday, October 3, 2026**. 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 her report to the Chairman of the Company (**"Chairman"**) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot along with Scrutinizer's Report will be announced within 2 (two) working days from the conclusion of the e-voting.

The e-voting results of the Postal Ballot will be intimated to the National Stock Exchange of India Limited (**"NSE"**) and BSE Limited (**"BSE"**), being the stock exchanges 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.soncomstar.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 e-voting i.e., **Saturday, October 3, 2026**. 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 approve and ratify material related party transaction(s) and related arrangements between the Company and Sona Comstar eDrive Private Limited.

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

"RESOLVED THAT pursuant to the applicable provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**) read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) read with relevant circulars issued thereunder (including the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions") and any other applicable provisions under any applicable laws, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the applicable provisions of the Memorandum of Association and Articles of Association of the Company, Policy on Related party Transactions, and subject to such other consent(s), sanction(s), permission(s), approval(s) as may be required to be obtained from the appropriate government, regulatory and/or statutory authorities in India or outside India, to the extent applicable and necessary, and subject to such terms and conditions as may be imposed by them, and based on the approval and recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall include a committee thereof), the consent of the members of the Company be and is hereby accorded to ratify, approve and/or continue the related party transactions entered into/to be entered by the Company with Sona Comstar eDrive Private Limited (**"Sona eDrive"**), presently a wholly owned subsidiary of the Company, to sell and transfer on a going concern basis by way of slump sale, the Electric Vehicles Business of the Company (the business of developing, designing, and carrying out manufacturing, selling and marketing of air-cooled traction motors and generators, traction inverters, e-Axles and the likes of electric and hybrid systems for 2 & 3 wheelers), including all assets and liabilities, as identified and as set out in the Business Transfer Agreement (**"BTA"**) executed between the Company and Sona eDrive on July 22, 2026, for total consideration of INR 8,932 million (Indian Rupees Eight Billion Nine Hundred Thirty-Two Million) based on the Valuation report provided by Deloitte India Valuation LLP, subject to customary closing adjustments (as defined under the BTA), consisting of cash consideration amounting to INR 8,575 million (Indian Rupees Eight Billion Five Hundred Seventy-Five Million) subject to customary closing adjustments (as defined under the BTA), and for the balance consideration amount, equity shares to be issued by Sona eDrive to the Company (the number of shares to be determined in accordance with the BTA) having face value of INR 10 (Indian Rupees Ten) at the fair value as per the valuation report to be obtained by Sona eDrive, under the applicable provisions of the Act, without values being assigned to individual assets and liabilities and on such terms and conditions as set out in the BTA and to enter into/continue with new/existing transaction(s)/ contract(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), including continuation of lease of registered office premises situated at Gurugram and entering into a new Sublease of approximately 5.13 acres of leasehold land (out of the total 10.87 acres) situated at Keelakaranai Village, Chengalpattu Taluk, Kancheepuram District, Tamil Nadu (**"Sublease Premises"**)as a Condition Precedent (**"CP"**) to the BTA, falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the Listing Regulations, with Sona eDrive, on such material terms and conditions as mentioned in the explanatory statement annexed to this resolution, notwithstanding the fact that such contracts with Sona eDrive, whether individually and/or in the aggregate, will exceed 10% of the annual consolidated turnover of the Company or 10% of the net worth of the Company, as the case may be, as per the last audited financial statements of the Company, such that the aggregate value (includes the slump sale consideration and all ancillary lease/ sublease arrangements contemplated under the transaction documents) of the Related Party Transactions with Sona eDrive shall be of INR 8,934.05 million (Indian Rupees Eight Billion Nine Hundred and Thirty-Four Million and Fifty Thousand Only) (approximately) subject to customary closing adjustments (as defined under the BTA).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, and is authorized to sign, modify and execute any papers, agreements, documents, deeds or writings including deeds of assignment/transfer/ conveyance, power of attorney and any other documents with such modifications as may be necessary to be executed in order to give effect to this resolution, to make applications and filings to competent authorities as required, for the purpose of obtaining all approvals and sanctions as may be required to be obtained by the Company in this regard and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all the actions taken by the Board of Directors, including its Committee in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

By order of the Board of Directors of
SONA BLW Precision Forgings Limited
Sd/-
Pankaj Gupta
Senior Vice President (Legal),
Company Secretary & Compliance Officer
Membership No. F4647

Place: Gurugram
Date: August 31, 2026

Notes:

1. The explanatory statement pursuant to Section 102 and Section 110 of the Act read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out all material facts and the reason/ rationale for the proposal is annexed herewith and forms part of this Notice.

2. This Postal Ballot Notice is being sent to only those members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (**"NSDL"**) and Central Depository Services (India) Limited (**"CDSL"**) and whose email address is registered with the Company / their Depository Participant(s), as on **Friday, August 28, 2026** (**"Cut-off Date"**). The voting rights of the Members shall be in proportion to their share of the paid-up ordinary equity share capital of the Company as on the 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.

3. 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, a 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.

4. The e-voting period commences from F**riday, September 4, 2026 at 9:00 AM (IST)** and end on **Saturday, October 3, 2026 at 5:00 PM (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.

5. 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. **Saturday, October 3, 2026**.

6. The Scrutinizer will submit her 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 i.e., on or before Tuesday, October 6, 2026. 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 shall also be placed on the Company's website at https://www.sonacomstar.com and on the website of the NSE, BSE and NSDL.

7. All required 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. Shareholders desirous of inspecting the required documents may send a request at investor@sonacomstar.com at least two (2) working days in advance, mentioning their name, DP ID and Client ID/Folio Number, registered email address and contact number. Shareholders may also send an email to RTA at einward.ris@kfintech.com for queries. Further the Related Party Transactions Policy is available on the website of Company at https://sonacomstar.com/files/policy/policy-on-related-party-transactions-policy-rQXZb0.pdf.

8. 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.

9. 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:

   a) 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 evoting@nsdl.co.in. 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.

b) 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.

10. **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 **Friday, September 4, 2026** at **9:00 AM (IST)** and end on **Saturday, October 3, 2026** at **5:00 PM (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 to their shareholding to the total issued and paid-up equity share capital of the Company as on the **Cut-off Date i.e. Friday, August 28, 2026**.

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.

NSDL 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.	1. 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.
	2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	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.
	4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

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

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

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

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

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically on NSDL e-Voting system?
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle. 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period. 3. Now you are ready for e-Voting as the Voting page opens. 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted. 5. Upon confirmation, the message "Vote cast successfully" will be displayed. 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page. 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ayushi.jain@ayushij.com 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 – Deputy Vice President, NSDL at evoting@nsdl.co.in.

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

Item No. 1

A. **Slump Sale of the Company's Electric Vehicle Business on a going concern basis to Sona Comstar eDrive Private Limited, presently a wholly owned subsidiary of the Company and consequent formation of joint venture with DENSO Corporation, Japan as the joint venture partner.**

1. **Background and object of the transaction(s)**

In its meeting held on July 22, 2026, the Board had approved the carve-out and transfer of the Company's Electric Vehicle Business to Sona Comstar eDrive Private Limited (**"Sona eDrive"**), currently a wholly owned subsidiary of the Company, on a going concern basis by way of slump sale. The Electric Vehicle Business proposed to be transferred is engaged in, the business of developing, designing, manufacturing, selling and marketing of air-cooled traction motors and generators, traction inverters, eAxle, and the likes of electric and hybrid system for 2 & 3 wheelers (**"EV Business/ Electric Vehicle Business"**).

The aggregate consideration for the proposed transfer of Electric Vehicle Business is INR 8,932 million (Indian Rupees Eight Billion Nine Hundred Thirty-Two Million) subject to customary closing adjustments (as defined under the Business Transfer Agreement (**"BTA"**) executed on July 22, 2026, between the Company and Sona eDrive), payable in the following manner:

- cash consideration amounting to INR 8,575 million (Indian Rupees Eight Billion Five Hundred Seventy-Five Million), subject to customary closing adjustments as may be agreed under the BTA; and
- for the balance consideration amount, equity shares of Sona eDrive to be issued to the Company. The number of shares is to be determined in accordance with the BTA, having face value of INR 10 (Indian Rupees Ten only) each and the shares are to be issued at the fair value as per the valuation report to be obtained by Sona eDrive, under the applicable provisions of the Act.

The transfer shall be undertaken on a slump sale basis as a going concern, without assigning individual values to the assets and liabilities comprising the Electric Vehicle Business.

The Company has also executed a share subscription agreement (**"SSA"**) with Sona eDrive and DENSO Corporation (**"DENSO"**), through which DENSO will invest 49% of the paid-up capital of Sona eDrive at the mutually agreed valuation of INR 17,500 million (Indian Rupees Seventeen Thousand Five Hundred Million), subject to customary closing adjustments (as defined under the SSA). Accordingly, the shareholding of Sona eDrive (after such investment) will be as follows:

- 51% shareholding will be held by the Company; and
- 49% shareholding will be held by DENSO.

In this connection, the Company also executed a Shareholders' Agreement (**"SHA"**) amongst the Company, Sona eDrive and DENSO setting out, inter-alia, the governance framework, management rights, reserved matters, transfer restrictions, shareholder rights and obligations and customary terms.

The above transactions are collectively referred to as the **"Proposed Transaction"**.

2. **Regulatory framework and need for shareholders' approval**

Sona eDrive, presently a wholly owned subsidiary (**"WoS"**) of the Company, is a related party of the Company under the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**). However, pursuant to the Proposed Transaction and the overall transaction structure, the Company's shareholding in Sona eDrive, shall be diluted down to 51% (fifty-one per cent) and accordingly, considering the material nature of the transaction and the fact that this transaction can not be considered in the ordinary course of business, the approval of and ratification by the shareholders of the Company is proposed to be obtained in accordance with the laws as may be applicable.

In compliance with Regulation 23(4) of the Listing Regulations, no related party of the Company shall vote to approve the aforesaid related party transaction (**"RPT"**) irrespective of whether the concerned individual / entity is a related party to the aforesaid RPT or not.

The management assessed the Proposed Transaction to be in the larger interest of the Company and is expected to facilitate strategic business objectives, unlock significant value and support long term growth of the EV Business.

Further, considering that the transaction value with Sona eDrive exceeds the threshold prescribed under the following provisions of the Act and the

Listing Regulations, the Proposed Transaction requires approval of the shareholders of the Company. The relevant provisions are mentioned below:

a. **Rule 15(3) (a) (ii) of the Companies (Meeting of Board and its Powers) Rules, 2014:** The sale or disposal of or buying property of any kind, directly or through appointment of agent, amounting to 10% or more of the net worth of the Company requires approval of the shareholders of the Company;

b. **Regulation 23(1) read with Schedule XII of the Listing Regulations:** A listed entity with the consolidated turnover upto INR 20,000 crore, is required to obtain approval of the shareholders, if the value of the RPT exceeds 10% of annual consolidated turnover of the listed entity. The Company's RPT policy also contemplates shareholder approval for material RPT.

As per the audited financial statements for the financial year ended 31 March 2026, the Company's:

a. consolidated turnover is INR 44,494.60 million and the corresponding materiality threshold is INR 4,449.46 million; and

b. standalone net worth is INR 57,767.76 million and the corresponding materiality threshold is INR 5,776.77 million.

Accordingly, the transactions specified in Item No.1 of this notice qualify as material related party transaction, both from the perspective of the Companies Act, 2013 and the Listing Regulations and therefore, requires approval of the shareholders of the Company.

Further, pursuant to the provisions of Section 180 (1) (a) of the Act, a company shall not, except with the consent of the members by way of a special resolution, sell, lease, or otherwise dispose off the whole, or substantially the whole, of the undertaking of the Company in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the Company during the previous financial year.

Based on the audited financial statements for the financial year 2025-26, the EV Business neither contributed 20% or more of the Company's total income nor represents 20% or more of the Company's net worth and therefore does not constitute an "undertaking" nor substantially the whole of an undertaking for the purpose of Section 180(1)(a) of the Act. Accordingly, Shareholder approval under section 180(1) (a) of the Act and Regulation 37A of the Listing Regulations is not required.

3. **Justification for Valuation and Consideration**

The consideration for transfer of the Electric Vehicle Business of the Company has been determined based on an independent valuation report, duly approved by the Audit Committee and considered by the Board while approving and recommending the aforesaid Related Party Transaction to the shareholders for their consideration and approval. The valuation has been carried out in accordance with generally accepted valuation principles.

In view of the Audit Committee and the Board of Directors of the Company, based on the valuation report, consideration for the Related Party Transaction is fair, reasonable and not prejudicial to the interests of the Company or its shareholders.

4. **Arm's Length Basis**

The Audit Committee and the Board of Directors of the Company have considered the valuation report issued by Deloitte India Valuation LLP and other relevant commercial factors and are of the view that the consideration and commercial terms of the Proposed Transaction are fair, reasonable and on an arm's length basis and is not prejudicial to the interest of the Company and its shareholders. The valuation of EV Business was done at the fair market value which was INR 8,932 million (Indian Rupees Eight Billion Nine Hundred Thirty-Two Million), as per the report.

B. Sublease Premium and Sublease Rent

1. As a Condition Precedent (**"CP"**) to the BTA, the Company inter-alia is required to Sublease a portion of leasehold land on which the manufacturing plant for the EV business is presently located to Sona eDrive. The proposed Sublease is of approximately 5.13 acres of leasehold land (out of the total 10.87 acres) situated at Keelakaranai Village, Chengalpattu Taluk, Kancheepuram District, Tamil Nadu (**"Sublease Premises"**), and shall be executed in favour of Sona eDrive for 29 years, which will be effective from September 1, 2026 till August 31, 2055, including a Sublease Premium and Sublease Rent free period from September 1, 2026 until the date of Closing under the BTA, as may occur in accordance with the terms thereof (**"Sublease Transaction"**).

2. The Board based on the recommendation of the Audit Committee, approved the Sublease Deed with Sona eDrive on August 31, 2026, as a related party transaction, after noting that the transaction is in the interest of the Company and that the

commercial terms as follows:

2.1 The Sublease Transaction is not an independent commercial arrangement but is ancillary, incidental and necessary for the effective transition, continuity and operation of the EV Business to be transferred pursuant to the Proposed Transaction. Both the Sublease Premium and Sublease Rent have been calculated on a proportionate basis without any mark-up in accordance with the commercial understanding as a part of the overall transaction structure contemplated under the BTA and SSA.

2.2 The Company holds the leasehold rights in respect of the leased land (aggregate approximately 10.87 acres), which was originally held by Visteon Powertrain Control Systems India Private Limited, which subsequently changed its name to Comstar Automotive Technologies Private Limited and thereafter amalgamated with Sona BLW Precision Forgings Limited pursuant to the NCLT Order dated 7 January 2022 (effective 28 January 2022). Accordingly, the Company is the successor-in-interest and holder of all leasehold rights and obligations relating to the leasehold land of the Company, pursuant to (i) Lease deed dated 15th October 2001, in respect of approximately 7.07 acres; and (ii) Lease deed dated 15th June 2007, in respect of approximately 3.80 acres, executed with Ford India Limited (**"Lessor"**) (collectively **"Main Lease Deeds"**).

2.3 The Company proposes to retain the existing leasehold rights and shall continue to remain the lessee under the Main Lease Deeds and is granting a Sublease of a portion of the leasehold land in terms of the Sublease Deed, to Sona eDrive.

2.4 No premium and rent shall be payable for the period commencing September 1, 2026 until December 31, 2026 (**"Premium and Rent-free period"**) (assuming the date of Closing to be December 31, 2026, which may vary depending on the date of Closing under the BTA). The Premium and Rent-free period is being provided to enable Sona eDrive to obtain the requisite approvals, licenses, permissions etc. as may be required from any governmental body, authority etc. from time to time in relation to the business operations of Sona eDrive. Notwithstanding the execution of Sublease Deed, the obligation of Sona eDrive to pay premium and rent and bear utility and occupancy related costs shall commence from the Closing under the BTA. Accordingly:

a. Sublease Premium payable by Sona eDrive to the Company, for an amount not exceeding INR 1,913,531/- (Indian Rupees One Million Nine Hundred Thirteen Thousand Five Hundred and Thirty-One Only), to be paid upfront within 45 days from the date of Closing under the BTA; and

b. Sublease Rent shall be INR 2,077/- (Indian Rupees Two Thousand and Seventy-Seven) per annum plus applicable taxes, to be paid from the date of Closing under the BTA.

2.5 Sona eDrive shall bear applicable stamp duty and registration charges relating to execution and registration of the Sublease Deed.

C. Lease rentals

The Company has an existing Lease Agreement with Sona eDrive, wherein the Company has rented a portion of its premise situated at the registered office of the Company, since Sona eDrive's incorporation at a monthly amount of INR 4,400 (Indian Rupees Four Thousand Four Hundred), on arm's length basis. The lease rentals payable by Sona eDrive to the Company for is INR 0.06 million (Indian Rupees Sixty Thousand only), per year.

Without prejudice to the applicability of any provisions of the Act, approval of members is being sought under section 188 and other applicable provisions of the Act and Regulation 23 of the Listing Regulations, for the below mentioned Material RPTs entered by the Company with Sona eDrive:

1. Slump Sale of the EV Business to Sona eDrive at INR 8,932 million, subject to customary closing adjustments (as defined under the BTA).
2. Sublease Premium not exceeding of INR 1.91 million and Sublease Rent of INR 0.06 million for 29 years, for renting out the property situated at Chennai, Tamil Nadu.
3. Lease Rent of INR 0.06 million for renting out the property situated at Gurugram for one year.

D. Disclosures on RPTs mentioned in A to C above:

The disclosure as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Section III-B of the SEBI Master Circular dated 30 January 2026 read with Circular No. SEBI/HO/ CFD/CFD-PoD-2/P/CIR/ 2025/93 dated 26 June 2025, issued by the Securities and Exchange Board of India (SEBI) titled

Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" (**"SEBI Industry Standards"**), the details as required therein are annexed as **Annexure - A** to this Notice.

E. **Other Details:**

The Board based on the recommendation of Audit Committee, on July 22, 2026 and August 31, 2026, have considered, approved and recommended the material related party transactions as envisaged in this notice for approval of the members.

Further, the Audit Committee reviewed the certificate issued by the Managing Director & Group Chief Executive Officer (CEO) and the Group Chief Financial Officer (CFO), confirming that the terms of the related party transactions proposed to be entered into are in the interest of the Company and its shareholders, in accordance with the applicable SEBI Industry Standards.

The material related party transactions placed for members' approval / ratification shall also be reviewed/ monitored periodically by the Audit Committee of the Company as per Regulation 23 of the Listing Regulations and Section 177 of the Act and shall remain within the proposed amount(s) being placed before the members. Any subsequent material modifications in the proposed transactions, as defined by the Audit Committee as a part of the Company's Policy on Related Party Transactions, shall be subject to prior approval of the Audit Committee and Shareholders, as the case may be.

In compliance with Regulation 23(4) of the Listing Regulations, no related party of the Company shall vote to approve the aforesaid RPT irrespective of whether the concerned individual / entity is a related party to the aforesaid RPT or not.

Mr. Vikram Verma Vadapalli, Whole Time Director and CEO of Driveline Business of the Company and is holding 1 (one) equity share of Sona eDrive (as a nominee of the Company) with a view to comply with the requirement of Section 3(1)(a) of the Act. Also Mr. Vikram Verma Vadapalli, Whole Time Director and CEO of Driveline Business and Key Managerial Personnel of the Company and Mr. Sat Mohan Gupta, CEO of Motor Business (Senior Management Personnel) of the Company are directors in Sona eDrive.

Except Mr. Vikram Verma Vadapalli who is a Whole Time Director in the Company and also a Non-Executive Director in Sona eDrive, none of the other Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No.1 of the accompanying 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 an **Ordinary Resolution**.

By order of the Board of Directors of
SONA BLW Precision Forgings Limited
Sd/-
Pankaj Gupta
Senior Vice President (Legal),
Company Secretary & Compliance Officer
Membership No. F4647

Place: Gurugram
Date: August 31, 2026

Annexure – A
(Disclosures on RPTs)

1. Sale of Company's Electric Vehicle Business for 2W and 3W traction motors and controllers to Sona eDrive.

   Disclosures as per the requirements of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:

S.No.	Particulars	Details
1.	Name of Related Party	Sona Comstar eDrive Private Limited (**"Sona eDrive"**)
2.	Nature of Relationship	Currently, Sona eDrive is a wholly owned subsidiary of the Company. After the closing of the Proposed Transaction, as mentioned in explanatory statement, the Company will hold 51% shares in Sona eDrive. Accordingly, Sona eDrive will cease to be a wholly owned subsidiary but will continue to be a subsidiary of the Company.
3.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Vikram Verma Vadapalli, is a Whole-Time Director and KMP of the Company who holds the position of Non-Executive Director of Sona eDrive and also hold 1 (one) equity share of Sona eDrive (as a nominee of the Company) with a view to comply with the requirement of Section 3(1)(a) of the Act.
4.	Nature, duration of the contract and particulars of the contract or arrangement	Transfer of EV Business by way of slump sale on a going concern basis, and as per other terms and conditions as mentioned in the BTA. One time sale of EV Business and particular of the contract forms part of the BTA executed between the Company and Sona eDrive, as mentioned in Para 5 below.
5.	Material terms of the contract or arrangement including the monetary value, if any	The Company has executed BTA with Sona eDrive for carving out and transfer of EV Business on slump basis on a going concern basis as per the terms and conditions mentioned in the BTA. The Company has also executed SSA and SHA with Sona eDrive and DENSO, pursuant to which DENSO will subscribe 49% equity share capital of Sona eDrive and the Company will hold remaining 51% equity shares in Sona eDrive. Consequently, Sona eDrive shall cease to be a WoS and shall continue to be a subsidiary of the Company. The aggregate consideration is INR 8,932 million (Indian Rupees Eight Billion Nine Hundred and thirty-two Million only), subject to customary closing adjustments (as defined under the Business Transfer Agreement ("BTA"), dated July 22, 2026 executed between the Company and

		Sona eDrive), payable to the Company in the following manner: (a) Cash Consideration: For an amount of INR 8,575 million (Indian Rupees Eight Billion Five Hundred Seventy-Five Million only), subject to customary closing adjustments as may be agreed under the BTA; and (b) Equity Consideration: For the balance consideration amount, equity shares of Sona eDrive having face value of INR 10 (Indian Rupees Ten only) each to be issued at the fair value as per the valuation report to be obtained by Sona eDrive under the applicable provisions of the Act and, the number of shares to be determined in accordance with the BTA. Further, the BTA involves sub-lease of land as indicated in the explanatory statement.
6.	Any advance paid or received for the contract or arrangement, if any	None
7.	Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Valuation report obtained from Deloitte India Valuation LLP and considered by the Audit Committee and Board of Directors of the Company.
8.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes, all the relevant factors were considered.
9.	Any other information relevant or important for the Member to take a decision on the proposed transaction.	None

Disclosure as required under Industry Standards Note ("ISN") on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions":

S.No.	Particulars of the information	Information provided by the management			
	Transactions	**1 Sale of Company's Electric Vehicle Business for 2W and 3W traction motors and controllers to Sona eDrive**	**2 Investment by the Company in the equity shares of Sona eDrive for consideration other than cash (as a part of BTA)**	**3 Sublease (as a part of BTA)**	**4 Lease Rentals paid by Sona eDrive to the Company**

ISN A(1): Basic details of the related party

1.	Name of the related party	Sona Comstar eDrive Private Limited ("Sona eDrive")
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Sona eDrive is engaged in the business of manufacturing and assembling of electric vehicle components, sub-assemblies and assemblies and related products.

ISN A(2): Relationship and ownership of the related party

1.	Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the related party-including nature of its concern (financial or otherwise) and the following:	Currently, Sona eDrive is a wholly owned subsidiary of the Sona BLW Precision Forgings Limited (**"Company"**). After the closing of the Proposed Transaction (as defined in the Explanatory Statement), the Company will hold 51% shareholding of Sona eDrive. Hence, Sona eDrive will cease to become a wholly owned subsidiary, however, shall continue to be a subsidiary of the Company. Nature of concern: For the slump sale of EV Business, Company is the transferor and Sona eDrive is the Transferee. Separately, under the lease transaction, the Company will act as lessor and Sona eDrive as lessee.
2.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. **Explanation:** While calculating indirect shareholding, shareholding held by relatives shall also be considered.	The Company currently holds 100% shareholding of the Sona eDrive consisting of 15,00,000 equity shares at a face value of INR 10 (Indian Rupees Ten) each.
3 .	Where the related party is a partnership firm or a sole proprietorship concern or a body	NA

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S.No.	Particulars of the information	Information provided by the management			
	Transactions	**1 Sale of Company's Electric Vehicle Business for 2W and 3W traction motors and controllers to Sona eDrive**	**2 Investment by the Company in the equity shares of Sona eDrive for consideration other than cash (as a part of BTA)**	**3 Sublease (as a part of BTA)**	**4 Lease Rentals paid by Sona eDrive to the Company**
	corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).				
4.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary) **Explanation:** Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Sona eDrive does not hold, directly or indirectly, any share of the Company.			

ISN A(3): Details of previous transactions with the related party

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. **Note:** Details need to be disclosed separately for listed entity and its subsidiary.	During the financial year 2025-26, the Company has undertaken the following transaction with Sona eDrive: **Nature of Transactions:** Rent for leased premises from the Company to Sona eDrive **Amount of transaction:** INR 0.06 million There are no other transactions entered by any other subsidiaries of the Company with Sona eDrive.
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	**Nature of Transactions:** Lease rentals **Amount of transaction:** INR 0.01 million **Period:** Upto June 30, 2026 There are no other transactions entered by any other subsidiaries of the Company with Sona eDrive.

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S.No.	Particulars of the information	Information provided by the management			
	Transactions	**1** **Sale of Company's Electric Vehicle Business for 2W and 3W traction motors and controllers to Sona eDrive**	**2** **Investment by the Company in the equity shares of Sona eDrive for consideration other than cash (as a part of BTA)**	**3** **Sublease (as a part of BTA)**	**4** **Lease Rentals paid by Sona eDrive to the Company**
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None			

ISN A(4): Amount of the proposed transaction(s)

1.	Amount of the proposed transactions being placed for approval in the meeting of the shareholders	The Company proposes to transfer its Electric Vehicle Business to Sona eDrive by way of a slump sale transaction on a going concern basis, for an aggregate consideration of INR 8,932 million (Indian Rupees Eight Billion Nine Hundred Thirty-two Million only), subject to customary closing adjustments (as defined under the Business Transfer Agreement ("BTA"), dated 22 July 2026 executed between the Company and Sona eDrive), payable to the Company in the following manner:	The Company proposes to transfer its Electric Vehicle Business to Sona eDrive by way of a slump sale transaction on a going concern basis, for an aggregate consideration of INR 8,932 million (Indian Rupees Eight Billion Nine Hundred Thirty-two Million only), subject to customary closing adjustments (as defined under the Business Transfer Agreement "BTA"), dated 22 July 2026 executed between the Company and Sona eDrive), payable to the Company in the following manner:	Total Amount: INR 1.97 million (approximately) (a) One-time premium payable by Sona eDrive to the Company, for an amount not exceeding INR 1,913,531/- (Indian Rupees One Million Nine Hundred Thirteen Thousand Five Hundred and Thirty-One Only), to be paid upfront within 45 days from the date of Closing under the BTA (**"Sublease Premium"**). The Sublease Premium was originally paid upfront by the	INR 0.06 million

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S.No.	Particulars of the information	Information provided by the management			
	Transactions	**1** **Sale of Company's Electric Vehicle Business for 2W and 3W traction motors and controllers to Sona eDrive**	**2** **Investment by the Company in the equity shares of Sona eDrive for consideration other than cash (as a part of BTA)**	**3** **Sublease (as a part of BTA)**	**4** **Lease Rentals paid by Sona eDrive to the Company**
		(a) Cash Consideration: For an amount of INR 8,575 million (Indian Rupees Eight Billion Five Hundred Seventy-five Million only), subject to customary closing adjustments as may be agreed under the BTA; and (b) Equity Consideration: For the balance consideration amount, equity shares of Sona eDrive having face value of INR 10 (Indian Rupees Ten only) each to be issued at the fair value as per the valuation report to be obtained by Sona eDrive under the applicable provisions of the Act and, the number of shares to be determined in accordance with the BTA.	(a) Cash Consideration: For an amount of INR 8,575 million (Indian Rupees Eight Billion Five Hundred Seventy-five Million only), subject to customary closing adjustments as may be agreed under the BTA; and (b) Equity Consideration: For the balance consideration amount, equity shares of Sona eDrive having a face value of INR 10 (Indian Rupees Ten only) each to be issued at the fair value as per the valuation report to be obtained by Sona eDrive under the applicable provisions of the Act and, the number of shares to be determined in accordance with the BTA.	Company to the Lessor for securing leasehold rights for the balance period under the Main Lease Deeds (as defined below); and (b) Sublease Rent of INR 2,077/- (Indian Rupees Two Thousand and Seventy-Seven) per annum plus applicable taxes. (**"Sublease Rent"**).	

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S.No.	Particulars of the information	Information provided by the management			
	Transactions	**1 Sale of Company's Electric Vehicle Business for 2W and 3W traction motors and controllers to Sona eDrive**	**2 Investment by the Company in the equity shares of Sona eDrive for consideration other than cash (as a part of BTA)**	**3 Sublease (as a part of BTA)**	**4 Lease Rentals paid by Sona eDrive to the Company**
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes			
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (in %) (FY 2025-26) (Amount INR 44,494.60 Million)	20.07%	0.8%	0.004%	0.0% (Negligible)
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction) (in %)	Not applicable as the Company is a party to the transaction.			
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Sona eDrive is not required to prepare consolidated financial statements.			
6.	Standalone Financial performance of the related party for the immediately preceding financial year (FY2025-26) (amount in INR) **Explanations:** The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis	Turnover: Nil Other Income: INR 323,480 Profit After Tax: INR 56,140 Net Worth: INR 8,517,510			

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S.No.	Particulars of the information	Information provided by the management			
	Transactions	**1** **Sale of Company's Electric Vehicle Business for 2W and 3W traction motors and controllers to Sona eDrive**	**2** **Investment by the Company in the equity shares of Sona eDrive for consideration other than cash (as a part of BTA)**	**3** **Sublease (as a part of BTA)**	**4** **Lease Rentals paid by Sona eDrive to the Company**
ISN A(5): Basic details of the proposed transaction					
1.	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Company's Electric Vehicle Business to Sona eDrive. Further, the Company has entered into a BTA with Sona eDrive, share subscription agreement ("SSA") with Sona eDrive and Denso Corporation, Japan ("DENSO"), through which DENSO will subscribe to equity shares of Sona eDrive at a valuation agreed in the SSA, such that it becomes shareholder holding 49% equity shareholding in Sona eDrive and the Company will hold balance 51% shareholding of Sona eDrive.	Investment by the Company in the equity shares of Sona eDrive for consideration other than cash (i.e., sale of Electric Vehicle business), undertaken as part of BTA.	As part of the BTA, the Company has also executed a Sublease deed for a portion of the leasehold land situated at Keelakaranai Village, Chengalpattu Taluk, Kancheepuram District, Tamil Nadu ("Subleased Premises"), measuring approximately 5.13 acres out of the total leasehold land of approximately 10.87 acres, in favour of Sona eDrive.	Lease Rentals paid by Sona eDrive to the Company for the Gurugram Registered Office.
2.	Details of each type of the proposed transaction	The Company proposes to transfer its Electric Vehicle Business, to Sona eDrive by way of a slump sale transaction on a	The Company proposes to transfer its Electric Vehicle Business, to Sona eDrive by way of a slump sale transaction on a	As a part of Conditions Precedent (as defined in the Business Transfer Agreement ("BTA") executed between the Com-	Lease Rentals paid by Sona eDrive to the Company for the Gurugram Registered Office.

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S.No.	Particulars of the information	Information provided by the management			
	Transactions	**1** **Sale of Company's Electric Vehicle Business for 2W and 3W traction motors and controllers to Sona eDrive**	**2** **Investment by the Company in the equity shares of Sona eDrive for consideration other than cash (as a part of BTA)**	**3** **Sublease (as a part of BTA)**	**4** **Lease Rentals paid by Sona eDrive to the Company**
		going concern basis, for an aggregate consideration of INR 8,932 million (Indian Rupees Eight Billion Nine Hundred Thirty-two Million only), subject to customary closing adjustments (as defined under the Business Transfer Agreement ("BTA"), dated 22 July 2026 executed between the Company and Sona eDrive), payable to the Company in the following manner: (a) Cash Consideration: For an amount of INR 8,575 million (Indian Rupees Eight Billion Five Hundred Seventy-five Million only), subject to customary closing adjustments as may be agreed under the BTA; and (b) Equity Consideration:	going concern basis, for an aggregate consideration of INR 8,932 million (Indian Rupees Eight Billion Nine Hundred Thirty-two Million only), subject to customary closing adjustments (as defined under the Business Transfer Agreement ("BTA"), dated 22 July 2026 executed between the Company and Sona eDrive), payable to the Company in the following manner: (a) Cash Consideration: For an amount of INR 8,575 million (Indian Rupees Eight Billion Five Hundred Seventy-five Million only), subject to customary closing adjustments as may be agreed under the BTA; and (b) Equity Consideration:	pany and Sona eDrive) for the Proposed Transaction, the Company is required to sublease a portion of the leasehold land situated at Keelakaranai Village, Chengalpattu Taluk, Kancheepuram District, Tamil Nadu, in favour of Sona eDrive, to carry out the EV Business. The Sublease is an indistinguishable part of BTA.	

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S.No.	Particulars of the information	Information provided by the management			
	Transactions	**1** **Sale of Company's Electric Vehicle Business for 2W and 3W traction motors and controllers to Sona eDrive**	**2** **Investment by the Company in the equity shares of Sona eDrive for consideration other than cash (as a part of BTA)**	**3** **Sublease (as a part of BTA)**	**4** **Lease Rentals paid by Sona eDrive to the Company**
		For the balance consideration amount, equity shares of Sona eDrive having face value of INR 10 (Indian Rupees Ten only) each to be issued at the fair value as per the valuation report to be obtained by Sona eDrive under the applicable provisions of the Act and, the number of shares to be determined in accordance with the BTA.	For the balance consideration amount, equity shares of Sona eDrive having face value of INR 10 (Indian Rupees Ten only) each to be issued at the fair value as per the valuation report to be obtained by Sona eDrive under the applicable provisions of the Act and, the number of shares to be determined in accordance with the BTA.		
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One-time transaction	One-time transaction	29 (Twenty-nine) years (as a part of BTA)	1 (one) year
4.	Whether omnibus approval is being sought?	No	No. Approved by Audit Committee as a part of overall Proposed Transaction	No. Approved by Audit Committee as a part of overall Proposed Transaction	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year,	It is a one time transaction for transfer of business for INR 8,932	The Company proposes to transfer its Electric Vehicle Business to Sona	The Sublease Transaction comprises of the following financial components,	INR 0.06 million

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	Transactions	**1** **Sale of Company's Electric Vehicle Business for 2W and 3W traction motors and controllers to Sona eDrive**	**2** **Investment by the Company in the equity shares of Sona eDrive for consideration other than cash (as a part of BTA)**	**3** **Sublease (as a part of BTA)**	**4** **Lease Rentals paid by Sona eDrive to the Company**
	provide estimated break-up financial year-wise.	million, subject to customary closing adjustments (to be completed on or before March 31, 2027, unless further extended by a period as may be agreed between parties).	eDrive by way of a slump sale transaction on a going concern basis, for an aggregate consideration of INR 8,932 million (Indian Rupees Eight Billion Nine Hundred Thirty-two Million only), subject to customary closing adjustments (as defined under the "BTA"), payable to the Company in the following manner: (a) Cash Consideration: For an amount of INR 8,575 million (Indian Rupees Eight Billion Five Hundred Seventy-five Million only), subject to customary closing adjustments as may be agreed under the BTA; and (b) Equity Consideration: For the balance consideration amount, equity shares of Sona eDrive, the number of	payable by Sona eDrive to the Company, on a proportionate basis in respect of the period commencing from the date of Closing under the BTA and continuing until August 31, 2055, being the balance lease tenure of 29 years from the effective date of the Sublease, i.e., September 1, 2026: (a) One-time premium payable by Sona eDrive to the Company, for an amount not exceeding INR 1,913,531/- (Indian Rupees One Million Nine Hundred Thirteen Thousand Five Hundred and Thirty-one only), to be paid upfront within 45 days from the date of Closing under the BTA ("Sublease Premium"). The Sublease Premium was originally paid	

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S.No.	Particulars of the information	Information provided by the management			
	Transactions	**1 Sale of Company's Electric Vehicle Business for 2W and 3W traction motors and controllers to Sona eDrive**	**2 Investment by the Company in the equity shares of Sona eDrive for consideration other than cash (as a part of BTA)**	**3 Sublease (as a part of BTA)**	**4 Lease Rentals paid by Sona eDrive to the Company**
			shares to be determined in accordance with the BTA, having a face value of INR 10 each to be issued at the fair value as per the valuation report to be obtained Sona eDrive under the applicable provisions of the Companies Act, 2013.	upfront by the Company to the Lessor for securing leasehold rights for the balance period under the Main Lease Deeds (as defined below); and (b) Sublease Rent of INR 2,077/- (Indian Rupees Two Thousand and Seventy-Seven) per annum plus applicable taxes. ("Sublease Rent").	The aforesaid premise was taken on rent by Sona eDrive from the Company to be used as its Registered Office.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPT is being undertaken to sell the EV Business to Sona eDrive at the abovementioned consideration which is based on the valuation report obtained by the Company from an independent valuer. DENSO will come in as a JV partner with 49% equity stake in Sona eDrive. The partnership with DENSO aims to expand product offerings through accelerated inno-	The RPT is proposed to be undertaken for investment in the equity shares of Sona eDrive through consideration other than cash, pursuant to the transfer of the Company's EV Business to Sona eDrive. As part of the consideration for such transfer, the Company will be allotted equity shares of Sona eDrive in respect of the balance consideration amount. The partnership with DENSO	The aforesaid premise shall be taken on lease by Sona eDrive from the Company to facilitate the operations of Electric Vehicle Business by proposed to be purchased by Sona eDrive pursuant to BTA. The Sublease Transaction is not an independent commercial arrangement but is ancillary, incidental and necessary for the effective transition, continuity and operation of	

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S.No.	Particulars of the information	Information provided by the management			
	Transactions	**1 Sale of Company's Electric Vehicle Business for 2W and 3W traction motors and controllers to Sona eDrive**	**2 Investment by the Company in the equity shares of Sona eDrive for consideration other than cash (as a part of BTA)**	**3 Sublease (as a part of BTA)**	**4 Lease Rentals paid by Sona eDrive to the Company**
		vation and create opportunities to serve a broader customer base. The joint venture will engage in the business of air-cooled tractverters, traction motors and generators and e-Axles for electric and hybrid two and three-wheelers.	aims to expand product offerings through accelerated innovation and create opportunities to serve a broader customer base. The joint venture will engage in the business of air-cooled traction inverters, traction motors and generators and e-Axles for electric and hybrid two and three-wheelers.	the EV Business to be transferred pursuant to the Proposed Transaction. The Sublease Premium and Sublease Rent have been determined on a propor-tionate allocation basis having regard to the underlying lease costs attributable to the Sublease Premises and forms an integral and inseperable part of the overall transaction contemplated under the BTA and related Transaction Documents.	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control.	Mr. Vikram Verma Vadapalli is a Whole-time Director and CEO of Driveline Business and Key Managerial Personnel of the Company and is holding 1 equity share of Sona eDrive (as a nominee of the Company) with a view to comply with the requirement of Section 3(1)(a) of the Act. He also holds the position of Non-executive Director in Sona eDrive. Promoters of the Company are not interested in the transaction either directly or indirectly except to the extent of their shareholding in the Company.			
	a. Name of the director / KMP	Mr. Vikram Verma Vadapalli, Whole-time Director and CEO (Driveline Business) of the Company (to the extent of holding this position only)			
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Vikram Verma Vadapalli, Whole-time Director and CEO (Driveline Business) of the Company is holding 1 equity share of Sona eDrive (as a nominee of the Company) with a view to comply with the requirement of Section 3(1)(a) of the Companies Act, 2013.			

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S.No.	Particulars of the information	Information provided by the management			
	Transactions	**1 Sale of Company's Electric Vehicle Business for 2W and 3W traction motors and controllers to Sona eDrive**	**2 Investment by the Company in the equity shares of Sona eDrive for consideration other than cash (as a part of BTA)**	**3 Sublease (as a part of BTA)**	**4 Lease Rentals paid by Sona eDrive to the Company**
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee (including the web-link and QR Code, through which members can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT)	An independent valuation report was obtained from Deloitte India Valuation LLP and reviewed by the Audit Committee and the Board. Based on a combination of the Discounted Free Cash Flow and Comparable Companies Multiple methodologies, the valuer arrived at a valuation range of INR 8,694 million to INR 9,180 million with a mid value of INR 8,932 million. The Company has considered the midpoint of the valuation range, being INR 8,932 million, as the fair value for the proposed transaction. https://sonacomstar.com/files/documents/valuation-report-inspection-document-nMoraY.pdf	The shares are to be issued at the fair value as per the valuation report to be obtained by Sona eDrive, under the applicable provisions of the Act.	NA	NA
9.	Other information relevant for decision making	The Audit Committee and Board have reviewed the valuation report, transaction structure, commercial rationale, transaction documents and associated arrangements and have approved the transaction subject to shareholder approval and satisfaction of applicable conditions precedent.			

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S.No.	Particulars of the information	Information provided by the management			
	Transactions	**1** **Sale of Company's Electric Vehicle Business for 2W and 3W traction motors and controllers to Sona eDrive**	**2** **Investment by the Company in the equity shares of Sona eDrive for consideration other than cash (as a part of BTA)**	**3** **Sublease (as a part of BTA)**	**4** **Lease Rentals paid by Sona eDrive to the Company**
ISN B(3): Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary					
1.	Source of funds in connection with the proposed transaction.		Investment in shares is against partial discharge of consideration on sale of the EV Business to Sona eDrive.		
2.	Where any financial indebtedness is incurred to make investment, specify the following:		No		
	a. Nature of indebtedness		NA		
	b. Total cost of borrowing		NA		
	c. Tenure		NA		
	d. Other details		NA		
3.	Purpose for which funds shall be utilized by the investee company		Sona eDrive will issue shares to the Company for the balance consideration for purchase of Electric Vehicle Business from the Company.		
4.	Material terms of the proposed transaction		Total investment value shall be approximately INR 357 million (i.e. difference of the Total Consideration for Proposed Transaction - cash con-		

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S.No.	Particulars of the information	Information provided by the management			
	Transactions	**1** **Sale of Company's Electric Vehicle Business for 2W and 3W traction motors and controllers to Sona eDrive**	**2** **Investment by the Company in the equity shares of Sona eDrive for consideration other than cash (as a part of BTA)**	**3** **Sublease (as a part of BTA)**	**4** **Lease Rentals paid by Sona eDrive to the Company**
			sideration for the proposed Transaction, as disclosed in A4 above), subject to customary closing adjustments as defined under BTA. The issue price of the equity shares of Sona eDrive shall be be determined on the basis of an independent valuation report to be obtained in accordance with applicable laws. Other material terms of the investment by the Company into Sona eDrive are set out in the BTA, SSA and the shareholders' agreement dated 22 July 2026 executed amongst the Company, Sona eDrive and DENSO.		

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S.No.	Particulars of the information	Information provided by the management			
	Transactions	**1** **Sale of Company's Electric Vehicle Business for 2W and 3W traction motors and controllers to Sona eDrive**	**2** **Investment by the Company in the equity shares of Sona eDrive for consideration other than cash (as a part of BTA)**	**3** **Sublease (as a part of BTA)**	**4** **Lease Rentals paid by Sona eDrive to the Company**
ISN B(6): Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate					
1.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	None		No	No
2.	Basis of determination of price.	The consideration for the Proposed Transaction has been determined on the basis of an independent valuation report obtained from Deloitte India Valuation LLP and has been reviewed by the Audit Committee, which noted that the transaction is proposed to be undertaken on an arm's length basis.		Sublease Premium of an amount not exceeding INR 1,913,531/- (for 29 years) and a Sublease Rent of INR 2,077/- per annum plus applicable taxes, payable on/from the date of Closing, has been determined based on a proportionate allocation of the underlying lease premium and rent cost attributable to the Sublease Premises, without any mark-up, as a part of the Composite Transaction to Slump Sale EV Business to Sona eDrive.	The lease rental is based on prevailing market rentals for comparable premises in the vicinity and has been reviewed by the management.

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<table>
<tr><th>S.No.</th><th>Particulars of the information</th><th colspan="4">Information provided by the management</th></tr>
<tr><td></td><td>Transactions</td><td>1
Sale of Company's Electric Vehicle Business for 2W and 3W traction motors and controllers to Sona eDrive</td><td>2
Investment by the Company in the equity shares of Sona eDrive for consideration other than cash (as a part of BTA)</td><td>3
Sublease (as a part of BTA)</td><td>4
Lease Rentals paid by Sona eDrive to the Company</td></tr>
<tr><td>3.</td><td>Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate</td><td>Pursuant to the proposed sale of EV Business to Sona eDrive, DENSO will come in as a JV partner with 49% equity stake in Sona eDrive. The partnership with DENSO aims to expand product offerings through accelerated innovation and create opportunities to serve a broader customer base. The joint venture will engage in the business of air-cooled traction inverters, traction motors and generators and e-Axles for electric and hybrid two and three-wheelers.</td><td></td><td>For the purpose of using the leased premises for carrying out the operations of the Electric Vehicle Business of the Company proposed to be purchased by Sona eDrive. The Sublease forms an indistinguishable part of BTA.</td><td>For the purpose of using the leased premises for the Registered Office of Sona eDrive.</td></tr>
<tr><td>4.</td><td>Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:</td><td><table>
<tr><th></th><th>FY 23-24</th><th>FY 24-25</th><th>FY 25-26</th></tr>
<tr><td>(INR in mn)</td><td></td><td></td><td></td></tr>
<tr><td>Turnover:</td><td>1,609</td><td>2,564</td><td>3,855</td></tr>
<tr><td>Net Worth:</td><td>2,055</td><td>3,362</td><td>3,471</td></tr>
<tr><td>Earnings Before Interest, Taxes, Depreciation, and Amortization (EBITDA*):</td><td>43</td><td>260</td><td>405</td></tr>
</table></td><td></td><td>NA</td><td>NA</td></tr>
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S.No.	Particulars of the information	Information provided by the management			
	Transactions	**1 Sale of Company's Electric Vehicle Business for 2W and 3W traction motors and controllers to Sona eDrive**	**2 Investment by the Company in the equity shares of Sona eDrive for consideration other than cash (as a part of BTA)**	**3 Sublease (as a part of BTA)**	**4 Lease Rentals paid by Sona eDrive to the Company**
		Note: Based on carved out adjusted financials prepared for the transaction. * We have provided the data available with the Company			
5.	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking.	There's no financial impact of the proposed RPT transaction as it will be an intra group sale of business. Since this will be followed up with DENSO coming in as a JV partner in Sona eDrive, the financial impact given below also considers the latter transaction.		NA	NA
	a. Expected impact on turnover	As Sona eDrive will continue to remain a subsidiary of the Company post completion of the transaction, its financial results will continue to be consolidated. Accordingly, no material impact on consolidated turnover		NA	NA

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S.No.	Particulars of the information	Information provided by the management			
	Transactions	**1 Sale of Company's Electric Vehicle Business for 2W and 3W traction motors and controllers to Sona eDrive**	**2 Investment by the Company in the equity shares of Sona eDrive for consideration other than cash (as a part of BTA)**	**3 Sublease (as a part of BTA)**	**4 Lease Rentals paid by Sona eDrive to the Company**
		is expected solely on account of the proposed transfer of EV Business.			
	b. Expected impact on net worth	In the consolidated Balance Sheet, upon investment by DENSO, a liability towards 49% equity value in the Sona eDrive will be reflected as a non-controlling interest (NCI) along with any other such NCI in the group and the group net worth will be lower to that extent.		NA	NA
	c. Expected impact on net profits	In consolidated Profit & Loss Account, 49% share in profit/ loss of Sona eDrive will be reflected as Profit/Loss Attributable to non-controlling interest (NCI) along with any other such NCI in the group and Profit Attributable to owners of the Company will be lower to the same extent.		NA	NA

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S.No.	Particulars of the information	Information provided by the management			
	Transactions	**1** **Sale of Company's Electric Vehicle Business for 2W and 3W traction motors and controllers to Sona eDrive**	**2** **Investment by the Company in the equity shares of Sona eDrive for consideration other than cash (as a part of BTA)**	**3** **Sublease (as a part of BTA)**	**4** **Lease Rentals paid by Sona eDrive to the Company**
ISN C(2): Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary					
1.	Latest credit rating of the related party		NA		
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.		No		
ISN C(5): Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate					
1.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	None		During the preceding twelve months, the Company has received lease rentals from Sona eDrive at the rate of INR 4,400 (Indian Rupee Four Thousand Four Hundred only) per month, which in aggregate amount to INR 0.06 million (Indian Rupees Sixty Thousand only) for renting out the registered office premise situated at Gurugram.	During the preceding twelve months, the Company has received lease rentals from Sona eDrive at the rate of INR 4,400 (Indian Rupee Four Thousand Four Hundred only) per month, which in aggregate amount to INR 0.06 million (Indian Rupees Sixty Thousand only) for renting out the registered office premise situated at Gurugram.
2.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details	The Company proposes to transfer its Electric Vehicle Business to Sona eDrive by way of a slump		No	No

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S.No.	Particulars of the information	Information provided by the management			
	Transactions	**1 Sale of Company's Electric Vehicle Business for 2W and 3W traction motors and controllers to Sona eDrive**	**2 Investment by the Company in the equity shares of Sona eDrive for consideration other than cash (as a part of BTA)**	**3 Sublease (as a part of BTA)**	**4 Lease Rentals paid by Sona eDrive to the Company**
		sale transaction on a going concern basis, for an aggregate consideration of INR 8,932 million (Indian Rupees Eight Billion Nine Hundred Thirty-two Million only), subject to customary closing adjustments (as defined under the Business Transfer Agreement "BTA"), payable to the Company in the following manner: (a) Cash Consideration: For an amount of INR 8,575 million (Indian Rupees Eight Billion Five Hundred Seventy-five Million only), subject to customary closing adjustments as may be agreed under the BTA; and (b) Equity Consideration: For the balance consideration amount, Equity shares of Sona eDrive, the number		No	No

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S.No.	Particulars of the information	Information provided by the management			
	Transactions	**1** **Sale of Company's Electric Vehicle Business for 2W and 3W traction motors and controllers to Sona eDrive**	**2** **Investment by the Company in the equity shares of Sona eDrive for consideration other than cash (as a part of BTA)**	**3** **Sublease (as a part of BTA)**	**4** **Lease Rentals paid by Sona eDrive to the Company**
		of shares to be determined in accordance with the BTA, having a face value of INR 10 each to be issued at the fair value as per the valuation report to be obtained Sona eDrive under the applicable provisions of the Companies Act, 2013.			
3.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	No		NA	NA
4.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	No key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary are being transferred. The assets, liabilities and customers pertaining to the EV Business will be transferred on slump sale basis on going concern to Sona eDrive.		NA	NA

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S.No.	Particulars of the information	Information provided by the management			
	Transactions	**1** **Sale of Company's Electric Vehicle Business for 2W and 3W traction motors and controllers to Sona eDrive**	**2** **Investment by the Company in the equity shares of Sona eDrive for consideration other than cash (as a part of BTA)**	**3** **Sublease (as a part of BTA)**	**4** **Lease Rentals paid by Sona eDrive to the Company**
5.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	The Transaction is expected to facilitate technology collaboration, long term product development capabilities, enhanced market access and operational focus for the EV Business. The RPT is being undertaken to sell the Business to Sona eDrive at the abovementioned consideration. DENSO will come in as a JV partner with 49% equity stake in Sona eDrive. The partnership with DENSO aims to expand product offerings through accelerated innovation and create opportunities to serve a broader customer base. The joint venture will engage in the business of air-cooled traction inverters, traction motors and generators and e-Axles for electric and hybrid two and three-wheelers.		NA	NA

Information at a glance

Particulars	Notes
Cut-off Date to determine eligible members to vote on the resolution	Friday, August 28, 2026
Voting start time and date	Friday, September 4, 2026 at 9:00 AM (IST)
Voting end time and date	Saturday, October 3, 2026 at 5:00 PM (IST)
Date on which the resolution is deemed to be passed	Last date of voting i.e. Saturday, October 3, 2026
Name, address and contact details of Registrar and Share Transfer Agent	Contact name: Mr. Anand KFin Technologies Limited Selenium Building, Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 Email ID: einward.ris@kfintech.com Contact number – 1800-309-4001
Name, address and contact details of e-voting service provider	Contact name: Ms. Pallavi Mhatre National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, India Contact details: evoting@nsdl.co.in; Contact number- 022 - 4886 7000 and 022 - 2499 7000
NSDL e-voting website address	https://www.evoting.nsdl.com/