

PRASHANT DIWAN
Practicing Company Secretary

SONAL ADHESIVES LIMITED
23rd AGM

SCRUTINIZER'S REPORT ON
E-VOTING
AND
BALLOT FORM

Place: Mumbai

Date: 25.09.2014

PRASHANT DIWAN

B.COM. L.L.B., F.C.S., A.I.C.W.A
PRACTICING COMPANY SECRETARY

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Sonal Adhesives Limited
2N Laxmi Industrial Estate,
New Link Road, Andheri (West),
Mumbai-400053

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 12th August, 2014 has appointed me as the scrutinizer for scrutinizing the e-voting & physical voting (through ballot forms_ voting process of M/s. Sonal Adhesives Limited (CIN: L02004MH1991PLC064045) pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 for resolutions as stated in its Notice conveying Annual General Meeting (AGM) to be held on 29th September, 2014.
2. I submit my report as under:
 - (a) The Company had completed on 23rd August, 2014 the dispatch of Notice of AGM alongwith voting details & Ballot forms with prepaid business reply envelopes to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on 19th August, 2014.
 - (b) The members holding shares as on the "relevant date" i.e. 19th August, 2014 were entitled to vote on the proposed resolutions stated in the Notice of the Company. As per provisions of the Companies Act, 2013 the number of votes cast in respect of any resolution will be counted according to the number of shares held by the concerned members. One share held will be equal to one vote.
 - (c) The e-voting period commenced on Monday, 22nd September, 2014 from 9.00 a.m. IST and concluded on Wednesday, 24th September, 2014 at 6.00 p.m. IST, the e-voting services were provided by Central Depository Services (India) Ltd (CDSL).

The votes were unblocked on 25th September, 2014 around 10.30 a.m. in the presence of two witnesses CS Nikunj Kiri and CS Aashit Doshi who are not in the employment of the Company. The results of e-voting alongwith the List of members who voted "For" and "Against" the resolution were downloaded from the e-voting website of CDSL.

- (d) The Ballot forms were kept in safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such Ballot forms. The Ballot box was opened on 25th September, 2014.

All Ballot forms received upto the closing of working hours on 24th September, 2014, the last date and time fixed by the Company for the receipt of the forms, were considered for my scrutiny.



PRASHANT DIWAN

B.COM. L.L.B., F.C.S., A.I.C.W.A
PRACTICING COMPANY SECRETARY

I have not received any envelopes after 24th September, 2014.

The Envelopes containing Ballot forms returned undelivered is NIL.

I did not find any defaced/ mutilated ballot paper.

3. The detailed report on Scrutinizing the e-voting and Ballot form in enclosed herewith as under:

- (a) Annexure 1 – Consolidated Summary of e-voting and Ballot form
- (b) Annexure 2 – Summary of e-voting
- (c) Annexure 3 – Summary of Ballot form
- (d) Annexure 4 – Consolidated Members Category Wise Voting Report (Resolution wise)
- (e) Annexure 5 – Register of e-Voting (Resolution wise)
- (f) Annexure 6 – Register of Ballot form (Resolution wise)

4. I hereby handover the Postal Ballot forms and other papers/register and records for safe custody to Mr. Sandeep Arora, Chairman and Managing director of the Company as he is authorized by the Board to supervise the ballot.

5. You may accordingly declare the results of the voting conducted by e-voting and Ballot form.

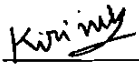
Thanking you
Yours faithfully

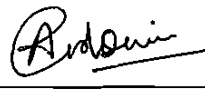

PRASHANT DIWAN
SCRUTINIZER

Place: Mumbai
Date: 25th September, 2014

Encl: as above

We the undersigned witnessed that the votes were unblocked from the e-voting website of CDSL in our presence at 10.30 a.m. on 25th September, 2014 at the office of the scrutinizer


1) CS Nikunj Kiri


2) CS Aashit Doshi

CONSOLIDATED SUMMARY OF e-VOTING & BALLOT FORM

SONAL ADHESIVES LIMITED

ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF FOLIOS VOTED / BALLOT FORM RECEIVED (1)	TOTAL NUMBER OF VOTES (2)	INVALID VOTES (3)	TOTAL VALID VOTES 4=(2-3) (4)	TOTAL ASSENT VOTES (5)	% OF ASSENT VOTES (6)	TOTAL DISSENT VOTES (7)	% OF DISSENT VOTES (8)
1	Adoption of Financial Statements for the year ended March 31, 2014	15	3804054	0	3804054	3804054	100	0	0
2	Appointment of Director in place of Smt. Kamal M. Arora (DIN 00177001), who retires by rotation and, being eligible, offers herself for re-appointment.	15	3804054	0	3804054	3804054	100	0	0
3	Appointment of M/s. K.S.Sanghvi & Co Chartered Accountants, as Auditors of the Company.	15	3804054	0	3804054	3804054	100	0	0
4	Re-appointment and Remuneration of Shri. Sandeep M. Arora as Managing Director.	15	3804054	0	3804054	3804054	100	0	0
5	Appointment of Shri. Jaspal Singh Bhasin as Independent Director.	15	3804054	0	3804054	3804054	100	0	0
6	Appointment of Shri. Manish S. Nanda as Independent Director.	15	3804054	0	3804054	3804054	100	0	0
7	Increase in Borrowing Limits of the Company	15	3804054	0	3804054	3804054	100	0	0



ANNEXURE 2SUMMARY OF e-VOTING
SONAL ADHESIVES LIMITED

ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF FOLIOS VOTED (1)	TOTAL NUMBER OF VOTES (2)	INVALID VOTES (3)	TOTAL VALID VOTES 4=(2-3)	TOTAL ASSENT VOTES (5)	% OF ASSENT VOTES (6)	TOTAL DISSENT VOTES (7)	% OF DISSENT VOTES (8)
1	Adoption of Financial Statements for the year ended March 31, 2014	11	3803017	0	3803017	3803017	100	0	0
2	Appointment of Director in place of Smt. Kamal M. Arora (DIN 00177001), who retires by rotation and, being eligible, offers herself for re-appointment.	11	3803017	0	3803017	3803017	100	0	0
3	Appointment of M/s. K. S. Sanghvi & Co Chartered Accountants, as Auditors of the Company.	11	3803017	0	3803017	3803017	100	0	0
4	Re-appointment and Remuneration of Shri. Sandeep M. Arora as Managing Director.	11	3803017	0	3803017	3803017	100	0	0
5	Appointment of Shri. Jaspal Singh Bhasin as Independent Director.	11	3803017	0	3803017	3803017	100	0	0
6	Appointment of Shri. Manish S. Nanda as Independent Director.	11	3803017	0	3803017	3803017	100	0	0
7	Increase in Borrowing Limits of the Company	11	3803017	0	3803017	3803017	100	0	0



SUMMARY OF BALLOT FORM VOTING
SONAL ADHESIVES LIMITED

ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF BALLOT FORM RECEIVED (1)	TOTAL NUMBER OF VOTES (2)	INVALID VOTES (3)	TOTAL VALID VOTES (4) 4=(2-3)	TOTAL ASSENT VOTES (5)	% OF ASSENT VOTES (6)	TOTAL DISSENT VOTES (7)	% OF DISSENT VOTES (8)
1	Adoption of Financial Statements for the year ended March 31, 2014	4	1037	0	1037	1037	100	0	0
2	Appointment of Director in place of Smt. Kamal M. Arora (DIN 00177001), who retires by rotation and, being eligible, offers herself for re-appointment.	4	1037	0	1037	1037	100	0	0
3	Appointment of M/s. K.S.Sanghvi & Co Chartered Accountants, as Auditors of the Company.	4	1037	0	1037	1037	100	0	0
4	Re-appointment and Remuneration of Shri. Sandeep M. Arora as Managing Director.	4	1037	0	1037	1037	100	0	0
5	Appointment of Shri. Jaspal Singh Bhasin as Independent Director.	4	1037	0	1037	1037	100	0	0
6	Appointment of Shri. Manish S. Nanda as Independent Director.	4	1037	0	1037	1037	100	0	0
7	Increase in Borrowing Limits of the Company	4	1037	0	1037	1037	100	0	0



ANNEXURE 4

MEMBERS CATEGORY WISE e-VOTING & BALLOT FORM

Sonal Adhesives Limited

Ordinary Resolution No 1									
Adoption of Financial Statements for the year ended March 31, 2014									
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstandi ng shares (3) = [(2)/ (1)]*100	No of Votes Polled Invalid (4)	No of Votes Polled valid (5) = [(2)- (4)]	No of Votes - in Favour (6)	No of Votes Against (7)	% of Votes in favour on Votes polled (8) = [(6)/ (5)]*100	% of Votes Against on Votes polled (9) = [(7)/ (5)]*100
Promoter and Promoter Group	3800900	3800900	100	0	3800900	3800900	0	100	0
Public - Institutional Holders	24600	0	0	0	0	0	0	0	0
Public- Others	2235500	3154	0.14	0	3154	3154	0	100	0
Total	6061000	3804054	62.76	0	3804054	3804054	0	100	0



MEMBERS CATEGORY WISE e-VOTING & BALLOT FORM

Sonal Adhesives Limited

Appointment of a Director in place of Smt. Kamal M. Arora (DIN 00177001), who retires by rotation and, being eligible, offers herself for re-appointment.									
Ordinary Resolution No 2									
	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3) = [(2)/(1)]*100	No of Votes Polled Invalid (4)	No of Votes Polled valid (5) = [(2)-(4)]	No of Votes - in Favour (6)	No of Votes Against (7)	% of Votes in favour on Votes polled (8) = [(6)/(5)]*100	% of Votes Against on Votes polled (9) = [(7)/(5)]*100
Promoter and Promoter Group	3800900	3800900	100	0	3800900	3800900	0	100	0
Public - Institutional Holders	24600	0	0	0	0	0	0	0	0
Public - Others	2235500	3154	0.14	0	3154	3154	0	100	0
Total	6061000	3804054	62.76	0	3804054	3804054	0	100	0



ANNEXURE 4

MEMBERS CATEGORY WISE e-VOTING & BALLOT FORM
Sonal Adhesives Limited

Ordinary Resolution No 3
Appointment of M/s. K. S. Sanghvi & Co Chartered Accountants, as Auditors of the Company.

	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3) = [(2)/(1)]*100	No of Votes Polled Invalid (4)	No of Votes Polled valid (5) = [(2)-(4)]	No of Votes - in Favour (6)	No of Votes Against (7)	% of Votes in favour on Votes polled (8) = [(6)/(5)]*100	% of Votes Against on Votes polled (9) = [(7)/(5)]*100
Promoter and Promoter Group	3800900	3800900	100	0	3800900	3800900	0	100	0
Public - Institutional Holders	24600	0	0	0	0	0	0	0	0
Public - Others	2235500	3154	0.14	0	3154	3154	0	100	0
Total	6061000	3804054	62.76	0	3804054	3804054	0	100	0



MEMBERS CATEGORY WISE e-VOTING & BALLOT FORM

Sonal Adhesives Limited

Special Resolution No 4									
Re-appointment and Remuneration of Shri. Sandeep M. Arora as Managing Director.									
	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes Polled Invalid (4)	No of Votes Polled valid (5) = [(2)-(4)]	No of Votes - in Favour (6)	No of Votes Against (7)	% of Votes in favour on Votes polled (8)=[(6)/(5)]*100	% of Votes Against on Votes polled (9)=[(7)/(5)]*100
Promoter and Promoter Group	3800900	3800900	100	0	3800900	3800900	0	100	0
Public - Institutional Holders	24600	0	0	0	0	0	0	0	0
Public - Others	2235500	3154	0.14	0	3154	3154	0	100	0
Total	6061000	3804054	62.76	0	3804054	3804054	0	100	0



ANNEXURE 4**MEMBERS CATEGORY WISE e-VOTING & BALLOT FORM**

Sonal Adhesives Limited

Ordinary Resolution No 5 Appointment of Shri. Jaspal Singh Bhasin as Independent Director.									
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstandi ng shares (3)=[(2)/ (1)]*100	No of Votes Polled Invalid (4)	No of Votes Polled valid (5) = [(2)- (4)]	No of Votes - in Favour (6)	No of Votes Against (7)	% of Votes in favour on Votes polled (8)=[(6)/ (5)]*100	% of Votes Against on Votes polled (9)=[(7)/ (5)]*100
Promoter and Promoter Group	3800900	3800900	100	0	3800900	3800900	0	100	0
Public - Institutional Holders	24600	0	0	0	0	0	0	0	0
Public- Others	2235500	3154	0.14	0	3154	3154	0	100	0
Total	6061000	3804054	62.76	0	3804054	3804054	0	100	0



ANNEXURE 4

MEMBERS CATEGORY WISE e-VOTING & BALLOT FORM

Sonal Adhesives Limited

Ordinary Resolution No 6 Appointment of Shri. Manish S. Nanda as Independent Director.									
	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3) = [(2)/(1)]*100	No of Votes Polled Invalid (4)	No of Votes Polled valid (5) = [(2)-(4)]	No of Votes - in Favour (6)	No of Votes Against (7)	% of Votes in favour on Votes polled (8) = [(6)/(5)]*100	% of Votes Against on Votes polled (9) = [(7)/(5)]*100
Promoter and Promoter Group	3800900	3800900	100	0	3800900	3800900	0	100	0
Public - Institutional Holders	24600	0	0	0	0	0	0	0	0
Public- Others	2235500	3154	0.14	0	3154	3154	0	100	0
Total	6061000	3804054	62.76	0	3804054	3804054	0	100	0



ANNEXURE 4**MEMBERS CATEGORY WISE e-VOTING & BALLOT FORM**

Sonal Adhesives Limited

Special Resolution No 7 Increase in Borrowing Limits of the Company									
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstandi ng shares (3)=[(2)/ (1)]*100	No of Votes Polled Invalid (4)	No of Votes Polled valid (5) = [(2)- (4)]	No of Votes - in Favour (6)	No of Votes Against (7)	% of Votes in favour on Votes polled (8)=[(6)/ (5)]*100	% of Votes Against on Votes polled (9)=[(7)/ (5)]*100
Promoter and Promoter Group	3800900	3800900	100	0	3800900	3800900	0	100	0
Public - Institutional Holders	24600	0	0	0	0	0	0	0	0
Public- Others	2235500	3154	0.14	0	3154	3154	0	100	0
Total	6061000	3804054	62.76	0	3804054	3804054	0	100	0

