

PRASHANT DIWAN

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

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015]

To
The Chairman
SONAL ADHESIVES LIMITED
2N Laxmi Industrial Estate,
New Link Road, Andheri(west),
Mumbai-400 053

Dear Sir

- 1) The Board of Directors of the M/s. SONAL ADHESIVES LIMITED (CIN: L02004MH1991PLC064045) (hereinafter referred as the "Company") at its meeting held on 12th August, 2015 has appointed me as the Scrutinizer pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the listing agreement for scrutinizing the Remote e-voting and Voting by physical Ballot Form at the venue of 24th Annual General Meeting (AGM) held on 30th September, 2015 in respect of resolutions as stated in the Notice of the 24th AGM of the Company.
- 2) I submit my report as under:
 - (a) The Company had completed on 7th September, 2015 the dispatch of Notice of AGM to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on 21st August, 2015.
 - (b) 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 members holding shares as on the "Cut off date" i.e. 23rd September, 2015 were entitled for Remote e-voting on the proposed resolutions stated in the Notice of the AGM of the Company. The Remote e-voting period was commenced on Sunday, 27th September 2015 from 9.00 a.m. IST and concluded on Tuesday, 29th September, 2015 at 5.00 p.m. IST, the Remote e-voting services were provided by Central Depository Services (India) Ltd (CDSL).
 - (d) The Company had also made arrangements for voting by Ballot Form at the venue of 24th Annual General Meeting for the Members who have not availed remote e-voting facility. The duly executed 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 after conclusion of the Annual General Meeting at 10.30 a.m. IST.
 - (e) After counting of the votes cast at the Annual General Meeting as stated at point (d) above, the votes of Remote e-voting were unblocked on 30th September, 2015 at 10.51 a.m. IST 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 Remote e-voting alongwith the List of members



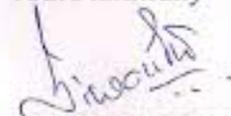
PRASHANT DIWAN

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who voted "For" and "Against" the resolution were downloaded from the e-voting website of CDSL.

- 3) The detailed report on Scrutinizing the Remote e-voting and Ballot Form are enclosed herewith as under:
 - (a) Annexure 1 - Consolidated Summary of Ballot form and Remote e-voting
 - (b) Annexure 2 - Summary of Ballot form voting at the AGM
 - (c) Annexure 3 - Summary of Remote e-voting
 - (d) Annexure 4 - Consolidated Members Category Wise Voting Report (Resolution wise)
 - (e) Annexure 5 - Register of Ballot form (Resolution wise)
 - (f) Annexure 6 - Register of Remote e-Voting (Resolution wise)
- 4) I hereby handover the Ballot Forms and other papers/register and records for safe custody to Mr. Sandeep Arora, Managing Director of the Company and Chairman of the said AGM.
- 5) You may accordingly declare the results of the voting conducted by Remote e-voting and Ballot Form.

Thanking you
Yours faithfully



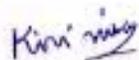
PRASHANT DIWAN
SCRUTINIZER



Place: Mumbai
Date: 30th September, 2015

Encl: as above

We the undersigned witnessed that the votes were unblocked from the e-voting website of CDSL in our presence at 10.51 a.m. IST on 30th September, 2015.



1) CS Nikunj Kiri



2) CS Aashit Doshi

SONAL ADHESIVES LIMITED

CONSOLIDATED SUMMARY OF BALLOT FORM AND REMOTE e-VOTING

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 / NOT VOTED (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 the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss Account for the year ended on that date and the reports of the Auditors and Directors thereon.	15	3804604	0	3804604	3804604	100	0	0
2	Appointment of M/s. Rohan Agrawal, Chartered Accountants as Auditor of the Company	15	3804604	0	3804604	3804604	100	0	0
3	Appointment of Mr Nitin Rane as Director	15	3804604	0	3804604	3804604	100	0	0
4	Appointment of Mr Nitin Rane as an Independent Director	15	3804604	0	3804604	3804604	100	0	0
5	Appointment of Mrs. Mridu Arora as Director	15	3804604	0	3804604	3804604	100	0	0



SONAL ADHESIVES LIMITED

SUMMARY OF BALLOT FORM VOTING AT THE ANNUAL GENERAL MEETING

ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF BALLOT FORM RECEIVED (1)	TOTAL NUMBER OF VOTES (2)	INVALID VOTES / NOT VOTED (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 the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss Account for the year ended on that date and the reports of the Auditors and Directors thereon.	6	3704	0	3704	3704	100	0	0
2	Appointment of M/s. Rohan Agrawal, Chartered Accountants as Auditor of the Company	6	3704	0	3704	3704	100	0	0
3	Appointment of Mr Nitin Rane as Director	6	3704	0	3704	3704	100	0	0
4	Appointment of Mr Nitin Rane as an Independent Director	6	3704	0	3704	3704	100	0	0
5	Appointment of Mrs. Mridu Arora as Director	6	3704	0	3704	3704	100	0	0



SONAL ADHESIVES LIMITED

SUMMARY OF REMOTE e- VOTING

ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF FOLIOS VOTED (1)	TOTAL NUMBER OF VOTES (2)	INVALID VOTES/ NOT VOTED (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 the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss Account for the year ended on that date and the reports of the Auditors and Directors thereon.	9	3800900	0	3800900	3800900	100	0	0
2	Appointment of M/s. Rohan Agrawal, Chartered Accountants as Auditor of the Company	9	3800900	0	3800900	3800900	100	0	0
3	Appointment of Mr Nitin Rane as Director	9	3800900	0	3800900	3800900	100	0	0
4	Appointment of Mr Nitin Rane as an Independent Director	9	3800900	0	3800900	3800900	100	0	0
5	Appointment of Mrs. Mridu Arora as Director	9	3800900	0	3800900	3800900	100	0	0



SONAL ADHESIVES LIMITED

MEMBERS CATEGORY WISE BALLOT FORM & REMOTE e-VOTING

Ordinary Resolution No 1									
Adoption of the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss Account for the year ended on that date and the reports of the Auditors and Directors thereon..									
Promoter /Public	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares	No of Votes Polled Invalid / Not Voted	No of Votes Polled valid	No of Votes - in Favour	No of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5) = [(2)-(4)]	(6)	(7)	(8)= [(6)/(5)]*100	(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	3704	0.17	0	3704	3704	0	100	0
Total	6061000	3804604	62.77	0	3804604	3804604	0	100	0



SONAL ADHESIVES LIMITED

MEMBERS CATEGORY WISE BALLOT FORM & REMOTE e-VOTING

Ordinary Resolution No 2									
Appointment of M/s. Rohan Agrawal, Chartered Accountants as Auditor of the Company									
Promoter /Public	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares	No of Votes Polled Invalid / Not Voted	No of Votes Polled valid	No of Votes - in Favour	No of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5) = [(2)-(4)]	(6)	(7)	(8)= [(6)/(5)]*100	(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	3704	0.17	0	3704	3704	0	100	0
Total	6061000	3804604	62.77	0	3804604	3804604	0	100	0



SONAL ADHESIVES LIMITED

MEMBERS CATEGORY WISE BALLOT FORM & REMOTE e-VOTING

Ordinary Resolution No 3
Appointment of Mr Nitin Rane as Director

Promoter /Public	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares	No of Votes Polled Invalid / Not Voted	No of Votes Polled valid	No of Votes - in Favour	No of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Promoter and Promoter Group	(1) 3800900	(2) 3800900	(3)= $\frac{(2)}{(1)} \times 100$ 100	(4) 0	(5) = [(2)-(4)] 3800900	(6) 3800900	(7) 0	(8)= $\frac{(6)}{(5)} \times 100$ 100	(9)= $\frac{(7)}{(5)} \times 100$ 0
Public Institutional Holders	24600	0	0	0	0	0	0	0	0
Public-Others	2235500	3704	0.17	0	3704	3704	0	100	0
Total	6061000	3804604	62.77	0	3804604	3804604	0	100	0



SONAL ADHESIVES LIMITED

MEMBERS CATEGORY WISE BALLOT FORM & REMOTE e-VOTING

Ordinary Resolution No 4 Appointment of Mr Nitin Rane as an Independent Director									
Promoter /Public	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares	No of Votes Polled Invalid / Not Voted	No of Votes Polled valid	No of Votes - in Favour	No of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5) = [(2)-(4)]	(6)	(7)	(8)= [(6)/ (5)]*100	(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	3704	0.17	0	3704	3704	0	100	0
Total	6061000	3804604	62.77	0	3804604	3804604	0	100	0



SONAL ADHESIVES LIMITED

MEMBERS CATEGORY WISE BALLOT FORM & REMOTE e-VOTING

Ordinary Resolution No 5									
Appointment of Mrs. Mridu Arora as Director									
Promoter /Public	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares	No of Votes Polled Invalid / Not Voted	No of Votes Polled valid	No of Votes - in Favour	No of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5) = [(2)-(4)]	(6)	(7)	(8)= [(6)/(5)]*100	(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	3704	0.17	0	3704	3704	0	100	0
Total	6061000	3804604	62.77	0	3804604	3804604	0	100	0

