

NOTICE

NOTICE is hereby given that the Twenty Eight Annual General Meeting of the Members of Sonal Adhesives Limited will be held on Friday, the September 27, 2019 at the Registered Office of the Company at Plot No. 28/1A, Takai-Adoshi Road, At PO Khopoli, Tal Khalapur, Dist Raigad, Khopoli – 410 203 at 1.00 p.m. (route map to the Venue of AGM is annexed with the Notice) to transact the following business:

Ordinary:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019 and the Statement of Profit / Loss Account for the year ended on that date and the reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mrs. Mridu Sandeep Arora (DIN: 07260461), who retires by rotation and being eligible, offers herself for re-appointment.

Special:

3. APPROVAL FOR RE-APPOINTMENT OF MR. MANISH NANDA AS INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Manish Nanda (DIN: 03245943), who was appointed as an Independent Non-Executive Director of the Company at the 23rd Annual General Meeting of the Company and who holds office upto the ensuing 28th Annual General Meeting and who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for re-appointment be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years from the date of this Annual General Meeting i.e. 27th September, 2019 till the conclusion of 32nd Annual General Meeting to be held in the year 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and authorize executives of the Company for the purpose of giving effect to this Resolution.”

For and on behalf of the Board

Mridu Arora
Director
DIN: 07260461

Sandeep Arora
Managing Director
DIN: 00176939

Registered Office:

Plot No.28/1A, Takai-Adoshi Road
At PO Khopoli Tal, Khalapur
Dist Raigad, Khopoli - 410203
CIN: L02004MH1991PLC064045

Khopoli, August 13, 2019

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. Proxies in order to be effective must be received by the Company at its Registered Office not less than 48 hours before the commencement of the Meeting.
2. Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard-2 of person seeking appointment/ re-appointment as Director under Item No. 2 & 3 of this notice is also annexed.
3. Explanatory statement under section 102 of the Companies Act, 2013 is also annexed to this notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed for the purpose of Annual General Meeting (AGM) from Saturday, September 21, 2019 to Friday, September 27, 2019 (both days inclusive).

5. Corporate Members are requested to send a duly certified copy of the Board resolution authorising their representatives to attend and vote at the AGM.
6. Members are requested to notify any change in their addresses to their Depository Participants in respect of their electronic share holding quoting Client ID no to the Registrar and Share Transfer Agent, M/s. Link Intime India Pvt Ltd., at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra in respect of their physical shares, quoting folio No.
7. Please note that your Company's Shares are compulsorily traded in Electronic Form. Your Company has already entered in the agreement with the National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL). **As per the Amendment to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 it is mandatory that transfer of shares would be carried out in dematerialized form only w.e.f. 5th December, 2018. Therefore Members who still holds shares in physical form are advised to convert them in De-materialized form by sending letters along with the De-materialized Request Form (s) through their concerned Depository participants.**
8. **As per the SEBI circular No SEBI/HO/MIRSD/DOP1/CIR/P/2018 dated 20.04.2018 Members who hold shares in physical form kindly submit the copy of PAN and original cancelled cheque leaf /attested bank passbook showing name of account holder to M/s. Link Intime India Pvt. Ltd. Unit: SONAL ADHESIVES LIMITED, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083 the Registrar and Share Transfer Agent of the Company.**
9. Please note that your Company's Shares are compulsorily traded in Electronic Form. Your Company has already entered in the agreement with the National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL). Members who hold shares in physical form and desirous to convert them in De-materialized form may send letters along with the De-materialized Request Form (s) through the concerned Depository participant.
10. The Members who have not claimed Dividend / encashed their Dividend Warrants for the Dividend declared for the Financial Year 2011-12 are requested to write/return the time barred dividend warrant to the Company for revalidation or issue of duplicate dividend warrant. The unclaimed / unpaid Dividend for the Financial Year 2011-12 will be transferred to Investor Education & Protection Fund (IEPF) in the month of November, 2019 and subsequently Equity shares of the Members who have not claimed Dividend / encashed their Dividend for the Financial Year 2011-12 will also be transferred to IEPF.
11. The Ministry of Corporate Affairs ("MCA") had issued Circulars stating that the service of notice / document by a company to its members can now be made through electronic mode for prompt receipt of communication, apart from helping avoid losses / delays in postal transit.

In view of the above, The Members who have not registered their email addresses are requested to provide their valid e-mail id along with their folio no. / DP ID No & Client ID No and their residential address as under:-

(I) Through post at below addresses :-

- a) The Registrar and Transfer agent of the Company i.e. M/s. Link Intime India Pvt Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra.

OR

- b) The Registered Office of the Company at Plot No.28/1A, Takai-Adoshi Road, At PO Khopoli Tal, Khalapur Dist, Raigad, Khopoli – 410203, Maharashtra.

OR

(II) Through email at:- investor@sonal.co.in

12. The facility for voting, either through electronic voting system or Ballot paper or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
13. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
14. Members can opt for only one mode of voting, i.e., either by polling paper or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
15. Members are requested to bring their attendance slip sent herewith duly filled for attending the meeting and copy of Annual Report to the Meeting.

16. Voting through electronic means:

In terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide its members the facility to exercise their votes on the items of business given in the notice

through electronic voting system, to members holding shares as on Friday, the September 20, 2019 being the cut-off date ("Record date" for the purpose of said Rules) fixed for determining voting rights of members entitled to participate in the e-voting process through the e-voting platform provided by Central Depository Services (India) Limited (CDSL).

The e-voting rights of the members/beneficiary owners shall be reckoned on the equity shares held by them as on Friday, the September 20, 2019.

A. The instructions for Members voting electronically are as under:

- (i) The remote e-voting period commences on Tuesday, the September 24, 2019 (9.00 a.m. IST) and ends on Thursday, the September 26, 2019 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, the September 20, 2019; may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the Member casts the vote on a resolution, the member shall not be allowed to change it subsequently.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The Members should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Members.
- (v) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

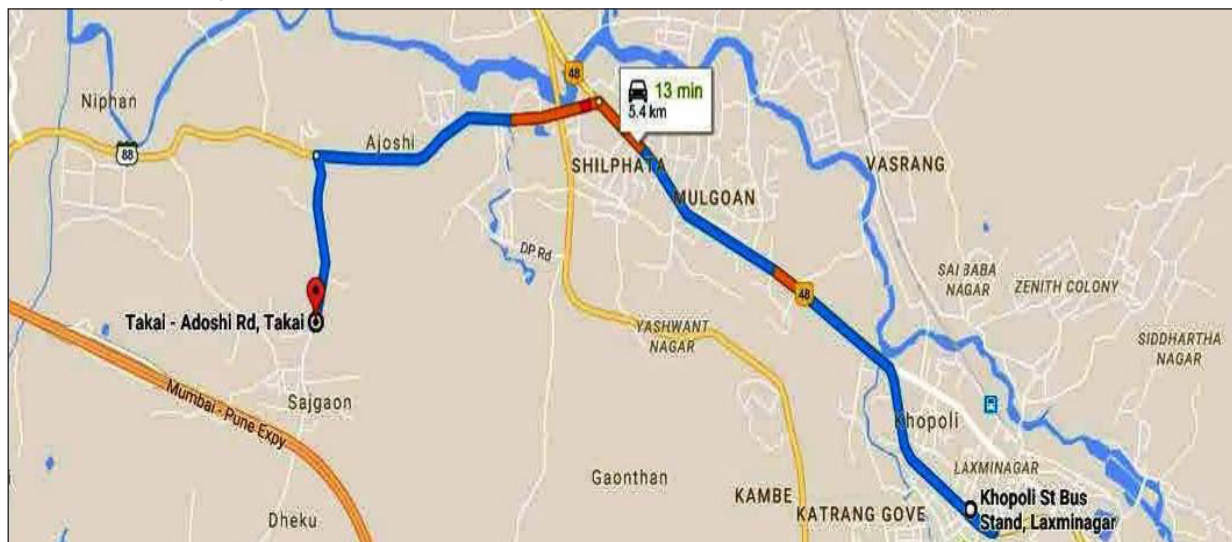
For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat members as well as physical members) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Members and Custodians**
- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. General Instructions:

- (i) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, the September 20, 2019.
 - (ii) Mr. Prashant Diwan, Practising Company Secretary (Membership No. FCS 1403) has been appointed by the Company as the Scrutinizer to scrutinize the remote e-voting process and voting through ballot at the AGM in a fair and transparent manner.
 - (iii) The Scrutinizer shall, immediately after the conclusion of voting at the General Meeting, would count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, within forty eight hours of conclusion of the Meeting, a Consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
 - (iv) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sonal.co.in and on the website of CDSL www.evoting.cdsl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") where the shares of the Company are listed.
17. The route map from Khopoli Bus Stand to Takai Adoshi Road is given hereunder. The prominent landmark for Takai Adoshi Road is Sanjivani Hospital.



Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:**Item No. 3:**

Pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Manish Nanda (DIN: 03245943), was appointed as an Independent Non-Executive Director of the Company at the 23rd Annual General Meeting of the Company to hold office as an Independent Non-Executive Director of the Company for a period up to five (5) consecutive years till the conclusion of the forthcoming 28th AGM of the Company.

As per Section 149(10) of the Act, an Independent Director can hold office for a term up to five (5) consecutive years on the Board of a Company and may be re-appointed for another term up to five (5) consecutive years, with the approval of Members of the Company by way of Special Resolution.

In the opinion of the Board of Directors of the Company, Mr. Manish Nanda fulfils the conditions for re-appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and is independent of the management.

The Board of Directors at its meeting held on 13th August, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the satisfactory performance evaluation result, considered that given his professional background and experience and contributions made by him during his tenure, the association of Mr. Manish Nanda would be beneficial to the Company and it is desirable to re-appoint him as an Independent Director for another term up to five (5) consecutive years with effect from 27th September, 2019 till the conclusion of 32nd Annual General Meeting to be held in the year 2024.

Copy of the draft letter of appointment of Mr. Manish Nanda setting out the terms and conditions of re-appointment are available for inspection by the Members of the Company without any fee at the Registered Office of the Company during the business hours (except on Saturdays and Sundays) and will also be available at the venue of the AGM till the conclusion of the AGM.

The details of Mr. Manish Nanda as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are annexed to this Notice.

Mr. Manish Nanda does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Mr. Manish Nanda has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Manish Nanda is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 03 of the Notice.

The Board recommends the Special Resolution set out at Item No. 03 of the Notice for approval by the Members.

For and on behalf of the Board

Mridu Arora
Director
DIN: 07260461

Sandeep Arora
Managing Director
DIN: 00176939

Registered Office:

Plot No.28/1A, Takai-Adoshi Road
At PO Khopoli Tal, Khalapur
Dist Raigad, Khopoli - 410203
CIN: L02004MH1991PLC064045
Khopoli, August 13, 2019

Details of Directors seeking appointment/ re-appointment furnished pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2.:

Name of Director	Mrs. Mridu Sandeep Arora	Mr. Manish Nanda
Date of Birth	24/07/1976	16/04/1970
Age	43 Years	49 Years
Date of Appointment	12/08/2015	01/09/2010
Qualifications	M.A.	B. Com
Experience	more than 8 years	more than 20 years
Expertise in specific functional areas	Designing	Administration
Terms and condition of appointment / re-appointment along with remuneration to be drawn	<p>Retire by rotation: Liable to retire by rotation.</p> <p>Duties: To adhere as provided under Section 166 of the Act.</p> <p>Code of Conduct: Abide by the Code of Conduct devised by the Company.</p> <p>Remuneration: NIL</p>	<p>Retire by rotation: Not Liable to retire by rotation.</p> <p>Duties: To adhere as provided under Section 166 of the Act.</p> <p>To adhere to Schedule V of the Companies Act, 2013.</p> <p>Code of Conduct: Abide by the Code of Conduct devised by the Company.</p> <p>Remuneration: NIL</p>
Relationship with other Directors, Manager and other KMP	Wife of Mr. Sandeep Arora, Managing Director of the Company	NIL
No. of Board meeting attended during the year	6	6
Directorships held in other companies (excluding foreign companies)	NIL	3
Memberships / Chairmanships of Committees of the Company	Member of Nomination and Remuneration Committee and Member of Stakeholder Relationship Committee	Chairman of Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee
Memberships / Chairmanships of Committees of the other Company	NIL	NIL
Number of shares held in the Company	NIL	NIL