

PRASHANT DIWAN

B.COM. L.L.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

Plot No.28/1A, Takai-Adoshi Road

At PO Khopoli, Tal Khalapur Dist Raigad

Khopoli, Raigarh 410203

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 11th August, 2016 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for scrutinizing the Remote e-voting and Voting by physical Ballot Form at the venue of 25th Annual General Meeting (AGM) held on 30th September, 2016 in respect of resolutions as stated in the Notice of the 25th AGM of the Company.
- 2) I submit my report as under:
 - (a) The Company had completed on 1st September, 2016 the dispatch of Notice of AGM to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on 26th August, 2016.
 - (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, 2016 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 Tuesday, 27th September, 2016 from 9.00 a.m. IST and was concluded on Thursday, 29th September, 2016 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 25th 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 1.25 p.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, 2016 at 3.33 p.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 who voted "For" and "Against" the resolution were downloaded from the e-voting website of CDSL.



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- 3) The detailed report on Scrutinizing the Remote e-voting and Ballot Form are enclosed herewith as under:
- Annexure 1 – Consolidated Summary of Ballot form and Remote e-voting
 - Annexure 2 – Summary of Ballot form voting at the AGM
 - Annexure 3 – Summary of Remote e-voting
 - Annexure 4 – Consolidated Members Category Wise Voting Report (Resolution wise)
 - Annexure 5 – Register of Ballot form (Resolution wise)
 - 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, Chairman and 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

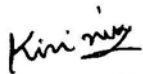


PRASHANT DIWAN
SCRUTINIZER

Place: Mumbai
Date: 30th September, 2016

Encl: as above

We the undersigned witnessed that the votes were unblocked from the e-voting website of CDSL in our presence at 3.33 p.m. IST on 30th September, 2016.



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	TOTAL NUMBER OF VOTES	INVALID VOTES / NOT VOTED	TOTAL VALID VOTES	TOTAL ASSENT VOTES	% OF ASSENT VOTES	TOTAL DISSENT VOTES	% OF DISSENT VOTES
		1	2	3	4	5	6 = (5/4*100)	7	8 = (7/4*100)
1	Adoption of Financial Statements for the year ended March 31, 2016	23	4157248	279010	3878238	3804938	98.11	73300	1.89
2	Re-appointment of Smt. Mridu Sandeep Arora, who retires by rotation	23	4157248	279010	3878238	3804938	98.11	73300	1.89
3	Ratification of appointment of M/s. Rohan Agrawal & Co, Chartered Accountants, as Auditor of the Company for the Financial Year 2016-2017	23	4157248	279010	3878238	3804938	98.11	73300	1.89



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	TOTAL NUMBER OF VOTES	INVALID VOTES / NOT VOTED	TOTAL VALID VOTES	TOTAL ASSENT VOTES	% OF ASSENT VOTES	TOTAL DISSENT VOTES	% OF DISSENT VOTES
		1	2	3	4	5	6 = (5/4*100)	7	8 = (7/4*100)
1	Adoption of Financial Statements for the year ended March 31, 2016	12	282848	279010	3838	3838	100.00	0	0.00
2	Re-appointment of Smt. Mridu Sandeep Arora, who retires by rotation	12	282848	279010	3838	3838	100.00	0	0.00
3	Ratification of appointment of M/s. Rohan Agrawal & Co, Chartered Accountants, as Auditor of the Company for the Financial Year 2016-2017	12	282848	279010	3838	3838	100.00	0	0.00



ANNEXURE 3

SONAL ADHESIVES LIMITED

SUMMARY OF REMOTE VOTING

ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF FOLIO VOTED	TOTAL NUMBER OF VOTES	INVALID VOTES / NOT VOTED	TOTAL VALID VOTES	TOTAL ASSENT VOTES	% OF ASSENT VOTES	TOTAL DISSENT VOTES	% OF DISSENT VOTES
		1	2	3	4	5	6 = (5/4*100)	7	8 = (7/4*100)
1	Adoption of Financial Statements for the year ended March 31, 2016	11	3874400	0	3874400	3801100	98.11	73300	1.89
2	Re-appointment of Smt. Mridu Sandeep Arora, who retires by rotation	11	3874400	0	3874400	3801100	98.11	73300	1.89
3	Ratification of appointment of M/s. Rohan Agrawal & Co, Chartered Accountants, as Auditor of the Company for the Financial Year 2016-2017	11	3874400	0	3874400	3801100	98.11	73300	1.89



Consolidated Members Category Wise Voting Report
SONAL ADHESIVES LIMITED

Item No. 1		Adoption of Financial Statements for the year ended March 31, 2016						
Resolution required: Special / Ordinary		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	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)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3800900	3800900	100	3800900	0	100.00	0.00
	Ballot Form		0	0	0	0	0.00	0.00
	Total		3800900	100	3800900	0	100.00	0.00
Public- Institutions	E-Voting	24600	0	0	0	0	0.00	0.00
	Ballot Form		0	0	0	0	0.00	0.00
	Total		0	0	0	0	0.00	0.00
Public- Non Institutions	E-Voting	2235500	73500	3.29	200	73300	0.27	99.73
	Ballot Form		3838	0.17	3838	0	100.00	0.00
	Total		77338	3.46	4038	73300	5.22	94.78
Total		6061000	3878238	63.99	3804938	73300	98.11	1.89



Consolidated Members Category Wise Voting Report
SONAL ADHESIVES LIMITED

Item No. 2		Re-appointment of Smt. Mridu Sandeep Arora, who retires by rotation						
Resolution required: Special / Ordinary		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3800900	3800900	100	3800900	0	100.00	0.00
	Ballot Form		0	0	0	0	0.00	0.00
	Total		3800900	100	3800900	0	100.00	0.00
Public- Institutions	E-Voting	24600	0	0	0	0	0.00	0.00
	Ballot Form		0	0	0	0	0.00	0.00
	Total		0	0	0	0	0.00	0.00
Public- Non Institutions	E-Voting	2235500	73500	3.29	200	73300	0.27	99.73
	Ballot Form		3838	0.17	3838	0	100.00	0.00
	Total		77338	3.46	4038	73300	5.22	94.78
Total		6061000	3878238	63.99	3804938	73300	98.11	1.89



Consolidated Members Category Wise Voting Report
SONAL ADHESIVES LIMITED

Item No. 3		Ratification of appointment of M/s. Rohan Agrawal & Co, Chartered Accountants, as Auditor of the Company for the Financial Year 2016-2017						
Resolution required: Special / Ordinary		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3800900	3800900	100	3800900	0	100.00	0.00
	Ballot Form		0	0	0	0	0.00	0.00
	Total		3800900	100	3800900	0	100.00	0.00
Public- Institutions	E-Voting	24600	0	0	0	0	0.00	0.00
	Ballot Form		0	0	0	0	0.00	0.00
	Total		0	0	0	0	0.00	0.00
Public- Non Institutions	E-Voting	2235500	73500	3.29	200	73300	0.27	99.73
	Ballot Form		3838	0.17	3838	0	100.00	0.00
	Total		77338	3.46	4038	73300	5.22	94.78
Total		6061000	3878238	63.99	3804938	73300	98.11	1.89

