



PRASHANT DIWAN
B.Com, LL.B, FCS, AICWA
Practicing Company Secretary

B-703/704, Anand Sagar
M. G. Road, Kandivali (W), Mumbai 400067

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, 2017 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 26th Annual General Meeting (AGM) held on 28th September, 2017 in respect of resolutions as stated in the Notice of the 26th AGM of the Company.
- 2) I submit my report as under:
 - (a) The Company had completed on 4th September, 2017 the dispatch of Notice of AGM to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on 25th August, 2017.
 - (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. 22nd September, 2017 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 Monday, 25th September, 2017 from 9.00 a.m. IST and was concluded on Wednesday, 27th September, 2017 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 26th 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 at 2.20 p.m. after conclusion of the Annual General Meeting at 2.15 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 28th September, 2017 at 2.24 p.m. IST in the

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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.

- 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, 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



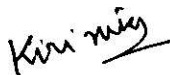
PRASHANT DIWAN
SCRUTINIZER



Place: Mumbai
Date: 28th September, 2017

Encl: as above

We the undersigned witnessed that the votes were unblocked from the e-voting website of CDSL in our presence at 2.24 p.m. IST on 28th September, 2017.



1) CS Nikunj Kiri



2) CS Aashit Doshi

SONAL ADHESIVES LIMITED

ANNEXURE 1

CONSOLIDATED SUMMARY OF BALLOT FORM AND REMOTE e-VOTING

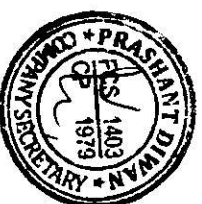
ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TOTAL NO. OF FOLIOS VOTED / BALLOT FORM RECEIVED	TOTAL NUMBER OF VOTES	INVALID VOTES / NOT VOTED	TOTAL VALID VOTES	TOTAL ASSENT VOTES	% OF ASSENT VOTES	TOTAL DISSENT VOTES	% OF DISSENT VOTES
1	Adoption of Financial Statements for the year ended March 31, 2017	16	3802644	0	3802644	3802644	100.00	0	0.00
2	Re-appointment of Mrs. Mridu Sandeep Arora, who retires by rotation	16	3802644	0	3802644	3801144	99.96	1500	0.04
3	Ratification of appointment of M/s. Rohan Agrawal & Co, Chartered Accountants, as Auditor of the Company for the Financial Year 2017-2018	16	3802644	0	3802644	3801144	99.96	1500	0.04
4	Re-appointment of Mr. Sandeep Arora as Managing Director of the Company	16	3802644	0	3802644	3801144	99.96	1500	0.04



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	Adoption of Financial Statements for the year ended March 31, 2017	4	40	0	40	40	$\frac{40}{40} = 100.00$	0	$\frac{0}{40} = 0.00$
2	Re-appointment of Mrs. Mridu Sandeep Arora, who retires by rotation	4	40	0	40	40	$\frac{40}{40} = 100.00$	0	$\frac{0}{40} = 0.00$
3	Ratification of appointment of M/s. Rohan Agrawal & Co. Chartered Accountants, as Auditor of the Company for the Financial Year 2017-2018	4	40	0	40	40	$\frac{40}{40} = 100.00$	0	$\frac{0}{40} = 0.00$
4	Re-appointment of Mr. Sandeep Arora as Managing Director of the Company	4	40	0	40	40	$\frac{40}{40} = 100.00$	0	$\frac{0}{40} = 0.00$



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, 2017	12	3802604	0	3802604	3802604	100.00	0	0.00
2	Re-appointment of Mrs. Mridu Sandeep Arora, who retires by rotation	12	3802604	0	3802604	3801104	99.96	1500	0.04
3	Ratification of appointment of M/s. Rohan Agrawal & Co, Chartered Accountants, as Auditor of the Company for the Financial Year 2017-2018	12	3802604	0	3802604	3801104	99.96	1500	0.04
4	Re-appointment of Mr. Sandeep Arora as Managing Director of the Company	12	3802604	0	3802604	3801104	99.96	1500	0.04



Consolidated Members Category Wise Voting Report
SONAL ADHESIVES LIMITED

Item No. 1			To receive, consider and adopt the Audited Balance Sheet as at March 31, 2017 and the Statement of Profit / Loss Account for the year ended on that date and the reports of the Auditors and Directors thereon.					
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	100.00	3800900	0	100.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		3800900	100.00	3800900	0	100.00	0.00
Public- Institutions	E-Voting	24600	0	0.00	0	0	0.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	2235500	1704	0.08	1704	0	100.00	0.00
	Ballot Form		40	0.00	40	0	100.00	0.00
	Total		1744	0.08	1744	0	100.00	0.00
Total		6061000	3802644	62.74	3802644	0	100.00	0.00



Consolidated Members Category Wise Voting Report
SONAL ADHESIVES LIMITED

Item No. 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						
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	100.00	3800900	0	100.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		3800900	100.00	3800900	0	100.00	0.00
Public- Institutions	E-Voting	24600	0	0.00	0	0	0.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	2235500	1704	0.08	204	1500	11.97	88.03
	Ballot Form		40	0.00	40	0	100.00	0.00
	Total		1744	0.08	244	1500	13.99	86.01
Total		6061000	3802644	62.74	3801144	1500	99.96	0.04



Consolidated Members Category Wise Voting Report
SONAL ADHESIVES LIMITED

Item No. 3		To consider ratification of appointment of Auditor of the Company						
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	100.00	3800900	0	100.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		3800900	100.00	3800900	0	100.00	0.00
Public- Institutions	E-Voting	24600	0	0.00	0	0	0.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	2235500	1704	0.08	204	1500	11.97	88.03
	Ballot Form		40	0.00	40	0	100.00	0.00
	Total		1744	0.08	244	1500	13.99	86.01
Total		6061000	3802644	62.74	3801144	1500	99.96	0.04



Consolidated Members Category Wise Voting Report
SONAL ADHESIVES LIMITED

Item No. 4		To Re-appointment of Mr. Sandeep Arora as Managing Director of the Company						
Resolution required Special/ Ordinary		Special						
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	100.00	3800900	0	100.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		3800900	100.00	3800900	0	100.00	0.00
Public- Institutions	E-Voting	24600	0	0.00	0	0	0.00	0.00
	Ballot Form		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	2335500	1704	0.08	204	1500	11.97	88.03
	Ballot Form		40	0.00	40	0	100.00	0.00
	Total		1744	0.08	244	1500	13.99	86.01
Total		6061000	3802644	62.74	3801144	1500	99.96	0.04

