



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 - 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 24th November, 2020 has appointed me as the Scrutinizer for Annual General Meeting (AGM) held on 26th December, 2020 through Video Conferencing / Other Audio Visual Means, pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and General Circular Nos. 14/2020, 17/2020, & 20/2020 issued by the Ministry of Corporate Affairs on 8th April, 2020, 13th April, 2020 & 5th May, 2020 respectively and Circular issued by SEBI dated 12th May, 2020 (collectively referred to as "MCA and SEBI Circulars") for scrutinizing the Remote e-voting and e-voting during AGM in respect of resolutions as stated in the Notice of the AGM of the Company.
- 2) I submit my report as under:
 - (a) The Company had on 3rd December, 2020 sent the Annual report and the Notice of AGM to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on 27th November, 2020 through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA and SEBI Circular.
 - (b) As per provisions of the Companies Act, 2013, the number of votes cast in respect of any resolutions 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. 20th December, 2020 were entitled for Remote e-voting and e-voting during AGM on the proposed resolutions as stated in the Notice of the AGM of the Company. The Remote e-voting period commenced on Wednesday, 23rd December, 2020 from 9.00 a.m. IST and concluded on Friday, 25th December, 2020 at 5.00 p.m. IST, the Remote e-voting services were provided by Central Depository Services (India) Limited ('CDSL').
 - (d) The Company had also made arrangements for e-voting during AGM for the Members who have not availed Remote e-voting facility. The said e-voting services were also provided by CDSL.

Digitally signed by PRASHANT
DEVENDRA DIWAN
DN: cn=Prashant Diwan, o=Prashant Diwan, ou=Prashant Diwan, email=prashant@prashantdiwan.com, c=IN
Date: 2020.12.26 17:53:59 +05'30'



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Practicing Company Secretary

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- (e) The votes of Remote e-voting and e-voting during the AGM were unblocked on 26th December, 2020 at around 3.34 p.m. IST in the presence and association of two witnesses who are not in the employment of the Company. The results of Remote e-voting and e-voting during AGM along with the List of members who voted 'Assent' or 'Dissent' on the resolutions, were downloaded from the e-voting website of CDSL.
- (f) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof including MCA & SEBI Circulars in respect of the resolutions contained in the Notice of AGM and providing proper facility for AGM. Our responsibilities as scrutinizers is restricted to make a consolidated scrutinizer's report of the votes cast 'Assent' or 'Dissent' on the resolutions stated in the AGM Notice.
- (g) The shareholders exercised their voting either by Remote e-voting or e-voting during AGM. There was no shareholder who availed for both the facilities. Further, shareholders who have voted for lesser number of shares as compared to their entitlement, the number of shares for which they actually voted was considered.
- 3) The detailed report on Scrutinizing the Remote e-voting and e-voting during the AGM are enclosed herewith as under:
- (a) Annexure 1 – Consolidated Summary of e-voting during AGM and Remote e-voting
 - (b) Annexure 2 – Summary of e-voting during 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 e-voting during AGM (Resolution wise)
 - (f) Annexure 6 – Register of Remote e-Voting (Resolution wise)
- 4) I hereby handover the registers / records for safe custody to Mr Nitin Rane, Chairman of the Company.
- 5) You may accordingly declare the results of the voting conducted by e-voting during AGM and Remote e-voting.

Thanking you
Yours faithfully

PRASHANT
DEVENDR
A DIWAN

Digitally signed by PRASHANT DEVENDRA
DIWAN
DN: cn=PS, o=Prashant,
2.5.4.20=114a511822d6a23a4a4e83776f2
015020946d62c2396a9a70a81027,
serial=402007, st=Maharashtra,
email=prashantdevendra@prashantdiwan.com,
ou=762446888@762446888.com,
c=IN

PRASHANT DIWAN
SCRUTINIZER

PR: 530/2017
UDIN: F001403B001671491

Place: Mumbai
Date: 26th December, 2020

Encl: as above

ANNEXURE 1

SONAL ADHESIVES LIMITED

CONSOLIDATED SUMMARY OF E-VOTING DURING AGM AND REMOTE e-VOTING

ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TYPE OF RESOLUTION	TOTAL NO. OF FOLIOS 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	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2020 and the Statement of Profit / Loss Account for the year ended on that date and the reports of the Auditors and Directors thereon	Ordinary	19	3800949	0	3800949	3800948	100.00	1	0.00
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	Ordinary	19	3800949	0	3800949	3800948	100.00	1	0.00
3	To appoint Auditors and if thought fit to pass the following resolution as an Ordinary Resolution	Ordinary	19	3800949	0	3800949	3800948	100.00	1	0.00
4	To approval for Re-Appointment of Mr. Nitin Rane as Independent Director of the Company	Special	19	3800949	0	3800949	3800948	100.00	1	0.00
5	To approval for Re-Appointment of Mr. Sandeep Arora as Managing Director	Special	19	3800949	0	3800949	3800948	100.00	1	0.00

ANNEXURE 2

SONAL ADHESIVES LIMITED

SUMMARY OF E-VOTING DURING AGM

ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TYPE OF RESOLUTION	TOTAL NO. OF FOLIOS 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	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2020 and the Statement of Profit / Loss Account for the year ended on that date and the reports of the Auditors and Directors thereon	Ordinary	1	1	0	1	0	0.00	1	100.00
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	Ordinary	1	1	0	1	0	0.00	1	100.00
3	To appoint Auditors and if thought fit to pass the following resolution as an Ordinary Resolution	Ordinary	1	1	0	1	0	0.00	1	100.00
4	To approval for Re-Appointment of Mr. Nitin Rane as Independent Director of the Company	Special	1	1	0	1	0	0.00	1	100.00
5	To approval for Re-Appointment of Mr. Sandeep Arora as Managing Director	Special	1	1	0	1	0	0.00	1	100.00

ANNEXURE 3

SONAL ADHESIVES LIMITED

SUMMARY OF REMOTE E-VOTING

ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TYPE OF RESOLUTION	TOTAL NO. OF FOLIOS 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	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2020 and the Statement of Profit / Loss Account for the year ended on that date and the reports of the Auditors and Directors thereon	Ordinary	18	3800948	0	3800948	3800948	100.00	0	0.00
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	Ordinary	18	3800948	0	3800948	3800948	100.00	0	0.00
3	To appoint Auditors and if thought fit to pass the following resolution as an Ordinary Resolution	Ordinary	18	3800948	0	3800948	3800948	100.00	0	0.00
4	To approval for Re-Appointment of Mr. Nitin Rane as Independent Director of the Company	Special	18	3800948	0	3800948	3800948	100.00	0	0.00
5	To approval for Re-Appointment of Mr. Sandeep Arora as Managing Director	Special	18	3800948	0	3800948	3800948	100.00	0	0.00

**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, 2020 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	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	100.00	3800900	0	100.00	0.00
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Total		3800900	100.00	3800900	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	2260100	48	0.00	48	0	100.00	0.00
	E-Voting at AGM		1	0.00	0	1	0.00	100.00
	Total		49	0.00	48	1	97.96	2.04
Total		6061000	3800949	62.71	3800948	1	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
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Total		3800900	100.00	3800900	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	2260100	48	0.00	48	0	100.00	0.00
	E-Voting at AGM		1	0.00	0	1	0.00	100.00
	Total		49	0.00	48	1	97.96	2.04
Total		6061000	3800949	62.71	3800948	1	100.00	0.00

**Consolidated Members Category Wise Voting Report
SONAL ADHESIVES LIMITED**

Item No. 3			To appoint Auditors and if thought fit to pass the following resolution as an Ordinary Resolution					
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	100.00	3800900	0	100.00	0.00
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Total		3800900	100.00	3800900	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	2260100	48	0.00	48	0	100.00	0.00
	E-Voting at AGM		1	0.00	0	1	0.00	100.00
	Total		49	0.00	48	1	97.96	2.04
Total		6061000	3800949	62.71	3800948	1	100.00	0.00

Consolidated Members Category Wise Voting Report
SONAL ADHESIVES LIMITED

Item No. 4		To approval for Re-Appointment of Mr. Nitin Rane as Independent 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
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Total		3800900	100.00	3800900	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	2260100	48	0.00	48	0	100.00	0.00
	E-Voting at AGM		1	0.00	0	1	0.00	100.00
	Total		49	0.00	48	1	97.96	2.04
Total		6061000	3800949	62.71	3800948	1	100.00	0.00

**Consolidated Members Category Wise Voting Report
SONAL ADHESIVES LIMITED**

Item No. 5		To approval for Re-Appointment of Mr. Sandeep Arora as Managing Director						
Resolution required: Special / Ordinary		Special						
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	100.00	3800900	0	100.00	0.00
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Total		3800900	100.00	3800900	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	2260100	48	0.00	48	0	100.00	0.00
	E-Voting at AGM		1	0.00	0	1	0.00	100.00
	Total		49	0.00	48	1	97.96	2.04
Total		6061000	3800949	62.71	3800948	1	100.00	0.00