



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, Village Dheku, Takai Adoshi Road

Off: Khopoli Pen Road, Tal: Khalapur

Dist., Raigad – 410 203

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, 2021 has appointed me as the Scrutinizer for 30th Annual General Meeting (AGM) held on 27th September, 2021 at 4.00 p.m. 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 & 02/2021 issued by the Ministry of Corporate Affairs on 8th April, 2020, 13th April, 2020; 5th May, 2020 & 13th January, 2021 respectively and Circulars issued by SEBI dated 12th May, 2020 & 15th January, 2021 (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 30th AGM of the Company.
- 2) I submit my report as under:
 - (a) The Company had on 3rd September, 2021 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 20th August, 2021 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 September, 2021 were entitled for Remote e-voting and e-voting during AGM on the proposed resolutions stated in the Notice of the AGM of the Company. The Remote e-voting period commenced on Friday, 24th September, 2021 from 9.00 a.m. IST and concluded on Sunday, 26th September, 2021 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.
 - (e) The votes of Remote e-voting and e-voting during the AGM were unblocked on 27th September 2021 at around 4.42 p.m. IST in the presence two witnesses, CS Nikunj Kiri and CS Jigar Bagaria, 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.




PRASHANT DIWAN

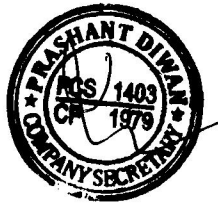
**B.Com, LL.B, FCS, AICWA
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- (f) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof including MCA & SEBI Circulars in respect of the resolutions contained in the Notice 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 Sandeep Arora, Managing Director 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 DIWAN
SCRUTINIZER**

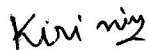


PR: 530/2017
UDIN: F001403C001020531

Place: Mumbai
Date: 28.09.2021

Encl: as above

We the undersigned witnessed that the votes were unblocked from the e-voting website of CDSL in our presence at around 4.42 p.m. IST on 27th September, 2021.



1) CS Nikunj Kiri

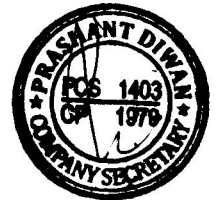


2) CS Jigar Bagaria

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, 2021 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	3801149	0	3801149	3801148	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	18	3801149	0	3801149	3801148	100.00	1	0.00
3	Sale of Company's land (undertaking.) situated at Village Dheku, Takai Adoshi Road, Taluka Khalapur, Dist Raigad, Khopoli - 410 203	Special	18	3801149	0	3801149	3801148	100.00	1	0.00



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, 2021 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	Sale of Company's land (undertaking.) situated at Village Dheku, Takai Adoshi Road, Taluka Khalapur, Dist Raigad, Khopoli - 410 203	Special	1	1	0	1	0	0.00	1	100.00



SONAL ADHESIVES LIMITED

SUMMARY OF REMOTE VOTING

ITEM NO. AS PER AGM NOTICE	PARTICULARS OF RESOLUTIONS	TYPE OF RESOLUTION	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	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2021 and the Statement of Profit / Loss Account for the year ended on that date and the reports of the Auditors and Directors thereon.	Ordinary	17	3801148	0	3801148	3801148	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	17	3801148	0	3801148	3801148	100.00	0	0.00
3	Sale of Company's land (undertaking.) situated at Village Dheku, Takai Adoshi Road, Taluka Khalapur, Dist Raigad, Khopoli - 410 203	Special	17	3801148	0	3801148	3801148	100.00	0	0.00



ANNEXURE 4

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, 2021 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	Remote E-voting	3800900	3800900	100.00	3800900	0	100.00	0.00
	E-voting in AGM		0	0.00	0	0	0.00	0.00
	Total		3800900	100.00	3800900	0	100.00	0.00
Public- Institutions	Remote E-voting	0	0	0.00	0	0	0.00	0.00
	E-voting in AGM		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	Remote E-voting	2260100	248	0.01	248	0	100.00	0.00
	E-voting in AGM		1	0.00	0	1	0.00	100.00
	Total		249	0.01	248	1	99.60	0.40
Total		6061000	3801149	62.71	3801148	1	100.00	0.00



ANNEXURE 4

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	Remote E-voting	3800900	3800900	100.00	3800900	0	100.00	0.00
	E-voting in AGM		0	0.00	0	0	0.00	0.00
	Total		3800900	100.00	3800900	0	100.00	0.00
Public- Institutions	Remote E-voting	0	0	0.00	0	0	0.00	0.00
	E-voting in AGM		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	Remote E-voting	2260100	248	0.01	248	0	100.00	0.00
	E-voting in AGM		1	0.00	0	1	0.00	100.00
	Total		249	0.01	248	1	99.60	0.40
Total		6061000	3801149	62.71	3801148	1	100.00	0.00



ANNEXURE 4

Consolidated Members Category Wise Voting Report
SONAL ADHESIVES LIMITED

Item No. 3			Sale of Company's land (undertaking.) situated at Village Dheku, Takai Adoshi Road, Taluka Khalapur, Dist Raigad,					
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	Remote E-voting	3800900	3800900	100.00	3800900	0	100.00	0.00
	E-voting in AGM		0	0.00	0	0	0.00	0.00
	Total		3800900	100.00	3800900	0	100.00	0.00
Public- Institutions	Remote E-voting	0	0	0.00	0	0	0.00	0.00
	E-voting in AGM		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	Remote E-voting	2260100	248	0.01	248	0	100.00	0.00
	E-voting in AGM		1	0.00	0	1	0.00	100.00
	Total		249	0.01	248	1	99.60	0.40
Total		6061000	3801149	62.71	3801148	1	100.00	0.00

