

NOTICE

NOTICE is hereby given that the 34th Annual General Meeting (AGM) of the Members of Sonal Adhesives Limited will be held on **Thursday, September 25, 2025 at 4.00 p.m.** through two-way Video Conferencing or Other Audio Visual Means ("VC/OAVM") to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and the Auditors 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.
3. To appoint Statutory Auditors and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013 and all other provisions made there under and on recommendation of Audit Committee of the Company and due to retirement of M/s. M C Asawa & Co, existing Statutory Auditor of the Company; M/s Haziyani & Associates (FRN: 030087C), Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company, for a period of Five consecutive financial years i.e. from FY 2025-26 to FY 2029-30 to hold office of Auditors from the conclusion of this 34th Annual General Meeting (AGM) till the conclusion of the 39th AGM of the Company to be held in the year 2030 AND THAT the Board of Directors of the Company be and are hereby authorised to fix their remuneration."

Special Business:

4. APPOINTMENT OF MR. VIPUL DESAI AS DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Vipul Desai (DIN: 02074877), who was appointed as an Additional Director of the Company with effect from 12th August, 2025 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the conclusion of the ensuing Annual General Meeting and being eligible for appointment as a Director, be and is hereby appointed as a Director of the Company."

5. APPOINTMENT OF MR. VIPUL DESAI AS INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary 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, the approval of the members be and is hereby accorded for appointment of Mr. Vipul Desai (DIN: 02074877) who has given his consent for appointment as an Independent Director of the Company and has also submitted a declaration that he meets the criteria of independence under section 149(6) of the Act and the SEBI regulations be and is hereby appointed as an Independent Director for a term of 3 (Three) consecutive years commencing from 12th August, 2025 up to 11th August, 2028; not liable to retire by rotation.

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."

6. RATIFY THE REMUNERATION OF THE COST AUDITORS FOR THE FY 2024-25

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Cost Auditors M/s. S K Agarwal & Associates (Firm Registration Number: 100322) for the financial year 2024-25, fixed at Rs. 70,000/- (plus applicable taxes and out-of-pocket expenses) by the Board of Directors, be and is hereby ratified."

7. RATIFY THE REMUNERATION OF THE COST AUDITORS FOR THE FY 2025-26

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Cost Auditors M/s. S K Agarwal & Associates (Firm Registration Number: 100322) for the financial year 2025-26, fixed at Rs. 70,000/- (plus applicable taxes and out-of-pocket expenses) by the Board of Directors, be and is hereby ratified.”

For Sonal Adhesives Limited

Sd/-
Mridu Arora
Director
DIN: 07260461

Sd/-
Sandeep Arora
Managing Director
DIN: 00176939

Date: 12/08/2025

Place: Khopoli

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 issued by the Ministry of Corporate Affairs on 8th April, 2020; 13th April, 2020; 5th May, 2020; 13th January, 2021; 8th December, 2021; 14th December, 2021; 5th May, 2022; 28th December, 2022; 25th September, 2023 and 19th September, 2024 respectively (collectively referred to as “MCA Circulars”) has permitted the holding of the annual general meeting through Video Conferencing (“VC”) or through other audio-visual means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the 34th Annual General Meeting (“Meeting” or “AGM”) of the Company is being held through VC / OAVM on Thursday, September 25, 2025. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility of appointment of proxy to attend and vote is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sonal.co.in. The Notice can also be accessed from the websites of the Stock Exchange, i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
8. Additional information pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 in respect of Directors seeking appointment/re-appointment forms part of this Notice.
9. The Register of Members and Share Transfer Books of the Company will remain closed for the purpose of Annual General Meeting (AGM) from Friday, September 19, 2025 to Thursday, September 25, 2025 (both days inclusive).
10. Members are requested to notify any change in their addresses to their Depository Participants in respect of their shareholding in electronic form quoting Client ID no. and to the Registrar and Share Transfer Agent, M/s. MUFG Intime India Pvt Ltd., at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra in case of their shares held in physical form quoting their Folio Number.
11. 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 hold shares in physical form are advised to convert their shareholding into dematerialized form by submitting the Dematerialization Request Form (DRF) through their concerned Depository Participant.**
12. **As per the SEBI circular No SEBI/HO/MIRSD/DOP1/CIR/P/2018 dated 20.04.2018 Members who hold shares in physical form are requested to submit the copy of PAN and original cancelled cheque leaf /attested bank passbook showing name of account holder to M/s. MUFG 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.**
Further, pursuant to SEBI Circular No SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 Members who hold shares in physical form are requested to complete their folios by furnishing valid PAN, KYC details and Nomination failing which such folios shall be liable to be frozen."
13. 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. MUFG 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

14. 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 Thursday, the September 18, 2025 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).

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

- I. Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circular the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.

- II. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to the Members.
- III. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Thursday, the September 18, 2025. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- IV. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Thursday, the September 18, 2025 only shall be entitled to avail the facility of e-voting.
- V. Members who are holding shares in physical form or who have not registered their email address with the Company/Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, i.e. Thursday, the September 18, 2025; such Member may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com. Alternatively, they may temporarily register their email with the Company's RTA, MUFG Intime India Pvt Ltd. Upon successful registration, confirmation will be sent on their registered email ID. In case of any queries, members may contact Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited.

It is further clarified that for permanent registration of Email address, Members are required to register their Email address in respect of Electronic holdings with their concerned Depository Participant(s) and in respect of Physical Holdings with the Company's Registrar and Share Transfer Agent M/s MUFG Intime India Private Limited by sending an E-mail at rnt.helpdesk@linkintime.co.in or at Co's email id investor@sonal.co.in by following due procedure.

However, if a Member is already registered with CDSL for e-voting then existing User ID and password can be used for casting vote.

- VI. Mr. Prashant Diwan, Practicing Company Secretary (C. P. No. 1979) has been appointed by the Company as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The Scrutinizer, after scrutinizing the votes, within 48 hours of the conclusion of the Meeting; make a consolidated scrutinizer's report which shall be placed on the website of the Company, i.e. www.sonal.co.in and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.
- VIII. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday, September 25, 2025.
- IX. Information and other instructions relating to e-voting are as under:
 - (i) The remote e-voting facility will be available during the following period:
 Commencement of e-voting: From 9:00 a.m. (IST) on Monday, September 22, 2025.
 End of e-voting: Up to 5:00 p.m. (IST) on Wednesday, September 24, 2025.
 The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.
 - (ii) The Members who have cast their vote by remote e-voting prior to the Meeting may also attend/ participate in the Meeting through VC / OAVM but shall not be entitled to cast their vote again.
 - (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi/ Easiest are EasiEasiest or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ MUFG INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at EasiEasiest. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.

The shareholders should log on to the e-voting website www.evotingindia.com.

1) Click on “Shareholders” module.

2) Now Enter your User ID

- For CDSL: 16-digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company OR Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

3) Next enter the Image Verification as displayed and Click on Login.

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.

4) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. 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).

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Members holding shares in physical form will then reach directly 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.

(viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN of the “Sonal Adhesives Limited”.

- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) If a Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Additional facility for Non – Individual Shareholders and Custodians –Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@sonal.co.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote again at the AGM.
4. The Members can join the Meeting through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Meeting through VC/OAVM will be made available up to 1000 members on a first-come, first-served basis. However the participation of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. are not restricted on a first-come, first-served basis.
5. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
6. Further Shareholders will be required to allow Camera and ensure a stable high-speed internet connection to avoid any disturbance during the Meeting.
7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience disruption in audio/video due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

8. Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investor@sonal.co.in at least 2 days before the Meeting. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
9. The Shareholders who have not registered themselves can put the question on the chat box available on the screen at the time of the Meeting.
10. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
11. If any votes are cast by shareholders through e-voting during the AGM, and such shareholders have not participated in the meeting through the VC/OAVM facility, then those votes shall be considered invalid, as the facility of e-voting during the meeting is available only to shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES & COMPANY/RTA:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders, Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

For Sonal Adhesives Limited

Sd/-
Mridu Arora
Director
DIN: 07260461

Sd/-
Sandeep Arora
Managing Director
DIN: 00176939

Date: 12/08/2025

Place: Khopoli

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

At the 29th Annual General Meeting held on December 26, 2020, M/s. M C Asawa & Co., Chartered Accountants (Firm Registration No. 008041C), were appointed as the Statutory Auditors of the Company for a term of five years, to hold office until the conclusion of the 34th Annual General Meeting to be held in 2025.

Accordingly, the tenure of M/s. M C Asawa & Co. will expire at the ensuing 34th Annual General Meeting pursuant to Section 139 of the Companies Act, 2013. The Board of Directors, based on the recommendation of the Audit Committee, has proposed the appointment of M/s. Haziyani & Associates, Chartered Accountants (Firm Registration No. 030087C), as Statutory Auditors of the Company for a term of five consecutive financial years, i.e., from FY 2025-26 to FY 2029-30, to hold office from the conclusion of the 34th Annual General Meeting until the conclusion of the 39th Annual General Meeting of the Company to be held in 2030.

M/s. Haziyani & Associates is a peer-reviewed firm. The Company has received a certificate from M/s. Haziyani & Associates confirming that their proposed appointment, if made, will be in accordance with Section 141 of the Companies Act, 2013.

The Board recommends their appointment as set out in Item No. 3 of this Notice.

Item No 4

The Board of Directors appointed Mr. Vipul Desai (DIN: 02074877) an Additional Director of the Company with effect from August 12, 2025; pursuant to the provisions of Section 161 of the Companies Act, 2013. Mr. Vipul Desai holds office up to the date of Annual General Meeting and is eligible for appointment as a Director.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Vipul Desai is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

The brief profile of Mr. Vipul Desai is annexed in the notice.

Item No 5

The Board of Directors has appointed Mr. Vipul Desai (DIN: 02074877) as an Independent Director of the Company with effect from August 12, 2025 in accordance with 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.

Mr. Vipul Desai has confirmed that he is not disqualified from being appointed as an Independent Director under Section 164 of the Act and has given a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Accordingly, the Board of Directors recommends the Resolution for approval of the Members for the appointment Mr. Vipul Desai as an Independent Director of the company for a term of 3 (Three) consecutive years commencing from August 12, 2025 up to August 11, 2028.

A copy of the draft letter of appointment of Mr. Vipul Desai, setting out the terms and conditions of his appointment, is available for inspection by Members at the Registered Office of the Company during business hours (except Saturdays, Sundays and public holidays) and will also be available at the venue of the AGM until its conclusion.

Details of Mr. Vipul Desai, as required under Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions, are provided in Annexure II to this Notice.

Mr. Vipul Desai does not hold any equity shares in the Company, either by himself or for any other person on a beneficial basis.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Vipul Desai, is concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 5 of this Notice.

The Board recommends the Ordinary Resolution at Item No. 5 for approval of the Members.

Item No 6

The Board of Directors appointed M/s. S K Agarwal & Associates, Practicing Cost Accountants (Firm Registration No. 100322), as Cost Auditors of the Company for the Financial year 2024-25, at a remuneration of ₹70,000/- plus applicable taxes and out-of-pocket expenses, in terms of Section 148 of the Companies Act, 2013.

The remuneration recommended by the Audit Committee and approved by the Board is required to be ratified by the Members of the Company, in accordance with Section 148(3) of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution at Item No. 6 for approval of the Members.

Item No 7

The Board of Directors appointed M/s. S K Agarwal & Associates, Practicing Cost Accountants (Firm Registration No. 100322), as Cost Auditors of the Company for the financial year 2025-26, at a remuneration of ₹70,000/- plus applicable taxes and out-of-pocket expenses, in terms of Section 148 of the Companies Act, 2013.

The remuneration recommended by the Audit Committee and approved by the Board is required to be ratified by the Members of the Company, in accordance with Section 148(3) of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution at Item No. 7 for approval of the Members.

DETAILS 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 Arora	Mr. Vipul Desai
Date of Birth	24/07/1976	27/12/1955
Age	49 Years	69 Years
Date of Appointment	12/08/2015	12/08/2025
Qualifications	M.A.	B.Com (Hons), LLB, FCS, ACMA, Hon. ACIA (Florida, USA)
Experience	more than 13 years	More than 45 years
Expertise in specific functional areas	Designing and Resource Management	Strategist, Economist, Fiscal and Governance Professional
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>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	Spouse of Mr. Sandeep Arora, Managing Director of the Company	Nil
No. of Board meeting attended during the year	6	N.A.
Directorships held in other companies (excluding foreign companies)	Nil	4
Memberships / Chairmanships of Committees of the Company	<ul style="list-style-type: none"> - Member of Nomination and Remuneration Committee - Member of Stakeholders Relationship Committee 	<ul style="list-style-type: none"> - Chairman of Audit Committee - Member of Nomination and Remuneration Committee
Memberships / Chairmanships of Committees of the other Company	Nil	<p>(a) National Plastics Ltd (listed)</p> <ul style="list-style-type: none"> - Chairman of Nomination and Remuneration Committee - Member of Audit and Stakeholders Relationship Committee <p>(b) Suashish Diamonds Ltd (unlisted)</p> <ul style="list-style-type: none"> - Chairman of Audit and Nomination and Remuneration Committee <p>(c) Salvi Chemical Industries Ltd (unlisted)</p> <ul style="list-style-type: none"> - Chairman of Audit Committee - Member of Nomination and Remuneration Committee
Number of shares held in the Company	Nil	Nil

For Sonal Adhesives Limited

Sd/-
Mridu Arora
Director
DIN: 07260461

Sd/-
Sandeep Arora
Managing Director
DIN: 00176939

Date: 12/08/2025

Place: Khopoli