



Date: July 18, 2023

To  
The Secretary  
(Listing Department)  
The BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai-400001  
BSE Scrip Code: 540203

The Manager,  
The National Stock Exchange India Limited  
Exchange Plaza, Bandra Kurla Complex  
Bandra(E), Mumbai-400051

NSE Symbol: SFL

**Subject: Proceedings of 51<sup>st</sup> Annual General Meeting and Scrutinizer Report on Voting**

Dear Sir/Madam,

Pursuant to the Regulations 30 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 find enclosed herewith the proceedings of the 51<sup>st</sup> Annual General Meeting of the Company held on 18th July, 2023 through Video Conference (VC) Other Audio-Visual Means (OAVM).

The E-voting on all the resolutions set out in the notice of 51<sup>st</sup> Annual General Meeting was conducted during the period from 14<sup>th</sup> July 2023 to 17<sup>th</sup> July 2023 and for those who did not cast their vote through e-voting the facility to cast their vote at portal/website was made available.

The agenda wise Voting Results under Regulation 44 along with Scrutinizer Report is also attached.

Thanking you.  
Yours faithfully,

For Sheela Foam Limited

Md Iquebal Ahmad  
Company Secretary and Compliance Officer

**SHEELA FOAM LTD.**

#14, Sleepwell Tower , Sector 135, Noida- 201301

Ph: Int-91(0)-120-4162200 • Fax: Int-91-(0)-120-4162282, 4162283 • Email: [contactus@sheelafoam.com](mailto:contactus@sheelafoam.com)  
Regd. Office: 604 Ashadeep, 9 Hailey Road, New Delhi-110001, India • Ph: Int-91(0)-11-22026875-76

Toll Free: 1800 103 6664 • [www.sleepwellproducts.com](http://www.sleepwellproducts.com) • [www.sheelafoam.com](http://www.sheelafoam.com)

CIN-L74899DL1971PLC005679

PROCEEDINGS OF THE 51<sup>ST</sup> ANNUAL GENERAL MEETING OF SHEELA FOAM LIMITED (THE COMPANY) HELD ON TUESDAY, JULY 18, 2023, AT 10:00 AM. THROUGH VIDEO CONFERENCE (VC) /OTHER AUDIO-VISUAL MEANS (OAVM)

Following were joined the meeting through video conference (VC)/Other Audio-Visual Means (OAVM).

**Shareholders**

Total 168 shareholders (including promoter and promoter group) attended the meeting through Video Conference.

**Directors**

- 1) Mr. Rahul Gautam, Chairman and Managing Director, joined the meeting from Delhi.
- 2) Ms. Namita Gautam, Whole-time Director, joined the meeting from Delhi.
- 3) Mr. Rakesh Chahar, Whole-time Director, joined the meeting from Noida.
- 4) Mr. Tushaar Gautam, Whole-time Director, joined the meeting from Noida.
- 5) Mr. Som Mittal, Independent Director, joined the meeting from Noida.
- 6) Mr. Anil Tandon, Independent Director, joined the meeting from Gurugram.
- 7) Lt. Gen (Dr) Vijay Kumar Ahluwalia, Independent Director, joined the meeting from Dehradun (Uttarakhand).
- 8) Ms. Meena Jagtiani, Woman Independent Director, joined the meeting from Mumbai.
- 9) Mr. Ravindra Dhariwal, Independent Director, Joined the meeting from Delhi.

**Key Employees**

Mr. Nilesh Mazumdar, Chief Executive Officer (India Business) joined the meeting from Noida.  
Mr. Amit Kumar Gupta, Group Chief Financial Officer joined the meeting from Noida.

**Statutory Auditors**

Mr. Nipun Gupta, Partner, MSKA & Associates, joined the meeting from Delhi.

**Secretarial Auditors**

Mr. Amitabh, Partner, AVA Associate, Joined the meeting from Delhi

**Company Secretary**

Md. Iquebal Ahmad joined the meeting from Noida.

The Company Secretary welcomed the shareholders who were joining the meeting through video conference (VC)/Other Audio-Visual Means (OAVM).

He informed that the proceedings of the AGM shall be deemed to be conducted at the Registered office of the Company. Also informed that the Company has arranged for electronic inspection of applicable registers.

He introduced the directors and participants present at meeting.

He confirmed that Chairman of the Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee were present.

After confirming the quorum, He requested the Chairman, Mr. Rahul Gautam to address the meeting.



The Chairman greeted all who were joining the meeting through video conference (VC)/Other Audio-Visual Means (OAVM).

After delivering Chairman's speech, meeting was handed over to the Company Secretary.

Company Secretary informed that Physical delivery of notice and Annual Report are exempted by the Ministry of Corporate Affairs and SEBI. Hence, the Notice of the meeting and the Annual Report for the Financial Year 2023 along with Board's Report have been sent to the members of the Company through email and taken them as read.

He further informed that The Auditors' Report provided by MSKA & Associates has no qualification. Hence, reading of Auditors' Report was not required.

Company Secretary informed that the Company had provided the facility of remote e-voting to all the shareholders to cast their votes on the items mentioned in the notice of the Annual General Meeting. Link Intime had created User ID which was sent to all the shareholders along with the Notice of AGM. The e-voting facility was provided by the Company was open from 14<sup>th</sup> July 2023 to 17<sup>th</sup> July 2023.

He informed that most of the Shareholders have exercised their voting option. He further informed that AVA Associates, Practicing Company Secretaries, has been appointed as Scrutinizer for conducting the remote e-voting process in a fair and transparent manner. He requested to the shareholders to cast their vote at meeting web portal which will keep open till 15 minutes after closing of the meeting.

Company Secretary read the following resolutions which were put to vote.

Adoption of the Standalone Audited Financial Statements and Consolidated Financial Statements for the year ended 31st March 2023.

Re-appointment of Mrs. Namita Gautam as a Director retiring by rotation.

Ratification of remuneration payable to the Cost Auditor for the financial year ending 31st March 2024

Annual commission to the Independent Directors

Company Secretary requested to the moderator to take query/questions from speakers who have registered themselves with the Company.

Ten speakers asked the queries/questions which were replied by the Chairman.

After reply, the Chairman conveyed thanks on behalf of the Board of Directors to all the shareholders. The meeting was closed at 11:15 AM.



**COMBINED SCRUTINIZER'S REPORT ON E-VOTING AND POLL**

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014)

To  
The Chairman  
**51<sup>st</sup> Annual General Meeting of Sheela Foam Limited**  
Held on Tuesday, 18<sup>th</sup> July, 2023  
Through Video Conference ("VC") / Other  
Audio Visual Means ("OAVM") ("hereinafter  
referred to as "electronic mode")

Dear Sir,

I, Amitabh of M/s. AVA Associates, Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of **Sheela Foam Limited**, for the purpose of e-voting and poll to be held at the **51<sup>st</sup> Annual General Meeting (AGM)** of the Company, held on Tuesday, the 18<sup>th</sup> of July, 2023 through video conference under the guidelines issued by MCA and SEBI. We hereby submit our report as under.

The Company has extended the facility of e-voting to the members of the company through **Link Intime India Private Limited (LIIPL)**. The voting period for remote e-voting commenced on Friday, 14<sup>th</sup> of July, 2023 at 10.00 a.m. (IST) and ended on Monday, the 17<sup>th</sup> of July, 2023 at 5.00 p.m. (IST). Further, the poll through e-voting at the AGM has to be closed at 11.30 AM, but due to link failure, the same could be closed at 12.05 PM. Thereafter, the report on e-voting was generated and presented in the format prescribed by the SEBI.

The results of the e-voting and poll at the AGM through e-voting are as under:

**Item No. 1- Ordinary Resolution**

Adoption of the Audited Standalone Financial Statements and Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2023

Resolution required: (Ordinary / Special)				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
Promoter and Promoter Group	E-Voting	71174174	71174174	100.0000	71174174	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		71174174	71174174	100.0000	71174174	0	100.0000
Public-Institutions	E-Voting	24477499	23874326	97.5358	23874326	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		24477499	23874326	97.5358	23874326	0	100.0000
Public- Non Institutions	E-Voting	1913943	479	0.0250	477	2	99.5825	0.4175
	Poll		224	0.0117	224	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		1913943	703	0.0367	701	2	99.7155
<b>Total</b>		97565616	95049203	97.4208	95049201	2	100	0

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

Result: Approved by the requisite majority

No. of votes abstained: 0



**Item No. 2- Ordinary Resolution**

Reappointment of Mrs. Namita Gautam (DIN 00190463) as a director retiring by rotation

**AVA  
ASSOCIATES**

Resolution required: (Ordinary / Special)				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
Promoter and Promoter Group	E-Voting	71174174	71174174	100.0000	71174174	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>71174174</b>	<b>71174174</b>	<b>100.0000</b>	<b>71174174</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	24477499	23874326	97.5358	23873710	616	99.9974	0.0026
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>24477499</b>	<b>23874326</b>	<b>97.5358</b>	<b>23873710</b>	<b>616</b>	<b>99.9974</b>
Public- Non Institutions	E-Voting	1913943	479	0.0250	478	1	99.7912	0.2088
	Poll		224	0.0117	224	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1913943</b>	<b>703</b>	<b>0.0367</b>	<b>702</b>	<b>1</b>	<b>99.8578</b>
<b>Total</b>		<b>97565616</b>	<b>95049203</b>	<b>97.4208</b>	<b>95048586</b>	<b>617</b>	<b>99.9994</b>	<b>0.0006</b>

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

**Result: Approved by the requisite majority**

No. of votes abstained: 0



**Item No. 3- Ordinary Resolution**

Ratification of remuneration payable to the Cost Auditor for the financial year 2023-2024

Resolution required: (Ordinary / Special)				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
Promoter and Promoter Group	E-Voting	71174174	71174174	100.0000	71174174	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		71174174	71174174	100.0000	71174174	0	100.0000
Public-Institutions	E-Voting	24477499	23874326	97.5358	23874326	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		24477499	23874326	97.5358	23874326	0	100.0000
Public- Non Institutions	E-Voting	1913943	479	0.0250	478	1	99.7912	0.2088
	Poll		224	0.0117	224	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		1913943	703	0.0367	702	1	99.8578
<b>Total</b>		97565616	95049203	97.4208	95049202	1	100.0000	0.0000

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

**Result: Approved by the requisite majority**

No. of votes abstained: 0



**Item No. 4- Ordinary Resolution**

Annual Commission to the Independent Directors

Resolution required: (Ordinary / Special)				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
Promoter and Promoter Group	E-Voting	71174174	71174174	100.0000	71174174	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		71174174	71174174	100.0000	71174174	0	100.0000
Public-Institutions	E-Voting	24477499	23874326	97.5358	23874326	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		24477499	23874326	97.5358	23874326	0	100.0000
Public- Non Institutions	E-Voting	1913943	479	0.0250	478	1	99.7912	0.2088
	Poll		224	0.0117	224	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		1913943	703	0.0367	702	1	99.8578
<b>Total</b>		97565616	95049203	97.4208	95049202	1	100.0000	0.0000

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

**Result: Approved by the requisite majority**

No. of votes abstained: 0

Thanking You  
For AVA Associates  
Company Secretaries




Amitabh  
C.P No- 5500  
(Partner)

Date: 18.07.2023  
Place: New Delhi  
UDIN: A014190E000629387