



August 20, 2021

To

The BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001
Scrip Code: 540203

The National Stock Exchange India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra(E), Mumbai-400051
NSE Symbol: SFL

Subject: Proceedings of 49th 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 49th Annual General Meeting of the Company held on 20th August, 2021 through Video Conference(VC) Other Audio-Visual Means(OAVM).

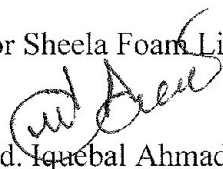
The E-voting on all the resolutions set out in the notice of 49th Annual General Meeting was conducted during the period from 16th August, 2021 to 19th August, 2021 and for those who did not cast their vote through e-voting the facility to cast their vote at portal/website was made available.

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

Thanking you.

Yours faithfully,

For Sheela Foam Limited


Md. Iqbal Ahmad
Company Secretary and Compliance Officer

SHEELA FOAM LTD.

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CIN-L74899DL1971PLC005679

**PROCEEDINGS OF THE 49TH ANNUAL GENERAL MEETING OF THE COMPANY
HELD ON FRIDAY, AUGUST 20, 2021 AT 11:00 A.M. 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 134 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 Delhi.
- 5)Mr. V.K. Chopra, Independent Director, joined the meeting from Mumbai.
- 6)Mr. Som Mittal, Independent Director, joined the meeting from Noida.
- 7)Mr. Ravindra Dhariwal, Independent Director, joined the meeting from Delhi.
- 8)Lt. Gen (Dr) Vijay Kumar Ahluwalia, Independent Director, joined the meeting from Dehradun.
- 9)Ms. Mcena Jagtiani, Woman Independent Director, joined the meeting from Mumbai.

Key Employees

Mr. Nikhil Datye, Group Chief Financial Officer joined the meeting from Mumbai.

Mr. Davinder Ahuja, Chief Financial Officer- Internal Operation, joined the meeting from Noida.

Statutory Auditors

Mr. Pawan Gupta, Partner, S.P. Chopra & Company, joined the meeting from Sonipat.

Secretarial Auditors

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

Company Secretary

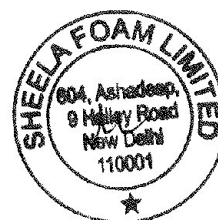
Md. Iquebal Ahmad joined the meeting from Noida.

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 confirmed that Mr. Som Mittal, Independent Director and the Chairman of the Audit Committee was present.

He confirmed that Mr. Ravindra Dhariwal, Independent Director and the Chairman of the Nomination and Remuneration Committee was present.



He also confirmed that Ms. Meena Jagtiani, Independent Director and the Chairman of the Stakeholders Relationship Committee was present.

He requested the chairman, Mr. Rahul Gautam to address the meeting.

The Chairman greeted the all who were joining the meeting through video conference (VC)/Other Audio Visual Means(OAVM) and introduced the Directors, Statutory Auditors, Secretarial Auditors and Key Employees. He informed that the quorum required for the meeting was complete and meeting was in order.

After delivering Chairman's speech, he handed over the meeting 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 2021 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 S. P. Chopra & Company 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 16th August, 2021 to 19th August, 2021.

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, 2021.

Reappointment of Mr. Rakesh Chahar as a Director retiring by rotation.

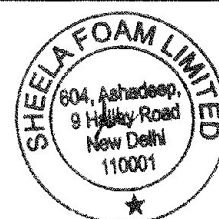
Appointment of M/s. MSKA & Associates as Statutory Auditors of the Company and to fix their remuneration.

Confirmation of remuneration payable to the Cost Auditor for the financial year ending 31st March, 2022.

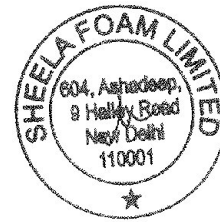
Commission to the Independent Directors.

Re-appointment of Ms. Meena Jagtiani as an Independent Director.

Company Secretary requested to the moderator to take query/questions from speakers who have



registered themselves with the Company. Seven 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 and declared the meeting closed at 11.54 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
49th Annual General Meeting of Sheela Foam Limited
Held on Friday, 20th August, 2021
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 49th Annual General Meeting of the Company, held on Friday, the 20th of August, 2021 through video conference under the guidelines issued by MCA and SEBI in view of the COVID 19 pandemic. We hereby submit our report as under.

The Company has extended facility of e-voting to the members of the company through Link Intime India Private Limited (LIIP). The voting period for remote e-voting commenced on Monday, 16th of August, 2021 at 10.00 a.m. (IST) and ended on Thursday, the 19th of August, 2021 at 5.00 p.m. (IST) and the poll through e-voting at the AGM lasted till 12.20 PM. After conclusion of the AGM 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 AGM through e-voting are as under:

Item No. 1- Ordinary Resolution

Adoption of Audited Standalone Financial Statements and Consolidated Financial Statements for the year ended March 31st 2021, together with the reports of the Board of Directors and Auditors thereon.

Category	Mode of voting	Resolution required: (Ordinary / Special)		Ordinary				
		No. of shares held	No. of votes polled	No				
Whether promoter/promoter group are interested in the agenda/resolution?				% 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	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
Public-Institutions	E-Voting	12221190	11397768	93.2623	11397768	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	12221190	11397768	93.2623	11397768	0	100.0000	0.0000
Public- Non Institutions	E-Voting	974531	438	0.0449	431	7	98.4018	1.5982
	Poll		278	0.0285	278	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	974531	716	0.0735	709	7	99.0223	0.9777
Total		48782908	46985571	96.3158	46985564	7	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 requisite majority

No. of votes abstained: 0





Item No. 2- Ordinary Resolution

Reappointment of Mr. Rakesh Chahar as a Director retiring by rotation.

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	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
Public-Institutions	E-Voting	12221190	11393949	93.2311	11393949	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	12221190	11393949	93.2311	11393949	0	100.0000	0.0000
Public- Non Institutions	E-Voting	974531	438	0.0449	431	7	98.4018	1.5982
	Poll		278	0.0285	278	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	974531	716	0.0735	709	7	99.0223	0.9777
Total		48782808	46981752	96.3080	46981745	7	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 requisite majority

No. of votes abstained: 0





Item No. 3- Ordinary Resolution

Appointment of M/s. MSKA & Associates, Chartered Accountants, as Statutory Auditor of the Company and to fix their remuneration.

Category	Mode of voting	Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?		Ordinary				
		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	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
Public-Institutions	E-Voting	12221190	11397768	93.2623	11393903	3865	99.9661	0.0339
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	12221190	11397768	93.2623	11393903	3865	99.9661	0.0339
Public- Non Institutions	E-Voting	974531	438	0.0449	431	7	98.4018	1.5982
	Poll		278	0.0285	278	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	974531	716	0.0735	709	7	99.0223	0.9777
Total		48782808	46985571	96.3158	46981699	3872	99.9918	0.0082

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

Result: Approved by requisite majority

No. of votes abstained: 0



Item No. 4- Ordinary Resolution



Ratification of remuneration payable to the Cost Auditor for the Financial Year 2021-22.

Category	Mode of voting	Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?		Ordinary				
		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	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		35587087	35587087	100.0000	35587087	0	100.0000
Public-Institutions	E-Voting	12221190	11397768	93.2623	11397768	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		12221190	11397768	93.2623	11397768	0	100.0000
Public- Non Institutions	E-Voting	974531	438	0.0449	431	7	98.4018	1.5982
	Poll		278	0.0285	278	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		974531	716	0.0735	709	7	99.0223
Total		48782808	46985571	96.3158	46985564	7	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 requisite majority

No. of votes abstained: 0





Item No. 5- Ordinary Resolution

Approval for payment of Commission to Independent Directors of the Company.

Category	Mode of voting	Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?		Ordinary				
		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 Poll	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
				0.0000	0	0	0	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0	0
				0.0000	0	0	0	0
Total		35587087	35587087	100.0000	35587087	0	100.0000	0.0000
Public- Institutions	E-Voting Poll	12221190	11393949	93.2311	8443744	2950205	74.1073	25.8927
				0.0000	0	0	0	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0	0
				0.0000	0	0	0	0
Total		12221190	11393949	93.2311	8443744	2950205	74.1073	25.8927
Public- Non Institutions	E-Voting Poll	974531	438	0.0449	431	7	98.4018	1.5982
				0.0285	278	0	100.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0	0
				0.0000	0	0	0	0
Total		974531	716	0.0735	709	7	99.0223	0.9777
Total		48782808	46981752	96.3080	44031540	2950212	93.7205	6.2795

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

Result: Approved by requisite majority

No. of votes abstained: 0



Item No. 6- Ordinary Resolution

Reappointment of Ms. Meena Jagtiani as a Non-executive Independent Director of the Company for a period of three (3) years from 8th April, 2022 to 7th April, 2025.

Category	Mode of voting	Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?		Ordinary				
		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	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	35587087	35587087	100.0000	35587087	0	100.0000	0.0000
Public-Institutions	E-Voting	12221190	11393949	93.2311	8443744	2950205	74.1073	25.8927
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	12221190	11393949	93.2311	8443744	2950205	74.1073	25.8927
Public- Non Institutions	E-Voting	974531	438	0.0449	431	7	98.4018	1.5982
	Poll		278	0.0285	278	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	974531	716	0.0735	709	7	99.0223	0.9777
Total		48782808	46981752	96.3080	44031540	2950212	93.7205	6.2795

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

Result: Approved by requisite majority

No. of votes abstained: 0

Thanking You
For AVA Associates
Company Secretaries

Amitabh
C.P No- 5500
(Partner)

Date: 20.08.2021
Place: New Delhi
UDIN: A014190C000812152