



Date: July 17, 2024

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 52nd 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 52nd Annual General Meeting of the Company held on 17th July, 2024 through Video Conference (VC) Other Audio-Visual Means (OAVM).

The E-voting on all the resolutions set out in the notice of 52nd Annual General Meeting was conducted during the period from 13th July 2024 to 16th July 2024 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)-120-4868400 •Email: contactus@sheelafoam.com

Regd. Office: 1002 to 1006 The Avenue International Airport Road, Opp Hotel Leela Sahar,
Andheri East, Mumbai, Maharashtra, India, 400069 • Ph: Int-91(0)-22-28265686/88/89

Toll Free: 1800 103 6664 • www.sleepwellproducts.com • www.sheelafoam.com

CIN- L74899MH1971PLC427835

PROCEEDINGS OF THE 52ND ANNUAL GENERAL MEETING OF SHEELA FOAM LIMITED (THE COMPANY) HELD ON WEDNESDAY, JULY 17, 2024, 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 183 shareholders (including promoter and promoter group) attended the meeting through Video Conference.

Directors

- 1) Mr. Rahul Gautam, Chairman, joined the meeting from Noida.
- 2) Ms. Namita Gautam, Whole-time Director, joined the meeting from Noida.
- 3) Mr. Rakesh Chahar, Whole-time Director, joined the meeting from China.
- 4) Mr. Tushaar Gautam, Managing 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.

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 - NCR.

Secretarial Auditors

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

Company Secretary

Md. Iquebal Ahmad joined the meeting from Noida.

Leave of Absence

Leave of absence was granted to Mr. Ravindra Dhariwal, Independent Director and chairman of Nomination and Remuneration Committee. He has authorized a member of the Nomination and Remuneration Committee who may speak on AGM on his behalf.

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 authorized person of 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 2024 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 13th July 2024 to 16th July 2024.

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 2024.

Re-appointment of Mr. Rakesh Chahar (DIN 00180587) as a Director retiring by rotation.

Approval of remuneration payable to the Cost Auditor for the financial year ending 31st March 2025.

Approval of 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.

Eight 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 11:05 AM.





COMBINED SCRUTINIZER'S REPORT ON E-VOTING AND POLL
(Pursuant to Sections 108 & 109 of the Companies
Act, 2013 and Rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014)

To
The Chairman
52nd Annual General Meeting of Sheela Foam Limited
Held on Wednesday, 17th July, 2024
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 of the 52nd Annual General Meeting (AGM) of the company **Sheela Foam Limited**, to be held on Wednesday, the 17th of July, 2024 through video conference under the guidelines issued by MCA and SEBI. We hereby submit our report as under.

The Company has extended the e-voting facility to the members of the company through **Link Intime India Private Limited (LIPL)**. The voting period for the remote e-voting commenced on Saturday, 13th of July, 2024 at 10.00 a.m. (IST) and ended on Tuesday, the 16th of July, 2024 at 5.00 p.m. (IST) and the poll through e-voting at the AGM lasted till 11:20 AM. After the 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 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 31st March 2024 together with the reports of the Board of Directors and the Auditors thereon.

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
	Total	71174174	71174174	100.0000	71174174	0	100.0000	0.0000
Public-Institutions	E-Voting	32227463	31308423	97.1483	31308423	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
	Total	32227463	31308423	97.1483	31308423	0	100.0000	0.0000
Public- Non Institutions	E-Voting	5295704	5205	0.0983	5182	23	99.5581	0.4419
	Poll		1236	0.0233	1236	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	5295704	6441	0.1216	6418	23	99.6429	0.3571
Total		108697341	102489038	94.2884	102489015	23	100	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: 17



Item No. 2- Ordinary Resolution

Reappointment of Mr. Rakesh Chahar (DIN 00180587) 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	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
	Total		71174174	71174174	100.0000	71174174	0	100.0000
Public-Institutions	E-Voting	32227463	31308423	97.1483	31292600	15823	99.9495	0.0505
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		32227463	31308423	97.1483	31292600	15823	99.9495
Public- Non Institutions	E-Voting	5295704	5205	0.0983	5178	27	99.4813	0.5187
	Poll		1236	0.0233	1236	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5295704	6441	0.1216	6414	27	99.5808
Total		108697341	102489038	94.2884	102473188	15850	99.9845	0.0155

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: 17



Item No. 3- Ordinary Resolution

Approval of remuneration payable to the Cost Auditor for the financial year ending 31st of March, 2025 as an Ordinary Resolution

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
	Total	71174174	71174174	100.0000	71174174	0	100.0000	0.0000
Public-Institutions	E-Voting	32227463	31308423	97.1483	31308423	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
	Total	32227463	31308423	97.1483	31308423	0	100.0000	0.0000
Public- Non Institutions	E-Voting	5295704	5205	0.0983	5170	35	99.3276	0.6724
	Poll		1236	0.0233	1236	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	5295704	6441	0.1216	6406	35	99.4566	0.5434
Total		108697341	102489038	94.2884	102489003	35	100	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: 17



Item No. 4- Ordinary Resolution

Approval of 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
	Total		71174174	71174174	100.0000	71174174	0	100.0000
Public-Institutions	E-Voting	32227463	31308423	97.1483	24696213	6612210	78.8804	21.1196
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		32227463	31308423	97.1483	24696213	6612210	78.8804
Public- Non Institutions	E-Voting	5295704	5187	0.0979	5122	65	98.7469	1.2531
	Poll		1236	0.0233	1236	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5295704	6423	0.1212	6358	65	98.9880
Total		108697341	102489020	94.2884	95876745	6612275	93.5483	6.4517

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: 17

Thanking You

For AVA Associates

Company Secretary



(Amitabh)
Partner
C.P No- 5500

Date: 17.07.2024
Place: New Delhi
UDIN: A014190F000760298