

July 21, 2017

To

The Secretary  
Listing Department  
The BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai-400001  
Symbol: SFL

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

Scrip Code: 540203

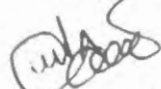
**Sub: Detail of voting results under Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 on resolution passed at 45<sup>th</sup> Annual General Meeting**

Sir/Mam

Pursuant to regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 please find enclosed the detail of Scrutinizer Report containing voting results of the business transacted at 45<sup>th</sup> Annual General Meeting of the Company held on 20<sup>th</sup> July 2017 at 10.30 AM at Arya Auditorium, C Block, East of Kailsh, New Delhi-110065.

All business set out in the notice of the meeting has been passed with requisite majority.

For Sheela foam Limited



(Md Iqbal Ahmad)

Company Secretary and Compliance Officer

**CC- Central Depository Services (India) Limited**

Phiroze Jeejeebhoy Towers

16<sup>th</sup> Floor, Dalal Street, Fort

Mumbai – 400 001

**SHEELA FOAM LIMITED**

37/2, Site-IV, Sahibabad Industrial Area, Ghaziabad, U.P. - 201010, India  
Ph: Int-91-(0)-120-4162200 | Fax: Int-91-(0)-120 4162282, 4162283 | Email: contactus@sheelafoam.com  
Regd. Office: C-55, Preet Vihar, Vikas Marg, Delhi-110092, India | Ph: Int-91-(0)-11-22026875-76  
Toll Free: 1800 103 6664 | www.sleepwellproducts.com | www.sheelafoam.com  
CIN-U74899DL1971PLC005679

**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  
**45<sup>th</sup> Annual General Meeting of Sheela Foam Limited**  
Held on Thursday, 20<sup>th</sup> July, 2017 at  
Arya Auditorium, Des Raj Campus,  
C-Block, East of Kailash,  
New Delhi-110 065

Dear Sir,

I, Amitabh of M/s. AVA Associates (e-voting Scrutinizer and Poll Scrutinizer), Practicing Company Secretaries, have been appointed as Scrutinizers by the Board of Directors of **Sheela Foam Limited**, ("the Company") for the purpose of e-voting and poll taken on the below mentioned resolutions at the **Annual General Meeting** of the Equity Shareholders of the Company, held on Thursday, the 20<sup>th</sup> July, 2017 at Arya Auditorium, Des Raj Campus, C-Block, East of Kailash, New Delhi-110 065. We hereby submit our report as under.

The Company has extended facility of e-voting to the members of the company through CDSL, from Sunday 16<sup>th</sup> July, 2017 (9.00 AM) to Wednesday 19<sup>th</sup> July 2017 (5.00 PM).

Further, on Thursday, the 20<sup>th</sup> day of July, 2017, at the 45<sup>th</sup> AGM, polling papers were distributed to the members present in person or by proxy to enable the members to vote who could not exercise e-voting. After the time fixed for closing of poll by the Chairman, the ballot box kept for polling was sealed in the presence of Poll Scrutinizer with due identification mark placed. The sealed ballot box was subsequently opened in the presence of poll scrutinizer and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the company and authorizations/proxies lodged with the company.

The poll scrutinizer found 5 poll papers invalid due to mismatch in signature and incorrect client ID.

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

**Item No. 1- Ordinary Resolution**

Adoption of the Standalone Audited Financial Statements and Consolidated Financial Statements for the year ended 31st March, 2017 together with the reports of the Board of Directors and Auditors thereon.

The Results of e-voting are as under:

Particulars	Number of Voters	E voting	
		No. of Shares	Percentage %
Total Vote received	54	45867870	100%
Less-Invalid votes	-	-	-
Net Valid Votes	54	45867870	100%
Voting with Assent	54	45867870	100%
Voting with Dissent	-	-	-

The results of poll are as under:

i) Voted in favour of the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
46	103	100

ii) Voted against the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
-	-	-



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iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
5	NIL

**Result: Approved by requisite majority**

**Item No. 2- Ordinary Resolution**

Reappointment of Ms. Namita Gautam as a Director retiring by rotation.

2

The Results of e-voting are as under:

Particulars	Number of Voters	E voting	
		No. of Shares	Percentage %
Total Vote received	54	45867870	100%
Less-Invalid votes	-	-	-
Net Valid Votes	54	45867870	100%
Voting with Assent	51	45761417	99.77
Voting with Dissent	3	106453	0.23%

The results of poll are as under:

i) Voted in favour of the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
46	103	100

ii) Voted against the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
-	-	-

iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
5	NIL

**Item No. 3- Ordinary Resolution**

Ratification of the appointment of M/s. S. P. Chopra & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.

The Results of e-voting are as under:

Particulars	Number of Voters	E voting	
		No. of Shares	Percentage %
Total Vote received	54	45867870	100%
Less-Invalid votes	-	-	-
Net Valid Votes	54	45867870	100%
Voting with Assent	54	45867870	100%
Voting with Dissent	-	-	-

The results of poll are as under:

i) Voted in favour of the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
46	103	100



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ii) Voted against the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
-	-	-

iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
5	NIL

**Result: Approved by requisite majority**

## **Item No. 4- Ordinary Resolution**

Ratification of remuneration payable to the Cost Auditor for the in financial year ending 31st March, 2018.

**The Results of e-voting are as under:**

Particulars	Number of Voters	E voting	
		No. of Shares	Percentage %
Total Vote received	54	45867870	100%
Less-Invalid votes	-	-	-
Net Valid Votes	54	45867870	100%
Voting with Assent	54	45867870	100%
Voting with Dissent	-	-	-

**The results of poll are as under:**

i) Voted in favour of the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
46	103	100

ii) Voted against the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
-	-	-

iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
5	NIL

**Result: Approved by requisite majority**

## **Item No. 5- Ordinary Resolution**

Appointment of Mr. Vijay Kumar Chopra as an Independent Director of the Company.

Particulars	Number of Voters	E voting	
		No. of Shares	Percentage %

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Total Vote received	54	45867870	100%
Less-Invalid votes	-	-	-
Net Valid Votes	54	45867870	100%
Voting with Assent	54	45867870	100%
Voting with Dissent	-	-	-

The results of poll are as under:

i) Voted in favour of the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
46	103	100

ii) Voted against the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
-	-	-

iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
5	NIL

**Result: Approved by requisite majority**

## **Item No. 6- Ordinary Resolution**

Appointment of Mr. Som Mittal as an Independent Director of the Company.

Particulars	Number of Voters	E voting	
		No. of Shares	Percentage %
Total Vote received	54	45867870	100%
Less-Invalid votes	-	-	-
Net Valid Votes	54	45867870	100%
Voting with Assent	54	45867870	100%
Voting with Dissent	-	-	-

The results of poll are as under:

i) Voted in favour of the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
46	103	100

ii) Voted against the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
-	-	-

iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
5	NIL

**Result: Approved by requisite majority**

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Other Offices: Haldwani & Thane  
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**Item No. 7- Ordinary Resolution**

Appointment of Mr. Ravindra Dhariwal as an Independent Director of the Company.

Particulars	Number of Voters	E voting	
		No. of Shares	Percentage %
Total Vote received	54	45867870	100%
Less-Invalid votes	-	-	-
Net Valid Votes	54	45867870	100%
Voting with Assent	54	45867870	100%
Voting with Dissent	-	-	-

**The results of poll are as under:**

i) Voted in favour of the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
46	103	100

ii) Voted against the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
-	-	-

iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
5	NIL

**Result: Approved by requisite majority**

**Item No. 8- Ordinary Resolution**

Appointment of Mr. Anil Tandon as an Independent Director of the Company.

Particulars	Number of Voters	E voting	
		No. of Shares	Percentage %
Total Vote received	54	45867870	100%
Less-Invalid votes	-	-	-
Net Valid Votes	54	45867870	100%
Voting with Assent	54	45867870	100%
Voting with Dissent	-	-	-

**The results of poll are as under:**

i) Voted in favour of the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
46	103	100

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ii) Voted against the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
-	-	-

iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
5	NIL

6

**Result: Approved by requisite majority**

## **Item No. 9- Ordinary Resolution**

Reappointment of Mr. Rahul Gautam as Managing Director of the Company.

Particulars	Number of Voters	E voting	
		No. of Shares	Percentage %
Total Vote received	54	45867870	100%
Less-Invalid votes	-	-	-
Net Valid Votes	54	45867870	100%
Voting with Assent	54	45867870	100%
Voting with Dissent	-	-	-

The results of poll are as under:

i) Voted in favour of the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
46	103	100

ii) Voted against the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
-	-	-

iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
5	NIL

**Result: Approved by requisite majority**

## **Item No. 10- Ordinary Resolution**

Reappointment of Ms. Namita Gautam as Whole-time Director of the Company..

Particulars	Number of Voters	E voting	
		No. of Shares	Percentage %
Total Vote received	54	45867870	100%
Less-Invalid votes	-	-	-
Net Valid Votes	54	45867870	100%
Voting with Assent	54	45867870	100%
Voting with Dissent	-	-	-

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avafirm@gmail.com



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The results of poll are as under:

i) Voted in favour of the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
46	103	100

ii) Voted against the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
-	-	-

iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
5	NIL

**Result: Approved by requisite majority**

## Item No. 11- Ordinary Resolution

Reappointment of Mr. Rakesh Chahar as Whole-time Director of the Company.

Particulars	Number of Voters	E voting	
		No. of Shares	Percentage %
Total Vote received	54	45867870	100%
Less-Invalid votes	-	-	-
Net Valid Votes	54	45867870	100%
Voting with Assent	54	45867870	100%
Voting with Dissent	-	-	-

The results of poll are as under:

i) Voted in favour of the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
46	103	100

ii) Voted against the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
-	-	-

iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
5	NIL

**Result: Approved by requisite majority**

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Other Offices: Haldwani & Thane

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## Item No. 12- Ordinary Resolution

Reappointment of Mr. Tushaar Gautam as Whole-time Director of the Company.

Particulars	Number of Voters	E voting	
		No. of Shares	Percentage %
Total Vote received	54	45867870	100%
Less-Invalid votes	-	-	-
Net Valid Votes	54	45867870	100%
Voting with Assent	54	45867870	100%
Voting with Dissent	-	-	-

The results of poll are as under:

i) Voted in favour of the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
46	103	100

ii) Voted against the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
-	-	-

iii) Invalid Votes

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
5	NIL

**Result: Approved by requisite majority**

## Item No. 13- Ordinary Resolution

Commission to Independent Director

Particulars	Number of Voters	E voting	
		No. of Shares	Percentage %
Total Vote received	54	45867870	100%
Less-Invalid votes	-	-	-
Net Valid Votes	54	45867870	100%
Voting with Assent	53	45867860	99.99%
Voting with Dissent	1	10	0.01%

The results of poll are as under:

i) Voted in favour of the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
46	103	100

ii) Voted against the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
-	-	-

iii) Invalid Votes

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Number of members present and voting (in person or by proxy)	Total number of votes cast by them
5	NIL

**Result: Approved by requisite majority**

The Poll papers and all other relevant records were sealed and handed over to the Managing Director/official authorized by the Board for safe keeping.

Thanking You  
For **AVA Associates**

Company Secretaries



Amitabh  
C.P No- 5500  
(Partner)

Date: 21.07.2017  
Place: New Delhi