

July 20, 2017

To
The Secretary
Listing Department
The BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001

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

Symbol: SFL

Scrip Code: 540203

Subject: Proceedings of 45th Annual General Meeting

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 45th Annual General Meeting of the Company held on 20th July, 2017 at 10.30 AM at Arya Auditorium, C Block, East Of Kailash, New Delhi, 110065.

The E-voting on all the resolutions set out in the notice of 45th Annual General Meeting was conducted during the period from 16th July, 2017 to 19th July, 2017 for those who did not cast their vote through e-voting the facility to cast their vote at the venue of AGM was made available.

The agenda wise Results under Regulation 44 along with Scrutinizer Report shall be forwarded to you on or before 22nd July 2017.

Thanking you.
Yours faithfully,

For Sheela Foam Limited



Md Iquebal Ahmad
Company Secretary and Compliance Officer

PROCEEDINGS OF THE 45TH ANNUAL GENERAL MEETINGS OF THE COMPANY HELD ON THURSDAY, JULY 20, 2017 AT 10:30 A.M. AT ARYA AUDITORIUM, C BLOCK, EAST OF KAILASH, NEW DELHI, 110065

Following were present

Share holders

Directors

- 1)Mr. Rahul Gautam, Chairman and Managing Director
- 2)Ms. Namita Gautam, Whole-time Director
- 3)Mr. Rakesh Chahar, Whole-time Director
- 4)Mr. Vijay Kumar Chopra, Independent Director and Chairman of the Audit Committee.
- 5)Mr. Som Mittal, Independent Director
- 6) Mr. Anil Tandon, Independent Director

Auditors

Mr. Pawan Gupta

CFO

Mr. Dhruv Chandra Mathur

Company Secretary

Md Iquebal Ahmad

Chairman, Directors and officers took the Chair

Company Secretary welcomed the Shareholders and requested the chairman, Mr. Rahul Gautam to start the meeting.

Chairman welcomed the shareholders and introduced the person sitting on dais. He said that notice of the meeting and the Annual Report for the Financial Year 2017 along with Board's Report have already been sent to all the members of the Company and with your permission, I take them as read. He requested Company Secretary to read the Auditors Report.

Company Secretary read the Auditors Report and handed over meeting to the Chairman.

Chairman explained 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 this meeting. CDSL 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 and was open from 16th July, 2017 to 19th July, 2017.

He informed that most of the Shareholders have exercised their 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.

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| He requested to the shareholders to cast their vote, if they have not exercised yet. |
| Chairman put the following resolutions to vote. Adoption of the Standalone Audited Financial Statements and Consolidated Financial Statements for the year ended 31st March, 2017. |
| Reappointment of Ms. Namita Gautam as a Director retiring by rotation. |
| Ratification of the appointment of M/s. S. P. Chopra & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration. |
| Ratification of remuneration payable to the Cost Auditor for the in financial year ending 31st March, 2018. |
| Appointment of Mr. Vijay Kumar Chopra as an Independent Director of the Company. |
| Appointment of Mr. Som Mittal as an Independent Director of the Company |
| Appointment of Mr. Ravindra Dhariwal as an Independent Director of the Company |
| Appointment of Mr. Anil Tandon as an Independent Director of the Company |
| Reappointment of Mr. Rahul Gautam as Managing Director of the Company |
| Reappointment of Ms. Namita Gautam as Whole-time Director of the Company |
| Reappointment of Mr. Rakesh Chahar as Whole-time Director of the Company |
| Reappointment of Mr. Tushaar Gautam as Whole-time Director of the Company |
| Commission to Independent Director |
| Chairman conveyed thanks on behalf of the Board of Directors to all the shareholders. Chairman declared the meeting closed. |

For Sheela Foam Limited



**Md Iquebal Ahmad
Company Secretary and Compliance Officer**