

July 18, 2018

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

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

Subject: Proceedings of 46th 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 46th Annual General Meeting of the Company held on 18th July, 2018 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 46th Annual General Meeting was conducted during the period from 14th July, 2018 to 17th July, 2018 and 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 20th July 2018.

Thanking you.
Yours faithfully,

For Sheela Foam Limited



Md Iqbal Ahmad
Company Secretary and Compliance Officer

SHEELA FOAM LIMITED

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**PROCEEDINGS OF THE 46TH ANNUAL GENERAL MEETINGS OF THE COMPANY
HELD ON WEDNESDAY, JULY 18, 2018 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 and Chairman of Nomination and Remuneration Committee
- 6) Lt Gen (Dr) Vijay Kumar Ahluwalia, Independent Director

Auditors

Mr. Pawan Gupta

CFO

Mr. Dhruv Chandra Mathur

Company Secretary

Md Iqbal Ahmad

Chairman, Directors and officers took the Chair

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

Chairman welcomed the shareholders and introduced the person sitting on dais. He informed that the quorum required for the meeting were complete and meeting was in order. After delivering Chairman's speech, he requested Company Secretary to read the Auditors Report.

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

He said that notice of the meeting and the Annual Report for the Financial Year 2018 along with Board's Report have already been sent to all the members of the Company and with the permission of shareholder taken them as read.

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 14th July, 2018 to 17th July, 2018.

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.

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, 2018.

Reappointment of Mr. Rakesh Chahar 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, 2019.

Appointment of Lt Gen (Dr.) Vijay Kumar Ahluwalia as an Independent Director

Chairman conveyed thanks on behalf of the Board of Directors to all the shareholders. He then invited queries. After replying all the queries raised by shareholders the Chairman declared the meeting closed at 11.15 AM.

