

July 19, 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

Sub: Detail of voting results under Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 on resolution passed at 46th 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 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.

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
16th Floor, Dalal Street, Fort
Mumbai – 400 001

SHEELA FOAM LIMITED

37/2, Site-IV, Sahibabad Industrial Area, Ghaziabad, U.P. - 201010, India
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FORM NO. MGT-13

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
46th Annual General Meeting of Sheela Foam Limited
Held on Wednesday, 18th July, 2018 at
Arya Auditorium, Des Raj Campus,
C-Block, East of Kailash,
New Delhi-110065.

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**, 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 Wednesday, the 18th July, 2018 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 Saturday 14th July, 2018 (9.00 AM) to Tuesday 17th July 2018 (5.00 PM).

Further, on Wednesday, the 18th day of July, 2018, at the 46th 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 6 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, 2018 together with the reports of the Board of Directors and Auditors thereon.

Category	Mode of voting	No. of shares held	No. of votes polled	Resolution required: (Ordinary / Special) 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	41796507	41796507	100	41796507	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		41796507	41796507	100	41796507	0	100
Public-Institutions	E-Voting	5628524	4887553	86.8354	4887553	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		5628524	4887553	86.8354	4887553	0	100
Public- Non Institutions	E-Voting	1357777	30062	2.2141	30062	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		71	0.0052	71	0	100	0
	Total		1357777	30133	2.2193	30133	0	100
Total		48782808	46714193	95.7595	46714193	0	100	0



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	6

Result: Approved by requisite majority

Item No. 2- Ordinary Resolution

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

Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Ordinary				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No		
						No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting Poll Postal Ballot (if applicable)	41796507	41796507	100	41796507	0	100	0
			0	0	0	0	0	
			0	0	0	0	0	
	Total	41796507	41796507	100	41796507	0	100	0
Public-Institutions	E-Voting Poll Postal Ballot (if applicable)	5628524	4887553	86.8354	4887553	0	100	0
			0	0	0	0	0	
			0	0	0	0	0	
	Total	5628524	4887553	86.8354	4887553	0	100	0
Public- Non Institutions	E-Voting Poll Postal Ballot (if applicable)	1357777	30062	2.2141	30062	0	100	0
			0	0	0	0	0	
			71	0.0052	71	0	100	0
	Total	1357777	30133	2.2193	30133	0	100	0
	Total	48782808	46714193	95.7595	46714193	0	100	0

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	6

Result: Approved by requisite majority

Item No. 3- Ordinary Resolution

Ratification of appointment of M/s. S.P Chopra & Co. Chartered Accountant and fixation of their remuneration.

Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Ordinary				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No		
						No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and	E-Voting Poll	41796507	41796507	100	41796507	0	100	0
			0	0	0	0	0	0



Promoter Group	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	41796507	41796507	100	41796507	0	100	0
Public-Institutions	E-Voting Poll	5628524	4887553	86.8354	4887553	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		4887553	86.8354	4887553	0	100	0
Public- Non Institutions	E-Voting Poll	1357777	30062	2.2141	30061	1	99.9967	0.0033
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		71	0.0052	71	0	100	0
Total		1357777	30133	2.2193	30132	1	99.9967	0.0033
Total		48782808	46714193	95.7595	46714192	1	100	0

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	6

Result: Approved by requisite majority

Item No. 4- Ordinary Resolution

Confirmation of appointment of M/s. Mahesh Singh & Co., Cost Accountant and fixation of their remuneration.

Category	Mode of voting	No. of shares held	No. of votes polled	Resolution required: (Ordinary / Special) 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 Poll	41796507	41796507	100	41796507	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		41796507	41796507	100	41796507	0	100
Public-Institutions	E-Voting Poll	5628524	4887553	86.8354	4887553	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		4887553	86.8354	4887553	0	100	0
Public- Non Institutions	E-Voting Poll	1357777	30062	2.2141	30062	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		71	0.0052	71	0	100	0
Total		1357777	30133	2.2193	30133	0	100	0
Total		48782808	46714193	95.7595	46714193	0	100	0

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	6

Result: Approved by requisite majority



Item No. 5- Ordinary Resolution

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

Category	Mode of voting	No. of shares held	No. of votes polled	Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				
				Ordinary				
				No				
				% 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 Postal Ballot (if applicable)	41796507	41796507	100	41796507	0	100	0
			0	0	0	0	0	
			0	0	0	0	0	
	Total	41796507	41796507	100	41796507	0	100	0
Public-Institutions	E-Voting Poll Postal Ballot (if applicable)	5628524	4675068	83.0603	4675068	0	100	0
			0	0	0	0	0	
			0	0	0	0	0	
	Total	5628524	4675068	83.0603	4675068	0	100	0
Public- Non Institutions	E-Voting Poll Postal Ballot (if applicable)	1357777	30062	2.2141	30062	0	100	0
			0	0	0	0	0	
			71	0.0052	71	0	100	0
	Total	1357777	30133	2.2193	30133	0	100	0
Total		48782808	46501708	95.3240	46501708	0	100	0

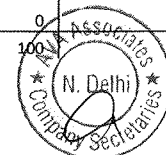
Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	6

Result: Approved by requisite majority

Item No.6- Ordinary Resolution

Approval for the payment of commission to Independent Director of the Company.

Category	Mode of voting	No. of shares held	No. of votes polled	Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				
				Ordinary				
				No				
				% 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 Postal Ballot (if applicable)	41796507	41796507	100	41796507	0	100	0
			0	0	0	0	0	
			0	0	0	0	0	
	Total	41796507	41796507	100	41796507	0	100	0
Public-Institutions	E-Voting Poll Postal Ballot (if applicable)	5628524	4675068	83.0603	4675068	0	100	0
			0	0	0	0	0	
			0	0	0	0	0	
	Total	5628524	4675068	83.0603	4675068	0	100	0



Public- Non Institutions	E-Voting Poll		30062	2.2141	30041	21	99.9301	0.0697
	Postal Ballot (if applicable)	1357777	0	0	0	0	0	0
			71	0.0052	71	0	100	0
	Total	1357777	30133	2.2193	30112	21	99.9303	0.0697
Total		48782808	46501708	95.3240	46501687	21	100	0

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	6

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



Amritabh
C.P No- 5500
(Partner)

Date: 18.07.2018
Place: New Delhi