

August 14, 2020

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 48th 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 48th Annual General Meeting of the Company held on 14th August, 2020 through Video Conference(VC)/ Other Audio-Visual Means(OAVM).

The E-voting on all the resolutions set out in the notice of 48th Annual General Meeting was conducted during the period from 10th August, 2020 to 13th August, 2020 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 Results under Regulation 44 along with Scrutinizer Report is also attached.

Thanking you.
Yours faithfully,

For Sheela Foam Limited

A handwritten signature in black ink, appearing to read 'Md Iqbal Ahmad', written over a circular stamp or mark.

Md Iqbal Ahmad
Company Secretary and Compliance Officer

SHEELA FOAM LTD.

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**PROCEEDINGS OF THE 48TH ANNUAL GENERAL MEETING OF THE COMPANY
HELD ON FRIDAY, AUGUST 14, 2020 AT 10:30 A.M. 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 97 shareholders (including promoter and promoter group) attended the meeting through Video Conference.

Directors

- 1)Mr. Rahul Gautam, Chairman and Managing Director, joined the meeting from Delhi.
- 2)Ms. Namita Gautam, Whole-time Director, joined the meeting from Delhi.
- 3)Mr. Rakesh Chahar, Whole-time Director, joined the meeting from Delhi.
- 4)Mr. Tushaar Gautam, Whole-time Director, joined the meeting from Delhi.
- 5)Mr. V.K. Chopra, Independent Director and Chairman of the Audit Committee, joined the meeting from Mumbai.
- 6)Mr. Som Mittal, Independent Director and Chairman of Nomination and Remuneration Committee and Stakeholder Relationship Committee joined the meeting from Noida.
- 7)Mr. Ravindra Dhariwal, Independent Director, Member of the Audit Committee and Nomination and Remuneration Committee, joined the meeting from Delhi.
- 8)Mr. Anil Tandon, Independent Director and Chairman of the CSR Committee, joined the meeting from Gurugram.
- 9)Lt. Gen (Dr) Vijay Kumar Ahluwalia, Independent Director and Chairman of the Risk Management Committee joined the meeting from Gurugram.
- 10)Ms. Meena Jagtiani, Woman Independent Director, joined the meeting from Mumbai.

CFO

Mr. Dhruv Chandra Mathur joined the meeting from Delhi.

Statutory Auditors

Mr. Pawan Gupta, Partner, S.P. Chopra & Company, joined the meeting from Sonipat.

Secretarial Auditors

Mr. Amitabh, Partner, AVA Associate, joined the meeting from Delhi.

Company Secretary

Md Iquebal Ahmad joined the meeting from Noida.

Company Secretary welcomed the shareholders who were joining the meeting through video conference(VC)/Other Audio Visual Means(OAVM).

He requested the chairman, Mr. Rahul Gautam to address the meeting.

The Chairman greeted the all who were joining the meeting through video conference(VC)/Other Audio Visual Means(OAVM) and introduced the Directors, Statutory Auditors and Secretarial Auditors. He informed that the quorum required for the meeting was complete and meeting was in order.



After delivering Chairman's speech, he handed over the meeting 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 2020 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 S. P. Chopra & Company 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 this 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 10th August, 2020 to 13th August, 2020.

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 at meeting web portal which was open till the 15 minutes after closing of the meeting.

Company Secretary put the following resolutions to vote.

Adoption of the Standalone Audited Financial Statements and Consolidated Financial Statements for the year ended 31st March, 2020.

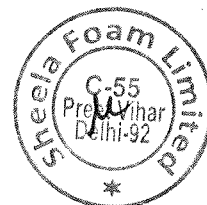
Reappointment of Ms. Namita Gautam as a Director retiring by rotation.

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

Confirmation of remuneration payable to the Cost Auditor for the financial year ending 31st March, 2021.

Commission to the Independent Directors.

Company Secretary requested to the moderator to take query/questions from speakers who have registered themselves with the Company. Four 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 and declared the meeting closed at 11.20 AM.



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
48th Annual General Meeting of Sheela Foam Limited
Held on Friday, 14th August, 2020
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 by the Board of Directors of Sheela Foam Limited, for the purpose of e-voting and poll to be held at the 48th Annual General Meeting of the Equity Shareholders of the Company, held on Friday, the 14th of August, 2020 through video conference under the guidelines issued by MCA and SEBI in view of the COVID 19 pandemic. We hereby submit our report as under.

The Company has extended facility of e-voting to the members of the company through Link Intime India Private Limited (LIPL). The voting period for remote e-voting commenced on Monday, 10th of August, 2020 at 9.00 a.m. (IST) and ended on Thursday, the 13th of August, 2020 at 5.00 p.m. (IST) and the poll through e-voting at the AGM lasted till the end of AGM at 11.35 AM. After 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 AGM through e-voting are as under:

Item No. 1- Ordinary Resolution

Adoption of Audited Standalone Financial Statements and Consolidated Financial Statements for the year ended March 31st 2020, 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?				
				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	36587087	36587087	100.0000	36587087	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		36587087	100.0000	36587087	0	100.0000	0.0000
Public-Institutions	E-Voting	11208857	10226238	91.2335	10226238	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		10226238	91.2335	10226238	0	100.0000	0.0000
Public- Non Institutions	E-Voting	986864	609	0.0617	602	7	98.8506	1.1494
	Poll		83	0.0084	83	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		692	0.0701	685	7	98.9884	1.0116
Total		48782808	46814017	95.9642	46814010	7	100.0000	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 requisite majority

No. of votes abstained: 1421

AVA Associates
company secretaries
107, C-240, Pandav Nagar, Delhi-92

9818361024
avafirm@gmail.com
www.avaassociates.com



Item No. 2- Ordinary Resolution

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

Category	Mode of voting	Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?		Ordinary				
		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	36587087	36587087	100.0000	36587087	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		36587087	100.0000	36587087	0	100.0000	0.0000
Public-Institutions	E-Voting	11208857	10220398	91.1814	10220398	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		10220398	91.1814	10220398	0	100.0000	0.0000
Public- Non Institutions	E-Voting	986864	609	0.0617	602	7	98.8506	1.1494
	Poll		83	0.0084	83	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		692	0.0701	685	7	98.9884	1.0116
Total		48782808	46808177	95.9522	46808170	7	100.0000	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 requisite majority

No. of votes abstained: 7261



Item No. 3- Ordinary Resolution

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

Category	Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Ordinary				
	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No				
					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	36587087	36587087	100.0000	36587087	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
	Total		36587087	100.0000	36587087	0	100.0000	0.0000	
Public-Institutions	E-Voting Poll	11208857	10226238	91.2335	10226238	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
	Total		10226238	91.2335	10226238	0	100.0000	0.0000	
Public- Non Institutions	E-Voting Poll	986864	609	0.0617	602	7	98.8506	1.1494	
	Postal Ballot (if applicable)		83	0.0084	83	0	100.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
	Total		692	0.0701	685	7	98.9884	1.0116	
Total		48782908	46814017	95.9642	46814010	7	100.0000	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 requisite majority

No. of votes abstained: 1421



Item No. 4 - Ordinary Resolution

Ratification of remuneration payable to the Cost Auditor for the Financial Year 2020-21.

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	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	36587087	36587087	100.0000	36587087	0	100.0000	0.0000
			0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
			Total	36587087	100.0000	36587087	0	100.0000
Public- Institutions	E-Voting Poll	11208857	10226238	91.2335	10226238	0	100.0000	0.0000
			0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
			Total	10226238	91.2335	10226238	0	100.0000
Public- Non Institutions	E-Voting Poll	986864	609	0.0617	602	7	98.8506	1.1494
			83	0.0084	83	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
			Total	692	0.0701	685	7	98.9884
Total		48782808	46814017	95.9642	46814010	7	100.0000	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 requisite majority

No. of votes abstained: 1421



Item No. 5- Ordinary Resolution

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

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	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	36587087	36587087	100.0000	36587087	0	100.0000	0.0000
			0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
			Total	36587087	100.0000	36587087	0	100.0000
Public-Institutions	E-Voting Poll	11208857	8301409	74.0612	8294514	6895	99.9169	0.0831
			0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
			Total	8301409	74.0612	8294514	6895	99.9169
Public- Non Institutions	E-Voting Poll	986864	609	0.0617	602	7	98.8506	1.1494
			83	0.0084	83	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
			Total	692	0.0701	685	7	98.9884
Total		48782808	44889188	92.0185	44882286	6902	99.9846	0.0154
Details of Invalid Votes								
Category			No. of Votes					
Promoter and Promoter Group			0					
Public Institutions			0					
Public - Non Institutions			0					

Result: Approved by requisite majority

No. of votes abstained: 1926250

Thanking You
For AVA Associates
Company Secretaries

Amitabh
C.P No- 5500
(Partner)

UDIN - A014190B000581999

Date: 14.08.2020
Place: New Delhi