

July 16, 2019

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 47<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 47<sup>th</sup> Annual General Meeting of the Company held on 15<sup>th</sup> July 2019 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- Link Intime India Private Limited**

Noble Heights, First Floor, Plot NH2

C1 Block, LSC, Near Savitri Market

Janakpuri, New Delhi, 110058

**SHEELA FOAM LTD.**

37/2, Site-IV, Sahibabad Industrial Area, Ghaziabad, U.P. - 201010, India  
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CIN-L74899DL1971PLC005679

**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  
47<sup>th</sup> Annual General Meeting of Sheela Foam Limited  
Held on Monday, 15<sup>th</sup> July, 2019 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 Monday, the 15<sup>th</sup> July, 2019 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 **Link Intime India Private Limited (LI IPL)**, from Thursday 11<sup>th</sup> July, 2019 (9.00 AM) to Sunday 14<sup>th</sup> July, 2019 (5.00 PM).

Further, on Monday, the 15<sup>th</sup> day of July, 2019, at the 47<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 7 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 Audited Standalone Financial Statements and Consolidated Financial Statements for the year ended March 31<sup>st</sup> 2019, 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	100	36587087	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	36587087	0	0	0	0	0	0
	<b>Total</b>	<b>36587087</b>	<b>36587087</b>	<b>100</b>	<b>36587087</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting		9573348	90.0898	9573348	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	10626448	0	0	0	0	0	0
	<b>Total</b>	<b>10626448</b>	<b>9573348</b>	<b>90.089</b>	<b>9573348</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Non Institutions	E-Voting		319878	20.3838	319878	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	1569273	114	0.0073	114	0	100	0
	<b>Total</b>	<b>1569273</b>	<b>319992</b>	<b>20.3911</b>	<b>319992</b>	<b>0</b>	<b>100</b>	<b>0</b>
	<b>Total</b>	<b>48782808</b>	<b>46480427</b>	<b>95.2803</b>	<b>46480427</b>	<b>0</b>	<b>100</b>	<b>0</b>



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	7

**Result: Approved by requisite majority**

**Item No. 2- Ordinary Resolution**

Reappointment of Mr. Tushaar Gautam as a Director retiring by rotation.

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	36587087	36587087	100	36587087	0	100	0
	Postal Ballot (if applicable)		0	0	0	00	0	
			0	0	0	0	0	
	<b>Total</b>		36587087	36587087	100	36587087	0	100
Public-Institutions	E-Voting Poll	10626448	9573348	90.0898	9061272	512076	94.6510	5.3490
	Postal Ballot (if applicable)		0	0	0	0	0	
			0	0	0	0	0	
	<b>Total</b>		10626448	9573348	90.0898	9061272	512076	94.6510
Public- Non Institutions	E-Voting Poll	1569273	319878	20.3838	319878	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	
			114	0.0073	114	0	100	0
	<b>Total</b>		1569273	319992	20.3911	319992	0	100
<b>Total</b>		48782808	46480427	95.2803	45968351	512076	98.8983	1.1017

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	7

**Result: Approved by requisite majority**



**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.

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	36587087	36587087	100	36587087	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		36587087	36587087	100	36587087	0	100
Public-Institutions	E-Voting Poll	10626448	9573348	90.0898	9573348	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		10626448	9573348	90.0898	9573348	0	100
Public- Non Institutions	E-Voting Poll	1569273	319878	20.3838	319878	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
			114	0.0073	114	0	100	0
<b>Total</b>		1569273	319992	20.3911	319992	0	100	0
<b>Total</b>		48782808	46480427	95.2803	46480427	0	100	0

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	7

**Result: Approved by requisite majority**



**Item No. 4 Ordinary Resolution**

Ratification of remuneration payable to the Cost Auditor for the in financial year ending March 31, 2020

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 Postal Ballot (if applicable)	36587087	36587087	100	36587087	0	100	0
			0	0	0	0	0	
			0	0	0	0	0	
	<b>Total</b>	<b>36587087</b>	<b>36587087</b>	<b>100</b>	<b>36587087</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting Poll Postal Ballot (if applicable)	10626448	9573348	90.0898	9573348	0	100	0
			0	0	0	0	0	
			0	0	0	0	0	
	<b>Total</b>	<b>10626448</b>	<b>9573348</b>	<b>90.0898</b>	<b>9573348</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Non Institutions	E-Voting Poll Postal Ballot (if applicable)	1569273	319878	20.3838	319878	0	100	0
			0	0	0	0	0	
			114	0.0073	114	0	100	0
	<b>Total</b>	<b>1569273</b>	<b>319992</b>	<b>20.3911</b>	<b>319992</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>48782808</b>	<b>46480427</b>	<b>95.2803</b>	<b>46480427</b>	<b>0</b>	<b>100</b>	<b>0</b>

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	7

**Result: Approved by requisite majority**



**Item No. 5- Ordinary Resolution**

Appointment of Ms. Meena Jagtiani 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?				
				% 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)	36587087	36587087	100	36587087	0	100	0
			0	0	0	0	0	
			0	0	0	0	0	
	<b>Total</b>	36587087	36587087	100	36587087	0	100	0
Public-Institutions	E-Voting Poll Postal Ballot (if applicable)	10626448	8733590	82.1873	8733590	0	100	0
			0	0	0	0	0	
			0	0	0	0	0	
	<b>Total</b>	10626448	8733590	82.1873	8733590	0	100	0
Public- Non Institutions	E-Voting Poll Postal Ballot (if applicable)	1569273	319878	20.3838	319878	0	100	0
			0	0	0	0	0	
			114	0.0073	114	0	100	0
	<b>Total</b>	1569273	319992	20.3911	319992	0	100	0
<b>Total</b>		48782808	45640669	93.5589	45640669	0	100	0

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	7

No. of votes abstained: 839758

**Result: Approved by requisite majority**



Item No.6- Ordinary Resolution

Approval for the payment of commission to Independent Director 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	% 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	36587087	36587087	100	36587087	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	
	<b>Total</b>		36587087	36587087	100	36587087	0	100
Public-Institutions	E-Voting Poll	10626448	8733590	82.1873	8540114	193476	97.7847	2.2153
	Postal Ballot (if applicable)		0	0	0	0	0	
	<b>Total</b>		10626448	8733590	82.1873	8540114	193476	97.7847
Public- Non Institutions	E-Voting Poll	1569273	319878	20.3838	319878	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	
			114	0.0073	114	0	100	0
<b>Total</b>		10626448	319992	20.3911	319992	0	100	0
<b>Total</b>		48782808	45640669	93.5589	45447193	193476	99.5761	0.4239

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	7

No. of votes abstained: 839758

**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: 15.07.2019  
Place: New Delhi