



Sheela Group  
ISO 9001 Certified

## SHEELA FOAM LIMITED

(CIN : L74899DL1971PLC005679)

Registered Office : C-55, Preet Vihar, Vikas Marg, Delhi-110092

Email : iquebal.ahmad@sheelafoam.com

Phone : 11 2202 6875 Facsimile : +91 11 2202 6876

# NOTICE

NOTICE IS HEREBY GIVEN THAT THE FORTY SIXTH (46<sup>th</sup>) ANNUAL GENERAL MEETING OF SHEELA FOAM LIMITED WILL BE HELD AT ARYA AUDITORIUM, DES RAJ CAMPUS, C-BLOCK, EAST OF KAILASH, NEW DELHI-110065 ON WEDNESDAY 18 JULY, 2018 AT 10:30 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year 2018(Standalone and Consolidated) including audited Balance Sheet as at 31 March, 2018, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports Auditors thereon.
2. To appoint a Director in place of Mr. Rakesh Chahar (DIN 00180587), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to section 139 and 142 of the companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, appointment of M/s S. P. Chopra & Co., Chartered Accountants (Firm Registration No.-000346N), be and is hereby ratified to hold the office from conclusion of this Annual General Meeting until the conclusion of the 47<sup>th</sup> Annual General Meeting of the Company to be held in the year 2019.

**FURTHER RESOLVED THAT** the Board of Directors be and hereby authorized to fix the remuneration with the consultation of Auditors."

### SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies

(Audit and Auditors) Rule, 2014(including any statutory modification(s) or re-enactment(s) thereof, for the time being enforce), M/s. Mahesh Singh & Co, Cost Accountants, appointed by the Board of Directors of the Company to conduct the Audit of the cost records of the Company, for the Financial Year 2018-19, be paid ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only) plus applicable tax."

5. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** Lt Gen (Dr.) Vijay Kumar Ahluwalia (DIN 08078092), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 5 March, 2018, in terms of Section 161(1) of the Companies Act, and whose term of office expires, as an Additional Director, at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company and the period of his office shall be not be liable to determination by retirement of directors by rotation."

6. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** the Company hereby accords its approval for the payment of ₹ 10,00,000 (Rupees Ten Lakhs only) commission to each Independent Director that is over and above sitting fees payable to the Independent Directors and to be reviewed annually."

By Order of the Board

Date : 18 May, 2018  
Place : Noida

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

## IMPORTANT NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from 12 July, 2018 to 18 July, 2018, both days inclusive, for annual closing.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 to 6 of the accompanying Notice, is annexed hereto.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
6. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
7. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations in

respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.

8. Electronic copy of the Annual Report for 2018 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018 is being sent in the permitted mode.

Electronic copy of the Notice of the 46<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of electronic voting ('e-voting') along with Attendance Slip, Proxy Form and Route Map is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 46<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent in the permitted mode.

9. Members may also note that the Notice of the 46<sup>th</sup> Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for 2018 will also be available on the Company's website [www.sheelafoam.com](http://www.sheelafoam.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at New Delhi for inspection without any fee during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: [iqubal.ahmad@sheelafoam.com](mailto:iqubal.ahmad@sheelafoam.com)

## 10. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed

to be considered at the 46<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 14 July, 2018 at 09.00 a.m and ends on 17 July, 2018 at 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 11 July, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com)

and voted on an earlier voting of any company, then your existing password is to be used.

- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details  <b>OR</b>  Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of <SHEELA FOAM LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## EXPLANATORY STATEMENT

### Item No. 4

The Board, on the recommendation of the Audit Committee, has approved at their Meeting held on 18 May, 2018 the appointment of M/s. Mahesh Singh & Co., Cost Accountants, New Delhi (Firm Registration No. 100441), as Cost Auditors to conduct the audit of the cost records of the Company pertaining to products covered by Central Excise Tariff Act, manufactured by the Company, for the financial year ending 31 March, 2019 at a remuneration of ₹ 1,50,000/- (One Lakh Fifty Thousand only) plus applicable taxes.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 4 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending 31 March, 2019.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested

financially or otherwise, in the proposed resolution. The Board recommends the passing of the resolution as set out at Item No. 4 as an ordinary resolution.

**Item Nos. 5**

The Board of Directors at their meeting held on 5 March, 2018, appointed Lt Gen (Dr.) Vijay Kumar Ahluwalia as an Additional Director of the Company with effect from 5 March, 2018. Subject to the approval of members he was appointed for 3 years. Under Section 161(1) of the Companies Act, 2013, he holds office only up to the date of the Annual General Meeting of the Company.

The approval of members is being sought for the appointment of Lt Gen (Dr.) Vijay Kumar Ahluwalia as an Independent Director.

Brief Profile of Independent Director is given below:

Lt Gen (Dr.) Vijay Kumar Ahluwalia, aged 66 years is holding a Master Degree in Defence Studies and Management from Madras University, M. Phil in Defence Studies from Indore University and PhD in Management (Internal Security and Conflict Resolution) from Amity University, Noida. He has several years of experience in Defence Service, Served as a Judge of Armed Force Tribunal and Director General of Raffles Group of Institutions, Raffles University, Neemrana.

Except Lt Gen (Dr.) Vijay Kumar Ahluwalia, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relative is

concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice. Lt Gen (Dr.) Vijay Kumar Ahluwalia is not related to any Director of the Company.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

**Item No. 6**

The Board at the meeting held on 18 May, 2018, have recommended for the approval of the Members, payment of ₹ 10,00,000/- (Rupees Ten Lakhs only) by way of commission to each Independent Directors of the Company for the Financial Year 2018-19. The Commission shall be reviewed annually.

The Independent Directors (and their relatives) are interested in this Resolution insofar as the same relates to their respective commission. None of the Key Managerial Personnel of the Company, or their relative is interested in the resolution set out at Item No. 6.

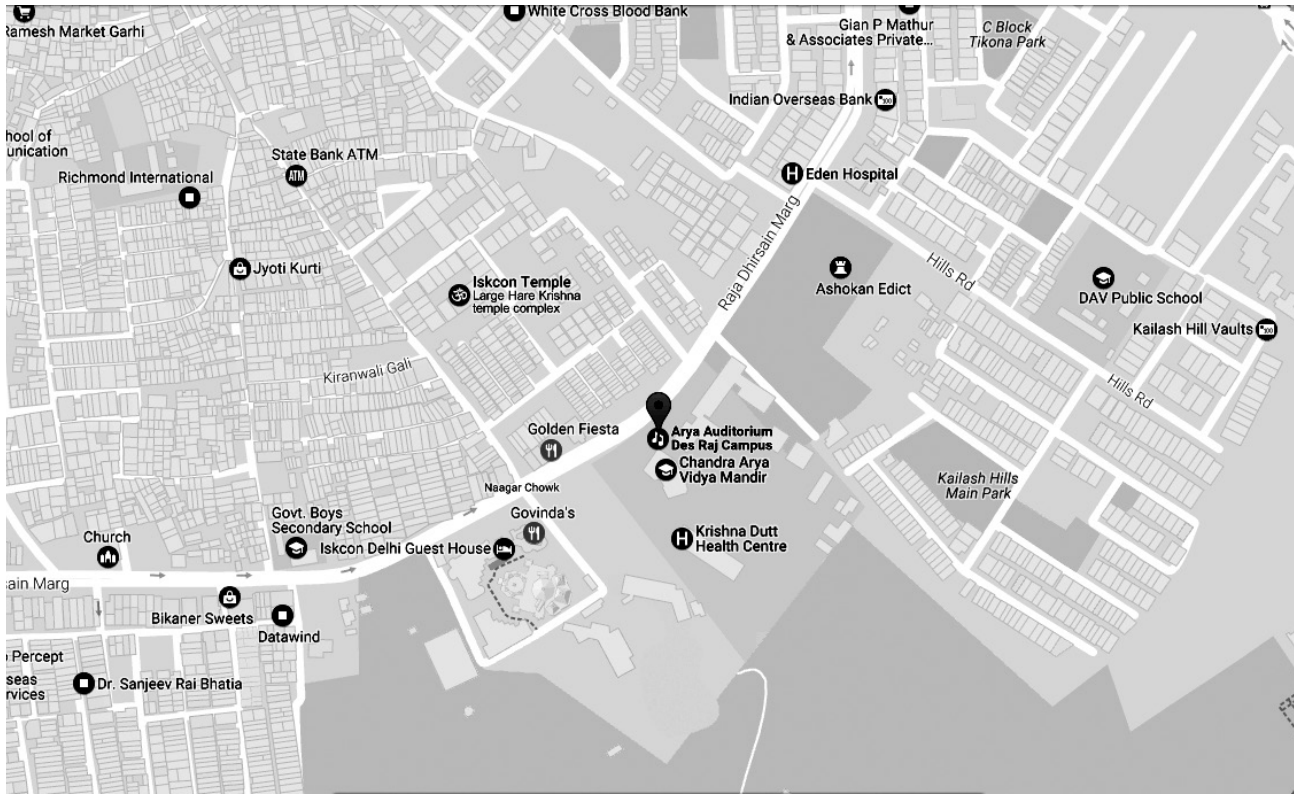
The Board recommends this Resolution for your approval.

By Order of the Board

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

Date : 18 May, 2018  
Place : Noida

# Route Map



Form No. MGT-11  
**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L74899DL1971PLC005679)  
Name of the Company : Sheela Foam Limited  
Registered Office : C-55, Preet Vihar, Vikas Marg, Delhi-110092  
Phone : 11 2202 6875 Facsimile : +91 11 2202 6876  
Website : www.sheelafoam.com / Email : [iqubal.ahmad@sheelafoam.com](mailto:iqubal.ahmad@sheelafoam.com)

Name of the Member(s) : .....

Registered Address : .....

E-mail ID : .....

Folio / DP ID and Client ID : .....

I/We, being the members of..... shares of the above named Company, hereby appoint :

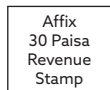
- 1 Name.....E-mail ID:.....  
Address:.....Signature:..... or failing him/her;
- 2 Name.....E-mail ID:.....  
Address:.....Signature:..... or failing him/her;
- 3 Name.....E-mail ID:.....  
Address:.....Signature:..... or failing him/her;

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **FORTY SIXTH ANNUAL GENERAL MEETING** of the Company to be held on **WEDNESDAY, 18 JULY, 2018 at 10.30 a.m.** at ARYA AUDITORIUM, DES RAJ CAMPUS, C-BLOCK, EAST OF KAILASH, NEW DELHI-110065 and at any adjournment thereof in respect of such resolutions and in such manner as indicated herein :

Resolution No.	Particulars of resolution	Vote (optional)	
		For	Against
<b>Ordinary Business</b>			
1	Adoption of the Audited Standalone Financial Statements and Consolidated Financial Statements for the year ended 31 March, 2018 together with the reports of the Board of Directors and Auditors thereon.		
2	Reappointment of Mr. Rakesh Chahar as a Director retiring by rotation.		
3	Ratification of the appointment of M/s. S. P. Chopra & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.		
<b>Special Business</b>			
4	Ratification of remuneration payable to the Cost Auditor for the in financial year ending 31 March, 2019.		
5	Appointment of Lt Gen (Dr.) Vijay Kumar Ahluwalia as an Independent Director of the Company.		
6	Commission to Independent Director.		

Signed this day of 2018.

Signature of Member



Signature of Proxy holder

Signature

**Note :**

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The Company reserves its right to ask for identification of the proxy.
3. It is optional to put an (X) in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.
4. For the resolutions and explanatory statement, please refer the Notice of the 46<sup>th</sup> Annual General Meeting.



Sheela Group  
ISO 9001 Certified

**SHEELA FOAM LIMITED**

(CIN: L74899DL1971PLC005679)

**Registered Office:** C-55, Preet Vihar, Vikas Marg, Delhi-110092

**Email:** iquebal.ahmad@sheelafoam.com

**Phone:** +91 11 2202 6875 **Facsimile:** +91 11 2202 6876

Sr. No.....

**ATTENDANCE SLIP**

46th Annual General Meeting of the Company to be held on Wednesday, 18th July, 2018 at 10.30 a.m. at Arya Auditorium, Des Raj Campus, C-Block, East of Kailash, New Delhi-110 065

Name (in Block Letters)	
Address	
Registered Folio No. / DP ID & Client ID	
Shareholder / Proxy / Authorized Representative	
Mobile No. E-Mail Id	

I/ we certify that I am/we are Member(s)/ Proxy of the members of the Company holding.....shares.

I/ We hereby record my/our presence at the 46th Annual General Meeting of the Company to be held on Wednesday, 18th July, 2018 at 10.30 a.m. at Arya Auditorium, Des Raj Campus, C-Block, East of Kailash, New Delhi-110 065

\_\_\_\_\_  
Signature of Shareholder/ Proxy/ Authorized Representative

*Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the Annual General Meeting.*

**ELECTRONIC VOTING PARTICULARS**

<b>EVSN (E-Voting Sequence Number)</b>	<b>USER ID</b>	<b>SEQUENCE NUMBER</b>

**Notes:**

- 1) Each equity share of the Company carries one vote.
- 2) Please read carefully the instructions printed overleaf before exercising the vote.
- 3) Due to Security Reasons Mobile Phones, Cameras and Bags shall not be allowed inside the AGM Hall.