

February 27, 2021

To  
The BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai-400001  
Scrip code: 540203

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

**Subject: Scrutinizer report and Declaration of Results of the Postal Ballot pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.**

Dear Sir/Madam

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed herewith the Voting Results of Postal Ballot process on the Special Resolutions forming part of the aforesaid Postal Ballot Notice of the Company. The Resolutions of the said postal ballot notice have been passed with requisite majority on 25<sup>th</sup> February 2021.

The agenda wise Results under Regulation 44 along with Scrutinizer Report is attached.

Thanking you.

Yours faithfully,

For Sheela Foam Limited



Md Iquebal Ahmad  
Company Secretary and Compliance Officer

**SHEELA FOAM LTD.**

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

**SCRUTINIZER'S REPORT ON E-VOTING (POSTAL VOTE)**

(Pursuant to Section 110 of the Companies

Act, 2013 read with the Companies (Management and Administration) Rules, 2014

To  
The Chairman  
**Sheela Foam Limited**  
CIN: L74899DL1971PLC005679  
Registered Office: C-55 Preet Vihar,  
Delhi 110092

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 scrutinising the postal ballots which was conducted through electronic means in respect of the resolutions contained in the Notice dated 22<sup>nd</sup> January, 2021 to be passed as per the provisions of section 110 of the Companies Act, 2013 read together with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard - 2 on General Meetings and the circulars issued by the Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020 ("MCA Circulars"), in view of the prevailing situations due to COVID-19.

The Company had extended facility of e-voting to the members of the company through Link Intime India Private Limited (LIPL). The cut-off date for the purpose of reckoning the voting rights and sending the Notice was Friday, the 22<sup>nd</sup> January, 2021 ("Cut-off date"). The e-voting period commenced on Wednesday, the 27<sup>th</sup> January, 2021 at 9.00 A.M. (IST) and ended on Thursday, the 25<sup>th</sup> February, 2021 at 5.00 P.M. (IST) and the e-voting was locked at 5.35 PM. The report on e-voting was generated and is being presented in the format prescribed by the SEBI.

|   |   |
|---|---|
| Date of the AGM/EGM   | Postal Ballot (Notice Dated 22.01.2021) |
| Total number of shareholders on record date   | 13370                                   |
| No. of shareholders present in the meeting either in person or through proxy:<br>Promoters and Promoter Group:<br>Public: | Not Applicable                          |
| No. of Shareholders attended the meeting through Video Conferencing<br>Promoters and Promoter Group:<br>Public:           | Not Applicable                          |

The results of the e-voting are as under:

**Item No. 1- Special Resolution**

Continuation of Independent Directorship of Mr. Vijay Kumar Chopra (DIN: 02103940) after attaining the age of 75(seventy-five) years on 6<sup>th</sup> March 2021 and Re-appointment of Mr. Vijay Kumar Chopra (DIN: 02103940) as Non-Executive Independent Director of the Company for a period of 1 (one) year w.e.f. 7<sup>th</sup> June, 2021.

| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Special                                 |                          |                        |                                      |                                    |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No                                      |                          |                        |                                      |                                    |
| Category   | Mode of voting                | 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                      | 35587087           | 35587087            | 100.0000                                | 35587087                 | 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                             |
|  | <b>Total</b>                  |                    | <b>35587087</b>     | <b>100.0000</b>                         | <b>35587087</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public-Institutions  | E-Voting                      | 12119052           | 11278998            | 93.0683                                 | 8710248                  | 0                      | 77.2253                              | 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                             |
|  | <b>Total</b>                  |                    | <b>11278998</b>     | <b>93.0683</b>                          | <b>8710248</b>           | <b>0</b>               | <b>77.2253</b>                       | <b>0.0000</b>                      |
| Public- Non Institutions   | E-Voting                      | 1076669            | 274                 | 00.0254                                 | 191                      | 81                     | 69.7080                              | 29.5620                            |
|  | Poll                          |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|  | <b>Total</b>                  |                    | <b>274</b>          | <b>00.0254</b>                          | <b>191</b>               | <b>81</b>              | <b>69.7080</b>                       | <b>29.5620</b>                     |
| <b>Total</b>   |                               | <b>48782808</b>    | <b>46866359</b>     | <b>96.0714</b>                          | <b>44297526</b>          | <b>81</b>              | <b>94.5188</b>                       | <b>0.0001</b>                      |

| 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: 2568752**

**Item No. 2- Special Resolution**

Re-appointment of Mr. Som Mittal (DIN: 00074842) as Non-Executive Independent Director of the Company for a period of 4 (four) years w.e.f. 7<sup>th</sup> June, 2021.

| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Special                                 |                          |                        |                                      |                                    |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No                                      |                          |                        |                                      |                                    |
| Category   | Mode of voting                | 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                      | 35587087           | 35587087            | 100.0000                                | 35587087                 | 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                             |
|  | <b>Total</b>                  |                    | <b>35587087</b>     | <b>100.0000</b>                         | <b>35587087</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public-Institutions  | E-Voting                      | 12119052           | 11278998            | 93.0683                                 | 8710248                  | 0                      | 77.2253                              | 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                             |
|  | <b>Total</b>                  |                    | <b>11278998</b>     | <b>93.0683</b>                          | <b>8710248</b>           | <b>0</b>               | <b>77.2253</b>                       | <b>0.0000</b>                      |
| Public- Non Institutions   | E-Voting                      | 1076669            | 274                 | 0.0254                                  | 236                      | 38                     | 86.1314                              | 13.8686                            |
|  | Poll                          |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|  | <b>Total</b>                  |                    | <b>274</b>          | <b>0.0254</b>                           | <b>236</b>               | <b>38</b>              | <b>86.1314</b>                       | <b>13.8686</b>                     |
| <b>Total</b>   |                               | <b>48782808</b>    | <b>46866359</b>     | <b>96.0714</b>                          | <b>44297571</b>          | <b>38</b>              | <b>94.5189</b>                       | <b>0.0000</b>                      |

| 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: 2568750**

**Item No. 3- Special Resolution**

Re-appointment of Mr. Ravindra Dhariwal (DIN: 00003922) as Non-Executive Independent Director of the Company for a period of 5 (five) years w.e.f. 7<sup>th</sup> June, 2021.

| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Special                                 |                          |                        |                                      |                                    |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No                                      |                          |                        |                                      |                                    |
| Category   | Mode of voting                | 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                      | 35587087           | 35587087            | 100.0000                                | 35587087                 | 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                             |
|  | <b>Total</b>                  |                    | <b>35587087</b>     | <b>100.0000</b>                         | <b>35587087</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public-Institutions  | E-Voting                      | 12119052           | 11278998            | 93.0683                                 | 8710248                  | 0                      | 77.2253                              | 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                             |
|  | <b>Total</b>                  |                    | <b>11278998</b>     | <b>93.0683</b>                          | <b>8710248</b>           | <b>0</b>               | <b>77.2253</b>                       | <b>0.0000</b>                      |
| Public- Non Institutions   | E-Voting                      | 1076669            | 274                 | 0.0254                                  | 233                      | 41                     | 85.0365                              | 14.9635                            |
|  | Poll                          |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|  | <b>Total</b>                  |                    | <b>274</b>          | <b>0.0254</b>                           | <b>233</b>               | <b>41</b>              | <b>85.0365</b>                       | <b>14.9635</b>                     |
| <b>Total</b>   |                               | <b>48782808</b>    | <b>46866359</b>     | <b>96.0714</b>                          | <b>44297568</b>          | <b>41</b>              | <b>94.5189</b>                       | <b>0.0000</b>                      |
| <b>Details of Invalid Votes</b>  |                               |                    |                     |   |                          |                        |                                      |                                    |
| 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: 2568750**

**Item No. 4- Special Resolution**

Re-appointment of Mr. Anil Tandon (DIN: 00089404) as Non-Executive Independent Director of the Company for a period of 3(three) years w.e.f. 7<sup>th</sup> June, 2021.

| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Special                                 |                          |                        |                                      |                                    |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No                                      |                          |                        |                                      |                                    |
| Category   | Mode of voting                | 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                      | 35587087           | 35587087            | 100.0000                                | 35587087                 | 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                             |
|  | <b>Total</b>                  |                    | <b>35587087</b>     | <b>100.0000</b>                         | <b>35587087</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public-Institutions  | E-Voting                      | 12119052           | 11278998            | 93.0683                                 | 8710248                  | 0                      | 77.2253                              | 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                             |
|  | <b>Total</b>                  |                    | <b>11278998</b>     | <b>93.0683</b>                          | <b>8710248</b>           | <b>0</b>               | <b>77.2253</b>                       | <b>0.0000</b>                      |
| Public- Non Institutions   | E-Voting                      | 1076669            | 274                 | 0.0254                                  | 237                      | 37                     | 86.4964                              | 13.5036                            |
|  | Poll                          |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|  | <b>Total</b>                  |                    | <b>274</b>          | <b>0.0254</b>                           | <b>237</b>               | <b>37</b>              | <b>86.4964</b>                       | <b>13.5036</b>                     |
| <b>Total</b>   |                               | <b>48782808</b>    | <b>46866359</b>     | <b>96.0714</b>                          | <b>44297572</b>          | <b>37</b>              | <b>94.5189</b>                       | <b>0.0000</b>                      |

| 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: 2568750**



**Item No. 5- Special Resolution**

Re-appointment of Lt. Gen (Dr.) V K Ahluwalia (DIN: 08078092) as Non-Executive Independent Director of the Company for a period of 3 (three) years w.e.f. 5th March, 2021.

| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Special                                 |                          |                        |                                      |                                    |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No                                      |                          |                        |                                      |                                    |
| Category   | Mode of voting                | 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                      | 35587087           | 35587087            | 100.0000                                | 35587087                 | 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                             |
|  | <b>Total</b>                  |                    | <b>35587087</b>     | <b>100.0000</b>                         | <b>35587087</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public-Institutions  | E-Voting                      | 12119052           | 11278998            | 93.0683                                 | 8710248                  | 0                      | 77.2253                              | 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                             |
|  | <b>Total</b>                  |                    | <b>11278998</b>     | <b>93.0683</b>                          | <b>8710248</b>           | <b>0</b>               | <b>77.2253</b>                       | <b>0.0000</b>                      |
| Public- Non Institutions   | E-Voting                      | 1076669            | 274                 | 0.0254                                  | 193                      | 81                     | 70.4379                              | 29.5621                            |
|  | Poll                          |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|  | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|  | <b>Total</b>                  |                    | <b>274</b>          | <b>0.0254</b>                           | <b>193</b>               | <b>81</b>              | <b>70.4379</b>                       | <b>29.5621</b>                     |
| <b>Total</b>   |                               | <b>48782808</b>    | <b>46866359</b>     | <b>96.0714</b>                          | <b>44297528</b>          | <b>81</b>              | <b>94.5188</b>                       | <b>0.0002</b>                      |

| 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: 2568750**

Thanking You  
For AVA Associates  
Company Secretaries

Amitabh  
h

Amitabh  
C.P No- 5500  
(Partner)

Date: 26<sup>th</sup> February, 2021  
Place: New Delhi  
UDIN: A014190B003693448