



Date: July 17, 2025

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
NSE Symbol: SFL

Subject: Proceedings of 53rd Annual General Meeting and Scrutinizer Report on Voting

Dear Sir/Madam,

Pursuant to the Regulations 30 & 44 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 find enclosed herewith the proceedings of the 53rd Annual General Meeting of the Company held on 17th July, 2025 through Video Conference (VC) Other Audio-Visual Means (OAVM) along with declaration of results of e-voting.

The E-voting on all the resolutions set out in the notice of 53rd Annual General Meeting was conducted during the period from 13th July 2025 to 16th July 2025 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 Voting Results under Regulation 44 along with Scrutinizer Report is also attached.

Thanking you.

Yours faithfully,

For Sheela Foam Limited

Md Iquebal Ahmad
Company Secretary and Compliance Officer

SHEELA FOAM LTD.

#14, Sleepwell Tower , Sector 135, Noida- 201301

Ph: Int-91-120-4868400 •Email: investorrelation@sheelafoam.com • contactus@sheelafoam.com

Regd. Office: 1002 to 1006 The Avenue, International Airport Road, Opp Hotel Leela Sahar,

Andheri East, Mumbai, Maharashtra, India, 400059 • Ph: Int-91-22-28265686/88/89

Toll Free: 1800 103 6664 • www.sleepwellproducts.com • www.sheelafoam.com

CIN- L74899MH1971PLC427835

**PROCEEDINGS OF THE 53RD ANNUAL GENERAL MEETING OF SHEELA FOAM LIMITED HELD
ON THURSDAY, JULY 17, 2025, AT 10:00 AM. THROUGH VIDEO CONFERENCE (VC) /OTHER
AUDIO-VISUAL MEANS (OAVM)**

Dear Sir,

The 53rd Annual General Meeting (AGM) of the Members of the Sheela Foam Limited ("the Company") was held on Thursday, the 17th July, 2025 at 10.00 AM through Video Conference in compliance with the applicable provisions of the Companies Act, 2013 read with various general circulars issued by the Ministry of Corporate Affairs, regarding holding of general meetings.

Following were joined the meeting through video conference (VC)/Other Audio Visual Means (OAVM).

Shareholders

Total 242 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 Noida.
- 2) Ms. Namita Gautam, Whole-time Director, joined the meeting from Delhi.
- 3) Mr. Rakesh Chahar, Whole-time Director, joined the meeting from Bangalore.
- 4) Mr. Tushaar Gautam, Whole-time Director, joined the meeting from Delhi.
- 5) Mr. Som Mittal, Independent Director, joined the meeting from Delhi .
- 6) Mr. Ravindra Dhariwal, Independent Director, joined the meeting from Newcastle, UK.
- 7) Mr. Anil Tandon, Independent Director, joined the meeting from Gurugram.
- 8) Lt. Gen (Dr) Vijay Kumar Ahluwalia, Independent Director, joined the meeting from Dehradun.
- 9) Ms. Meena Jagtiani, Independent Director, joined the meeting from Mumbai.

Key Employees

Mr. Amit Kumar Gupta, Group Chief Financial Officer joined the meeting from Noida.

Statutory Auditors

Mr. Nipun Jain, Partner, MSKA & Associates, joined the meeting from Gurgaon.

Secretarial Auditors

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

Company Secretary

Md. Iqubal Ahmad joined the meeting from Noida.



The Company Secretary welcomed the shareholders who were joining the meeting through video conference (VC)/Other Audio-Visual Means (OAVM). He informed that Mr. Rahul Gautam and Mr. Amit Kumar Gupta joined the meeting with him from Corporate Office, Noida. He informed that the proceedings of the AGM shall be deemed to be conducted at the Registered office of the Company. Also informed that the Company has arranged for electronic inspection of applicable registers. He introduced the directors and participants present at meeting. He confirmed that Chairman of the Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee were present.

After confirming the quorum was present, he requested the Chairman, Mr. Rahul Gautam to address the meeting.

The Chairman greeted all who joined the meeting through Video Conference (VC) / Other Audio-Visual Means (OAVM). Following the Chairman's address, The Company Secretary informed the members 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 2025 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 MSKA & Associates has no qualification. Hence, reading of Auditors' Report was not required.

The 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 the Annual General Meeting. The e-voting facility was provided by the Company was open from 13th July 2025 to 16th July 2025. He informed the shareholders who had not casted their votes through remote e-voting, they could vote during the meeting through the web portal, which would remain open for 15 minutes after the conclusion of the meeting. He further informed that AVA Associates (P2007DE001600), Practicing Company Secretaries, has been appointed as Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

The Company Secretary read the following resolutions which were put to vote.

Ordinary Business

1. Adoption of the Standalone Audited Financial Statements and Consolidated Financial Statements for the year ended 31st March 2025.
2. Re-appointment of Mr. Rahul Gautam (DIN 00192999), as a Director retiring by rotation.

Special Business:

3. Ratification of remuneration payable to the Cost Auditor for the financial year ending 31st March 2026.
4. Appointment of M/s AVA Associates, a firm of Practicing Company Secretaries as the Secretarial Auditors of the Company, for a term of 5 (five) consecutive financial years.



After this, The Company Secretary requested to the moderator to take queries/questions from speakers who have registered themselves with the Company and informed that they would be called upon to speak by the Moderator one by one and the Chairman would reply to their queries/ clarifications, once the speakers finish their questions. Ten speakers asked the queries/questions which were replied by the Chairman. He also mentioned that if any of the query is left out to be replied, the shareholder may email to the Company so that the same can be replied to.

After reply, the Chairman conveyed thanks on behalf of the Board of Directors to all the shareholders. The meeting was closed at 11.10 AM.



The image shows a handwritten signature in blue ink to the left of a circular blue stamp. The stamp contains the text "SHEELA FOAM LIMITED" around the perimeter and a small star at the bottom. Inside the stamp, there is a handwritten signature.

Declaration of Results of the voting on the Resolutions placed before the Annual General Meeting (AGM) of the Company held on 17th July, 2025 through remote e-voting & e-voting facility at AGM

Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, approval of the shareholders of the Company was sought for four resolutions through remote e-voting and e-voting at AGM. The Scrutinizer's Report on remote e-voting is annexed herewith.

Based on the above, we declare all the resolutions proposed in the AGM Notice dated 14.05.2025 as passed with overwhelming majority.

A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text "SHEELA FOAM LIMITED" around the perimeter and a small star symbol at the bottom. The signature appears to be "M. A. A." or similar.



AVA
ASSOCIATES

FORM NO. MGT-13

COMBINED SCRUTINIZER'S REPORT ON E-VOTING AND POLL

(Pursuant to Sections 108 & 109 of the Companies Act, 2013 and Rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014)

To
The Chairman
53rd Annual General Meeting of Sheela Foam Limited
Held on Thursday, 17th July, 2025
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, appointed as Scrutinizer of the 53rd Annual General Meeting (AGM) of the company **Sheela Foam Limited**, to be held on Thursday, the 17th of July, 2025 through video conference under the guidelines issued by MCA and SEBI. We hereby submit our report as under.

The Company has extended the e-voting facility to the members of the company through National Securities Depository Limited (NSDL). The voting period for the remote e-voting commenced on Sunday, July 13, 2025 at 09:00 a.m. IST and ended on Wednesday, July 16, 2025 (5:00 p.m. IST) and the poll through e-voting at the AGM lasted till 11:25 AM. After the polling ended on 11.25 AM, 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 the AGM through e-voting are as under:

Item No. 1- Ordinary Resolution

Adoption of the Financial Statements of the Company for the year 2025 (Standalone and Consolidated) including audited Balance Sheet as at 31st March 2025, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Auditors Reports thereon.

Resolution required: (Ordinary / Special)				Ordinary				
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	71409463	71409463	100.0000	71409463	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	71409463	71409463	100.0000	71409463	0	100.0000	0.0000
Public-Institutions	E-Voting	29875445	26749153	89.5356	26749153	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	29875445	26749153	89.5356	26749153	0	100.0000	0.0000
Public- Non Institutions	E-Voting	7425870	8054	0.1085	7910	144	98.2121	1.7879
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	7425870	8054	0.1085	7910	144	98.2121	1.7879
Total		108710778	98166670	90.3008	98166526	144	99.9999	0.0001

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

Result: Approved by the requisite majority

No. of votes abstained: 0





AVA
ASSOCIATES

Item No. 2- Ordinary Resolution

Reappointment of Mr. Rahul Gautam, (DIN 00192999) as a director retiring by rotation

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
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	71409463	71409463	100.0000	71409463	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	71409463	71409463	100.0000	71409463	0	100.0000	0.0000
Public- Institutions	E-Voting	29875445	26751016	89.5418	26583391	167625	99.3734	0.6266
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	29875445	26751016	89.5418	26583391	167625	99.3734	0.6266
Public- Non Institutions	E-Voting	7425870	8054	0.1085	7522	532	93.3946	6.6054
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	7425870	8054	0.1085	7522	532	93.3946	6.6054
Total		108710778	98168533	90.3025	98000376	168157	99.8287	0.1713

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

Result: Approved by the requisite majority

No. of votes abstained: 0





AVA
ASSOCIATES

Item No. 3- Ordinary Resolution

Approval of remuneration payable to the Cost Auditor for the financial year ending 31st of March, 2025-26 as an Ordinary Resolution

Resolution required: (Ordinary / Special)				Ordinary				
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	71409463	71409463	100.0000	71409463	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	71409463	71409463	100.0000	71409463	0	100.0000	0.0000
Public-Institutions	E-Voting	29875445	26751016	89.5418	26751016	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	29875445	26751016	89.5418	26751016	0	100.0000	0.0000
Public- Non Institutions	E-Voting	7425870	8054	0.1085	7900	154	98.0879	1.9121
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	7425870	8054	0.1085	7900	154	98.0879	1.9121
Total		108710778	98168533	90.3025	98168379	154	99.9998	0.0002

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

Result: Approved by the requisite majority

No. of votes abstained: 0





AVA
ASSOCIATES

Item No. 4- Ordinary Resolution

Appointment of M/s AVA Associates, a firm of Practicing Company Secretaries as the Secretarial Auditors of the Company, for a term of 5 (five) consecutive financial years

Resolution required: (Ordinary / Special)				Ordinary				
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	71409463	71409463	100.0000	71409463	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	71409463	71409463	100.0000	71409463	0	100.0000	0.0000
Public-Institutions	E-Voting	29875445	26751016	89.5418	23484508	3266508	87.7892	12.2108
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	29875445	26751016	89.5418	23484508	3266508	87.7892	12.2108
Public- Non Institutions	E-Voting	7425870	8054	0.1085	7687	367	95.4433	4.5567
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	7425870	6423	0.1212	7687	367	95.4433	4.5567
Total		108710778	98168533	90.3025	94901658	3266875	96.6722	3.3278

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

Result: Approved by the requisite majority

No. of votes abstained: 0

Thanking You

For AVA Associates
Company Secretaries

(Amitabh)
Partner
C.P No- 5500



Date: 17.07.2025
Place: New Delhi
UDIN: A014190G000801306