



Secretarial Compliance Report of **Sheela Foam Limited** for the financial year ended 31st March 2024
(Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015)

We have examined:

- (a) all the documents and records made available to us and the explanation provided by **Sheela Foam Limited** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2024 (“Review Period”) in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, and guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, and guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI(LODR) Regulations);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depository Participant) Regulations, 2018;



- (k) Securities and Exchange Board of India (Delisting of Equity Shares) Regulation, 2021;
- (l) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 and circulars/guidelines issued thereunder;
- (m) (Other regulations as applicable) and circulars/ guidelines issued thereunder; (Note: The aforesaid list of Regulations is only illustrative;

We hereby report that, during the Review Period the compliance status of the listed entity is as below:

S.No	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	The company is complying the standards diligently.
2	<p>Adoption and timely Updation of the Policies:</p> <p>a) All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities.</p> <p>b) All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the circulars/guidelines issued by SEBI.</p>	Yes	The company has complied the regulations in all the transactions covered therein.
3	<p>Maintenance and disclosures on the Website:</p> <p>a) The Listed entity is maintaining a functional website.</p> <p>b) Timely dissemination of the documents/ information under a separate section on the website.</p> <p>c) Web-links provided in the annual corporate governance report under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website.</p>	Yes	NA
4	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity</p>	Yes	NA
5	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	<p>The company has Twenty Two subsidiaries out of which three companies are material subsidiaries namely</p> <p>a. Joyce Foam Pty Ltd,</p>



			b. International Foam Technologies Spain S.L.U. c. Kurlon Enterprise Limited
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	NA
7	Performance Evaluation: The listed entity has conducted performance evaluations of the Board, Independent Directors, and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	NA
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	Prior Approvals in all the cases
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	NA*
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NA
11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	NA	NA
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation /circular /guidance note etc.	NA	NA

*"Statement of Investor complaints" under regulation 13(3) of the SEBI (LODR) Regulations 2015 has to be filed with the stock exchanges within 21 days. The company has filed all the statements within time but the same is reflected on NSE as filed on the 22nd day for the quarter ended December, 2023 and April, 2024. The filing proof of the company shows that these were filed on time. Similarly, Annual Secretarial Compliance under Regulation 24 A which has to be filed with the Stock Exchanges within



60 days of the end of the financial year. The company filed the same on 29.05.2023 on both the exchanges but the NSE is showing the date of filing as 27.06.2023.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

S.No	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1	<p>Compliances with the following conditions while appointing/re-appointing an auditor:</p> <p>(i) If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>(ii) If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>(iii) If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	NA
2	<p>Other conditions relating to the resignation of the statutory auditor</p> <p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity /material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p>	Yes	Resignation of S. R. Batliboi & Associates LLP as Statutory Auditors of Kurlon Enterprise Limited (Material Subsidiary of Sheela Foam Limited) w.ef 04 th December 2023



	<p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	Yes	NA

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

SNo	Compliance (Regulations / guidelines including specific clause)	Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amt.	Observations / Remarks of the Practising Company Secretary	Man-agement Res-pon-se	Re-mark
Not Any											



The listed entity has taken the following actions to comply with the observations made in previous reports:

SNo	Compliance (Regulations / guidelines including specific clause)	Requirement / circulars /	Regulation / Circular No.	Devi-ations	Action Taken by	Type of Action	Details of Violation	Fine Amt.	Observations / Remarks of the Practising Company Secretary	Management Respondent	Re-mark
Not Any											

Declaration

Further, hereby we declare that our above report has been based on the following Assumptions & Limitations of Scope and Review:

1. Compliance with the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based on our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of the Financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For AVA Associates
Company Secretaries




Amitabh
CP-5500
UDIN: A014190F000437833
PR No: 1478/2021

Place: New Delhi
Dated: 24.05.2024