



June 25, 2020

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

Dear Sir,

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2020

Pursuant to the Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are forwarding herewith the Annual Secretarial Compliance Report for the financial year 2019-20.

You are requested to kindly take the above information on record.

Thanking you,

Yours truly,

For Sheela Foam Limited

(Md. Iquebal Ahmad)
Company Secretary & Compliance Officer

SHEELA FOAM LTD.

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

Secretarial Compliance Report of **Sheela Foam Limited** (CIN- L74899DL1971PLC005679) for
the financial year ended 31st March 2020
(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 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 March 31, 2020 (“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, guidelines issued thereunder; and
 - b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, 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;
 - 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) Regulations, 2014;
 - 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 and Redeemable Preference Shares) Regulations, 2013;
 - h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- and based on the above examination, we hereby report that, during the Review Period:

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

Sr. No.	Compliance Requirement (Regulations circulars guidelines including specific clause)	Deviations	Observations Remarks of the Practicing Company Secretary
1.	Regulation 13 (3) under SEBI (LODR) Regulations 2015: Statement of Investor Complaint for the quarter ended 30 June 2019 needs to be	Filed with BSE on 24 th July, 2019 Filed with NSE on 10 th July 2019	Penalty imposed by BSE for late filing was duly paid



	filed to stock exchanges within 21 days from the end of quarter that is 21 st of July 2019		
2.	Regulation 24A of SEBI (LODR) Regulations 2015: Secretarial Compliance report needs to be filed to stock exchanges within 60 days from the end of financial year that is 30 th of May 2019	Filed with BSE and NSE on 31 st May, 2019 i.e delay of single (1) day	NSE issued a letter of caution for making timely filing

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of Violation	Details of Action taken E.g. fines, warning letter, debarment, etc	Observations remarks of the Practicing Company Secretary, if any.
1	BSE	Statement of Investor Complaint for the quarter ended 30 June 2019 under Regulation 13 (3) of SEBI (LODR) Regulations 2015 was filed with BSE 3 days after the due date	A fine of Rs 2000.00 was imposed by BSE vide LIST/COMP/540203/Reg.13(3)-June-19/145/2019-20	Fine was paid by the company
2	NSE	Secretarial Compliance report under Regulation 24 A of SEBI (LODR) Regulations 2015 : for financial year ending 31.03.2019 required to be filed to stock exchanges within 60 days from the end of financial year that is 30 th of May 2019 was filed with delay of 1 day only	Letter of caution issued by the NSE vide Ref no : NSE/LISTCOMP/82857 June 10, 2019	NA

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year: NA	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NA				

For AVA Associates
Company Secretaries

Amitabh
Partner
ACS: 14190
CP: 5500
Place: Delhi
Date: 24.06.2020
UDIN: A014190B000374022

