



To  
The Board of Directors  
Sheela Foam Limited.  
604 Ashadeep, 9 Hailey Road  
New Delhi - 110001

Date: 03.04.2024

Certificate of Practicing Company Secretary on proposed preferential allotment of equity shares to a select group of shareholders or shareholders of unlisted companies pursuant to draft Composite Scheme of Arrangement between Belvedere International Limited ("BIL" or "Transferor Company 1"), Kanvas Concepts Private Limited ("KCPL" or "Transferor Company 2"), Kurlon Retail Limited ("KRL" or "Transferor Company 3"), Komfort Universe Products And Services Limited ("KUPSL" or "Transferor Company 4"), Starship Value Chain and Manufacturing Private Limited ("SVC MPL" or "Transferor Company 5"), Kurlon Enterprise Limited ("KEL" or "Transferee Company" or "Amalgamating Company"), and Sheela Foam Limited ("SFL" or "Amalgamated Company" or "Company") and their respective shareholders and creditors ("Scheme") pursuant to the requirements of regulation 158(1)(b) read with Regulation 163(2) and 164(1) of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("SEBI (ICDR) Regulations 2018")

1. We, AVA Associates, Company Secretaries, have been requested by the Company to certify the accompanying Statement of Computation of Minimum Price at which shares should be allotted to the shareholders of Kurlon Enterprise Limited pursuant to Composite Scheme of Arrangement between Belvedere International Limited ("BIL" or "Transferor Company 1"), Kanvas Concepts Private Limited ("KCPL" or "Transferor Company 2"), Kurlon Retail Limited ("KRL" or "Transferor Company 3"), Komfort Universe Products And Services Limited ("KUPSL" or "Transferor Company 4"), Starship Value Chain and Manufacturing Private Limited ("SVC MPL" or "Transferor Company 5"), Kurlon Enterprise Limited ("KEL" or "Transferee Company" or "Amalgamating Company"), and Sheela Foam Limited ("SFL" or "Amalgamated Company") and their respective Shareholders and Creditors ("Scheme");
2. We have examined the accompanying statement of computation for arriving at the applicable minimum price per share ('the accompanying Statement') in compliance with the requirements of regulation 164(1) of Chapter V of SEBI (ICDR) Regulations 2018, for the proposed preferential issue of equity shares of the Company to the shareholders of Amalgamating Company pursuant to the Scheme approved by the Board of Directors (the 'Board') in its meeting held on 28<sup>th</sup> March, 2024;
3. We have downloaded the data of aggregate daily turnover in the scrip over the Period of 90 & 10 trading days and the total number of shares traded during the period from the official website of



National Stock Exchange ('NSE') and computed the Volume Weighted Average Price and traced the same in the Statement;

4. The minimum issue price for the proposed preferential issue of Sheela Foam Limited, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI: (Issue of Capital and Disclosure Requirements) Regulations, 2018 has been worked out at Rs. 1137.99/- from the website of NSE (National Stock Exchange) being the highest trading volume in respect of the equity shares of the issuer been recorded during the preceding (90 trading days) prior to the relevant date which.

#### Management's responsibility

1. The preparation of the accompanying Statement is the sole responsibility of the management of the Company including the creation and maintenance of all records supporting the contents of the Statement. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the accompanying Statement.
2. Management is also responsible for ensuring that the Company complies with the requirements of the SEBI (ICDR) Regulations, 2018 and the Companies Act, 2013 in relation to the proposed preferential allotment of equity shares and for providing all the information to the National Stock Exchange ('NSE') and Bombay Stock Exchange ('BSE').
3. Further, the management of the Company is also responsible for:-
  - a. Determining the relevant date, which is March 28, 2024, as per ICDR regulations, being the date of the meeting in which the Board of Directors of the Company approved the Scheme;
  - b. Determining the stock exchange i.e NSE with the highest trading volume in equity shares recorded during the 240 trading days preceding the relevant date ;
  - c. Determining that the minimum price is not less than the higher of the following:
    - i. The 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
    - ii. The 10 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date.



#### Auditor's responsibility

4. Pursuant to the requirements of regulation 164(1) of SEBI (ICDR) regulations, 2018, it is our responsibility to examine the accompanying Statement and report whether the accompanying Statement is prepared in compliance with the pricing requirements of regulation 164(1) of Chapter V of SEBI (ICDR) Regulations 2018.
5. In relation to paragraph 6 above, we have examined the following records and documents:
  - a) Obtain and read the certified true copy of the minutes of meeting of Board of Directors held on March 28, 2024 being the date of meeting in which the Board of Directors of the Company approved the Scheme;
  - b) Obtain the statement of Computation of Minimum Price for the proposed Preferential issue calculated based on the pricing formula prescribed under Regulation 164(1) of the ICDR regulations;
  - c) Draft Composite Scheme of Arrangement;
  - d) Historical price data of equity shares of the Company extracted from the website of NSE and BSE;
  - e) Reviewed the computation of the minimum issue price determined by the management based on the higher of (i) or (ii) as provided below:
    - (i) The 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
    - (ii) The 10 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date;
6. We have complied with the relevant applicable requirements of the Guidance Note on Audit Engagement (CSAS-1) Auditing Standard on Audit Process and Documentation (CSAS-2) ; Auditing Standard on Forming of Opinion (CSAS-3) that perform Audits and Reviews of Historical Financial Information and Other Related Services Engagements.

#### Opinion

7. Based on our examination and according to the information, explanations and representations provided to us, we are of the opinion that, the accompanying Statement is prepared in compliance



Restriction on use

8. This certificate is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the SEBI (ICDR) regulations, 2018 for onward submission to the NSE and BSE and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For AVA Associates  
Company Secretaries



Amitabh

Partner

ACS: 14190

CP: 5500

UDIN: A014190F000021439

Date: 03.04.2024

Place: Delhi

Statement of Computation of Minimum Price at which shares should be allotted to the shareholders of Kurlon Enterprise Limited pursuant to Composite Scheme of Arrangement Belvedere International Limited ("BIL" or "Transferor Company 1"), Kanvas Concepts Private Limited ("KCPL" or "Transferor Company 2"), Kurlon Retail Limited ("KRL" or "Transferor Company 3"), Komfort Universe Products And Services Limited ("KUPSL" or "Transferor Company 4"), Starship Value Chain and Manufacturing Private Limited ("SVC MPL" or "Transferor Company 5"), Kurlon Enterprise Limited ("KEL" or "Transferee Company" or "Amalgamating Company"), and Sheela Foam Limited ("SFL" or "Amalgamated Company" or "Company") and their respective shareholders and creditors.

Valuation using the Market Price ("MP") method - Market Approach of Sheela Foam Limited			
Relevant date	28 <sup>th</sup> March, 2024		
Relevant Exchange	NSE		
<u>Particulars</u>	<u>Reference</u>	<u>Unit</u>	<u>Price INR</u>
Average of 90 trading days volume weighted average price ("VWAP") preceding the relevant date	A	INR per share	1137.99
Average of 10 trading days volume weighted average price ("VWAP") preceding the relevant date	B	INR per share	944.99
Market price as per ICDR	C = Higher of A and B	INR per share	1137.99



Reference "A"

Average of 90 trading days volume weighted average price ("VWAP") preceding the relevant date i.e. 28<sup>th</sup> March, 2024.

Days	Date	Number of shares traded	Daily turnover (INR)	Days	Date	Number of shares traded	Daily turnover (INR)
1	17-Nov-23	18814	20808333	46	23-Jan-24	36085	41222863
2	20-Nov-23	222260	253331675	47	24-Jan-24	27337	30937546
3	21-Nov-23	155870	182399482	48	25-Jan-24	16842	19118559
4	22-Nov-23	88381	101754742	49	29-Jan-24	66999	76458646
5	23-Nov-23	57685	67022866	50	30-Jan-24	41818	47397277
6	24-Nov-23	71872	84238190	51	31-Jan-24	98600	114354857
7	28-Nov-23	51053	59716800	52	01-Feb-24	70560	80871974
8	29-Nov-23	42065	48723656	53	02-Feb-24	27181	30848847
9	30-Nov-23	125714	144128069	54	05-Feb-24	47265	53872219
10	01-Dec-23	62869	72869279	55	06-Feb-24	53562	61843563
11	04-Dec-23	50751	59197261	56	07-Feb-24	107932	121928467
12	05-Dec-23	193467	228649673	57	08-Feb-24	52847	59600524
13	06-Dec-23	53414	62096029	58	09-Feb-24	43754	48275191
14	07-Dec-23	36010	41841758	59	12-Feb-24	38567	41809549
15	08-Dec-23	37637	43571176	60	13-Feb-24	57437	62339896
16	11-Dec-23	65550	76100139	61	14-Feb-24	90372	98984478



17	12-Dec-23	44295	51780488	62	15-Feb-24	23109	25143920
18	13-Dec-23	275344	332548116	63	16-Feb-24	34966	38341416
19	14-Dec-23	322375	400242398	64	19-Feb-24	38408	41632332
20	15-Dec-23	448553	573577249	65	20-Feb-24	30722	33199762
21	18-Dec-23	203587	257459146	66	21-Feb-24	24172	25953193
22	19-Dec-23	85421	107699919	67	22-Feb-24	18475	19756636
23	20-Dec-23	184243	230040078	68	23-Feb-24	42931	45487925
24	21-Dec-23	57524	69989914	69	26-Feb-24	21601	22655392
25	22-Dec-23	90354	109381017	70	27-Feb-24	20239	21138552
26	26-Dec-23	22777	27749053	71	28-Feb-24	99710	103465013
27	27-Dec-23	36505	44316120	72	29-Feb-24	41807	43153979
28	28-Dec-23	88680	109911206	73	01-Mar-24	20890	22030256
29	29-Dec-23	48520	60232666	74	02-Mar-24	1920	2023154
30	01-Jan-24	51567	64282566	75	04-Mar-24	17652	18426623
31	02-Jan-24	50750	62963650	76	05-Mar-24	25029	25745363
32	03-Jan-24	29447	36168986	77	06-Mar-24	41589	42117521
33	04-Jan-24	41320	50774277	78	07-Mar-24	38052	38737838
34	05-Jan-24	39263	48282797	79	11-Mar-24	38832	39091660
35	08-Jan-24	88123	105878778	80	12-Mar-24	37080	36900610
36	09-Jan-24	185573	228722038	81	13-Mar-24	60547	58580704
37	10-Jan-24	34095	40909281	82	14-Mar-24	127887	124100595
38	11-Jan-24	78301	96725524	83	15-Mar-24	63408	60816884



39	12-Jan-24	58032	71238243	84	18-Mar-24	40030	38444555
40	15-Jan-24	88564	107707287	85	19-Mar-24	42684	40492490
41	16-Jan-24	58899	71007361	86	20-Mar-24	71027	66451248
42	17-Jan-24	78320	92125211	87	21-Mar-24	106970	100735235
43	18-Jan-24	76447	89370963	88	22-Mar-24	192425	183074715
44	19-Jan-24	58436	67689124	89	26-Mar-24	102673	95856202
45	20-Jan-24	59525	68858038	90	27-Mar-24	457863	427351010
Total						7078108	8054849862
VWAP of 90 trading days volume weighted average price ("VWAP") preceding the relevant date							1137.99

Reference "B"

Average of 10 trading days volume weighted average price ("VWAP") preceding the relevant date i.e 28<sup>th</sup> March, 2024.

Days	Date	Number of shares traded during the day	Daily turnover (INR)
1	13-Mar-24	60,547	5,85,80,704.15
2	14-Mar-24	1,27,887	12,41,00,594.85
3	15-Mar-24	63,408	6,08,16,884.30
4	18-Mar-24	40,030	3,84,44,554.60
5	19-Mar-24	42,684	4,04,92,490.25
6	20-Mar-24	71,027	6,64,51,248.45
7	21-Mar-24	1,06,970	10,07,35,235.20





8	22-Mar-24	1,92,425	18,30,74,714.90
9	26-Mar-24	1,02,673	9,58,56,201.60
10	27-Mar-24	4,57,863	42,73,51,010
Total		12,65,514	1,19,59,03,638
VWAP of 10 trading days volume weighted average price ("VWAP") preceding the relevant date			944.99

