

Date: August 28, 2020

To,

**Sheela Foam Limited**  
C-55, Preet Vihar  
New Delhi- 110092  
India

**The Managing Director**  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Mumbai-400 001

**The Managing Director**  
National Stock Exchange of India  
Limited  
Exchange Plaza,  
Plot No. C/1, G Block  
Bandra Kurla Complex  
Bandra (East)  
Mumbai 400 051

Dear Sir / Madam

**Sub: Disclosure of change in shareholding under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”).**

I wish to inform you that I have sold an aggregate of 10,00,000 equity shares of the Company on August 28, 2020.

The above sale of equity shares executed as off market transaction. In compliance with Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“SEBI Takeover Regulations”), I am hereby notifying the information regarding the above sale of shares made by me on August 28, 2020. As required under Regulation 29(3) of the SEBI Takeover Regulations, I am informing you about the said sale within 2 working days of such sale.

Enclosed is the report in the format as prescribed by SEBI. The above is for your information and records.

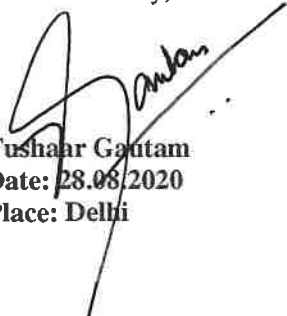
**DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

1. Name of the Target Company (TC)	Sheela Foam Limited (the “Company”)		
2. Name(s) of the Seller acquirer and Persons Acting in Concert (PAC) with the acquirer	Tushaar Gautam (“Seller”)		
3. Whether the Seller acquirer belongs to Promoter/Promoter group	Promoter		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited (“BSE”) and The National Stock Exchange of India Limited (“NSE”)		
5. Details of the acquisition/disposal as follows	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable</b>	<b>% w.r.t. total diluted share/voting capital of the TC (*)</b>
Before the acquisition- Sale under consideration, holding of:			
a) Shares carrying voting rights	1,80,86,314	37.07%	NA
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NA	NA	NA
c) Voting rights (VR) otherwise than by equity shares	NA	NA	NA
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NA	NA	NA
<b>Total (a+b+c+d)</b>	<b>1,80,86,314</b>	<b>37.07%</b>	<b>NA</b>
<b>Details of acquisition/ sale of shares held by the Seller</b>			
a) Shares carrying voting rights	10,00,000	2.05%	NA
b) VRs acquired/ sold otherwise than by equity shares	NA	NA	NA
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/ sold	NA	NA	NA

d) Shares encumbered/ invoked/released by the acquirer	NA	NA	NA
<b>Total (a+b+c+d)</b>	<b>10,00,000</b>	<b>2.05%</b>	<b>NA</b>
After the <del>acquisition</del> / sale, holding of the Seller:			
a) Shares carrying voting rights	1,70,86,314	35.02	NA
b) Shares encumbered with the acquirer	NA	NA	NA
c) VRs otherwise than by equity shares	NA	NA	NA
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	NA	NA	NA
<b>Total (a+b+c+d)</b>	<b>1,70,86,314</b>	<b>35.02</b>	<b>NA</b>
6. Mode of acquisition/ sale (e.g. open market / off-market / public issue / rights issue /preferential allotment / inter-se transfer, etc.)	Off market sale		
7. Date of <del>acquisition</del> / sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	August 28, 2020		
8. Equity share capital / total voting capital of the TC before the said <del>acquisition</del> / sale	<b>Number of Shares:</b> 4,87,82,808 <b>Amount (in Rs.):</b> Rs. 24,39,14,040/- (*Face value of Rs. 5/- per equity share)		
9. Equity share capital/ total voting capital of the TC after the said <del>acquisition</del> / sale	<b>Number of Shares:</b> 4,87,82,808 <b>Amount (in Rs.):</b> Rs. 24,39,14,040/- (*Face value of Rs. 5/- per equity share)		
10. Total diluted share/voting capital of the TC after the said <del>acquisition</del> / sale	NA		

Thanking You,

Yours faithfully,

  
Tushahr Gautam  
Date: 28.08.2020  
Place: Delhi