



02<sup>nd</sup> Aug, 2022

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: Intimation under Regulation 30 of SEBI (LODR) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 30, read with Schedule III, of the SEBI Listing Regulations, we wish to inform you that the Board of Directors of the Company ('Board') at its meeting held on 2<sup>nd</sup> August 2022, has inter alia, approved the Scheme of Amalgamation of the wholly owned subsidiaries of the Company, i.e., Sleepwell Enterprises Private Limited ("SEPL" or "Transferor Company 1") and International Comfort Technologies Private Limited ("ICTPL" or "Transferor Company 2") with Sheela Foam Limited ("SFL" or "Transferee Company") and their respective Shareholders and Creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme").

The Scheme is subject to necessary statutory and regulatory approvals including the approvals of National Company Law Tribunal, Bench at Delhi ("NCLT").

The disclosures required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, is enclosed as Annexure A to this intimation.

Thanking you.

Yours faithfully,  
For Sheela Foam Limited

(Md. Iqbal Ahmad)  
Company Secretary and Compliance Officer

**SHEELA FOAM LTD.**

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

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CIN-L74899DL1971PLC005679

**Annexure – 1**

**Disclosure of information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Amalgamation of Sleepwell Enterprises Private Limited and International Comfort Technologies Private Limited (together referred as “Transferor Companies”) with Sheela Foam Limited

S. No.	Items	Details	
1.	Name of the entity (ies) forming part of the Scheme and brief details such as size, turnover etc.	<b>Transferor Company 1: Sleepwell Enterprises Private Limited (“SEPL”)</b>	
		Authorised share capital (As on 31 <sup>st</sup> March 2022)	1,00,000 Equity Shares of Rs. 10/- each
		Paid-up share capital (As on 31 <sup>st</sup> March 2022)	10,500 Equity Shares of Rs. 10/- each
		Turnover (FY 2021-22)	Rs. 10.00 Lakhs
		Net Profits (FY 2021-22)	Rs. 14.60 Lakhs
		Net-worth as at 31 <sup>st</sup> March 2022	Rs. 251.53 Lakhs
		<b>Transferor Company 2: International Comfort Technologies Private Limited</b>	
		Authorised share capital (As on 31 <sup>st</sup> March 2022)	1,00,000 Equity Shares of Rs. 10/- each 2,99,00,000 Convertible Preference Shares of Rs. 10/- each
		Paid-up share capital (As on 31 <sup>st</sup> March 2022)	1,00,000 Equity Shares of Rs. 10/- each and 2,99,00,000 Convertible Preference Shares of Rs. 10/- each
		Turnover (FY 2021-22)	Rs. 762.96 Lakhs
		Net Losses (FY 2021-22)	Rs. 723.76 Lakhs
		Net-worth as at 31 <sup>st</sup> March 2022	Rs. 2,278.79 Lakhs
		<b>Transferee Company: Sheela Foam Limited*</b>	
		Authorised share capital (As on 31 <sup>st</sup> March 2022)	8,80,21,000 Equity Shares of Rs. 5/- each
		Paid-up share capital	4,87,82,808 equity shares of

		(As on 31 <sup>st</sup> March 2022)	Rs. 5/- each
		Turnover (FY 2021-22)	Rs. 2,19,466.37 Lakhs
		Net Profits/ Losses (FY 2021-22)	Rs. 19,731.48 Lakhs
		Net-worth as at 31 <sup>st</sup> March 2022	Rs. 1,20,952.45 Lakhs
		<i>*Transferee Company holds 100% paid up share capital of the Transferor Companies.</i>	
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	In terms of General Circular No. 30/2014 dated July 17, 2014, issued by the Ministry of Corporate Affairs, the proposed Amalgamation would not be considered as a related party transaction (‘RPT’). However, in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proposed Scheme would be considered as RPT. However, compliance with Regulation 23(2), 23(3) and 23(4) is not required in view of Regulation 23(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	
3.	Area of business of the entity(ies)	<p>Sleepwell Enterprises Private Limited is engaged in the activity of providing its trademarks, patents, logos etc. and earning royalty thereon.</p> <p>International Comfort Technologies Private Limited is engaged in the business of manufacturing of polyurethane foams, Mattress and Home comfort products</p> <p>Sheela Foam Limited is engaged in the business of manufacturing of polyurethane foams, Mattress and Home comfort products</p>	
4.	Rationale for Merger by Absorption	<p>The Scheme of Amalgamation of the Transferor Companies by the Transferee Company would, inter alia, have the following benefits:</p> <ol style="list-style-type: none"> <li>i. Simplification of the group structure and consolidation of legal entities;</li> <li>ii. Reducing the number of legal entities, resulting into lesser administrative and regulatory compliances;</li> </ol>	

		<ul style="list-style-type: none"> <li>iii. Improved allocation of capital and optimization of cash flows contributing to the overall growth prospectus of the combined entity;</li> <li>iv. Creation of a larger asset base by consolidation of the assets and facilitation of access to better financial resources;</li> <li>v. Enable greater / enhanced focus of the management on the business; and</li> <li>vi. Creating enhanced value for shareholders and allow a focused strategy in operations, which would be in the best interest of all its shareholders, creditors and all other stakeholders.</li> </ul>
5.	Consideration	The entire issued, paid-up, subscribed share capital of the Transferor Companies is directly held by the Transferee Company. Therefore, no shares shall be issued by the Transferee Company pursuant to the Scheme becoming effective.
6.	Brief details of change in shareholding pattern (if any) of listed entity	There will not be any change in the shareholding of the Transferee Company pursuant to the Scheme.