

December 28, 2017

The BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001

The National Stock Exchange India Limited
Listing Department
Exchange Plaza, Bandra Kurla Complex
Bandra(E), Mumbai-400051

Dear Sir

SUB: REPORTING UNDER REGULATION 10(6) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

We wish to inform you that Rangoli Resorts Private Limited has acquired shares of Sheela Foam Limited pursuant to the order passed by National Company Law Tribunal, Mumbai Bench ('NCLT') sanctioning the Scheme of Amalgamation of Polyflex Marketing Private Limited with Rangoli Resorts Private Limited and their respective shareholders ('Scheme') (order dated 28th November, 2017). The Scheme has become effective on 27th December, 2017 upon filing of the orders of the NCLT with the jurisdictional Registrar of Companies. Pursuant to the Scheme becoming effective, Rangoli Resorts Private Limited has acquired more than 5% of the paid up capital of Sheela Foam Limited.

In accordance with Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, attached is the report detailing the holding of Rangoli Resorts Private Limited in Sheela Foam Limited.

Thanking you,

Yours faithfully

For Rangoli Resorts Private Limited



(Rahul Gautam)

Director

DIN 00192999

RANGOLI RESORTS PRIVATE LIMITED

Registered Office: Unit 102, First floor, Sharee Sai Industrial, Prem Cooperative Society Ltd, Jogani Industrial Complex, Building No. 6, Chuna Bhatti, Mumbai 400 022; CIN: U74899MH1990PTC294969

REPORTING UNDER REGULATION 29(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

| | | |
|---|---|--|
| 1. Name of the Target Company (TC) | Sheela Foam Limited | |
| 2. Name(s) of the acquirer(s) | Rangoli Resorts Private Limited | |
| 3. Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE Limited and National Stock Exchange India Limited | |
| 4. Detail of transaction including rationale, if any, for the transfer /acquisition of shares | Pursuant to the Scheme of Amalgamation of Polyflex Marketing Private Limited with Rangoli Resorts Private Limited and their respective shareholders sanctioned by the National Company Law Tribunal, Mumbai Bench vide order dated 28 th November, 2017 and filed with the jurisdictional Registrar of Companies on 27 th December, 2017. | |
| 5. Relevant regulation under which the acquirer is exempted from making open offer | 10(1)(d)(iii) | |
| 6. Whether disclosure of proposed acquisition was required to be made under regulation 10(5) and if so -whether disclosure was made and whether it was made within the timeline specified under the regulations - date of filing with the stock exchange. | No | |
| 7. Details of acquisition | Disclosures required to be made under regulation 10(5) | Whether the disclosures under regulation 10(5) are actually made |
| a. Name of transferor/seller | Not applicable | Not applicable |
| b. Date of acquisition | Not applicable | Not applicable |

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| | | | | |
|--|--------------------|------------------------------------|--------------------|------------------------------------|
| c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above | Not applicable | | Not applicable | |
| d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC | Not applicable | | Not applicable | |
| e. Price at which shares are proposed to be acquired / actually acquired | Not applicable | | Not applicable | |
| 8. Shareholding Detail | Pre-Transaction | | Post-Transaction | |
| | No. of Shares held | % w.r.t total shares capital of TC | No. of Shares held | % w.r.t total shares capital of TC |
| Rangoli Resorts Private Limited | 12,018 | 0.02 | 65,63,391 | 13.45 |
| Polyflex Marketing Private Limited | 65,51,373 | 13.43 | NIL | NIL |

Signature of the acquirer / Authorised Signatory

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