

To

Mr. Md Iquebal Ahmad
Company Secretary and Compliance Officer
Sheela Foam Limited
37/2, Site IV, Sahibabad Industrial Area
Ghaziabad U.P. 201010

December 28, 2017

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

We wish to inform you that Rangoli Resorts Private Limited has acquired shares of your Company 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 your Company.

In accordance with Regulation 29(1) Of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, attached is the report detailing the holding of Rangoli Resorts Private Limited in your Company.

Thanking you,

Yours faithfully
For Rangoli Resorts Private Limited



(Rahul Gautam)
Director
DIN 00192999
CC:

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

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 and Persons Acting in Concert (PAC) with the acquirer	Acquirer: Rangoli Resorts Private Limited PAC: Polyflex Marketing Private Limited Core Mouldings Private Limited Mrs. Sheela Gautam Mr. Rahul Gautam Mrs. Namita Gautam Mr. Tushaar Gautam		
3. Whether the acquirer belongs to Promoter/Promoter group	Yes		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange India Limited		
5. Details of the acquisition of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights			
(i) Acquirer	12,018	0.02	NA
(ii) PAC	4,17,84,489	85.66	NA
b) Voting rights (VR) 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)	NA	NA	NA
Total (a+b+c)	4,17,96,507	85.68	NA
Details of acquisition			
a) Shares carrying voting rights acquired	65,51,373	13.43	NA
b) VRs acquired otherwise than by equity shares	NA	NA	NA

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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	NA	NA	NA
Total (a+b+c)	65,51,373	13.43	NA
After the acquisition, holding of:			
a) Shares carrying voting rights			
(i) Acquirer	65,63,391	13.45	NA
(ii) PAC	3,52,33,116	72.23	NA
b) VRs 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) after acquisition	NA	NA	NA
Total (a+b+c)	4,17,96,507	85.68	NA
6. Mode of acquisition (e.g. open market / public issue / rights issue /preferential allotment / inter-se transfer, etc.)	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.		
7. Date of acquisition of/ date of receipt of intimation of allotment of shares /VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	27 th December, 2017 i.e. the date of filing of the orders of the NCLT with the Registrar of Companies.		
8. Salient features of the securities acquired including time till redemption, ratio at which it can be covered in to equity shares etc.	Equity shares		
9. Equity share capital / total voting capital of the TC before the said acquisition	Rs. 24,39,14,040/- divided in to 4,87,82,808 shares of Rs. 5/- each.*		
10. Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 24,39,14,040/- divided in to 4,87,82,808 shares of Rs. 5/- each.		
11. Total diluted share/voting capital of the TC after the said acquisition	NA		

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Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

Signature of the acquirer / Authorised Signatory

Place:



Date:

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