

Date: 22 Aug 2025

To,  <b>The Department of Corporate Services, Listing Department BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 <b>Email:</b> corp.relations@bseindia.com	To,  <b>The Listing Department National Stock Exchange India Limited</b> Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai-400051 <b>Email:</b> takeover@nse.co.in
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Dear Sir/ Ma'am,

**Subject:** Report under Regulation 10(6) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, for the acquisition of equity shares of Sheela Foam Limited, by way of gift.

**Reference:** Target Company [Sheela Foam Limited (CIN: L74899MH1971PLC427835)], ISIN INE916U01025, BSE Scrip Code: 540203, NSE Symbol: SFL.

Further to our intimation dated 11<sup>th</sup> June 2025 and in compliance with the provisions of Regulation 10(1)(a)(i) read with Regulation 10(6) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Takeover Regulations**”), I, **Rahul Gautam**, Promoter and Whole-time Director of Sheela Foam Limited (“**Company**”) along with **Mrs. Avantika Singh**, residents of E-3, Asola Homes, Near Raj Vidya Kender, Fatehpur Beri, South Delhi, Delhi-110074, India, hereby submit the report in the specified format under Regulation 10(6) of the Takeover Regulations, in respect of the acquisition of equity shares of the Company, by way of inter-se transfer amongst the qualifying persons being immediate relatives, by way of gift through Off-Market Transaction, in the following manner:

Date of Acquisition	Name of the Transferor/ Donor	Name of the Transferee/ Donee i.e., Acquirers	Relationship between Transferor/ Donor and Transferee/ Donee	No. of Equity Shares acquired by way of Gift	Percentage of Equity Shares acquired by way of Gift
20 <sup>th</sup> / 21 <sup>st</sup> August 2025	Mrs. Namita Gautam (Member of the Promoter Group of the Company)	Mr. Rahul Gautam (Promoter of the Company)	Mr. Rahul Gautam (Donee) is the husband of Mrs. Namita Gautam (Donor)	92,57,638	8.52%
20 <sup>th</sup> / 21 <sup>st</sup> August 2025	Mr. Tushaar Gautam (Promoter of the Company)	Mr. Rahul Gautam (Promoter of the Company)	Mr. Rahul Gautam (Donee) is the father of Mr. Tushaar Gautam (Donor)	2,98,50,388	27.46%
20 <sup>th</sup> / 21 <sup>st</sup> August 2025	Mr. Tushaar Gautam (Promoter of the Company)	Mrs. Avantika Singh	Mrs. Avantika Singh (Donee) is the wife of Mr.	21,74,120	2.00%

		(Member of the Promoter Group of the Company)	Tushaar Gautam (Donor)		
<b>Total</b>				<b>4,12,82,146</b>	<b>37.98%</b>

Please note that the aforementioned acquisition, being an inter-se transfer amongst the qualifying persons being immediate relatives, falls within the exemption provided under Regulation 10(1)(a)(i) of the Takeover Regulations.

It is further to be noted that pursuant to the aforementioned acquisition, there has been no change in the pre- and post-acquisition aggregate shareholding of the Promoter and Promoter Group.

Accordingly, necessary disclosure under Regulation 10(6) of the Takeover Regulations in the prescribed format, is enclosed herewith for your information and records.

Thanking You,



**Rahul Gautam**  
**Acquirer, Promoter and Whole-time Director of the Company**  
**For himself and on behalf of Mrs. Avantika Singh**

**Date:** 22 Aug 2025

**Place:** New Delhi

**Encl.:** Report under Regulation 10(6) of the Takeover Regulations

**CC**

To,

The Company Secretary

Sheela Foam Limited

**Regd. Office:** 1002 to 1006, The Avenue International Airport Road,  
Opp Hotel Leela Sahar, Marol Naka, Mumbai, Maharashtra - 400059, India

**Email:** investorrelation@sheelafoam.com

**Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1	Name of the Target Company (TC)	Sheela Foam Limited <b>BSE Scrip Code:</b> Scrip code: 540203 <b>NSE Symbol:</b> SFL
2	Name of the acquirer(s)	1. Mr. Rahul Gautam 2. Mrs. Avantika Singh
3	Name of the stock exchange where shares of the TC are listed	BSE Limited National Stock Exchange of India Limited
4	Details of the transaction including rationale, if any, for the transfer/acquisition of shares	Inter-se transfer (by way of gift) of 4,12,82,146 equity shares of the Target Company, in the following manner:  1. Mr. Rahul Gautam acquired (by way of gift) 3,91,08,026 equity shares of the Target Company from the following equity shareholders of the Target Company:  a. 2,98,50,388 equity shares from Mr. Tushaar Gautam (i.e., Promoter of the Target Company and his son); and  b. 92,57,638 equity shares from Mrs. Namita Gautam (i.e., Member of Promoter Group of the Target Company and his wife).  2. Mrs. Avantika Singh acquired (by way of gift) 21,74,120 equity shares from Mr. Tushaar Gautam (i.e., Promoter of the Target Company and her husband).  The aforesaid acquisition of equity shares of the Target Company was a part of family arrangement, for smooth succession planning of the family.
5	Relevant regulation under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(i) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“ <b>Takeover Regulations</b> ”).
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.	Yes, the disclosure of the aforesaid acquisition was required to be made under Regulation 10(5) of the Takeover Regulations.  - Yes, the disclosure under Regulation 10(5) of the Takeover Regulations was made within the stipulated time specified under the Takeover Regulations.

		- Date of filing of declaration under Regulation 10(5) of the Takeover Regulations is 11 <sup>th</sup> June 2025.			
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 the transferor / seller	1. Mr. Tushaar Gautam 2. Mrs. Namita Gautam		Yes, a joint disclosure was made by the acquirers <i>namely</i> , Mr. Rahul Gautam and Mrs. Avantika Singh.
	b.	Date of acquisition	20 <sup>th</sup> / 21 <sup>st</sup> August 2025		
	c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	1. 2,98,50,388 equity shares were acquired (by way of gift) by Mr. Rahul Gautam from Mr. Tushaar Gautam. 2. 21,74,120 equity shares were acquired (by way of gift) by Mrs. Avantika Singh from Mr. Tushaar Gautam. 3. 92,57,638 equity shares were acquired (by way of gift) by Mr. Rahul Gautam from Mrs. Namita Gautam.		
	d.	Total shares <del>proposed to be acquired</del> / actually acquired as a % of diluted share capital of TC	4,12,82,146 equity shares constituting 37.98% of diluted equity share capital of the Target Company.		
	e.	Price at which shares are proposed to be acquired / actually acquired.	Not Applicable, the equity shares are acquired by way of gift and therefore, no consideration is involved.		
8	Shareholding details		Pre-transaction		Post-transaction
			No. of shares held	% w.r.t total share capital of TC	No. of shares held % w.r.t total share capital of TC
	a.	<b>Each Acquirer/ Transferee:</b>			
	1.	Mr. Rahul Gautam (Existing Promoter)	1,25,90,759	11.58%	5,16,98,785 47.56%
	2.	Mrs. Avantika Singh (Member of Promoter Group)	-	-	21,74,120 2.00%
	b.	<b>Each Seller/ Transferor:</b>			
	1.	Mr. Tushaar Gautam (Existing Promoter)	3,41,98,628	31.46%	21,74,120 2.00%
	2.	Mrs. Namita Gautam (Existing Member of Promoter Group)	1,14,31,758	10.52%	21,74,120 2.00%



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**Rahul Gautam (Acquirer)**

**Date: 22 Aug 2025**

**Place: New Delhi**



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**Avantika Singh (Acquirer)**

**Date: 22 Aug 2025**

**Place New Delhi**

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