



Brief particulars of Belvedere International Limited (“BIL” or Transferor Company 1), Kanvas Concepts Private Limited (“KCPL” or “Transferor Company 2”), Kurlon Retail Limited (“KRL” or “Transferor Company 3”), Komfort Universe Products And Services Limited (“KUPSL” or “Transferor Company 4”), Starship Value Chain and Manufacturing Private Limited (“SVC MPL” or “Transferor Company 5”), Kurlon Enterprise Limited (“KEL” or “Transferee Company” or “Amalgamating Company”), and Sheela Foam Limited (“SFL” or “Amalgamated Company” or “Company”)

Particulars	Belvedere International Limited (“BIL” or Transferor Company 1)	Kanvas Concepts Private Limited (“KCPL” or “Transferor Company 2”)	Kurlon Retail Limited (“KRL” or “Transferor Company 3”)	Komfort Universe Products And Services Limited (“KUPSL” or “Transferor Company 4”)	Starship Value Chain and Manufacturing Private Limited (“SVC MPL” or “Transferor Company 5”)	Kurlon Enterprise Limited (“KEL” or “Transferee Company” or “Amalgamating Company”)	Sheela Foam Limited (“SFL” or “Amalgamated Company” or “Company”)
Name of the company	Belvedere International Limited	Kanvas Concepts Private Limited	Kurlon Retail Limited	Komfort Universe Products and Services Limited	Starship Value Chain and Manufacturing Private Limited	Kurlon Enterprise Limited	Sheela Foam Limited
Date of Incorporation & details of name changes, if any	21 st December 2020	22 nd September 2020	31 st August 2012	18 th January 2021	09 th October, 2020	3 rd October 2011	18 th June 1971

SHEELA FOAM LTD.

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 Regd. Office: 604 Ashadeep, 9 Hailey Road, New Delhi-110001, India • Ph: Int-91(0)-11-23316875-76
 Toll Free: 1800 103 6664 • www.sleepwellproducts.com • www.sheelafoam.com
 CIN-L74899DL1971PLC005679





Registered Office	N-301, 3rd Floor, North Block Manipal Centre 47 Dickenson Road, Bangalore, Karnataka, India, 560042	#1002/1006, The Avenue, International A Opp. Hotel Leela, Andheri (East), Mumbai, Maharashtra, India, 400059	604 Ashadeep, 9 Hailey Road, New Delhi, New Delhi, Delhi, India, 110001
Brief particulars of the scheme	The Composite Scheme of Arrangement ("Scheme") provides for (i) Amalgamation of Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4 and Transferor Company 5 (collectively hereinafter referred to as the Transferor Companies), respectively into Transferee Company, with effect from the Appointed Date (as defined in Scheme) and the consequent dissolution of the Transferor Companies without being wound up; and (ii) Amalgamation of Amalgamating Company with Amalgamated Company with effect from the Appointed Date (as defined hereinafter) and the consequent dissolution of the Amalgamating Company without being wound up; and issuance of the shares New Equity Shares (as defined in Scheme) to the equity shareholders of Amalgamating Company in accordance with Share Exchange Ratio (as defined hereinafter), pursuant to section 230-232, and other relevant provisions of the Companies Act, in the matter provided for in this Scheme and in compliance with the provisions of the Income Tax Act (as defined hereinafter) ("Amalgamation").		
Rationale for the scheme	The Amalgamating Company, alongwith Transferor Companies, has been the second largest mattress manufacturer, with leadership position in southern and eastern parts of the country, apart from sizeable presence in other parts. Also, the Amalgamating Company is approximately 70-year-old company with a very strong brand.		

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The Board of Directors of the Amalgamated Company in its meeting held on July 17, 2023, had approved the acquisition of the Amalgamating Company, along with Transferor Companies, with a view to further strengthen the leadership position in the mattress and foam segments across the country.

The intent of acquisition of the Amalgamating Company, alongwith Transferor Companies was always to run all the companies, as one-operation going forward i.e. subsequently amalgamate the companies into a single entity.

The Scheme would *inter-alia* have the following benefits:

- (a) Procurement synergies arising on account of higher volume discounts, and ability to negotiate best possible prices;
- (b) Deeper manufacturing footprint, as materials of both the business can be made in any plant location, resulting in enhanced efficiency as well as reduction in servicing time;
- (c) Rationalization of logistic costs considering the combined volume;
- (d) Open-up the door for a new sales channel strategy, enhancing penetration/coverage and leading to better sales;
- (e) Structured, sharper and better management focusing on holistic growth of the businesses;
- (f) Optimum and efficient utilization of resources and sharing of ancillary facilities;
- (g) Common governance structure and effective management of compliances;
- (h) Enhancing shareholder value and leveraging on synergies in doing the business; and
- (i) Cost saving by way of reduction of overheads, administrative, managerial and other expenditure and to bring about operational rationalization and efficiency.

Given the above, and similarity in nature of businesses of the Transferor Companies, the Amalgamating Company and the Amalgamated Company, it is proposed to merge the Transferor Companies with Amalgamating Company and merge the

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	Amalgamating company with Amalgamated Company. The merger shall result in greater business synergies and reduced administrative and other costs.						
Date of resolution passed by the Board of Director of the company approving the scheme	28/03/2024	28/03/2024	28/03/2024	28/03/2024	28/03/2024	28/03/2024	28/03/2024
Date of meeting of the Audit Committee in which the draft scheme has been approved	NA					28/03/2024	28/03/2024
Appointed Date	20/10/2023	20/10/2023	20/10/2023	20/10/2023	20/10/2023	20/10/2023	20/10/2023
Name of Exchanges where securities of the company are listed	Not Listed						a) BSE Limited b) National Stock Exchange of India Limited
Nature of Business	BIL is engaged in the business of buying, selling, reselling, importing,	KCPL is engaged in the business of interiors & exteriors of Homes, stage designer, furnishing,	KRL is engaged in the business of buying, selling, storing, promoting, marketing, supplying,	KUPSL is engaged in the business of buying, selling, reselling, importing,	SVCMPPL is engaged in the Business of manufacturer, designers, buyers, sellers, importers,	KEL is engaged in the business of manufacturing/trading in diverse areas such as rubberized coir,	SFL is engaged in the business of manufacture flexible, semi-flexible and rigid Poly-Urethane Foam slabs and allied products and

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exporting, transporting, storing, promoting, marketing, manufacturing or supplying, trading, dealing in any manner whatsoever in all type of goods including Mattresses, Pillows, Furniture and other related products and services of international brands on	designing, decorating, renovating and remodeling of bungalows, houses, shops, show rooms, complexes, apartments, offices, hotels, restaurants and other commercials and residential houses and for the purpose to act as organizer, consultant, advisor, trader, buyer, seller, supervisor, surveyor, broker, agent and to do	trading and dealing in mattresses, pillow, sofa and furniture on retail in India.	exporting, transporting, storing, promoting, marketing, supplying, dealing and trading of Semi-finished Goods (SFG), foam products, RC Pads, EPE Products and other related Products and Services on B2B basis in India and outside India.	exporters, workers, transporters, suppliers, of all types of home décor items including furniture, mattress, pillows, cushions, perfumers on retail and to manufacture of all types of furniture equipment appliances for domestic, office, industrial as well as on wholesale basis in India as	latex foam, polyurethane foam, bonded foam, pillows, spring mattresses, furniture, furnishings, sofas etc.	processing and fabrication thereof and mattresses and cushions upholstery material, manufacture of furniture; packing material and insulation material, moulding of rigid Poly- Urethane for various shapes and size and manufacture of jackets and such other items by way of lamination of Poly- Urethane Foam with fabric and manufacture of products that may be allied or may be usefully combined
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	retail and B2B basis in India.	all other incidental acts and things necessary for the attainment of the above objects.			well as outside India.		with manufacture of any of the material mentioned above.
Capital before the scheme (No. of equity shares as well as capital in rupees)	Equity Shares Authorised Capital Rs. 5,00,000 comprising of 50,000 shares of Rs. 10 each Issued, subscribed and paid-up Rs. 5,00,000 comprising of 50,000	Equity Shares Authorised Capital Rs. 15,00,000 comprising of 1,50,000 shares of Rs. 10 each Issued, subscribed and paid-up Rs. 1,00,000 comprising of 10,000 shares of Rs. 10 each	Equity Shares Authorised Capital Rs. 20,00,00,000 comprising of 4,00,00,000 shares of Rs. 5 each Issued, subscribed and paid-up Rs. 7,63,33,330 comprising of 1,52,66,666	Equity Shares Authorised Capital Rs. 5,00,000 comprising of 50,000 shares of Rs. 10 each Issued, subscribed and paid-up Rs. 5,00,000 comprising of 50,000	Equity Shares Authorised Capital Rs. 50,000 comprising of 5,000 shares of Rs. 10 each Issued, subscribed and paid-up Rs. 50,000 comprising of 5,000 shares of Rs. 10 each	Equity Shares Authorised Capital Rs. 75,30,00,000 comprising of 15,06,00,000 shares of Rs. 5 each Issued, subscribed and paid-up Rs. 18,27,61,305 comprising of 3,65,52,261	Equity Shares Authorised Capital Rs. 1,30,00,00,000 comprising of 26,00,00,000 shares of Rs. 5 each Issued, subscribed and paid-up Rs. 54,34,86,705 comprising of 10,86,97,341 shares of Rs. 5 each

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	shares of Rs. 10 each		shares of Rs. 5 each	shares of Rs. 10 each		shares of Rs. 5 each	
No. of shares to be issued	NA						Number of shares issued by SFL are as follows: 5,22,708
Cancellation of shares on account of cross holding, if any .	NA						Nil
Capital after the scheme (No. of equity shares as well as capital in rupees)	NA						<u>Equity Shares</u> Authorised Capital Rs. 2,25,55,50,000 comprising of 45,11,10,000 shares of Rs. 5 each Issued, subscribed and paid-up Rs. 54,61,03,115 comprising of

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							10,92,20,049 shares of Rs. 5 each
Net Worth	As on October 20, 2023	As on October 20, 2023	As on October 20, 2023	As on October 20, 2023	As on October 20, 2023	As on October 20, 2023	As on 31 December, 2023 (Rs. In Crore 2,673.96 4,06,854.71
Pre	(1.58)	(1.14)	(17.68)	(7.45)	8.6	410.80	
Post	NA	NA	NA	NA	NA	NA	
Valuation by independent Chartered Accountant – Name of the valuer/valuer firm and Regn no.	Mr. Arunesh Kumar Dubey, Registered Valuer (Registration No. IBBI/RV/03/2020/12786)						
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Refer Annexure 'A'						
Fair value per shares	10/-	10/-	5/-	10/-	10/-	591.80	1137.99
Exchange ratio	NA					52 equity shares of SFL of INR 5 each fully paid up for every 100 equity shares of KEL of INR 5 each fully paid up.	

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Name of Merchant Banker giving fairness opinion	NA										M/s Navigant Corporate Advisors Limited, an Independent SEBI Registered Category-I Merchant Banker (SEBI Registration INM000012243)			
Shareholding pattern- Pre	BIL		KCPL		KRL		KUPSL		SVC MPL		KEL		SFL	
	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	50,000	100%	10,000	100%	1,52,666	100%	50,000	100%	5,000	100%	3,55,45,951	97.24%	7,11,74,174	65.48%
Public	0	0%	0	0%	0	0%	0	0%	0	0%	1006310	2.76%	3,75,23,167	34.52%
Custodian	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%
TOTAL	50,000	100%	10,000	100%	1,52,666	100%	50000	100%	5,000	100%	3,65,52,261	100%	10,86,97,341	100%
Shareholding pattern- Post														
Promoter	NA		NA		NA		NA		NA		NA		7,11,74,174	65.17%

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Public	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	3,80,45,875	34.83%
Custodian	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
TOTAL	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	10,92,20,049	100%
No of shareholders- Pre	1	1	1	1	1	1	1	1	1	1	1	1753	39,103
No of shareholders- Post	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	40,831
Names of the Promoters (with PAN nos.)	Refer Annexure 'B'												
Names of the Board of Directors (with DIN and PAN nos.)	Refer Annexure 'C'												
Please specify relation among the companies involved in the scheme, if any	BIL is a wholly owned subsidiary of KEL	KCPL is a wholly owned subsidiary of KEL	KRL is a wholly owned subsidiary of KEL	KUPSL is a wholly owned subsidiary of KEL	SVC MPL is a wholly owned subsidiary of KEL	KEL is a subsidiary of SFL	SFL is a holding company of KEL						
Details regarding change in management control in listed or resulting company seeking listing if any	NA												

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Annexure A

1) Belvedere International Limited (“BIL” or “Transferor Company 1”)

Methods of valuation	Value per share arrived under each method	Weight given to each method, if any
Market Price Method	NA	NA
Income Approach	NA	NA

2) Kanvas Concepts Private Limited (“KCPL” or “Transferor Company 2”)

Methods of valuation	Value per share arrived under each method	Weight given to each method, if any
Market Price Method	NA	NA
Income Approach	NA	NA

3) Kurlon Retail Limited (“KRL” or “Transferor Company 3”)

Methods of valuation	Value per share arrived under each method	Weight given to each method, if any
Market Price Method	NA	NA
Income Approach	NA	NA

4) Komfort Universe Products And Services Limited (“KUPSL” or “Transferor Company 4”)

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Methods of valuation	Value per share arrived under each method	Weight given to each method, if any
Market Price Method	NA	NA
Income Approach	NA	NA

5) Starship Value Chain and Manufacturing Private Limited (“SVC MPL” or “Transferor Company 5”)

Methods of valuation	Value per share arrived under each method	Weight given to each method, if any
Market Price Method	NA	NA
Income Approach	NA	NA

6) Kurlon Enterprise Limited (“KEL” or “Transferee Company” or “Amalgamating Company”)

Methods of valuation	Value per share arrived under each method	Weight given to each method, if any
Market Price Method	NA	NA
Income Approach	591.8	100%

7) Sheela Foam Limited (“SFL” or “Amalgamated Company” or “Company”)

Methods of valuation	Value per share arrived under each method	Weight given to each method, if any
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Market Price Method	1137.99	100%
Income Approach	NA	NA

Annexure B- Names of the Promoters (with PAN nos.)

1. Belvedere International Limited (“BIL” or “Transferor Company 1”)

Sr.No	Name	PAN
1	Kurlon Enterprise Limited	AAECK5045N

2. Kanvas Concepts Private Limited (“KCPL” or “Transferor Company 2”)

Sr.No	Name	PAN
1	Kurlon Enterprise Limited	AAECK5045N

3. Kurlon Retail Limited (“KRL” or “Transferor Company 3”)

Sr.No	Name	PAN
1	Kurlon Enterprise Limited	AAECK5045N

4. Komfort Universe Products And Services Limited (“KUPSL” or “Transferor Company 4”)

Sr.No	Name	PAN
1	Kurlon Enterprise Limited	AAECK5045N

5. Starship Value Chain and Manufacturing Private Limited (“SVC MPL” or “Transferor Company 5”)

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Sr.No	Name	PAN
1	Kurlon Enterprise Limited	AAECK5045N

6. Kurlon Enterprise Limited ("KEL" or "Transferee Company" or "Amalgamating Company")

Sr.No	Name	PAN
1	Sheela Foam Limited	AACS0189B

7. Sheela Foam Limited ("SFL" or "Amalgamated Company" or "Company")

Sr.No	Name	PAN
1	Rahul Gautam	AAHPG2294B
2	Namita Gautam	AAHPG2295A
3	Tushaar Gautam	ABAPG95974C
4	Rangoli Resorts Private Limited	AABCR6061N

Annexure C- Names of the Board of Directors (with DIN and PAN nos.)

1. Belvedere International Limited ("BIL" or "Transferor Company 1")

Sr.No	Name	DIN	PAN
1	Amit Kumar Gupta	01436743	ADIPG2270M
2	Abhilash Padmanabh Kamti	01587117	AJDPK5402E
3	Narendra Kudva	07459916	AAYPK8279P

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2. Kanvas Concepts Private Limited (“KCPL” or “Transferor Company 2”)

Sr.No	Name	DIN	PAN
1	Amit Kumar Gupta	01436743	ADIPG2270M
2	Abhilash Padmanabh Kamti	01587117	AJDPK5402E

3. Kurlon Retail Limited (“KRL” or “Transferor Company 3”)

Sr.No	Name	DIN	PAN
1	Amit Kumar Gupta	01436743	ADIPG2270M
2	Abhilash Padmanabh Kamti	01587117	AJDPK5402E
3	Narendra Kudva	07459916	AAYPK8279P

4. Komfort Universe Products And Services Limited (“KUPSL” or “Transferor Company 4”)

Sr.No	Name	DIN	PAN
1	Amit Kumar Gupta	01436743	ADIPG2270M
2	Abhilash Padmanabh Kamti	01587117	AJDPK5402E
3	Narendra Kudva	07459916	AAYPK8279P

5. Starship Value Chain and Manufacturing Private Limited (“SVC MPL” or “Transferor Company 5”)

Sr.No	Name	DIN	PAN
1	Ashish Vilas Pradhan	08630024	FKVPP3084D
2	Jamsheed Minoo Panday	00232768	AACPP7417J

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6. Kurlon Enterprise Limited ("KEL" or "Transferee Company" or "Amalgamating Company")

Sr.No	Name	DIN	PAN
1	Tushaar Gautam	01646487	ABAPG95974C
2	Jyothi Ashish Pradhan	06733156	ADCPP5162H
3	Ravindra Dhariwal	00003922	ADPPD1049Q
4	Meena Jagtiani	08396893	AADPJ4958M
5	Rahul Gautam	00192999	AAHPG2294B

7. Sheela Foam Limited ("SFL" or "Amalgamated Company" or "Company")

Sr.No	Name	DIN	PAN
1	Rahul Gautam	00192999	AAHPG2294B
2	Namita Gautam	00190463	AAHPG2295A
3	Tushaar Gautam	01646487	ABAPG95974C
4	Rakesh Chahar	00180587	ABSPC4724A
5	Anil Tandon	00089404	AACPT8225E
6	Vijay Kumar Ahluwalia	08078092	ACPPA7703F
7	Meena Jagtiani	08396893	AADPJ4958M
8	Ravindra Dhariwal	00003922	ADPPD1049Q
9	Som Mittal	00074842	AAWPM7639PS

For Sheela Foam Limited

Authorised Signatory

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