

S P SRIVASTAVA & Associates

Chartered Accountants
N-306, Manipal Center,
47, Dickenson Road,
Bangalore - 560042
Karnataka, INDIA

The Board of Directors

STARSHIP VALUE CHAIN & MANUFACTURING PRIVATE LIMITED

3rd Floor, North Block, Manipal Centre,
47, Dickenson Road,
Bangalore, Karnataka,
India, 560 042

Dear Sirs,

Independent Auditors' Certificate

- 1) We, the statutory auditors of Starship Value Chain & Manufacturing Private Limited (hereinafter referred to as "SVC MPL" or "the Company"), have examined the proposed accounting treatment of Transfer Companies specified in Clause 18 of Part C, Accounting Treatment pursuant to the Draft Scheme of Arrangement ("the draft Scheme") between 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") and their respective shareholders and creditors (the "Scheme"), in terms of the provisions of Section 230 to 232 of the Companies Act, 2013 ("the Act") and other applicable provisions of law, with reference to the applicable Accounting Standards prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) ("the applicable Accounting Standards") and other generally accepted accounting principles.

Management Responsibility

- 2) The responsibility for the preparation of the draft Scheme and its compliance with the Act, including the applicable Accounting Standards and other generally accepted accounting principles as aforesaid, is that of the Board of Directors of the Companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to preparation and presentation of the draft Scheme and applying appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- 3) The Management is also responsible for providing all relevant information to the Tribunal in connection with the draft Scheme.



Auditors' Responsibility

- 4) Pursuant to the requirements of the Act, our responsibility is only to examine and provide reasonable assurance whether the proposed accounting treatment specified in Clause 18 of Part C of the draft Scheme as reported in Annexure 1 to the certificate complies with the applicable Accounting Standards and other generally accepted accounting principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.
- 5) We conducted our examination of the proposed accounting treatment specified in Clause 18 of Part C of the draft Scheme as reported in Annexure 1 to the certificate in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India. The Guidance Notes requires that we comply with the ethical requirements of the Code of Ethics issues by the Institute of Chartered Accountants of India.
- 6) We have complied with the relevant requirements of the Standards of Quality Control (SQC) 1, Quality Control for Firms that Performs Audits and Review of Historical Financial Information, and Other Assurance and Related Services Engagements.

Conclusion

- 7) Based on examination and according to the information and explanations given to us by the management of the company, pursuant to the requirements of proviso to sub-section (7) of the Section 230 of the Act, we confirm that Clause 18 of Part C of the draft Scheme is in compliance with the applicable accounting standards prescribed under section 133 of the Act read with the read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other generally accepted accounting principles in India, as applicable for such transfer.
- 8) For the ease of references, the relevant extracts of the proposed accounting treatment specified in Clause 18 of Part C, duly authenticated on behalf of the Company, is reproduced in Annexure 1 to this certificate and is initialed by us only for the purpose of identification.

Restriction on Use

- 9) This Certificate is issued at the request of the Company pursuant to the requirement of the Act for onward submission to the National Company Law Tribunal and such statutory or regulatory authorities as may be required in connection with the proposed Scheme.



This Certificate should not be used for any other purpose with our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose to any other person to whom this certificate is shown or into those hands it may come without our prior written consent in writing.

For S P SRIVASTAVA & Associates

Chartered Accountants

FRN No. 025663S



S K Subramanian

Partner

M.No. 205737

UDIN: 24205737BKB1M104868

Place: Bangalore

Date: 28/03/2024

Annexure 1

Relevant extracts of the proposed accounting treatment specified in Clause 18 of Part C, Accounting Treatment pursuant to the draft Composite Scheme of Arrangement between 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") and their respective shareholders and creditors (the "Scheme") under sections 230 to 232 of the Companies Act, 2013 ("Act") and other applicable provisions of law

PART C

18. DISSOLUTION OF TRANSFEROR COMPANIES

18.1 Upon the coming into effect of Part C of this Scheme and with effect from the Appointed Date, each of the Transferor Companies shall stand dissolved without being wound up, without any further act or deed and no specific accounting is prescribed in the Indian Accounting Standards specified under Section 133 of the Act for such transfer.

For Starship Value Chain & Manufacturing Private Limited

Ashish
Vilas
Pradhan

Digitally signed
by Ashish Vilas
Pradhan
Date: 2024.03.28
18:18:20 +05'30'

Ashish Vilas Pradhan
Director, DIN: 08630024



Place: Bangalore

Date: 28/03/2024



The Board of Directors
BELVEDORE INTERNATIONAL LIMITED
3rd Floor, North Block, Manipal Centre,
47, Dickenson Road,
Bangalore, Karnataka,
India, 560 042

Dear Sirs,

Independent Auditors' Certificate

- 1) We, the statutory auditors of Belvedere International Limited (hereinafter referred to as "BIL" or "the Company"), have examined the proposed accounting treatment of Transfer Companies specified in Clause 18 of Part C, Accounting Treatment pursuant to the Draft Scheme of Arrangement ("the draft Scheme") between 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") and their respective shareholders and creditors (the "Scheme"), in terms of the provisions of Section 230 to 232 of the Companies Act, 2013 ("the Act") and other applicable provisions of law, with reference to the applicable Accounting Standards prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) ("the applicable Accounting Standards") and other generally accepted accounting principles.

Management Responsibility

- 2) The responsibility for the preparation of the draft Scheme and its compliance with the Act, including the applicable Accounting Standards and other generally accepted accounting principles as aforesaid, is that of the Board of Directors of the Companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to preparation and presentation of the draft Scheme and applying appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- 3) The Management is also responsible for providing all relevant information to the Tribunal in connection with the draft Scheme.



Auditors' Responsibility

- 4) Pursuant to the requirements of the Act, our responsibility is only to examine and provide reasonable assurance whether the proposed accounting treatment specified in Clause 18 of Part C of the draft Scheme as reported in Annexure 1 to the certificate complies with the applicable Accounting Standards and other generally accepted accounting principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.
- 5) We conducted our examination of the proposed accounting treatment specified in Clause 18 of Part C of the draft Scheme as reported in Annexure 1 to the certificate in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India. The Guidance Notes requires that we comply with the ethical requirements of the Code of Ethics issues by the Institute of Chartered Accountants of India.
- 6) We have complied with the relevant requirements of the Standards of Quality Control (SQC) 1, Quality Control for Firms that Performs Audits and Review of Historical Financial Information, and Other Assurance and Related Services Engagements.

Conclusion

- 7) Based on examination and according to the information and explanations given to us by the management of the company, pursuant to the requirements of proviso to sub-section (7) of the Section 230 of the Act, we confirm that Clause 18 of Part C of the draft Scheme is in compliance with the applicable accounting standards prescribed under section 133 of the Act read with the read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other generally accepted accounting principles in India, as applicable for such transfer.
- 8) For the ease of references, the relevant extracts of the proposed accounting treatment specified in Clause 18 of Part C, duly authenticated on behalf of the Company, is reproduced in Annexure 1 to this certificate and is initialed by us only for the purpose of identification.

Restriction on Use

- 9) This Certificate is issued at the request of the Company pursuant to the requirement of the Act for onward submission to the National Company Law Tribunal and such statutory or regulatory authorities as may be required in connection with the proposed Scheme.



This Certificate should not be used for any other purpose with our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose to any other person to whom this certificate is shown or into those hands it may come without our prior written consent in writing.

For S P SRIVASTAVA & Associates

Chartered Accountants

FRN No. 025663S



S K Subramanian

Partner

M.No. 205737

UDIN: 24205737BKBIMQ2537

Place: Bangalore

Date: 28/03/2024

Annexure 1

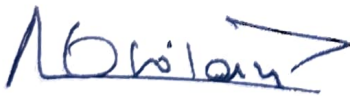
Relevant extracts of the proposed accounting treatment specified in Clause 18 of Part C, Accounting Treatment pursuant to the draft Composite Scheme of Arrangement between Belvedere International Limited ("BIL" or "Transferor Company 1"), Kanvas Concepts Private Limited ("KCPL" or "Transferor Company 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") and their respective shareholders and creditors (the "Scheme") under sections 230 to 232 of the Companies Act, 2013 ("Act") and other applicable provisions of law

PART C

18. DISSOLUTION OF TRANSFEROR COMPANIES

18.1 Upon the coming into effect of Part C of this Scheme and with effect from the Appointed Date, each of the Transferor Companies shall stand dissolved without being wound up, without any further act or deed and no specific accounting is prescribed in the Indian Accounting Standards specified under Section 133 of the Act for such transfer.

For Belvedere International Limited



Abhilash Padmanabh Kamti
Director, DIN: 01587117



Place: Bangalore
Date: 28/03/2024



The Board of Directors

KANVAS CONCEPTS PRIVATE LIMITED

N-301, 3rd Floor, North Block, Manipal Centre,
47, Dickenson Road,
Bangalore, Karnataka,
India, 560 042

Dear Sirs,

Independent Auditors' Certificate

- 1) We, the statutory auditors of Kanvas Concepts Private Limited (hereinafter referred to as "KCPL" or "the Company"), have examined the proposed accounting treatment of Transfer Companies specified in Clause 18 of Part C, Accounting Treatment pursuant to the Draft Scheme of Arrangement ("the draft Scheme") between 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") and their respective shareholders and creditors (the "Scheme"), in terms of the provisions of Section 230 to 232 of the Companies Act, 2013 ("the Act") and other applicable provisions of law, with reference to the applicable Accounting Standards prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) ("the applicable Accounting Standards") and other generally accepted accounting principles.

Management Responsibility

- 2) The responsibility for the preparation of the draft Scheme and its compliance with the Act, including the applicable Accounting Standards and other generally accepted accounting principles as aforesaid, is that of the Board of Directors of the Companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to preparation and presentation of the draft Scheme and applying appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- 3) The Management is also responsible for providing all relevant information to the Tribunal in connection with the draft Scheme.



Auditors' Responsibility

- 4) Pursuant to the requirements of the Act, our responsibility is only to examine and provide reasonable assurance whether the proposed accounting treatment specified in Clause 18 of Part C of the draft Scheme as reported in Annexure 1 to the certificate complies with the applicable Accounting Standards and other generally accepted accounting principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.
- 5) We conducted our examination of the proposed accounting treatment specified in Clause 18 of Part C of the draft Scheme as reported in Annexure 1 to the certificate in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India. The Guidance Notes requires that we comply with the ethical requirements of the Code of Ethics issues by the Institute of Chartered Accountants of India.
- 6) We have complied with the relevant requirements of the Standards of Quality Control (SQC) 1, Quality Control for Firms that Performs Audits and Review of Historical Financial Information, and Other Assurance and Related Services Engagements.

Conclusion

- 7) Based on examination and according to the information and explanations given to us by the management of the company, pursuant to the requirements of proviso to sub-section (7) of the Section 230 of the Act, we confirm that Clause 18 of Part C of the draft Scheme is in compliance with the applicable accounting standards prescribed under section 133 of the Act read with the read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other generally accepted accounting principles in India, as applicable for such transfer.
- 8) For the ease of references, the relevant extracts of the proposed accounting treatment specified in Clause 18 of Part C, duly authenticated on behalf of the Company, is reproduced in Annexure 1 to this certificate and is initialed by us only for the purpose of identification.

Restriction on Use

- 9) This Certificate is issued at the request of the Company pursuant to the requirement of the Act for onward submission to the National Company Law Tribunal and such statutory or regulatory authorities as may be required in connection with the proposed Scheme.



This Certificate should not be used for any other purpose with our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose to any other person to whom this certificate is shown or into those hands it may come without our prior written consent in writing.

For S P SRIVASTAVA & Associates

Chartered Accountants

FRN No. 025663S



S K Subramanian

Partner

M.No. 205737

UDIN: 24205737BKBIMP7038

Place: Bangalore

Date: 28/03/2024

Annexure 1

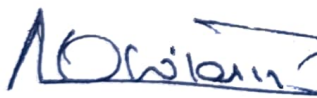
Relevant extracts of the proposed accounting treatment specified in Clause 18 of Part C, Accounting Treatment pursuant to the draft Composite Scheme of Arrangement between Belvedere International Limited ("BIL" or "Transferor Company 1"), Kanvas Concepts Private Limited ("KCPL" or "Transferor Company 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") and their respective shareholders and creditors (the "Scheme") under sections 230 to 232 of the Companies Act, 2013 ("Act") and other applicable provisions of law

PART C

18. DISSOLUTION OF TRANSFEROR COMPANIES

18.1 Upon the coming into effect of Part C of this Scheme and with effect from the Appointed Date, each of the Transferor Companies shall stand dissolved without being wound up, without any further act or deed and no specific accounting is prescribed in the Indian Accounting Standards specified under Section 133 of the Act for such transfer.

For Kanvas Concepts Private Limited



Abhilash Padmanabh Kamti
Director, DIN: 01587117



Place: Bangalore
Date: 28/03/2024



The Board of Directors,
Kurlon Enterprise Limited
1002/1006, The Avenue,
International A Opp. Hotel Leela,
Andheri (East), Mumbai,
Maharashtra, India, 400059

Independent Auditor's Certificate on the proposed accounting treatment contained in the Draft Scheme of Amalgamation of Kurlon Enterprise Limited and their respective shareholders under Section 230 to 232 read with other applicable provisions of the Companies Act, 2013 and rules framed thereunder.

1. We M S K A & Associates, Chartered Accountants, the Statutory Auditor of Kurlon Enterprise Limited (the "Company" or "Transferee Company") have been requested by the Company having its registered office at the above mentioned address vide mandate letter dated February 13, 2024 to certify the proposed accounting treatment specified in Clause 16 of Part C of the Draft Scheme of Amalgamation (herein referred as 'the Draft Scheme') amongst the Company and Belvedere International Limited ("Transferor Company 1"), Kanvas Concepts Private Limited ("Transferor Company 2"), Kurlon Retail Limited ("Transferor Company 3"), Komfort Universe Products and Services Limited ("Transferor Company 4") and Starship Value Chain and Manufacturing Private Limited ("Transferor Company 5"), and their respective Shareholders and Creditors under Section 230 to 232 of Companies Act, 2013 ("the Act") read with other applicable provisions of the Companies Act, 2013 and rules framed thereunder, with reference to its compliance with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the rules made thereunder and other Generally Accepted Accounting Principles for the purpose of onward submission to National Company Law Tribunal, Mumbai ("the Tribunal").

Management's Responsibility

2. The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 ("the applicable Accounting Standards") and Other Generally Accepted Accounting Principles as aforesaid, is that of the Board of Directors of the Companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
3. The Management is also responsible for providing all relevant information to the tribunal in connection with the Draft Scheme.

Auditor's Responsibility

4. Pursuant to the requirements of Section 230 to 232 of the Act, read with the Rules made thereunder, our responsibility is only to provide a reasonable assurance whether the accounting treatment referred to in Clause 16 of Part C of the Draft Scheme referred to above comply with the applicable accounting standards.

The following documents have been furnished by the Company:

- a) Copy of the Draft Scheme of the Company;
- b) Certified true copy of the board resolution for the proposed amalgamation and
- c) Written representation from the Management in this regard



MSKA & Associates

Chartered Accountants

6. We have verified that the proposed accounting treatment specified in clause 16 of Part C of the Draft Scheme in terms of the provisions of Section 230 to 232 of the Companies Act, 2013 is in compliance with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013 and other Generally Accepted Accounting Principles.
7. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by ICAI.

Opinion

9. Based on our examination, as above, and according to the information and explanations given to us, we certify that the proposed accounting treatment in the books of Transferee Company specified in Clause 16 of part C of the Draft Scheme is in compliance with the applicable Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015. The specified accounting treatment in Clause 16 of part C of the Draft Scheme, duly authenticated on behalf of the Company, is reproduced in Annexure 1 to this Certificate and is initialled by us only for the purposes of identification.

Restriction on Use

10. The certificate is addressed to the Board of Directors of the Company solely for the purpose of enabling it to comply with the provisions of Section 230 to 232 of the Act read with the rules made thereunder and for onward submission to the Tribunal at Mumbai, in accordance with the Act. This certificate should not be used by any other person or for any other purpose. M S K A & Associates shall not be liable to the Company or to any other concerned for any claims, liabilities or expenses relating to this assignment, except to the extent of fees relating to this assignment.
11. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For M S K A & Associates
Chartered Accountants

ICAI Firm Registration No. 105047W

Harsh Jain

Harsh Jain

Partner

Membership No. 305641

UDIN: 24305641BKFTXI5769

Place: Bengaluru

Date: March 28, 2024



Encl: Annexure 1 of - Clause 16 of Part C of the draft Scheme.

Annexure-1

Relevant extract from the Scheme of Arrangement between Belvedere International Limited (Transferor 1), Kanvas Concepts Private Limited (Transferor 2), Kurlon Retail Limited (Transferor 3), Komfort Universe Products and Services Limited (Transferor 4), Starship Value Chain and Manufacturing Private Limited (Transferor 5), with Kurlon Enterprise Limited (“KFL” or “Transferee Company”) and their respective Shareholders and Creditors.

16. ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEEE COMPANY

16.1 Notwithstanding anything to the contrary herein, the Transferee Company shall account for the amalgamation of the each of the Transferor Companies with the Transferee Company, on completion of all substantial conditions for the transfer, in accordance with “Pooling of Interests Method” laid down in Appendix C of Ind AS-103 (Business Combinations of entities under common control) notified under Section 133 of the Companies Act, under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time, such that:

- 16.1.1 The Transferee Company shall record the assets, liabilities and reserves, if any, of the respective Transferor Companies vested in it pursuant to this Scheme, at the respective book values and in the same form as appearing in the Consolidated financial statement of Transferee Company.
- 16.1.2 The identity of the reserves shall be preserved and the Transferee Company shall record the reserves of the respective Transferor Companies in the same form and at the carrying amount as appearing in the consolidated financial statement of Transferee Company.
- 16.1.3 The value of investment held by the Transferee Company in the respective Transferor Companies shall stand cancelled pursuant to the amalgamation.
- 16.1.4 Pursuant to the amalgamation of the respective Transferor Companies with the Transferee Company, the inter-company balances between the Transferee Company and the respective Transferor Companies, if any, appearing in the books of the Transferee Company and the value of all investments held by the Transferee Company in each of the Transferor Companies shall stand cancelled.
- 16.1.5 The surplus/deficit, if any arising after taking the effect of clause 16.1.1, clause 16.1.2, clause 16.1.3 and after giving the effect of the adjustments referred to in clause 16.1.4, shall be transferred to the “Capital Reserve” in the financial statements of the Transferee Company and shall be presented separately from other capital reserves with disclosure of its nature and purpose in the notes.
- 16.1.6 In case of any difference in the accounting policy between the respective Transferor Companies and the Transferee Company, the accounting policies followed by the



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Chartered Accountants

Transferee Company will prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies.

- 16.1.7 Comparative financial information in the financial statements of the Transferee Company shall be restated for the accounting impact of amalgamation, as stated above, as if the amalgamation had occurred from the beginning of the comparative period.
- 16.1.8 Any matter not dealt with in the Clause hereinabove shall be dealt with in accordance with the accounting standards applicable to the Transferee Company.



To,
The Board of Directors,
Kurlon Enterprise Limited
1002/1006, The Avenue,
International A Opp. Hotel Leela,
Andheri (East), Mumbai,
Maharashtra, India, 400059

Independent Auditor's Certificate on the proposed accounting treatment contained in the draft Composite Scheme of Amalgamation of Kurlon Enterprise Limited ("KEL" or "Amalgamating Company" or "the Company") with Sheela Foam Limited ("SFL" or "Amalgamated Company") and their respective shareholders under Section 230 to 232 read with other applicable provisions of the Companies Act, 2013 and rules framed thereunder.

1. We M S K A & Associates, Chartered Accountants, the Statutory Auditors of Kurlon Enterprise Limited ("KEL" or "Amalgamating Company" or "the Company") have been requested by the Company having its registered office at the above mentioned address vide mandate letter dated February 13, 2024, to certify the proposed accounting treatment specified in Clause 31 of Part D of the draft Composite Scheme of Amalgamation (herein referred as 'the draft Scheme') amongst the Company and Sheela Foam Limited and their respective Shareholders and Creditors under section 230 to 232 of read with other applicable provisions of the Companies Act, 2013 and rules framed thereunder as reproduced in Annexure 1, with reference to its compliance with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the rules made thereunder and Other Generally Accepted Accounting Principles for the purpose of onward submission to National Company Law Tribunal, Mumbai ("the Tribunal").

Management's Responsibility

2. The responsibility for the preparation of the draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 ("the applicable Accounting Standards") and Other Generally Accepted Accounting Principles as aforesaid, is that of the Board of Directors of the Companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
3. The Management is also responsible for providing all relevant information to the tribunal in connection with the draft Scheme.

Auditor's Responsibility

4. Pursuant to the requirements of Sections 230 to Section 232 of the Act, read with the rules made thereunder, our responsibility is only to provide a reasonable assurance whether the accounting treatment referred to in Clause 31 of Part D of the draft Scheme referred to above comply with the applicable accounting standards.
5. The following documents have been furnished by the Company:
 - a) Copy of the draft Scheme;
 - b) Certified true copy of the board resolution for the proposed amalgamation; and
 - c) Written representation from the management in this regard



MSKA & Associates

Chartered Accountants

6. We have verified that the proposed accounting treatment specified in Clause 31 of Part D of the draft Scheme in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013 as reproduced in Annexure 1, is in compliance with the applicable Accounting Standards notified under section 133 of the Companies Act, 2013 and Other Generally Accepted Accounting Principles.
7. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by ICAI.

Opinion

9. Based on our examination, as above, and according to the information and explanations given to us, we certify that the proposed accounting treatment in the books of Amalgamating Company specified in Clause 31 of Part D of the draft Scheme is in compliance with the applicable accounting standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015. The specified accounting treatment in Clause 31 of Part D of the draft Scheme, duly authenticated on behalf of the Company, is reproduced in Annexure 1 to this Certificate and is initialled by us only for the purposes of identification.

Restriction on Use

10. The certificate is addressed to the Board of Directors of the Company solely for the purpose of enabling it to comply with the provisions Section 230 to 232 of the Act read with the rules made thereunder and for onward submission to the Tribunal at Mumbai, in accordance with the Act. This certificate should not be used by any other person or for any other purpose. M S K A & Associates shall not be liable to the Company or to any other concerned for any claims, liabilities or expenses relating to this assignment, except to the extent of fees relating to this assignment.
11. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Harsh Jain

Harsh Jain

Partner
Membership No. 305641
UDIN: 24305641BKFTXJ7680
Place: Bengaluru
Date: March 28, 2024



Encl: Annexure 1 of - Clause 31 of Part D of the draft Scheme.

MSKA & Associates

Chartered Accountants

Annexure-1

Relevant extract from the draft Composite Scheme of Arrangement between 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 "Amalgamating Company" or "the Company") and Sheela Foam Limited ("SFL" or "Amalgamated Company") and their respective shareholders and creditors (the "Scheme").

31. DISSOLUTION OF THE AMALGAMATING COMPANY

31.1. Upon the coming into effect of Part D of this Scheme and with effect from the Appointed Date, of the Amalgamating Company shall stand dissolved without being wound up, without any further act or deed and no specific accounting is prescribed in the Indian Accounting Standards specified under Section 133 of the Act for such transfer.



S P SRIVASTAVA & Associates

Chartered Accountants
N-306, Manipal Center,
47, Dickenson Road,
Bangalore - 560042
Karnataka, INDIA

The Board of Directors
KURLON RETAIL LIMITED
3rd Floor, North Block, Manipal Centre,
47, Dickenson Road,
Bangalore, Karnataka,
India, 560 042

Dear Sirs,

Independent Auditors' Certificate

- 1) We, the statutory auditors of Kurlon Retail Limited (hereinafter referred to as "KRL" or "the Company"), have examined the proposed accounting treatment of Transfer Companies specified in Clause 18 of Part C, Accounting Treatment pursuant to the Draft Scheme of Arrangement ("the draft Scheme") between 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") and their respective shareholders and creditors (the "Scheme"), in terms of the provisions of Section 230 to 232 of the Companies Act, 2013 ("the Act") and other applicable provisions of law, with reference to the applicable Accounting Standards prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) ("the applicable Accounting Standards") and other generally accepted accounting principles.

Management Responsibility

- 2) The responsibility for the preparation of the draft Scheme and its compliance with the Act, including the applicable Accounting Standards and other generally accepted accounting principles as aforesaid, is that of the Board of Directors of the Companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to preparation and presentation of the draft Scheme and applying appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- 3) The Management is also responsible for providing all relevant information to the Tribunal in connection with the draft Scheme



Auditors' Responsibility

- 4) Pursuant to the requirements of the Act, our responsibility is only to examine and provide reasonable assurance whether the proposed accounting treatment specified in Clause 18 of Part C of the draft Scheme as reported in Annexure 1 to the certificate complies with the applicable Accounting Standards and other generally accepted accounting principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.
- 5) We conducted our examination of the proposed accounting treatment specified in Clause 18 of Part C of the draft Scheme as reported in Annexure 1 to the certificate in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India. The Guidance Notes requires that we comply with the ethical requirements of the Code of Ethics issues by the Institute of Chartered Accountants of India.
- 6) We have complied with the relevant requirements of the Standards of Quality Control (SQC) 1, Quality Control for Firms that Performs Audits and Review of Historical Financial Information, and Other Assurance and Related Services Engagements.

Conclusion

- 7) Based on examination and according to the information and explanations given to us by the management of the company, pursuant to the requirements of proviso to sub-section (7) of the Section 230 of the Act, we confirm that Clause 18 of Part C of the draft Scheme is in compliance with the applicable accounting standards prescribed under section 133 of the Act read with the read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other generally accepted accounting principles in India, as applicable for such transfer.
- 8) For the ease of references, the relevant extracts of the proposed accounting treatment specified in Clause 18 of Part C, duly authenticated on behalf of the Company, is reproduced in Annexure 1 to this certificate and is initialed by us only for the purpose of identification.

Restriction on Use

- 9) This Certificate is issued at the request of the Company pursuant to the requirement of the Act for onward submission to the National Company Law Tribunal and such statutory or regulatory authorities as may be required in connection with the proposed Scheme.



This Certificate should not be used for any other purpose with our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose to any other person to whom this certificate is shown or into those hands it may come without our prior written consent in writing.

For S P SRIVASTAVA & Associates

Chartered Accountants

FRN No. 025663S



S K Subramanian

Partner

M.No. 205737

UDIN: 24205737BKBIMN1843

Place: Bangalore

Date: 28/03/2024

Annexure 1

Relevant extracts of the proposed accounting treatment specified in Clause 18 of Part C, Accounting Treatment pursuant to the draft Composite Scheme of Arrangement between 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") and their respective shareholders and creditors (the "Scheme") under sections 230 to 232 of the Companies Act, 2013 ("Act") and other applicable provisions of law

PART C

18. DISSOLUTION OF TRANSFEROR COMPANIES

18.1 Upon the coming into effect of Part C of this Scheme and with effect from the Appointed Date, each of the Transferor Companies shall stand dissolved without being wound up, without any further act or deed and no specific accounting is prescribed in the Indian Accounting Standards specified under Section 133 of the Act for such transfer.

For Kurlon Retail Limited


Abhilash Padmanabh Kamti
Director, DIN: 01587117



Place: Bangalore
Date: 28/03/2024



S P SRIVASTAVA & Associates

Chartered Accountants
N-306, Manipal Center,
47, Dickenson Road,
Bangalore - 560042
Karnataka, INDIA

The Board of Directors

KOMFORT UNIVERSE PRODUCTS AND SERVICES LIMITED

N-301, 3rd Floor, North Block, Manipal Centre,
47, Dickenson Road,
Bangalore, Karnataka,
India, 560 042

Dear Sirs,

Independent Auditors' Certificate

- 1) We, the statutory auditors of Komfort Universe Products and Services Limited (hereinafter referred to as "KUPSL" or "the Company"), have examined the proposed accounting treatment of Transfer Companies specified in Clause 18 of Part C, Accounting Treatment pursuant to the Draft Scheme of Arrangement ("the draft Scheme") between 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") and their respective shareholders and creditors (**the "Scheme"**), in terms of the provisions of Section 230 to 232 of the Companies Act, 2013 ("the Act") and other applicable provisions of law, with reference to the applicable Accounting Standards prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) ("the applicable Accounting Standards") and other generally accepted accounting principles.

Management Responsibility

- 2) The responsibility for the preparation of the draft Scheme and its compliance with the Act, including the applicable Accounting Standards and other generally accepted accounting principles as aforesaid, is that of the Board of Directors of the Companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to preparation and presentation of the draft Scheme and applying appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- 3) The Management is also responsible for providing all relevant information to the Tribunal in connection with the draft Scheme.



Auditors' Responsibility

- 4) Pursuant to the requirements of the Act, our responsibility is only to examine and provide reasonable assurance whether the proposed accounting treatment specified in Clause 18 of Part C of the draft Scheme as reported in Annexure 1 to the certificate complies with the applicable Accounting Standards and other generally accepted accounting principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.
- 5) We conducted our examination of the proposed accounting treatment specified in Clause 18 of Part C of the draft Scheme as reported in Annexure 1 to the certificate in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India. The Guidance Notes requires that we comply with the ethical requirements of the Code of Ethics issues by the Institute of Chartered Accountants of India.
- 6) We have complied with the relevant requirements of the Standards of Quality Control (SQC) 1, Quality Control for Firms that Performs Audits and Review of Historical Financial Information, and Other Assurance and Related Services Engagements.

Conclusion

- 7) Based on examination and according to the information and explanations given to us by the management of the company, pursuant to the requirements of proviso to sub-section (7) of the Section 230 of the Act, we confirm that Clause 18 of Part C of the draft Scheme is in compliance with the applicable accounting standards prescribed under section 133 of the Act read with the read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other generally accepted accounting principles in India, as applicable for such transfer.
- 8) For the ease of references, the relevant extracts of the proposed accounting treatment specified in Clause 18 of Part C, duly authenticated on behalf of the Company, is reproduced in Annexure 1 to this certificate and is initialed by us only for the purpose of identification.

Restriction on Use

- 9) This Certificate is issued at the request of the Company pursuant to the requirement of the Act for onward submission to the National Company Law Tribunal and such statutory or regulatory authorities as may be required in connection with the proposed Scheme.



This Certificate should not be used for any other purpose with our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose to any other person to whom this certificate is shown or into those hands it may come without our prior written consent in writing.

For S P SRIVASTAVA & Associates

Chartered Accountants

FRN No. 025663S



S K Subramanian

Partner

M.No. 205737

UDIN: 24205737BKBIMM2674

Place: Bangalore

Date: 28/03/2024

Annexure 1

Relevant extracts of the proposed accounting treatment specified in Clause 18 of Part C, Accounting Treatment pursuant to the draft Composite Scheme of Arrangement between 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") and their respective shareholders and creditors (the "Scheme") under sections 230 to 232 of the Companies Act, 2013 ("Act") and other applicable provisions of law

PART C

18. DISSOLUTION OF TRANSFEROR COMPANIES

18.1 Upon the coming into effect of Part C of this Scheme and with effect from the Appointed Date, each of the Transferor Companies shall stand dissolved without being wound up, without any further act or deed and no specific accounting is prescribed in the Indian Accounting Standards specified under Section 133 of the Act for such transfer.

For Komfort Universe Products and Services Limited



Abhilash Padmanabh Kamti
Director, DIN: 01587117



Place: Bangalore
Date: 28/03/2024



To,
The Board of Directors,
Sheela Foam Limited,
604 Ashadeep, 9 Hailey Road,
New Delhi - 110001

Independent Auditor's Certificate on the proposed accounting treatment contained in the draft Composite Scheme of Amalgamation of Kurlon Enterprise Limited ("KEL or "Amalgamating Company") with Sheela Foam Limited ("SFL" or "Amalgamated Company" or "the Company") and their respective shareholders and creditors under sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 and rules framed thereunder.

1. We M S K A & Associates, Chartered Accountants, the Statutory Auditors of Sheela Foam Limited (the "Company" or "Amalgamated Company") has been requested by the Company having its registered office at the above mentioned address vide mandate letter dated February 20 2024, to certify the proposed accounting treatment specified in Clause 29 of Part D of the draft Composite Scheme of Amalgamation (herein referred as 'the draft Scheme') amongst the Company and KEL and their respective Shareholders and Creditors under section 230 to 232 of read with other applicable provisions of the Companies Act, 2013 and rules framed thereunder as reproduced in Annexure- 1, with reference to its compliance with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013 ("the Act"), read with the rules made thereunder and Other Generally Accepted Accounting Principles for the purpose of onward submission to National Company Law Tribunal, Mumbai ("the Tribunal").

Management's Responsibility

2. The responsibility for the preparation of the draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 ("the applicable Accounting Standards") and Other Generally Accepted Accounting Principles as aforesaid, is that of the Board of Directors of the Companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
3. The Management is also responsible for providing all relevant information to the Tribunal in connection with the draft Scheme.

Auditor's Responsibility

4. Pursuant to the requirements of Sections 230 to Section 232 of the Act, read with the Rules made thereunder, our responsibility is only to provide a reasonable assurance whether the accounting treatment referred to in Clause 29 of Part D of the draft Scheme referred to above comply with the applicable accounting standards.
5. The following documents have been furnished by the Company:
 - a) Copy of the draft Scheme;
 - b) Certified true copy of the board resolution for the proposed amalgamation; and
 - c) Written representation from the Management in this regard.



MSKA & Associates

Chartered Accountants

6. We have verified that the proposed accounting treatment specified in Clause 29 of Part D of the draft Scheme in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013, as reproduced in Annexure 1, is in compliance with the applicable Accounting Standards notified under section 133 of the Companies Act, 2013 and Other Generally Accepted Accounting Principles.
7. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by ICAI.

Opinion

9. Based on our examination, as above, and according to the information and explanations given to us, we certify that the proposed accounting treatment in the books of Amalgamated Company specified in Clause 29 of Part D of the draft Scheme is in compliance with the applicable accounting standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015. The specified accounting treatment in Clause 29 of Part D of the draft Scheme, duly authenticated on behalf of the Company, is reproduced in Annexure 1 to this Certificate and is initialled by us only for the purposes of identification.

Restriction on Use

10. The certificate is addressed to the Board of Directors of the Company solely for the purpose of enabling it to comply with the provisions Section 230 to 232 of the Act read with the rules made thereunder and for onward submission to the Tribunal in accordance with the Act. This certificate should not be used by any other person or for any other purpose. M S K A & Associates shall not be liable to the Company, the tribunal or to any other concerned for any claims, liabilities or expenses relating to this assignment, except to the extent of fees relating to this assignment.
11. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W


Nipun Gupta
Partner
Membership No. 502986
UDIN: 24502896BKGFLD9234
Place: Gurugram
Date : 28-03-2024



Encl: Annexure 1 of - Clause 29 of Part D of the draft Scheme.

Annexure-1

Relevant extract from the draft Composite Scheme of Arrangement between 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 ("SVCML" or Transferor Company 5), Kurlon Enterprise Limited ("KEL" or "Amalgamating Company") and Sheela Foam Limited ("SFL" or "Amalgamated Company" or "Company") and their respective shareholders and creditors (the "Scheme")

29. ACCOUNTING TREATMENT IN THE BOOKS OF AMALGAMATED COMPANY

29.1 The Amalgamated Company, shall, upon this Scheme becoming effective and with effect from the Appointed Date, account for the amalgamation of the Amalgamating Company with the Amalgamated Company, on completion of all substantial conditions for the transfer, in accordance with "Pooling of Interests Method" laid down in Appendix C of Ind AS-103 (Business Combinations of entities under common control) notified under Section 133 of the Companies Act, under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time, such that:

29.1.1 The Amalgamated Company shall record the assets, liabilities and reserves, if any, of the Amalgamating Company vested in it pursuant to this Scheme, at the respective book values and in the same form as appearing in the Consolidated financials of Amalgamated Company.

29.1.2 The identity of the reserves shall be preserved and the Amalgamated Company shall record the reserves of the Amalgamating Company in the same form and at the carrying amount as appearing in the consolidated financial statements of Amalgamated Company.

29.1.3 The value of investment held by the Amalgamated Company in the Amalgamating Company shall stand cancelled pursuant to the amalgamation.

29.1.4 Pursuant to the amalgamation of the Amalgamating Company with the Amalgamated Company, the inter-company balances between the Amalgamated Company and the Amalgamating Company, if any, appearing in the books of the Amalgamated Company and the value of all investments held by the Amalgamated Company in the Amalgamating Company shall stand cancelled.

29.1.5 The surplus/deficit, if any arising after taking the effect of clause 29.1.1, clause 29.1.2, clause 29.1.3 and after giving the effect of the adjustments referred to in clause 29.1.4, shall be transferred to the "Capital Reserve" in the financial statements of the Amalgamated Company and shall be presented separately from other capital reserves with disclosure of its nature and purpose in the notes.

29.1.6 In case of any difference in the accounting policy between the Amalgamating Company and the Amalgamated Company, the accounting policies followed by the Amalgamated Company will prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies.

29.1.7 Comparative financial information in the financial statements of the Amalgamated Company shall be restated for the accounting impact of amalgamation, as stated above, as if the amalgamation had occurred from the beginning of the comparative period. However, if business combination had occurred after that date, the prior period information shall be restated only from that date.

29.1.8 Any matter not dealt with in the Clause hereinabove shall be dealt with in accordance with the accounting standards applicable to the Amalgamated Company.



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CIN-L74899DL1971PLC005679