Sheela Foam Limited

(**CIN:** L74899MH1971PLC427835)
Registered Office: 1002 to 1006 The Avenue, International Airport Road,
Opp Hotel Leela Sahar, Andheri East, Mumbai, Maharashtra, India, 400059
Corporate Office: Plot No. 14, Sleepwell Tower,Sector 135, Noida, Uttar Pradesh - 201301
Email: investorrelation@sheelafoam.com **Website:** www.sheelafoam.com
Phone: +91-120-4868400

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIFTY-FOURTH (54TH) ANNUAL GENERAL MEETING OF SHEELA FOAM LIMITED WILL BE HELD ON THURSDAY, 16TH JULY 2026 AT 10:00 A.M. (IST) THROUGH VIDEO CONFERENCE (VC)/OTHER AUDIO-VISUAL MEANS (OAVM) (HEREIN AFTER REFERRED TO AS ELECTRONIC MODE) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company, including the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, and the Reports of the Board of Directors and Auditors thereon.

2. To consider and declare a final dividend of Re. 1 (20%) per equity share of face value of ₹ 5/- each for the financial year ended March 31, 2026.

3. To appoint a Director in place of Ms. Namita Gautam, (DIN 00190463), who retires by rotation and, being eligible, offers herself for re-appointment.

4. To re-appoint M S K A & Associates LLP (formerly known as M S K A & Associates), Chartered Accountants, as Statutory Auditors for the second term of 5 (five) consecutive years and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M S K A & Associates LLP (formerly known as M S K A & Associates), Chartered Accountants (ICAI Firm Registration No. 105047W/W101187) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for second term of 5 (Five) consecutive year, commencing from the financial year 2026-27 up to the financial year 2030-31, to hold office till the conclusion of the 59th Annual General Meeting of the Company to be held in the year 2031, at a remuneration as set out in the Statement annexed to the Notice of this Meeting.

   RESOLVED FURTHER THAT the Board of Directors (including its committee thereof) be and are hereby authorized to take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

SPECIAL BUSINESS:

5. To appoint Mr. Neeraj Jain (DIN: 00348591) as a Non-Executive Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations), (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company, Mr. Neeraj Jain (DIN: 00348591), who was appointed as an Additional Director on the Board in the independent director category pursuant to Section 161(1) of the Companies Act 2013 with effect from 14th May, 2026, approval of the Members be and is hereby accorded to the appointment of Mr. Neeraj Jain, who has submitted a declaration that he meets with the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the LODR Regulations and also confirmed that he is not disqualified to be a director on the Board of a Company under Section 164 of the Act or debarred by SEBI or under any other statutes to hold an office of director, and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the LODR Regulations, as an Independent Director, not liable to retire by rotation, to hold office for a term of five years i.e., from 14th May, 2026 up to 13th May, 2031.

   RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board or any officer of the Company authorized by the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

6. To appoint Ms. Hiroo Mirchandani (DIN: 06992518) as a Non-Executive Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations), (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company, Ms. Hiroo Mirchandani (DIN: 06992518), who was appointed as an Additional Director on the Board in the independent director category pursuant to Section 161(1) of the Companies Act 2013 with effect from 06th June, 2026, approval of the Members be and is hereby accorded to the appointment of Ms. Hiroo Mirchandani, who has submitted a declaration that she meets with the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the LODR Regulations and also confirmed that she is not disqualified to be a director on the Board of a Company under Section 164 of the Act or debarred by SEBI or under any other statutes to hold an office of director, and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the LODR Regulations, as an Independent Director, not liable to retire by rotation, to hold office for a term of five years i.e., from 06th June, 2026 up to 05th June, 2031.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board or any officer of the Company authorized by the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

7. To appoint Mr. Rajeev Srivastava (DIN: 03568897) as a Non-Executive Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations), (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company, Mr. Rajeev Srivastava (DIN: 03568897), who was appointed as an Additional Director on the Board in the independent director category pursuant to Section 161(1) of the Companies Act 2013 with effect from 06th June, 2026, approval of the Members be and is hereby accorded to the appointment of Mr. Rajeev Srivastava, who has submitted a declaration that he meets with the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the LODR Regulations and also confirmed that he is not disqualified to be a director on the Board of a Company under Section 164 of the Act or debarred by SEBI or under any other statutes to hold an office of director, and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the LODR Regulations, as an Independent Director, not liable to retire by rotation, to hold office for a term of five years i.e., from 06th June, 2026 up to 05th June, 2031.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board or any officer of the Company authorized by the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

8. To appoint Mr. Sudhir Ganpathy Shenoy (DIN: 05289639) as a Non-Executive Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations), (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company, Mr. Sudhir Ganpathy Shenoy (DIN: 05289639), who was appointed as an Additional Director on the Board in the independent director category pursuant to Section 161(1) of the Companies Act 2013 with effect from 06th June, 2026, approval of the Members be and is hereby accorded to the appointment of Mr. Sudhir Ganpathy Shenoy, who has submitted a declaration that he meets with the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the LODR Regulations and also confirmed that he is not disqualified to be a director on the Board of a Company under Section 164 of the Act or debarred by SEBI or under any other statutes to hold an office of director, and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the LODR Regulations, as an Independent Director, not liable to retire by rotation, to hold office for a term of three years i.e., from 06th June, 2026 up to 05th June, 2029.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board or any officer of the Company authorized by the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

9. To re-appoint Mr. Rahul Gautam (DIN: 00192999) as the Chairman and Managing Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company hereby accords its approval to the reappointment of Mr. Rahul Gautam (DIN 0019299), as the Chairman and Managing Director of the Company for a period of five years with effect from 01st April, 2027 on the terms and conditions of appointment and remuneration as approved by the Board/Nomination and Remuneration Committee time to time, material terms of which are set out in the explanatory statement attached to this notice, and the period of his office shall be not liable to determination by retirement of directors by rotation and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed to by the Board of Directors and Mr. Rahul Gautam.

RESOLVED FURTHER THAT pursuant to regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Rahul Gautam (DIN 0019299), Chairman and Managing Director, even if the annual remuneration payable to him may exceed ₹ 5 crores or 2.5 per cent of the profits of the Company (whichever is higher) individually and/or the aggregate annual remuneration to all Executive Directors exceeds 5 per cent of the net profits of the Company in any year during the tenure of his reappointment.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board or any officer of the Company authorized by the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

10. To re-appoint Ms. Namita Gautam (DIN: 00190463) as a Whole-Time Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company hereby accords its approval to the reappointment of Ms. Namita Gautam (DIN: 00190463), as a Whole-Time Director for a period of five years with effect from 01st April, 2027 on the terms and conditions of appointment and remuneration as approved by the Board/Nomination and Remuneration Committee time to time, material terms of which are set out in the explanatory statement attached to this notice, and the period of her office shall be liable to determination by retirement of directors by rotation and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed to by the Board of Directors and Ms. Namita Gautam.

RESOLVED FURTHER THAT pursuant to regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the consent of the Members of the Company be and is hereby accorded for payment of remuneration to of Ms. Namita Gautam (DIN: 00190463), Whole-Time Director, even if the annual remuneration payable to her may exceed ₹ 5 crores or 2.5 per cent of the profits of the Company (whichever is higher) individually and/or the aggregate annual remuneration to all Executive Directors exceeds 5 per cent of the net profits of the Company in any year during the tenure of her reappointment.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board or any officer of the Company authorized by the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

11. To re-appoint Mr. Tushaar Gautam (DIN: 01646487) as Vice Chairman and Joint Managing Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company hereby accords its approval to the reappointment of Mr. Tushaar Gautam (DIN: 01646487) as Vice Chairman and Joint Managing Director for a period of five years with effect from 01st April, 2027 on the terms and conditions of appointment and remuneration as approved by the Board/Nomination and Remuneration Committee time to time, material terms of which are set out in the explanatory statement attached to this notice, and the period of his office shall be liable to determination by retirement of directors by rotation and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed to by the Board of Directors and Mr. Tushaar Gautam.

RESOLVED FURTHER THAT pursuant to regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Tushaar Gautam (DIN: 01646487), Vice Chairman and Joint Managing Director, even if the annual remuneration payable to him may exceed ₹ 5 crores or 2.5 per cent of the profits of the Company (whichever is higher) individually and / or the aggregate annual remuneration to all Executive Directors exceeds 5 per cent of the net profits of the Company in any year during the tenure of his reappointment.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board or any officer of the Company authorized by the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

12. To re-appoint Mr. Rakesh Chahar (DIN: 00180587) as a Deputy Managing Director (Whole Time Director) of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company hereby accords its approval to the reappointment of Mr. Rakesh Chahar (DIN: 00180587) as a Deputy Managing Director (Whole Time Director) for a period of five years with effect from 01st April, 2027 on the terms and conditions of appointment and remuneration as approved by the Board/Nomination and Remuneration Committee time to time, material terms of which are set out in the explanatory statement attached to this notice, and the period of his office shall be liable to determination by retirement of directors by rotation and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed to by the Board of Directors and Mr. Rakesh Chahar.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board or any officer of the Company authorized by the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

13. To approve remuneration payable to Cost Auditors for the FY 2026-27 and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rule, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being enforce), M/s. Mahesh Singh & Co, Cost Accountants (Firm Registration No. 100441), appointed by the Board of Directors of the Company to conduct the Audit of the cost records of the Company, for the Financial Year 2026-27, be paid ₹ 1,60,000/- (Rupees One Lakh Sixty Thousand only) plus applicable tax."

By order of the Board

Date: 14th May, 2026
Place: Noida

Md. Iquebal Ahmad
Company Secretary and Compliance Officer
Membership No. ACS20921

Corporate Office:
Plot No. 14, Sleepwell Tower,
Sector 135, Noida, Uttar Pradesh – 201301

IMPORTANT NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 20/2020 dated May 5, 2020 read with subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated September 22, 2025 ('MCA Circulars') and the circulars issued by the Securities and Exchange Board of India (MCA Circular and SEBI Circular collectively referred as 'Circulars') permitted holding of Annual General Meetings through VC/OAVM facility and dispensed physical presence of the members at a common venue. The SEBI has granted relaxation in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode.

   Therefore, the 54th Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM on Thursday, 16th July, 2026 AT 10:00 A.M. (IST). The proceedings of AGM deemed to be conducted at the Registered Office of the Company 1002 to 1006, The Avenue, International Airport Road, Opp Hotel Leela Sahar, Andheri East, Mumbai, Maharashtra, India, 400059.

2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.

3. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.

4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 to 13 of the accompanying Notice, is annexed hereto.

5. Institutional/Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/ Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to avafirm@gmail.com with copies marked to the Company at investorrelation@sheelafoam.com and to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investorrelation@sheelafoam.com .

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least three days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number between Thursday, the 09th July, 2026 to Monday, 13th July, 2026 and the shareholders who do not wish to speak during the AGM but have queries may send their queries in advance three days prior to meeting mentioning their name, demat account number, folio number, email id, mobile number at investorrelation@sheelafoam.com These queries will be replied to by the company suitably by email.

8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

9. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2025-2026 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2025-2026 will also be available on the Company's website www.sheelafoam.com and websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at www.nseindia.com and www.bseindia.com respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

10. Those shareholders who have registered / not registered their e-mail address and mobile nos. including address and bank details may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with the Company at investorrelation@sheelafoam.com in case the shares are held in physical form. Members may send an email request to investorrelation@sheelafoam.com along with the scanned copy of their request letter duly signed by the 1st shareholder, providing the email address, mobile number, self- attested copy of PAN for Notice of the AGM, the Annual Report of the Company.

11. The Board of Directors of the Company has appointed M/s. AVA Associates, Company Secretaries as the Scrutinizer to scrutinize the process of remote e-voting and e-voting during the AGM in a fair and transparent manner. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.sheelafoam.com and the website of NSDL at www.evoting.nsdl.com . The results shall, simultaneously, be forwarded to National Stock Exchange of India Limited and BSE Limited which shall disseminate the results on their website.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

13. The Board of Directors of the Company in its meeting held on Thursday, May 14, 2026, recommended a final dividend of Re. 1/- per equity share for the financial year 2025-26, subject to the approval of the shareholders at the AGM. The dividend, if approved at the AGM, will be paid within 30 days from the date of AGM to those member(s) whose names appear in the register of Members / beneficial owners at the close of business hours on Thursday, 09 July, 2026 (Record date). In accordance with Regulation 12 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, dividend to security holders shall be paid only through electronic mode. All the members are requested to update your Electronic Bank Mandate through your Depository Participants.

14. Members are requested to note that dividend if not encashed and which remains unclaimed for a period of seven (7) years from the date of transfer to the Company's unpaid dividend account and shares on which the dividend remains unclaimed for seven (7) consecutive years will be transferred to the Investor Education and Protection Fund ('IEPF') as per Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as well as any relevant circulars and amendments thereto. In view of the same, members who wish to claim their unclaimed dividend are requested to raise a request with the RTA or to the Company at its registered office and/or email at investorrelation@sheelafoam.com

15. In compliance with the provisions of Section 108 of the Act read with Rules framed thereunder, Regulation 44 of Listing Regulations, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, as amended from time to time, and the Circulars as issued by Ministry of Corporate Affairs, the Company is pleased to provide remote e-Voting facility before the AGM and e-Voting facility at the AGM to its members to exercise their right to vote on all the resolutions proposed to be transacted at the AGM by electronic means. The facility of casting votes by a member using remote e-Voting and e-Voting at the AGM will be provided by National Securities Depository Limited ('NSDL').

    The e-voting period commences on Monday, July 13, 2026 (09:00 a.m. IST) and ends on Wednesday, July 15, 2026 (05:00 p.m. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on July 09, 2026 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

    The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 09, 2026. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

    The instructions for joining the AGM through VC / OAVM, remote e-voting and e-voting during the AGM are provided in the Notice of AGM as under:

16. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

    The remote e-voting period begins on Monday, July 13, 2026 (09:00 a.m. IST) and ends on Wednesday, July 15, 2026 (05:00 p.m. IST). The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. as on July 09, 2026 may cast their vote electronically.

    How do I vote electronically using NSDL e-Voting system?

    The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

    Step 1: Access to NSDL e-Voting system

    A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

    In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) **Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’, and the system will force you to change your password.

   c) How to retrieve your ‘initial password’?

      (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

    a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

    b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

    c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

    d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to avafirm@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, AVP, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorrelation@sheelafoam.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorrelation@sheelafoam.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step **1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those shareholder s, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/ AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorrelation@sheelafoam.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENT

Item No. 4

This Explanatory Statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, though statutorily not required in terms of Section 102 of the Act.

M S K A & Associates LLP (formerly known as M/s M S K A & Associates), Chartered Accountants (ICAI Firm Registration No. 105047W/ W101187) were appointed as Statutory Auditors of the Company at the 49th Annual General Meeting ('AGM') held on August 20, 2021, for a term of consecutive five years upto the conclusion of the 54th AGM. The present term of the Statutory Auditors shall get completed on the conclusion of AGM of the Company scheduled to be held on July 16, 2026. The said Auditor is eligible for reappointment for another term of five consecutive years.

M S K A & Associates LLP (formerly known as M/s M S K A & Associates) established in 1978, is an Indian limited liability partnership firm registered with the Institute of Chartered Accountants of India (ICAI) and the PCAOB (US Public Company Accountancy Oversight Board) having offices across 12 cities in India at Mumbai, Gurugram, Chandigarh, Kolkata, Ahmedabad, Chennai, Goa, Pune, Bengaluru, Kochi, Hyderabad and Coimbatore. The audit firm has a valid peer review certificate. The Firm primarily provides audit and assurance, tax, and advisory services to its clients. The Firm's Audit and Assurance practice has significant experience across various industries, markets and geographies.

M S K A & Associates LLP have consented to their appointment as Statutory Auditors and has confirmed that if appointed, its appointment will be in accordance with Section 139 read with Section 141 of the Act.

After evaluating and considering various factors such as industry experience, competency of the Audit Team, efficiency in the conduct of audit, independence, etc., the Board of Directors on the recommendation of the Audit Committee, in its meeting held on May 14, 2026, proposed reappointment of M S K A & Associates LLP, Chartered Accountants, for an another term of 5 years as Statutory Auditors. The recommendation for the appointment of M S K A & Associates LLP as Statutory Auditor is based on the experience of the firm in handling audits of large corporations, the ability of the firm to seamlessly scale and understand the Company's operations, systems and processes, and geographical presence.

The proposed remuneration payable to the Statutory Auditors for the financial year ending March 31, 2027, is ₹ 57 lakh (Rupees Fifty-Seven Lakh only), plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit. The Board of Directors shall be authorized to revise the remuneration of the Statutory Auditors as may be deemed appropriate.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders. None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 4 of the Notice.

Item No. 5

Pursuant to the provisions of Sections 149, 150, 152, 161 of the Companies Act, 2013 ("the Act") read with Schedule IV thereto, other applicable provisions of the Act, and Articles of Association of the Company, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations), the Board of Directors ("the Board") of the Company via resolution passed through circulation on 13th May, 2026, based on the recommendation of the Nomination and Remuneration Committee ("the Committee") and subject to the approval of shareholders, appointed Mr. Neeraj Jain (DIN: 00348591), as an Additional Director in the Independent Director category for a term of five consecutive years with effect from 14th May, 2026.

Mr. Neeraj Jain has furnished a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and has also given his consent to act as a Director pursuant to Section 152(5) of the Act. He has confirmed that he is neither disqualified from being appointed as a Director under Section 164 of the Act nor debarred from holding the office of director by virtue of any order issued by SEBI or any other authority. Mr. Jain is registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs. The Company has also verified and confirmed that he is not debarred from holding the office of Director pursuant to any SEBI order.

Mr. Neeraj Jain is a rank holder Chartered Accountant and Company Secretary with over 35 years of experience in finance, management, governance and strategy across leading multinational and Indian organisations. Mr. Jain began his career in management consulting with A.F. Ferguson & Associates and subsequently held senior leadership positions at several organizations of repute, including Chief Financial Officer at Johnson & Johnson Medical India and General Manager at Hindustan Unilever Limited. Mr. Jain also serves as an Independent Director on the boards of listed and unlisted companies across sectors including financial services, automobiles, agriculture, media and healthcare.

His core areas of expertise include financial stewardship, corporate governance, risk management, strategic planning, mergers and acquisitions, business restructuring, compliance management, supply chain optimisation, and talent development. He has extensive experience in leading finance transformation initiatives, joint ventures, divestments, process simplification, operational excellence, budgeting and planning, ERP implementation, leadership development and organisational transformation across India and Asia-Pacific markets.

The Nomination & Remuneration Committee has assessed his suitability with reference to his diverse skills, competencies and expertise in the context of the Company's operations. Considering his credentials and experience in finance and operations, the Board believes that the Company will greatly benefit from his association and recommends his appointment as an Independent Director for approval by the Members of the Company by way of a Special Resolution.

In the opinion of the Board, Mr. Neeraj Jain fulfils the conditions specified in the Act and the LODR Regulations for appointment as an Independent Director and is independent of the Management. He shall be paid remuneration by way of a fee for attending meetings of the Board or Committees thereof as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act and other applicable provisions of the Act.

The appointment is aimed at Board diversification and compliance with the requirements of Board composition under Regulation 17(1) of the SEBI (LODR) Regulations, 2015, and the provisions of the Companies Act, 2013.

Disclosures, as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

Except Mr. Neeraj Jain, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice. Mr. Neeraj Jain is not related to any Director of the Company.

The Board of Directors of the Company recommend the resolution set out at item no. 5 for approval of the Members as a Special Resolution.

Item No. 6

Pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act"), read with Schedule IV thereto, other applicable provisions of the Act, the Articles of Association of the Company, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), the Board of Directors ("the Board") of the Company, at its meeting held on 14th May, 2026, based on the recommendation of the Nomination and Remuneration Committee ("the Committee") and subject to the approval of the shareholders, appointed Ms. Hiroo Mirchandani (DIN: 06992518) as an Additional Director in the category of Independent Director, for a term of five consecutive years with effect from 06th June, 2026.

Ms. Hiroo Mirchandani has furnished a declaration confirming that she meets the criteria of independence under Section 149(6) of the Act and has also given her consent to act as a Director pursuant to Section 152(5) of the Act. She has confirmed that she is neither disqualified from being appointed as a Director under Section 164 of the Act nor debarred from holding the office of director by virtue of any order issued by SEBI or any other authority. Ms. Mirchandani is registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs.The Company has also verified and confirmed that she is not debarred from holding the office of Director pursuant to any SEBI order.

Ms. Mirchandani holds a bachelor's degree in commerce from Shri Ram College of Commerce and an MBA from the Faculty of Management Studies, University of Delhi. She is a Chevening Gurukul scholar from the London School of Economics and Political Science and holds certifications in ESG and Sustainability.

She brings three decades of operational experience in customer-facing businesses and over a decade of board experience as an Independent Director of diverse companies in consumer goods, healthcare, telecom, financial services and hospitality. Her board work is anchored in corporate governance, strategic thinking, financial oversight, analytical rigour, and customer insights.

Prior to her board career, she has held roles in Sales, Marketing and P&L management at Asian Paints, Dabur, World Gold Council and Pfizer where she led brand and business transformations, to successfully deliver revenue and profit targets.

The Nomination and Remuneration Committee has assessed her suitability with reference to her diverse skills, competencies, and expertise in the context of the Company's business and operations. Considering her credentials and extensive experience in finance, consumer-facing businesses, and operations, the Board believes that the Company will greatly benefit from her association and accordingly recommends her appointment as an Independent Director for approval by the Members of the Company by way of a Special Resolution.

In the opinion of the Board, Ms. Hiroo Mirchandani fulfils the conditions specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015for her appointment as an Independent Director and is independent of the management. She shall be paid remuneration by way of a fee for attending meetings of the Board or Committees thereof as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act and other applicable provisions of the Act.

The appointment is aimed at Board diversification and compliance with the requirements of Board composition under Regulation 17(1) of LODR Regulations, 2015, and the provisions of the Companies Act, 2013.

Disclosures, as required under Regulation 36 of the LODR Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

Except Ms. Hiroo Mirchandani, being the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice. Ms. Hiroo Mirchandani is not related to any Director of the Company.

The Board of Directors of the Company recommend the resolution set out at item no. 6 for approval of the Members as a Special Resolution.

Item No. 7

Pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act"), read with Schedule IV thereto, other applicable provisions of the Act, the Articles of Association of the Company, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), the Board of Directors ("the Board") of the Company, at its meeting held on 14th May, 2026, based on the recommendation of the Nomination and Remuneration Committee ("the Committee") and subject to the approval of the shareholders, appointed Mr. Rajeev Srivastava (DIN: 03568897) as an Additional Director in the category of Independent Director, for a term of five consecutive years with effect from 6th June, 2026.

Mr. Rajiv Srivastava has furnished a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and has also given his consent to act as a Director pursuant to Section 152(5) of the Act. He has confirmed that he is neither disqualified from being appointed as a Director under Section 164 of the Act nor debarred from holding the office of director by virtue of any order issued by SEBI or any other authority. Mr. Srivastava is registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs. The Company has also verified and confirmed that he is not debarred from holding the office of Director pursuant to any SEBI order.

Mr. Rajiv Srivastava is a seasoned business leader with over 35 years of experience spanning the technology, logistics, and energy sectors. He has extensive expertise across diverse markets, including India, Asia Pacific & Japan, the Middle East, Africa, Turkey, and the CIS region. He has held several prominent leadership positions, such as Managing Director at Redington Group, Managing Director & CEO at Indian Energy Exchange Limited, and Chief Operating Officer – Asia Pacific & Japan at HP Inc., where he managed large-scale businesses with multi-billion-dollar P&L responsibilities and led diverse teams across geographies. He is also the founder and mentor at CoreOps.AI, a deep-tech start-up focused on AI/ML and advanced digital solutions. Mr. Srivastava brings significant experience in business transformation, growth strategy, digital innovation, and mergers and acquisitions, along with deep expertise in stakeholder management and corporate governance.

He holds a Bachelor's degree in Mechanical Engineering from BITS Pilani and a Graduate Diploma in International Business from Helsinki School of Economics.

The Nomination and Remuneration Committee has assessed his suitability with reference to his diverse skills, competencies, and expertise in the context of the Company's business and operations. Considering his extensive leadership experience across the technology, logistics, and energy sectors, the Board believes that the Company will greatly benefit from his association and accordingly recommends his appointment as an Independent Director for approval by the Members of the Company by way of a Special Resolution.

In the opinion of the Board, Mr. Rajiv Srivastava fulfils the conditions specified in the Act and the LODR Regulations for appointment as an Independent Director and is independent of the Management. He shall be paid remuneration by way of a fee for attending meetings of the Board or Committees thereof as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act and other applicable provisions of the Act.

The appointment is aimed at Board diversification and compliance with the requirements of Board composition under Regulation 17(1) of the SEBI (LODR) Regulations, 2015, and the provisions of the Companies Act, 2013.

Disclosures, as required under Regulation 36 of the LODR Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

Except Mr. Rajiv Srivastava, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice. Mr. Rajiv Srivastava is not related to any Director of the Company.

The Board of Directors of the Company recommend the resolution set out at item no. 7 for approval of the Members as a Special Resolution.

Item No. 8

Pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act"), read with Schedule IV thereto, other applicable provisions of the Act, the Articles of Association of the Company, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), the Board of Directors ("the Board") of the Company, at its meeting held on 14th May, 2026, based on the recommendation of the Nomination and Remuneration Committee ("the Committee") and subject to the approval of the shareholders, appointed Mr. Sudhir Ganpathy Shenoy (DIN: 05289639) as an Additional Director in the category of Independent Director, for a term of three consecutive years with effect from 6th June, 2026.

Mr. Sudhir Ganpathy Shenoy has furnished a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and has also given his consent to act as a Director pursuant to Section 152(5) of the Act. He has confirmed that he is neither disqualified from being appointed as a Director under Section 164 of the Act nor debarred from holding the office of director by virtue of any order issued by SEBI or any other authority. Mr. Shenoy is registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs.The Company has also verified and confirmed that he is not debarred from holding the office of Director pursuant to any SEBI order.

Mr. Sudhir Ganpathy Shenoy has 35 years of experience in the chemicals and materials science industry, including a long and distinguished career with Dow, a global leader in materials science. He has held several senior leadership roles across India, Europe, Asia, and the Middle East, including serving as Country President & CEO of Dow India. He served as Senior Vice President at EQUATE Petrochemical Company, a global petrochemical joint venture of Dow, based in Kuwait.

Mr. Shenoy has deep expertise in business leadership, commercial strategy, global operations, and industry development, having managed diverse portfolios across commodity and specialty businesses. He has also contributed to industry bodies, serving as Chair of the American Chamber of Commerce (Western Region) and Co-Chair of the National Chemical Council of CII. He holds a Bachelor's degree in Chemical Engineering and a Master's degree in Marketing Management

The Nomination and Remuneration Committee has assessed his suitability with reference to his diverse skills, competencies, and extensive expertise in the chemical and materials science industry, business leadership, commercial strategy, and global operations, in the context of the Company's business and operations. Considering his distinguished credentials and rich industry experience, the Board believes that the Company will greatly benefit from his association and accordingly recommends his appointment as an Independent Director for approval by the Members of the Company by way of a Special Resolution.

In the opinion of the Board, Mr. Sudhir Ganpathy Shenoy fulfils the conditions specified in the Act and the LODR Regulations for appointment as an Independent Director and is independent of the Management. He shall be paid remuneration by way of a fee for attending meetings of the Board or Committees thereof as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act and other applicable provisions of the Act.

The appointment is aimed at Board diversification and compliance with the requirements of Board composition under Regulation 17(1) of the SEBI (LODR) Regulations, 2015, and the provisions of the Companies Act, 2013.

Disclosures, as required under Regulation 36 of the LODR Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

Except Mr. Sudhir Ganpathy Shenoy, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the accompanying Notice. Mr. Sudhir Ganpathy Shenoy is not related to any Director of the Company.

The Board of Directors of the Company recommend the resolution set out at item no. 8 for approval of the Members as a Special Resolution.

Item No. 9

Mr. Rahul Gautam is currently serving as Chairman and Managing Director of the Company. His present tenure will be completed on 31st March, 2027, and he is eligible for reappointment. He has confirmed that he has not been disqualified under Section 164(2) of the Companies Act, 2013, to be appointed or to hold an office of director in a company. As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations), he has further confirmed that he has not been debarred or disqualified from being appointed or from continuing to act as a director of companies by any statutory authorities.

Considering the extensive business knowledge, expertise, leadership skills, rich experience and invaluable contribution of Mr. Rahul Gautam to the growth and success of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 14th May, 2026, approved and recommended to the Members the re-appointment of Rahul Gautam as Chairman and Managing Director of the Company for a further period of five (5) years with effect from 01st April, 2027. Material terms of remuneration are set out herein below, and the period of his office shall not be liable to determination by retirement of directors by rotation.

The material terms of remuneration of Mr. Rahul Gautam are as under: Salary, Allowances and Commission/Incentive (hereinafter referred to as "Remuneration"):

a) Salary Comprising

   (i) Basic salary: At the rate not exceeding ₹ 8,00,000 (Rupees Eight Lakhs only) per month, with increments as per the annual increment decided by the HR and Nomination and Remuneration Committee/Board, from time to time, subject to a ceiling on increment of 15% for a year over the existing Basic salary,

   (ii) Allowances/Perquisites: Not exceeding one time of the Basic salary,

b) Incentive: At the rate not exceeding 1.5%of the profit before tax.

The Executives are entitled to a Company maintained chauffeur driven car, communication facilities, and reimbursement of expenses incurred for business purposes as per the Policy of the Company.

Details of Mr. Rahul Gautam pursuant to the provisions of (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in the 'Annexure' to the Notice.

Except Mr. Rahul Gautam, being an appointee, Ms. Namita Gautam, Whole time Director and Mr. Tushaar Gautam, Joint Managing Directors of the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 9.

As per Section 196 of the Companies Act, 2013, a Company shall appoint or continue the employment of any person as Managing Director, who attains the age of seventy years after passing the Special Resolution in the General Meeting.

The re-appointment of Mr. Rahul Gautam as Chairman and Managing Director of the Company is subject to the approval of the Members by way of a Special Resolution, pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto, and Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The Board of Directors of the Company recommend the resolution set out at item no. 9 for approval of the Members as Special Resolution.

Item No. 10

Ms. Namita Gautam is currently serving as Whole-time Director of the Company. Her present tenure will be completed on 31st March, 2027. She is eligible for reappointment. She has confirmed that she has not been disqualified under Section 164(2) of the Companies Act, 2013, to be appointed or to hold an office of director in a company. As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations), she has further confirmed that she has not been debarred or disqualified from being appointed or from continuing to act as director of companies by any statutory authorities.

Considering her involvement in the affairs of the Company, deep understanding of its operations, and her valuable contributions to the Board and its Committees, The Board of Directors, on the recommendation of Nomination and Remuneration Committee at their meeting held on 14th May, 2026, proposed the reappointment of Ms. Namita Gautam as Whole-Time Director of the Company for a period of five years with effect from 01st April, 2027. Material terms of remuneration are set out herein below and the period of her office shall be liable to determination by retirement of directors by rotation.

The material terms of remuneration of Ms. Namita Gautam are as under: Salary, Allowances and Commission/Incentive (hereinafter referred to as "Remuneration"):

a) Salary Comprising

  (i) Basic salary: At the rate not exceeding ₹ 8,00,000 (Rupees Eight Lakhs only) per month, with increments as per the annual increment decided by the HR and Nomination and Remuneration Committee/Board, from time to time, subject to a ceiling on increment of 15% for a year over the existing Basic salary,

  (ii) Allowances/Perquisites: Not exceeding one time of the Basic salary,

b) Incentive: At the rate not exceeding 0.75%of the profit before tax.

The Executives are entitled to a Company maintained chauffeur driven car, communication facilities, and reimbursement of expenses incurred for business purposes as per the Policy of the Company.

Details of Ms. Namita Gautam pursuant to the provisions of (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in the 'Annexure' to the Notice.

Except Ms. Namita Gautam, being an appointee, Mr. Rahul Gautam, Managing Director and Mr. Tushaar Gautam, Joint Managing Director of the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 10.

As per Section 196 of the Companies Act, 2013, a Company shall appoint or continue the employment of any person as Whole-time Director, who attains the age of seventy years after passing the Special Resolution in the General Meeting.

The re-appointment of Ms. Namita Gautam as a Wholetime Director of the Company is subject to the approval of the Members by way of a Special Resolution, pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto, and Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The Board of Directors of the Company recommend the resolution set out at item no. 10 for approval of the Members as Special Resolution.

Item No. 11

Mr. Tushaar Gautam is currently serving as Vice Chairman and Joint Managing Director of the Company. His present tenure will be completed on 31st March, 2027, and he is eligible for re-appointment. He has confirmed that he has not been disqualified under Section 164(2) of the Companies Act, 2013, to be appointed or to hold an office of director in a company. As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations), he has further confirmed that he has not been debarred or disqualified from being appointed or from continuing to act as a director of companies by any statutory authorities.

Considering his strategic vision, leadership skills, rich experience across operations, e-commerce, production, and research and development, proven performance, and invaluable contribution to the growth and success of the Company, the Board of Directors, on the recommendation of Nomination and Remuneration Committee at their meeting held on 14th May, 2026, proposed the reappointment of Mr. Tushaar Gautam as Vice Chairman and Joint Managing Director of the Company for a period of five years with effect from 01st April, 2027. Material terms of remuneration are set out herein below and the period of his office shall be liable to determination by retirement of directors by rotation.

The material terms of remuneration of Mr. Tushaar Gautam are as under: Salary, Allowances and Commission/Incentive (hereinafter referred to as "Remuneration"):

a) Salary Comprising

  (i) Basic salary: At the rate not exceeding ₹ 8,00,000 (Rupees Eight Lakhs only) per month, with increments as per the annual increment decided by the HR and Nomination and Remuneration Committee/Board, from time to time, subject to a ceiling on increment of 15% for a year over the existing Basic salary,

  (ii) Allowances/Perquisites: Not exceeding one time of the Basic salary,

b) Incentive: At the rate not exceeding 1.5%of the profit before tax.

The Executives are entitled to a Company maintained chauffeur driven car, communication facilities, and reimbursement of expenses incurred for business purposes as per the Policy of the Company.

Details of Mr. Tushaar Gautam pursuant to the provisions of (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in the 'Annexure' to the Notice.

Except Mr. Tushaar Gautam, being an appointee, Mr. Rahul Gautam, Managing Director and Ms. Namita Gautam, Whole-time Director of the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the accompanying Notice.

The re-appointment of Mr. Tushaar Gautam as a Vice Chairman and Joint Managing Director of the Company is subject to the approval of the Members by way of a Special Resolution, pursuant to the provisions of Sections 196, 197 , 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto, and Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The Board of Directors of the Company recommend the resolution set out at item no. 11 for approval of the Members as Special Resolution.

Item No. 12

Mr. Rakesh Chahar is currently serving as Deputy Managing Director of the Company. His present tenure will be completed on 31st March, 2027, and he is eligible for re-appointment. He has confirmed that he has not been disqualified u/s 164(2) of the Companies Act, 2013, to be appointed or hold an office of director in a company. As required under SEBI (LODR) Regulations, 2015, He has further confirmed that he has not been debarred or disqualified from being appointed or from continuing to act as director of companies by any statutory authorities.

In view of his extensive business knowledge, expertise, experience, proven performance, and invaluable contribution to the growth of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 14th May, 2026, approved and recommended to the Members the re-appointment of Mr. Rakesh Chahar as Deputy Managing Director (Whole-time Director) of the Company for a further period of five (5) years commencing from 1st April, 2027. Material terms of remuneration are set out herein below and the period of his office shall not be liable to determination by retirement of directors by rotation.

The material terms of remuneration of Mr. Rakesh Chahar are as under: Salary, Allowances and Commission/Incentive (hereinafter referred to as "Remuneration"):

a) Salary Comprising

   (i) Basic salary: At the rate not exceeding ₹ 8,00,000 (Rupees Eight Lakhs only) per month, with increments as per the annual increment decided by the HR and Nomination and Remuneration Committee/Board, from time to time, subject to a ceiling on increment of 15% for a year over the existing Basic salary,

   (ii) Allowances/Perquisites: Not exceeding one time of the Basic salary,

b) Incentive: At the rate not exceeding 0.75%of the profit before tax.

The Executives are entitled to a Company maintained chauffeur driven car, communication facilities, and reimbursement of expenses incurred for business purposes as per the Policy of the Company.

Details of Mr. Rakesh Chahar pursuant to the provisions of (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in the 'Annexure' to the Notice.

Except Mr. Rakesh Chahar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 12 of the accompanying Notice.

The Board of Directors of the Company recommend the resolution set out at item no. 12 for approval of the Members as Special Resolution.

Item No. 13

The Board of Directors, based on the recommendation of the Audit Committee, at its meeting held on 14th May, 2026, approved the appointment of M/s. Mahesh Singh & Co., Cost Accountants, New Delhi (Firm Registration No. 100441), as the Cost Auditors of the Company to conduct the audit of the cost records for the financial year ending 31st March, 2027, in respect of the products covered under the Companies (Audit and Auditors) Rules, 2014, at a remuneration of ₹1,60,000/- (Rupees One Lakh Sixty Thousand only) plus applicable taxes.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 13 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2027.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed resolution. The Board recommends the passing of the resolution as set out at Item No. 13 as an Ordinary Resolution.

By order of the Board

Sd/-

Md. Iquebal Ahmad

Company Secretary and Compliance Officer
Membership No. ACS20921

Date: 14th May 2026

Place: Sleepwell Tower, Plot No. 14,
Sector 135, Noida, Uttar Pradesh – 201301

Annexure: Particulars of Directors as required under Regulation 36(3) of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2

Name of Director and DIN	Mr. Rahul Gautam (DIN: 00192999)	Ms. Namita Gautam (DIN:00190463)
Age/Date of Birth	18/11/1952	17/07/1953
Nationality	Indian	Indian
Date of joining of the board	18/06/1971	14/11/2003
Brief profile of the Director including nature of expertise in specific functional areas and Qualification	Mr. Rahul Gautam has been with the Company since its inception and has been instrumental in shaping its growth and strategic direction. He holds a bachelor's degree in Technology (Chemical Engineering) from Indian Institute of Technology Kanpur and a master's degree in Science (Chemical Engineering) from Polytechnic Institute of New York. With over 50 years of experience in the home comfort products and polyurethane (PU) foam industry, Mr. Gautam has provided visionary leadership and deep industry expertise, contributing significantly to the Company's success and long-term development. He continues to guide the Company with his extensive knowledge, strategic insight, and commitment to excellence.	Ms. Namita Gautam has been with the Company for over four decades and possesses an in-depth understanding of its business, operations, and governance framework. Professionally qualified in Corporate Law, she has held several key leadership positions within the Sheela Group and has contributed significantly to the Company's growth and development. Her extensive experience and deep institutional knowledge have enabled her to make valuable contributions to the deliberations and decision-making processes of the Board and its Committees. She has also played a pivotal role in overseeing and advancing the Company's Corporate Social Responsibility (CSR) initiatives, demonstrating her commitment to sustainable and inclusive growth.
Terms and conditions of appointment/reappointment	Mr. Rahul Gautam is the Chairman and Managing Director of the Company, not liable to retire by rotation. The terms and conditions of appointment, including any alteration thereof, as may be mutually agreed between the Board of Directors and Mr. Rahul Gautam during his tenure of 5 (five) years, based on the recommendation of the Nomination and Remuneration Committee and in compliance with the applicable provisions of the Act.	Ms. Namita Gautam is a Wholetime Director of the Company, liable to retire by rotation. The terms and conditions of appointment, including any alteration thereof, as may be mutually agreed between the Board of Directors and Ms. Namita Gautam during her tenure of 5 (five) years, based on the recommendation of the Nomination and Remuneration Committee and in compliance with the applicable provisions of the Act.
Details of remuneration last drawn (FY 2025-26)	₹ 2,77,24,480	₹ 1,55,67,116
Details of remuneration sought to be paid	As provided in the explanatory statement accompanying the Notice.	As provided in the explanatory statement accompanying the Notice.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Mr. Rahul Gautam is husband of Ms. Namita Gautam, Wholetime Director and father of Mr. Tushaar Gautam, Joint Managing Director.	Ms. Namita Gautam is wife of Mr. Rahul Gautam, Chairman and Managing Director and mother of Mr. Tushaar Gautam, Joint Managing Director.
Other Directorship as on March 31, 2026	1. House of Kieraya Limited 2. Staqo Software Private Limited 3. Rangoli Resorts Private Limited 4. Sleepwell Enterprises Private Limited	1. Rangoli Resorts Private Limited
Chairmanship/Membership of the Committees of other Companies in which position of Director is held.	1. Rangoli Resorts Private Limited - Corporate Social Responsibility - Chairperson 2. Staqo Software Private Limited - Corporate Social Responsibility - Chairperson	1. Rangoli Resorts Private Limited : Corporate Social Responsibility - Member
Names of listed entities from which the person has resigned in past three years.	Nil	Nil
No. of Board Meetings attended during FY 2025-26	5	5
Number of shares held in the company	5,16,98,785	21,74,120

Name of Director and DIN	Mr. Rakesh Chahar (DIN: 00180587)	Mr. Tushaar Gautam (DIN:01646487)
Age/Date of Birth	15/12/1964	21/05/1978
Nationality	Indian	Indian
Date of joining of the board	14/11/2003	01/04/2007
Brief profile of the Director including nature of expertise in specific functional areas and Qualification	Mr. Rakesh Chahar has been associated with the Company since November 1, 1990, and has over three decades of rich leadership experience in Sales, Marketing, and Operations. He has served as a Whole-Time Director of the Company since 2003. A seasoned business leader with deep expertise in the bedding and polyurethane (PU) foam industry, Mr. Chahar has played a pivotal role in strengthening the Company's market position and driving its growth. He has made significant contributions to the Company's Sales, Marketing, and Operations functions and has been instrumental in developing a robust sales framework, including the successful implementation of omni-channel sales strategies.	Mr. Tushar Gautam has been an integral part of the Company's leadership for over two decades and currently leads the Company's operations. With more than 24 years of experience across operations, e-commerce, production, and research & development, he has played a significant role in driving operational excellence and business growth. Holding a degree in Industrial Engineering and Management from Purdue University, he combines strong technical expertise with strategic business acumen and has played a key role in driving innovation, operational excellence, and sustainability initiatives, supporting the Company's long-term growth and value creation.
Terms and conditions of appointment/reappointment	Mr. Rakesh Chahar is Deputy Managing Director (Wholetime Director) of the Company, liable to retire by rotation. The terms and conditions of appointment, including any alteration thereof, as may be mutually agreed between the Board of Directors and Mr. Rakesh Chahar during his tenure of 5 (five) years, based on the recommendation of the Nomination and Remuneration Committee and in compliance with the applicable provisions of the Act.	Mr. Tushaar Gautam is the Vice Chairman and Joint Managing Director of the Company, liable to retire by rotation. The terms and conditions of appointment, including any alteration thereof, as may be mutually agreed between the Board of Directors and Mr. Tushaar Gautam during his tenure of 5 (five) years, based on the recommendation of the Nomination and Remuneration Committee and in compliance with the applicable provisions of the Act.
Details of remuneration last drawn (FY 2025-26)	₹ 2,46,27,356	₹ 2,82,76,756
Details of remuneration sought to be paid	As provided in the explanatory statement accompanying the Notice.	As provided in the explanatory statement accompanying the Notice.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Not related to any other directors of the Company.	Mr. Tushaar Gautam is the son of Mr. Rahul Gautam, Chairman and Managing Director and Ms. Namita Gautam, Wholetime Director of the Company.
Other Directorship as on March 31, 2026	NIL	1. House of Kieraya Limited 2. Staqo Software Private Limited 3. Rangoli Resorts Private Limited 4. Sleepwell Enterprises Private Limited
Chairmanship/Membership of the Committees of other Companies in which position of Director is held.	NIL	1. House of Kieraya Limited - Nomination and Remuneration Committee - Member 2. Rangoli Resorts Private Limited - Corporate Social Responsibility - Member 3. Staqo Software Private Limited - Corporate Social Responsibility - Member
Names of listed entities from which the person has resigned in past three years.	NIL	Nil
No. of Board Meetings attended during FY 2025-26	5	4
Number of shares held in the company	Nil	21,74,120

Name of Director and DIN	Mr. Neeraj Jain (DIN: 00348591)	Ms. Hiroo Mirchandani (DIN: 06992518)
Age/Date of Birth	02/02/1962	17/06/1961
Nationality	Indian	Indian
Date of joining of the board	14/05/2026	06/06/2026
Brief profile of the Director including nature of expertise in specific functional areas and Qualification	As provided in the explanatory statement	As provided in the explanatory statement
Terms and conditions of appointment/reappointment	Appointment as an Independent Director for a period of 5 years commencing from May 14, 2026 till May 13, 2031.	Appointment as an Independent Director for a period of 5 years commencing from June 06, 2026 till June 05, 2031.
Details of remuneration last drawn (FY 2025-26)	Not Applicable	Not Applicable
Details of remuneration sought to be paid	Sitting Fees and Commission, if any, as approved by the Board of Directors	Sitting Fees and Commission, if any, as approved by the Board of Directors
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Not related to any other directors of the Company	Not related to any other directors of the Company
Other Directorship as on March 31, 2026	1. Tata Trustee Company Private Limited 2. Tata Pension Fund Management Private Limited 3. Gromax Agri Equipment Limited 4. Popular Vehicles and Services Limited 5. Radio Walla Network Limited 6. Value Angels Network Private Limited 7. Abbott India Limited (W.e.f. April, 25, 2026)	1. Crompton Greaves Consumer Electricals Limited 2. Piem Hotels Limited
Chairmanship/Membership of the Committees of other Companies in which position of Director is held.	1. Tata Trustee Co Pvt Ltd: Risk Committee - Chairperson Audit Committee - Member 2. Tata Pension Fund Management Pvt Ltd: Risk Committee - Chairperson Audit Committee – Member Nomination and Remuneration Committee - Member 3. Popular Vehicles and Services Ltd: Audit Committee - Member Nomination and Remuneration Committee - Member Risk Management Committee -Chairperson 4. Radiowalla Network Ltd: Audit Committee - Chairperson Nomination and Remuneration Committee - Member Stakeholders Relationship Committee - Member 5. Gromax Agri Equipment Ltd: Audit Committee – Member Nomination and Remuneration Committee – Member 6. Abbott India Limited: Audit Committee – Chairperson Stakeholders Relationship Committee – Member Risk Management Committee -Member	1. Crompton Greaves Consumer Electricals Limited: Stakeholders Relationship Committee - Member Corporate Social Responsibility Committee - Chairperson ESG Committee - Chairperson 2. Piem Hotels Limited: Audit Committee - Member Nomination and Remuneration Committee - Member Corporate Social Responsibility Committee - Member
Names of listed entities from which the person has resigned in past three years.	NIL	1. Tata Teleservices (Maharashtra) Limited 2. Medplus Health Services Limited 3. Nilkamal Limited
No. of Board Meetings attended during FY 2025-26	Not Applicable	Not Applicable
Number of shares held in the company	Not Applicable	Not Applicable

Name of Director and DIN	Mr. Rajeev Srivastava (DIN: 03568897)	Mr. Sudhir Ganpathy Shenoy (DIN: 05289639)
Age/Date of Birth	03/10/1964	03/05/1969
Nationality	Indian	Indian
Date of joining of the board	06/06/2026	06/06/2026
Brief profile of the Director including nature of expertise in specific functional areas and Qualification	As provided in the explanatory statement	As provided in the explanatory statement
Terms and conditions of appointment/reappointment	Appointment as an Independent Director for a period of 5 years commencing from June 06, 2026 till June 05, 2031.	Appointment as an Independent Director for a period of 3 years commencing from June 06, 2026 till June 05, 2029.
Details of remuneration last drawn (FY 2025-26)	Not Applicable	Not Applicable
Details of remuneration sought to be paid	Sitting Fees and Commission, if any, as approved by the Board of Directors	Sitting Fees and Commission, if any, as approved by the Board of Directors
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Not related to any other directors of the Company	Not related to any other directors of the Company
Other Directorship as on March 31, 2026	1. Coreops.AI Pvt Ltd 2. Stratfit Consultants Pvt. Ltd.	NIL
Chairmanship/Membership of the Committees of other Companies in which the position of Director is held.	NIL	NIL
Names of listed entities from which the person has resigned in past three years.	Redington limited	NiL
No. of Board Meetings attended during FY 2025-26	Not Applicable	Not Applicable
Number of shares held in the company	Not Applicable	Not Applicable