Sheela Foam Limited

(**CIN:** L74899MH1971PLC427835)
Registered Office: 1002 to 1006 The Avenue, International Airport Road,
Opp Hotel Leela Sahar, Marol Naka, Mumbai, Maharashtra, India, 400059
Corporate Office: 14, Sector-135, Noida 201301, Uttar Pradesh
Email : investorrelation@sheelafoam.com **Website:** www.sheelafoam.com
Phone: + 91 120 4868400

Notice of Postal Ballot/Electronic Voting (E-Voting) to the Shareholders

(Notice issued to members pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to Section 108 read with Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2') and other applicable laws and regulations read with the General Circular Nos. 14/2020 dated 08th April, 2020 and 17/2020 dated 13th April, 2020 and subsequent circulars issued in this regard, the latest being, General Circular No. 09/2024 dated 19th September, 2024 and 03/2025 dated 22nd September 2025 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), to transact the special business as set out herein below by passing resolution by way of postal ballot only by voting through electronic means ('remote e-voting').

A detailed explanatory statement setting out the material facts concerning the resolution and the instructions for e-voting is annexed to the Notice.

As per the MCA Circulars, the Company is sending Postal Ballot Notice (the "Notice") only by email to all its members who have registered their email addresses with the Company or depository(ies) / depository participants. This Notice is being issued to the members in compliance with the MCA Circulars. Accordingly, a physical copy of the Notice, along with the Postal Ballot Form and a pre-paid business reply envelope, is not being sent to the Members for this Postal Ballot. The communication of assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company has engaged the services of MUFG Intime India Private Limited (MIIPL) (formerly known as Link Intime India Private Limited (LIIPL)) for the purpose of providing remote e-voting facility to its Members to enable them to cast their votes electronically. The instructions for remote e-voting are appended to this Notice.

The e-voting period commences from 10:00 A.M. (IST) on Friday, 21st August, 2026 and ends at 05.00 P.M. (IST) on Saturday, 19th September, 2026.

The Board of Directors has appointed Mr. Amitabh (ICSI Membership No.14190), Partner, AVA Associates, Company Secretaries, New Delhi, as the Scrutinizer for conducting the E-Voting/Postal Ballot process in a fair and transparent manner.

SPECIAL BUSINESS:

APPROVAL FOR APPOINTMENT OF MS. AVANTIKA SINGH GAUTAM (DIN: 08368772) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR

To consider, and if thought fit, approve the appointment of Ms. Avantika Singh Gautam as non-executive non-independent director of the Company for the period of five years, and to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the appointment of Ms. Avantika Singh Gautam (DIN: 08368772), who was appointed as an Additional Director of the Company with effect from 04th August, 2026, and who has confirmed that she is not disqualified from being appointed as a Director under Section 164 of the Act or debarred by the Securities and Exchange Board of India (SEBI) or any other statutory authority from holding the office of Director, as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation in accordance with Section 152(6) of the Act, for a term of five (5) consecutive years with effect from 04th August, 2026.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board or any officer of the Company severally authorised by the Board, be and is hereby authorised 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."

By Order of the Board,

sd/
Md. Iquebal Ahmad
Company Secretary & Compliance Officer
Membership No.: A20921

Date: 04th August, 2026
Place: Noida

Notes:

(I) An Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.

(II) As per Section 108, 110 and other applicable provisions of the Act read with Rule 20 & 22 of the Rules, cut-off date for the purpose of reckoning the voting rights and sending the Notice is Friday 14th August, 2026 ("Cut-off date"). A person who is not a member as on the Cut-off date should treat the Notice for information purposes only.

(III) Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

(IV) In accordance with the MCA Circulars, the Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut- off date.

(V) The e-voting shall commence on Friday, 21st August, 2026 at 10.00 A.M. (IST) and end on Saturday, 19th September, 2026 at 05.00 P.M. (IST). The e-voting module shall be disabled by the Instavote platform of MUFG Intime India Private Limited (MIIPL) for voting thereafter. During this period, the members of the Company (including those members who may not have received the Notice due to non-registration of their email address with the Company or the Depositories) holding shares in physical form or dematerialised form as on the Cut-off date, may cast their vote by electronic means in the manner as set out herein Note No. (X) below. Once a member casts a vote on a resolution, the member shall not be allowed to change it subsequently.

(VI) The Notice shall also be uploaded on the website of the Company (https://sheelafoam.com), on the website of **MIIPL**, the Company's Registrar and Transfer Agent at https://instavote.linkintime.co.in and on the websites of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).

(VII) The Scrutinizer will submit report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within forty-eight hours from the conclusion of the postal ballot e-voting. The Scrutinizer's decision on the validity of votes cast will be final.

(VIII) The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.sheelafoam.com and on the website of NSDL at www.evoting.nsdl.com immediately after the results are declared by the Chairman or any other person so authorised by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed.

(IX) The Resolution, if passed by the requisite majority through Postal Ballot by remote e-voting, will be deemed to have been passed on the last date specified for e-voting i.e., 19th September, 2026.

(X) **REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Click on the "Beneficial Owner" icon under the "IDeAS Login Section".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password.

e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play App Store

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/ Member' section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "**Login**" under 'SHARE HOLDER' tab.

b) Enter details as under:

A. User ID: Enter User ID

B. Password: Enter existing Password

C. Enter Image Verification (CAPTCHA) Code

D. Click "Submit".

InstaVote USER ID	NSDL	User ID Is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no, registered with the Companyc

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "**Sign Up**" under 'SHARE HOLDER' tab & register with details as under:

A. User ID: Enter User ID

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

InstaVote USER ID		
	NSDL	User ID Is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no, registered with the Companyc

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

o Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.

o Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.

o Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above

E. Set the password of your choice.

(The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

F. Enter Image Verification (CAPTCHA) Code.

G. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu section

C. Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

2) 'Investor's Name - Enter Investor's Name as updated with DP.

3) 'Investor PAN' - Enter your 10-digit PAN.

4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 request at evoting@nsdl.co.in 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 request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Further Click on "**forgot password?**"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

InstaVote USER ID	NSDL	User ID Is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no, registered with the Companyc

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on "**forgot password?**"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

InstaVOTE

Team InstaVote
MUFG Intime India Private Limited
Formerly Link Intime India Private Limited

Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013 ('the Act')

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business set out in the accompanying Notice.

The Board of Directors of the Company, at its meeting held on 04th August, 2026, based on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Avantika Singh Gautam (DIN:08368772) as an Additional Director of the Company in the category of Non-Executive Non-Independent Director, with effect from 04th August, 2026.

The Company has received from Ms. Avantika Singh Gautam her consent to act as a Director, disclosures, declarations and other confirmations as required under the Companies Act, 2013 and the Rules made thereunder. She has confirmed that she has not been disqualified under Section 164(2) of the Companies Act, 2013, from being appointed or holding an office of director in a company. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, she has further confirmed that she has not been debarred or disqualified from being appointed or continuing to act as a director of any company by any statutory authority. The Board is satisfied that she fulfils the conditions prescribed under the Companies Act, 2013 and the applicable SEBI Regulations for her appointment as a Director of the Company.

Ms. Avantika Singh Gautam is an accomplished broadcast journalist, senior news anchor, and media professional with over two decades of distinguished experience covering critical national and international affairs. She has served as a prime-time anchor with the India Today Group and Network18, and is one of the most respected editorial voices in television news. She also worked with Teach For India, a member of the global Teach For All network, where she led the strategy and execution of the organisation's expansion initiatives, contributing significantly to its growth and impact. She completed the Persuasive Communication programme at the Harvard Kennedy School and subsequently earned a Master's degree in Global Leadership and Global Affairs from The Fletcher School at Tufts University.

Ms. Avantika Singh Gautam brings to the Board a unique combination of strategic thinking, governance perspective, leadership, and social impact orientation. Her diverse professional experience, global exposure, and understanding of the promoters' long-term vision are expected to enrich the Board's deliberations and support the Company's continued growth and sustainable value creation.

Based on the recommendation of the Nomination and Remuneration Committee and after considering her qualifications, experience, expertise, and leadership capabilities, the Board of Directors is of the opinion that Ms. Avantika Singh Gautam appointment would further strengthen the Board by bringing a valuable combination of professional expertise, strategic insight and a next-generation perspective, while supporting the Company's long-term leadership succession planning. Accordingly, with a view to further strengthening the leadership of the Company, the Board recommends her appointment as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, for a term of five (5) consecutive years with effect from 4th August, 2026.

She shall be paid remuneration by way of a sitting fees 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 payable to Non-Executive Directors within the limit of one per cent of the net profits of the Company as prescribed under Section 197 of the Companies Act, 2013 and other applicable provisions of the Act.

Disclosures, as required under 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 Ms. Avantika Singh Gautam, being the appointee, and Mr. Rahul Gautam, Chairman and Managing Director, Mr. Tushaar Gautam, Vice Chairman and Joint Managing Director, and Ms. Namita Gautam, Whole-time Director, being her relatives and belong to the Promoter Group of the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution.

The Board of Directors recommends the Ordinary Resolution set out in the Notice for approval by the Members, as it is in the best interests of the Company.

For **Sheela Foam Limited**

sd/
Md. Iquebal Ahmad
Company Secretary & Compliance Officer
ICSI Membership No.: A20921

Date: 04th August, 2026
Place: Noida

Particulars of Director as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2

Name of Director and DIN	**Ms. Avantika Singh Gautam (DIN: 08368772)**
Age/Date of Birth	42 Years / 13th January 1984
Nationality	Indian
Date of joining of the board	04th August, 2026
Brief profile of the Director including nature of expertise in specific functional areas and Qualification	As provided in the explanatory statement accompanying the Notice.
Terms and conditions of appointment/ reappointment	Appointed as a Non-Executive Non-Independent Director for a term of five (5) years, with effect from 04 August 2026, liable to retire by rotation in accordance with the provisions of the Companies Act, 2013
Details of remuneration last drawn (FY 2025-26)	Not Applicable
Details of remuneration sought to be paid	Sitting Fees and Commission as approved by the Board of Directors in accordance with the provisions of the Companies Act, 2013 as provided in explanatory statement accompanying the Notice.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Ms. Avantika Singh Gautam is the wife of Mr. Tushaar Gautam, Vice Chairman & Joint Managing Director, and the daughter-in-law of Mr. Rahul Gautam, Chairman and Managing Director, and Ms. Namita Gautam, Whole-time Director of the Company.
Other Directorship as on 04th August, 2026	Rangoli Resorts Private Limited (Director)
Chairmanship/Membership of the Committees of other Companies in which position of Director is held.	NIL
Names of listed entities from which the person has resigned in the past three years.	NIL
No. of Board Meetings attended during FY 2026-27	One out of one
Number of shares held in the company	21,74,120 Equity Shares (1.99% of the paid-up equity capital)