Date: 11th June 2025

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

Dear Sir/ Ma'am,

Subject: Prior intimation under Regulation 10(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, for the proposed acquisition of equity shares of Sheela Foam Limited, by way of gift.

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

In compliance with the provisions of Regulation 10(1)(a)(i) read with Regulation 10(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations**"), I, **Rahul Gautam**, Promoter and Whole-time Director of Sheela Foam Limited ("**Company**") along with **Mrs. Avantika Singh**, residents of E-3, Asola Homes, Near Raj Vidya Kender, Fatehpur Beri, South Delhi, Delhi-110074, India, hereby submit prior intimation via disclosure as required under Regulation 10(5) of the Takeover Regulations, for the proposed acquisition of equity shares of the Company, by way of inter-se transfer amongst the qualifying persons being immediate relatives, by way of gift through Off-Market Transaction, in the following manner:

Date of Proposed Acquisition	**Name of the Transferor/ Donor**	**Name of the Transferee/ Donee i.e., Acquirers**	**Relationship between Transferor/ Donor and Transferee/ Donee**	**No. of Equity Shares proposed to be acquired by way of Gift**	**Percentage of Equity Shares proposed to be acquired by way of Gift**
18th June 2025	Mrs. Namita Gautam (Member of the Promoter Group of the Company)	Mr. Rahul Gautam (Promoter of the Company)	Mr. Rahul Gautam (Donee) is the husband of Mrs. Namita Gautam (Donor)	92,57,638	8.52%
18th June 2025	Mr. Tushaar Gautam (Promoter of the Company)	Mr. Rahul Gautam (Promoter of the Company)	Mr. Rahul Gautam (Donee) is the father of Mr. Tushaar Gautam (Donee)	2,98,50,388	27.46%

18th June 2025	Mr. Tushaar Gautam (Promoter of the Company)	Mrs. Avantika Singh (Member of the Promoter Group of the Company)	Mrs. Avantika Singh (Donee) is the wife of Mr. Tushaar Gautam (Donor)	21,74,120	2.00%
			Total	**4,12,82,146**	**37.98%**

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

The aggregate holding of the Promoter and Promoter Group of the Company before and after the aforementioned proposed acquisition shall remain the same.

Accordingly, necessary disclosure under Regulation 10(5) of the Takeover Regulations in the prescribed format, is enclosed herewith for your information and records.

Thanking You,

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

Date: 11th June 2025
Place: New Delhi

Encl.: Report under Regulation 10(5) of the Takeover Regulations

CC
To,
The Company Secretary
Sheela Foam Limited
Regd. Office: 1002 to 1006, The Avenue International Airport Road,
Opp Hotel Leela Sahar, Marol Naka, Mumbai, Maharashtra - 400059, India
Email: investorrelation@sheelafoam.com

<u>Format for Disclosures under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011</u>

<table>
<tr><td>1</td><td colspan="2">Name of the Target Company (TC)</td><td>Sheela Foam Limited

BSE Scrip Code: Scrip code: 540203
NSE Symbol: SFL</td></tr>
<tr><td>2</td><td colspan="2">Name of the acquirer(s)</td><td>1. Mr. Rahul Gautam
2. Mrs. Avantika Singh</td></tr>
<tr><td>3</td><td colspan="2">Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters</td><td>1. Mr. Rahul Gautam is a Promoter and Whole-time Director of the Target Company.

2. Mrs. Avantika Singh is a member of the ‘Promoter Group’, being an immediate relative (i.e., spouse) of Mr. Tushaar Gautam (Promoter and Managing Director of the Target Company).</td></tr>
<tr><td rowspan="4">4</td><td colspan="2">Details of the proposed acquisition</td><td></td></tr>
<tr><td>a.</td><td>Name of the person(s) from whom shares are to be acquired</td><td>1. Mr. Rahul Gautam to acquire (by way of gift) equity shares from Mr. Tushaar Gautam (Son of Mr. Rahul Gautam) and Mrs. Namita Gautam (Wife of Mr. Rahul Gautam).

2. Mrs. Avantika Singh to acquire (by way of gift) equity shares from Mr. Tushaar Gautam (Husband of Mrs. Avantika Singh).</td></tr>
<tr><td>b.</td><td>Proposed date of acquisition</td><td>On or after 18th June 2025</td></tr>
<tr><td>c.</td><td>Number of shares to be acquired from each person mentioned in 4(a) above</td><td>1. Mr. Rahul Gautam to acquire (by way of gift) 3,91,08,026 equity shares of the Target Company from the following equity shareholders of the Target Company:

a) 2,98,50,388 equity shares from Mr. Tushaar Gautam (i.e., Promoter of the Target Company and his son); and

b) 92,57,638 equity shares from Mrs. Namita Gautam (i.e., Member of Promoter Group of the Target Company and his wife).

2. Mrs. Avantika Singh to acquire (by way of gift) 21,74,120 equity shares from Mr. Tushaar</td></tr>
</table>

			Gautam (i.e., Promoter of the Target Company).
	d.	Total shares to be acquired as % of share capital of TC	Acquirers will acquire (by way of gift) – 37.98% of the equity share capital of the Target Company, in the below mentioned ratio: i. Mr. Rahul Gautam to acquire (by way of gift) - 35.98% of the equity share capital of the Target Company from the following transferors/ donors: a. 27.46% of the equity share capital of the Target Company from Mr. Tushaar Gautam (i.e., Promoter of the Target Company and his son); and b. 8.52% of the equity share capital of the Target Company from Mrs. Namita Gautam (i.e., Member of Promoter Group of the Target Company and his wife). ii. Mrs. Avantika Singh to acquire (by way of gift) – 2% of the equity share capital of the Target Company from Mr. Tushaar Gautam (i.e., Promoter of the Target Company).
	e.	Price at which shares are proposed to be acquired	Nil, since the proposed acquisition is pursuant to inter-se transfer of equity shares amongst the qualifying persons being immediate relatives of the ‘Promoters’ and ‘Members of Promoter Group’, by way of gift through ‘Off-Market Transaction’ which is exempted under Regulation 10(1)(a)(i) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Takeover Regulations**”).
	f.	Rationale, if any, for the proposed transfer	The proposed acquisition of equity shares of the Target Company is a part of family arrangement, for smooth succession planning of the family.
5	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer.		Regulation 10(1)(a)(i) of the Takeover Regulations.
6	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance		Not Applicable, as the proposed acquisition is inter-se transfer between the qualifying persons being immediate relatives, by way of gift, which

<table>
<tr><td></td><td colspan="2">of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.</td><td colspan="4">is exempted under Regulation 10(1)(a)(i) of the Takeover Regulations.</td></tr>
<tr><td>7</td><td colspan="2">If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.</td><td colspan="4">Not Applicable, as the proposed acquisition is inter-se transfer between the qualifying persons being immediate relatives, by way of gift, which is exempted under Regulation 10(1)(a)(i) of the Takeover Regulations.</td></tr>
<tr><td>8</td><td colspan="2">Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.</td><td colspan="4">Not Applicable, as the proposed acquisition is inter-se transfer between the qualifying persons being immediate relatives, by way of gift, which is exempted under Regulation 10(1)(a)(i) of the Takeover Regulations.</td></tr>
<tr><td>9</td><td colspan="2">Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997).

The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.</td><td colspan="4">With respect to the proposed acquisition through inter-se transfer of equity shares of the Target Company, in terms of Regulation 10(1)(a)(i) of the Takeover Regulations and subsequent amendments thereto, it is hereby declared and confirmed that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition)/ will comply with the applicable disclosure requirements in Chapter V of the Takeover Regulations.

The undersigned agree to furnish the copies of the disclosures made during previous 3 years prior to the date of proposed acquisition.</td></tr>
<tr><td>10</td><td colspan="2">Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.</td><td colspan="4">It is hereby declared and confirmed that all the conditions specified under Regulation 10(1)(a) of the Takeover Regulations with respect to exemptions has been duly complied with.</td></tr>
<tr><td rowspan="4">11</td><td colspan="2" rowspan="2">Shareholding details</td><td colspan="2">Before the proposed transaction</td><td colspan="2">After the proposed transaction</td></tr>
<tr><td>No. of shares /voting rights</td><td>% w.r.t total share capital of TC</td><td>No. of shares /voting rights</td><td>% w.r.t total share capital of TC</td></tr>
<tr><td rowspan="2">a.</td><td colspan="5">Acquirer(s) and PACs (other than sellers)</td></tr>
<tr><td>Acquirers:</td><td></td><td></td><td colspan="2"></td></tr>
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	1.	Mr. Rahul Gautam (Existing Promoter)	1,25,90,759	11.58%	5,16,98,785	47.56%
	2.	Mrs. Avantika Singh (Member of Promoter Group)	-	-	21,74,120	2.00%
		PACs (other than sellers):				
		Rangoli Resorts Private Limited (Existing Promoter)	1,31,88,318	12.13%	1,31,88,318	12.13%
	b.	**Seller (s):**				
	1.	Mr. Tushaar Gautam (Existing Promoter)	3,41,98,628	31.46%	21,74,120	2.00%
	2.	Mrs. Namita Gautam (Existing Member of Promoter Group)	1,14,31,758	10.52%	21,74,120	2.00%

Rahul Gautam (Acquirer)
Date:11th June 2025
Place: New Delhi

Avantika Singh (Acquirer)
(Member of the Promoter Group of the Company, being wife of Mr. Tushaar Gautam)
Date: 11th June 2025
Place: New Delhi