



Date: 01.04.2025

Ref no. SLL/SE/23/2025

To, National Stock Exchange of India Limited ("NSE") Listing Department Exchange Plaza, C-1 Block G, Bandra Kurla Complex Bandra [E], Mumbai – 400051	To, BSE Limited ("BSE") Listing Department Corporate Relationship Department Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001
NSE Scrip Symbol: STANLEY	BSE Scrip Code: 544202
ISIN: INE01A001028	ISIN: INE01A001028

Dear Sir/Ma'am,

Subject: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 30 read with clause 20 of Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby disclose details of adjudication orders received from the Registrar of Companies, Karnataka, against Stanley OEM Sofas Limited, a wholly-owned subsidiary of Stanley Lifestyles Limited.

As detailed in the Prospectus of the Holding Company, Stanley Lifestyles Limited (Page 384), Stanley OEM Sofas Limited had received show cause notices from the RoC for alleged violations of Sections 188, 146, 101, 129, 405 and 118 of the Companies Act, 2013, through letters dated March 15, 2024. In response to the applications filed by Stanley OEM Sofas Limited, adjudication orders have been issued for violations under Sections 405, 118, 101, and 188 of the Companies Act, 2013, all dated March 31, 2025, while orders for certain other violations are currently awaited.

The details as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, read with master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are provided in Annexures 1, 2, 3, and 4 enclosed herewith.

We request you to kindly take the above information on record.

Thanking You,

For Stanley Lifestyles Limited

Akash Shetty
Company Secretary and Compliance Officer
FCS No.11314

Stanley Lifestyles Limited

Registered Office: SY No. 16/2 and 16/3 Part, Hosur Road, Veerasandra village, Attibele Hobli, Anekal Taluk, Bangalore, Karnataka-560100

CIN: L19116KA2007PLC044090 | **Phone:** 080 6895 7200 | **E-mail:** compliance@stanleylifestyles.com | **Website:** www.stanleylifestyles.com

Annexure 1: Adjudication Order under Section 405(4) of the Companies Act, 2013

Action taken/order passed by Registrar of Companies, Karnataka against Stanley OEM Sofas Limited

(Disclosure under Regulation 30 read with Clause 20 of Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Sl. No.	Particulars	Description
1	Name of the authority	Registrar of Companies, Karnataka
2	Nature and details of the action(s) taken, initiated or order(s) passed	<p>Stanley OEM Sofas Limited, a wholly-owned subsidiary of Stanley Lifestyles Limited, has received show cause notices from the ROC for alleged violations of Sections 188, 146,405,101,129 and 118 of the Companies Act, 2013, through letters dated March 15, 2024, subsequent to the disclosures in the Prospectus of Stanley Lifestyles Limited (Page 384).</p> <p>An adjudication order under Section 454 was passed for violation of Section 405(4) of the Companies Act, 2013, imposing penalties of ₹40,000 on Stanley OEM Sofas Limited and ₹40,000 each on Mrs. Shubha Sunil (Director), Mr. Sunil Suresh (Director), and Mr. Ananthakrishnan Viswanath (Ex-Director).</p>
3	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Date of receipt of the order: 31-03-2025
4	Details of the violation(s)/contravention(s) committed or alleged to be committed	During the inquiry conducted under Section 206(4) read with Section 208 of the Act, it was observed that the Company had disclosed an outstanding MSME payable of Rs. 57.05 lakh as of 31st March 2021. However, the financial statements for the years 2019-20 and 2020-21 did not provide details regarding the remaining dues, payables, or accrued interest.
5	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible	The liability is not expected to have a material impact on the Company's operations, and the Company is taking steps to file an appeal against the said order.

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Annexure 2: Adjudication Order under Section 118(10) of the Companies Act, 2013

Action taken/order passed by Registrar of Companies, Karnataka against Stanley OEM Sofas Limited

(Disclosure under Regulation 30 read with Clause 20 of Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Sl. No.	Particulars	Description
1	Name of the authority	Registrar of Companies, Karnataka
2	Nature and details of the action(s) taken, initiated or order(s) passed	<p>Stanley OEM Sofas Limited, a wholly-owned subsidiary of Stanley Lifestyles Limited, has received show cause notices from the ROC for alleged violations of Sections 188, 146,405,101,129 and 118 of the Companies Act, 2013, through letters dated March 15, 2024, subsequent to the disclosures in the Prospectus of Stanley Lifestyles Limited (Page 384).</p> <p>An adjudication order under Section 454 was passed for violation of Section 118(10) of the Companies Act, 2013, imposing penalties of ₹75,000 on Stanley OEM Sofas Limited and ₹15,000 each on Mrs. Shubha Sunil (Director), Mr. Sunil Suresh (Director), and Mr. Ananthakrishnan Viswanath (Ex-Director).</p>
3	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Date of receipt of the order: 31-03-2025
4	Details of the violation(s)/contravention(s) committed or alleged to be committed	The Company failed to disclose the dates of Board Meetings in its Board's Reports for FY 2017-18, 2018-19, and 2020-21, in violation of Secretarial Standard-1 (SS-1). This renders the claim of full compliance with Secretarial Standards inaccurate, attracting implications under Section 448 of the Companies Act, 2013.
5	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible	The liability is not expected to have a material impact on the Company's operations, and the Company is taking steps to file an appeal against the said order.

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Annexure 3: Adjudication Order under Section 101 of the Companies Act, 2013

Action taken/order passed by Registrar of Companies, Karnataka against Stanley OEM Sofas Limited

(Disclosure under Regulation 30 read with Clause 20 of Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Sl. No.	Particulars	Description
1	Name of the authority	Registrar of Companies, Karnataka
2	Nature and details of the action(s) taken, initiated or order(s) passed	<p>Stanley OEM Sofas Limited, a wholly-owned subsidiary of Stanley Lifestyles Limited, has received show cause notices from the ROC for alleged violations of Sections 188, 146, 405, 101, 129 and 118 of the Companies Act, 2013, through letters dated March 15, 2024, subsequent to the disclosures in the Prospectus of Stanley Lifestyles Limited (Page 384).</p> <p>An adjudication order under Section 454 was passed for violation of Section 101 of the Companies Act, 2013, imposing penalties of ₹10,000 on Stanley OEM Sofas Limited and ₹10,000 each on Mrs. Shubha Sunil (Director), Mr. Sunil Suresh (Director), and Mr. Ananthakrishnan Viswanath (Ex-Director).</p>
3	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Date of receipt of the order: 31-03-2025
4	Details of the violation(s)/contravention(s) committed or alleged to be committed	Stanley OEM Sofas Limited failed to comply with the requirements of Section 101 of the Companies Act, 2013, for the financial year 2019-20, related to the Annual General Meeting held on 29.12.2020, as identified during an inquiry by the ROC.
5	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible	The liability is not expected to have a material impact on the Company's operations, and the Company is taking steps to file an appeal against the said order.

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Annexure 4: Adjudication Order under Section 188(5) of the Companies Act, 2013

Action taken/order passed by Registrar of Companies, Karnataka against Stanley OEM Sofas Limited

(Disclosure under Regulation 30 read with Clause 20 of Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Sl. No.	Particulars	Description
1	Name of the authority	Registrar of Companies, Karnataka
2	Nature and details of the action(s) taken, initiated or order(s) passed	Stanley OEM Sofas Limited, a wholly-owned subsidiary of Stanley Lifestyles Limited, has received show cause notices from the ROC for alleged violations of Sections 188, 146,405,101,129 and 118 of the Companies Act, 2013, through letters dated March 15, 2024, subsequent to the disclosures in the Prospectus of Stanley Lifestyles Limited (Page 384). An adjudication order under Section 454 was passed for violation of Section 188(5) of the Companies Act, 2013, imposing penalties of ₹5,00,000 each on Mrs. Shubha Sunil (Director), Mr. Sunil Suresh (Director), and Mr. Ananthakrishnan Viswanath (Ex-Director).
3	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Date of receipt of the order: 31-03-2025
4	Details of the violation(s)/contravention(s) committed or alleged to be committed	The Company has been alleged to have entered into substantial related party transactions without obtaining fresh or omnibus approvals, relying instead on an old Board resolution. Additionally, the AOC-2 disclosures lacked key contract details. These actions are considered violations of Sections 188 of the Companies Act, 2013
5	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible	The liability is not expected to have a material impact on the Company's operations, and the Company is taking steps to file an appeal against the said order and the Concerned officers in default (Director – Mr. Sunil Suresh, Director – Mrs. Shubha Sunil and Ex-Director Mr. Ananthakrishnan Viswanath) are taking steps to file an appeal against the said order.

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