

Date: 02.09.2025

Ref no. SLL/SE/80-2025

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: Intimation of 18<sup>th</sup> Annual General Meeting of the Company and Cut-off Date**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 18<sup>th</sup> Annual General Meeting ("AGM") of the Members of the Company will be held on Friday, September 26, 2025 at 4:00 PM IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the businesses as set out in the Notice of AGM.

In accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing its members the facility to exercise their right to vote on resolutions proposed at the AGM through remote e-voting as well as during the AGM.

The cut-off date for determining the eligibility of members to vote through remote e-voting or at the AGM is Friday, September 19, 2025.

The remote e-voting period shall commence on September 23, 2025 (9:00 a.m. IST) and ends on September 25, 2025 (5:00 p.m. IST)

The Notice of AGM is being sent electronically to all eligible shareholders and is also available on the website of the Company at [www.stanleylifestyles.com](http://www.stanleylifestyles.com) and on the websites of the Stock Exchanges.

You are requested to take the above on record.

**Thanking You,**

**For Stanley Lifestyles Limited**

**Sunil Suresh**  
**Managing Director**  
**DIN: 01421517**

*Enclosed as above*

**Stanley Lifestyles Limited**

# NOTICE OF 18<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the **18<sup>th</sup> (Eighteenth)** Annual General Meeting of the Members of Stanley Lifestyles Limited will be held on **Friday, September 26, 2025, at 4:00 P.M IST** ("Notice") through Video conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility, to transact the following businesses:

## ORDINARY BUSINESS

1. To receive, consider and adopt: -
  - i. The Standalone Audited Financial Statements for the financial year ended **31st March 2025** and the Reports of the Board of Directors and Auditors thereon
  - ii. The Consolidated Audited Financial Statements for the financial year ended **31st March 2025** and the Reports of the Auditors thereon
2. To appoint a Director in place of Mrs. Sonakshi Sunil (DIN: 09387990), who retires by rotation and being eligible, offers herself for re-appointment.

## SPECIAL BUSINESS

3. To appoint Mr. Vijayakrishna KT, Practising Company Secretary as the Secretarial Auditor of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ('SEBI Listing Regulations') and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Vijayakrishna KT, Practising Company Secretary (FCS 1788 and CP 980) as the Secretarial Auditor of the Company, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report, for a period of five (5) consecutive years, commencing from the Financial Year 2025-2026 till Financial Year 2029-2030, at such remuneration including applicable taxes and out-

of-pocket expenses, payable to him during their tenure as the Secretarial Auditors of the Company, as may be mutually agreed between the Board of Directors or any Committee of the Board and the Secretarial Auditor from time-to-time."

4. To approve an increase in the ESOP Pool from 15,08,212 options to 37,93,580 options and amendment in 'Stanley Lifestyles Limited Employee Stock Option Plan-2022'.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** in accordance with the provisions of Section 62(1)(b) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board Of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as "SEBI Listing Regulations), the circulars/ guidelines issued by the Securities and Exchange Board of India ('SEBI'), and such other applicable rules (if any) framed pursuant to the Companies Act 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with the provisions of articles of association of the Company and subject to such other approval(s), permission(s) and sanction(s) of the appropriate authorities as may be applicable and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s) and in terms of recommendation made by the Nomination & Remuneration Committee (NRC) and approval by the Board of Directors, consent of the Members of the Company be and is hereby accorded, for an increase in the ESOP pool of "Stanley Lifestyles Limited Employee Stock Option Plan-2022" ("ESOP 2022") from existing 15,08,212 options to 37,93,580 options on the terms set out thereof including without limitation to granting and/ or vesting of such number of stock options which could give rise to the issue of Equity Shares of the Company, not exceeding 37,93,580 in aggregate, at such price and on such terms and conditions as set out under the ESOP 2022 and to approve the amended Stanley Lifestyles Limited Employee Stock Option Plan-2022.

**RESOLVED FURTHER THAT** the Nomination & Remuneration Committee, be and is hereby authorized to formulate, implement and administer the restated ESOP 2022 and vary, amend, modify or alter the terms of the restated ESOP 2022 subject to the terms of the Companies Act, 2013 and any guidelines, rules or regulations that may be issued by any regulatory/statutory authority, as applicable.

**RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company be and are hereby severally authorised to do all necessary acts and deeds to give effect to the resolution.”

By Order of the Board,  
For **Stanley Lifestyles Limited**

Place: Bangalore  
Date: August 28, 2025

**Rasmi Ranjan Naik**  
Company Secretary and Compliance Officer  
(Membership No. F7599)

**Notes:**

- 1) Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
- 2) A member entitled to attend and vote at the AGM 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 the AGM is being held through VC, the facility for the appointment of proxies by the members will not be available.
- 3) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 4) The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 5) Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email to [compliance@stanleystyles.com](mailto:compliance@stanleystyles.com) with a copy marked to ([einward.ris@kfintech.com](mailto:einward.ris@kfintech.com))
- 6) The register of directors and key managerial personnel (KMP) 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 from the date of circulation of this Notice up to the date of AGM, i.e. September 26, 2025. Members seeking to inspect such documents can send an email to [compliance@stanleystyles.com](mailto:compliance@stanleystyles.com)
- 7) Members whose shareholding is in demat mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the SEBI Circulars from time to time.
- 8) Members are requested to address all correspondence to RTA, KFin Technologies Limited, Unit: Stanley Lifestyles Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032 and e-mail at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
- 9) In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by KFin Technologies Limited. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice. The Board has appointed Mrs. Kalaivani S, (Membership No. ACS57112) (CP No. 22158) Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.
- 10) Members holding shares either in physical or dematerialized mode, as on cut-off date, i.e. September 19, 2025, may cast their votes electronically. The e-voting period commences on September 23, 2025 (9:00 a.m. IST) and ends on September 25, 2025 (5:00 p.m. IST). The e-voting module will be disabled by KFin Technologies Limited thereafter. Members will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e., September 19, 2025. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
- 11) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the Listing Regulations read with MCA Circulars, as amended, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 18th AGM and facility for those Members participating in the 18th AGM to cast vote through remote e-Voting system during the 18th AGM. For this purpose, KFin Technologies Limited ("KFin") will be providing facility for voting through remote e-Voting,

for participation and remote e-Voting in the 18th AGM through VC/ OAVM facility and remote e-Voting during the 18th AGM. Members may note that Kfin may use third party service provider for providing participation of the Members through VC/ OAVM facility.

- 12) The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
- 13) Any person holding shares in physical mode or a person, who acquires shares and becomes a member of the Company after the Notice is sent and holding shares as on the cut-off date, i.e. September 19, 2025, may obtain the login ID and password by sending a request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). However, if he / she is already registered with KFin Technologies Limited for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote.
- 14) In compliance with the Circulars, the Annual Report for 2024-25, the Notice of the 18th AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP). A letter providing the web-link for accessing the Annual report will be sent to those members who have not registered their email address with the Company.
- 15) We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses, are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), to receive copies of the Annual Report 2024-25 in electronic mode.
- 16) Members may also note that the Notice of the 18th AGM and the Annual Report 2024-25 will also be available on the Company's website at, [www.stanleylifestyles.com](http://www.stanleylifestyles.com), websites of the stock exchanges, i.e BSE and NSE, at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
- 17) The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning business under Item No. III of the Notice is annexed hereto.
- 18) The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared

along with the Scrutinizer's report shall be communicated to the stock exchanges, RTA, and will also be displayed on the Company's website [www.stanleylifestyles.com](http://www.stanleylifestyles.com)

- 19) Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
- 20) The Company has designated an exclusive email address, [investors@stanleylifestyles.com](mailto:investors@stanleylifestyles.com) which enable the Members to post their grievances and monitor its redressed. Any member having any grievance may post the same to the said Email address for its quick redressal.

The Company has availed the services of KFin Technologies Limited ("**KFin**") for conducting the AGM through VC/OAVM and enabling participation of shareholders at the meeting thereto and for providing services of remote e-voting and e-voting during the AGM (Insta Poll).

- a) Any person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the Friday, September 19, 2025 only shall be entitled to avail the facility of remote e-voting. The remote e-voting period commences on September 23, 2025 at 9:00 a.m. IST and ends on September 25, 2025 at 5:00 p.m. IST. The remote e-voting module shall be disabled by Kfin for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she/it shall not be allowed to change it subsequently.
- b) 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.
- c) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Kfin for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a shareholder using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Kfin.
- d) In order to increase the efficiency of the voting process, and pursuant to the SEBI Circular No. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated 9 December 2020, the demat account holders, are provided a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders will now be able to cast their vote without having to register again with the E-voting Service Providers ("ESPs"), thereby facilitating seamless authentication and convenience of participating in e-voting process.

**The procedure for remote e-voting is as under:**

**A. The detailed process and manner for remote e-voting for individual shareholders holding securities in Demat mode are explained herein below:**

Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility:               <ol style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>ii. Click on New System Myeasi.</li> <li>iii. Login to Myeasi option under quick login.</li> <li>iv. Login with the registered user ID and password.</li> <li>v. Members will be able to view the e-voting Menu.</li> <li>vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</li> </ol> </li> <li>2. User not registered for Easi/ Easiest               <ol style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> or, <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a> for registering.</li> <li>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</li> </ol> </li> <li>3. Alternatively, by directly accessing the e-voting website of CDSL               <ol style="list-style-type: none"> <li>i. Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>ii. Provide demat account number and PAN.</li> <li>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</li> <li>iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. ‘Stanley Lifestyles Ltd.’ or select KFin.</li> <li>v. Members will be re-directed to the e-voting page of KFin to cast their vote.</li> </ol> </li> </ol>
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:               <ol style="list-style-type: none"> <li>i. Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile.</li> <li>ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password.</li> <li>iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.</li> <li>iv. Click on company name i.e. ‘Stanley Lifestyles Ltd.’ or ESP i.e. KFin.</li> <li>v. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period.</li> </ol> </li> </ol>

3. Those not registered under IDeAS:
  - i. Visit <https://eservices.nSDL.com> for registering.
  - ii. Select “Register Online for IDeAS Portal” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
  - iii. Visit the e-voting website of NSDL <https://www.evoting.nSDL.com>.
  - iv. 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.
  - v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.
  - vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.
  - vii. Click on company name i.e., Stanley Lifestyles Ltd. or ESP i.e., KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.
  - viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



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| Individual Members login through their demat accounts / website of DPs | <ol style="list-style-type: none"> <li>i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility.</li> <li>ii. Once logged-in, Members will be able to view e-voting option.</li> <li>iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</li> <li>iv. Click on options available against ‘Stanley Lifestyles Ltd.’ or ‘KFin’.</li> <li>v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.</li> </ol> |
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**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nSDL.co.in">evoting@nSDL.co.in</a> or call at toll free no.: <b>1800 102 0990</b> and <b>1800 22 4430</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022-62343625, 022-62343626, 022-62343259</b>

**B. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.**

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.

- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Stanley Lifestyles Ltd.' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. In case you do not desire to cast your vote, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 3:

The following Explanatory Statement sets out all material facts relating to the business under Item No. 3 of the Notice.

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors at their respective meetings held on August 28, 2025, have recommended and approved the appointment of Mr. Vijayakrishna KT, Peer Reviewed Practising Company Secretary ('Secretarial Auditor') (ICSI FCS - 1788 and CP - 980) as Secretarial Auditor of the Company, subject to approval of Members of the Company, on the following terms and conditions:

- a) Term of appointment: 5 (Five) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30.
- b) Proposed Fees: INR 2 lakh Rupees Only) plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit for Financial Year ending March 31, 2026, and for subsequent year(s) of their term, such fee as maybe mutually agreed between / determined by the Board of Directors (as per the recommendations of the Audit Committee) in consultation with the Secretarial Auditor. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be agreed between / determined by the Board of Directors (as per the recommendations of the Audit Committee) in consultation with the Secretarial Auditor.
- c) Basis of recommendations: The recommendations are based on evaluation and consideration of various factors such as industry experience, competency of the audit team, efficiency and quality in conduct of audit, independent assessment, etc.
- d) Credentials: Over 38 years of post-qualification consolidated experience in Public Limited Companies and also as Practising Company Secretary and Corporate Counsel. He has been associated as Consultant & Adviser with many members of the corporate clientele (including MNCs), Public Sector Undertakings (PSUs) taking up assignments related to Corporate Laws, Corporate Affairs, IPOs, Rights Issues, Preferential Issues, Buy Backs, Open Offers, Reduction of Capital, Mergers & Acquisitions, Corporate Restructuring, Fund Raising Tasks, Project Finance, Loan Syndication etc.

- e) Consent and Eligibility: The Secretarial Auditor has consented to their appointment and has confirmed that the appointment, if made, would be pursuant to Regulation 24A of SEBI Listing Regulations and that he is not disqualified to be appointed as the Secretarial Auditor in terms of the provisions of SEBI Listing Regulations. The Secretarial Auditors a valid Peer Review Certificate issued by ICSI.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out in the Notice under Item No. 3 in relation to the appointment Mr. Vijayakrishna KT, Company Secretaries, as the Secretarial Auditors of the Company, for approval by the Members of the Company.

### Item No. 4 :

The Company proposes to increase in ESOP pool by 22,85,368 options thereby increasing current ESOP pool from 15,08,212 equity options to 37,93,580 equity options under the Stanley Lifestyles Limited Employee Stock Option Plan-2022 ("ESOP 2022"). The ESOP Scheme 2022 was approved by the shareholders in their meeting held on September 30, 2022, and amended ESOP 2022 approved by shareholders in their meeting held on September 30, 2024. In terms of the provisions of Section 62 (1) (b) of the Companies Act, 2013 ("the Act") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, any alteration in the terms of the ESOP Scheme shall be approved by the Shareholders by passing of Special Resolution in the General Meeting. The Board of Directors on the recommendation made by the Nomination and Remuneration Committee in its meeting held on August 28, 2025 had accorded its approval for increase in ESOP Pool of the Company, subject to the approval of the members of the Company. Accordingly, the consent of the members of the Company is sought.

The draft copy of the Restated ESOP 2022 is available for the inspection during the office hours till the date of Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives (to the extent of their shareholding in the Company, if any) is concerned or interested, financially or otherwise in the resolution, except to the extent of the shareholding, if any, in the Company or any of their interest as Director or member or otherwise mentioned herein above, in the Company.

In view of the above, the Board recommends the passing of the resolutions set out at Item No. 4 as a Special Resolution.

**PARTICULARS OF DIRECTORS AS REQUIRED TO BE FURNISHED UNDER SECRETARIAL STANDARD (SS-2) ON GENERAL MEETINGS AND REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Name of the Director	<b>MRS SONAKSHI SUNIL</b>
Director Identification Number (DIN)	09387990
Designation	Non- Executive Director
Date of Birth / Age (Years)	28th August 1997 (28 years)
Qualification	Graduate
Brief Profile & experience in specific functional areas	Mrs. Sonakshi Sunil (DIN: 09387990) holds a dual-honors degree in Economics and Business Studies from Nottingham Trent University, UK. She has been a Director of Sana Lifestyles Limited, a step-down Subsidiary from 2019 and Stanley OEM Sofas Limited, Subsidiary from 2024.
Terms and Conditions of Appointment / Re-appointment	The Terms and Conditions of re-appointment of Mrs. Sonakshi Sunil are as follows: <ul style="list-style-type: none"> <li>i. The terms and conditions of re-appointment as decided by Nomination and Remuneration Committee.</li> <li>ii. She will be entitled to the receive sitting fees of ₹ 75,000/- per Board Meeting and ₹50,000/- per Nomination and Remuneration Committee Meeting.</li> <li>iii. Benefits: Her entitlement to the benefit schemes of the Company shall be in accordance with applicable laws and as per the Company's policies in force and as decided by Nomination and Remuneration Committee from time to time.</li> </ul>
Remuneration last drawn (including sitting fees, if any)	Sitting fees received till 31-03-2025 of ₹ 3.25 lacs
Remuneration proposed to be Paid	Nil
Listed entities in which the Director has resigned in past 3 years	Nil
Shareholding in the listed entity, including shareholding as a beneficial owner	Nil
Date of first appointment on the Board	August 14, 2024 (Subsequently regularized in AGM held on September 30, 2024)
Shareholding in the Company	Nil
Relationship between Directors inter se	Mrs. Sonakshi Sunil is the daughter of Mr. Sunil Suresh – Managing Director of the Company and Mrs. Shubha Sunil – Whole-time Director of the Company.
Number of Board meetings attended	As mentioned in Report on Corporate Governance
List of Directorships held in other Companies including Listed Entities if any	SANA Lifestyles Limited Stanley OEM Sofas Limited

By Order of the Board,  
For **Stanley Lifestyles Limited**

**Rasmi Ranjan Naik**

Company Secretary and Compliance Officer  
(Membership No. F7599)

Place: Bangalore  
Date: August 28, 2025