

Date: 06.02.2026

Ref no. SLL/SE/127-2026

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 Postal Ballot notice of the Company and Cut-off Date.**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that Company is going to convene the Postal Ballot of the Members of the Company from **Monday, 9<sup>th</sup> February 2026 at 09:00 AM IST and ends on Tuesday, 10<sup>th</sup> March 2026 at 05:00 PM IST** through remote e-voting i.e. voting through electronic means ("e-voting").

In accordance with Sections 108 and 110 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 by way of Postal Ballot only through remote e-voting i.e. voting through electronic means ("e-voting").

The cut-off date for determining the eligibility of members to vote through remote e-voting is Friday, 30<sup>th</sup> January 2026.

The Notice of Postal Ballot 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 website of the Kfin Technologies Limited at [www.kfintech.com](http://www.kfintech.com).

You are requested to take the above on record.

**Thanking You,**

**For Stanley Lifestyles Limited**

**Rami Ranjan Naik**  
**Company Secretary & Compliance Officer**  
**Membership No. 7599**

*Enclosed as above*

**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](mailto:compliance@stanleylifestyles.com) | **Website:** [www.stanleylifestyles.com](http://www.stanleylifestyles.com)



## POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 and applicable Rules made thereunder)

To  
The Members  
Stanley Lifestyles Limited  
SY No.16/2 and 16/3 Part, Hosur Road, Veerasandra village,  
Attibele Hobli, Anekal Taluk, Bangalore-560100, Karnataka, India.

NOTICE of the Postal Ballot is hereby given to the Members pursuant to Section 110 read with Section 108, of the Companies Act, 2013 (the “**Act**”), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below are proposed to be passed by the Members by way of Postal Ballot only through remote e-voting i.e. voting through electronic means (“**e-voting**”):

The explanatory statement pursuant to Section 102 and other applicable provisions of the Act read with the applicable rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.

You are requested to record your assent or dissent only by means of remote e-voting system provided by the Company.

Accordingly, the Company is pleased to offer a remote e-voting facility to all its members to cast their votes electronically. The members are requested to read the instructions in the notes in this “Postal Ballot Notice” to cast their vote electronically. Members are requested to cast their vote through the e-voting process not later than 05:00 PM (IST) on Tuesday, 10<sup>th</sup> March 2026, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholders.

The Board of Directors of the Company (“**the Board**”), on 30<sup>th</sup> January 2026 appointed Mrs. Kalaivani S, Practicing Company Secretary (Membership No. 57112 and COP No. 22158) as the scrutinizer (“**Scrutinizer**”) for conducting the e-voting process in a fair and transparent manner.

The members shall exercise their right to vote on the matters included in the Notice of Postal Ballot by electronic means, i.e. through e-voting services provided by KFin Technologies Limited (“KFin”). The voting period commences from **Monday, 9<sup>th</sup> February 2026 at 09:00 AM IST and ends on Tuesday, 10<sup>th</sup> March 2026 at 05:00 PM IST**. The voting module shall be disabled by KFin upon expiry of aforesaid period. Once the vote on the resolutions is cast by the member, he/she shall not be allowed to change it subsequently.

The Voting rights of the members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 30<sup>th</sup> January 2026 (Cutoff date).

Members holding the shares either in physical form or dematerialized form as on the cut-off date i.e. Friday, 30<sup>th</sup> January 2026 (including those Members who may not receive this Postal Ballot Notice due to non-registration of

their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolutions as set out in this Postal Ballot Notice only through the e-voting.

The e-voting facility will be disabled by KFin immediately after 5:00 PM (IST) on **Tuesday, 10<sup>th</sup> March 2026** and will be disallowed thereafter.

Members are requested to read the notes to this Postal Ballot Notice carefully.

The Resolutions along with the Explanatory Statement setting out the material facts are as follows:

**SPECIAL BUSINESS:**

**TO APPOINT MR. VENKATARAMANA SESHAGIRIRAO GORTI AS DIRECTOR AND JOINT MANAGING DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with applicable Rules and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, based on recommendation of Nomination and Remuneration Committee (NRC), Mr. Venkataramana Seshagirirao Gorti (DIN 08526382), who was appointed as an Additional Director of the Company with effect from 16<sup>th</sup> December 2025 and who shall hold office up to the date of three months from the date of his appointment by the Board or the date of the next General meeting of the Company, whichever is earlier, and shall be liable to retire by rotation be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the NRC and Board of Directors of the Company, Mr. Venkataramana Seshagirirao Gorti (DIN: 08526382) be and is hereby appointed as the Joint Managing Director of the Company for a term of 5 (five) years with effect from 16<sup>th</sup> December 2025, on the below terms and conditions of appointment.

**RESOLVED FURTHER THAT** based on the recommendations of the NRC and Board of Directors of the Company, consent of the Shareholders be and are hereby accorded for payment of remuneration to Mr. Venkataramana Seshagirirao Gorti (DIN: 08526382) at an amount of Rs. 1,35,00,000 (Rupees One Crore Thirty Five Lakhs) per annum as detailed below for a term of 3 years from the date of his appointment as Joint Managing Director of the Company:

Salary: Rs. 1,35,00,000 (Rupees One Crore Thirty-Five Lakhs) per annum  
Perquisites & Allowances: Company owned car and driver

**RESOLVED FURTHER THAT** in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising of the afore-mentioned components as approved herein be continued to be paid as minimum remuneration to Mr. Venkataramana Seshagirirao Gorti (DIN: 08526382), subject to such revisions as may be approved by the Board from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Venkataramana Seshagirirao Gorti (DIN: 08526382) pursuant to the annual increment procedure as may be applicable under the Company’s Policy.

**RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary be and is hereby severally authorised to file the necessary e-form(s) with the Ministry of Corporate Affairs, intimate the Stock Exchanges under Regulation 30 of the Listing Regulations, and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

By Order of the Board

**For Stanley Lifestyles Limited**

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

Place: Bangalore

Date: 30<sup>th</sup> January 2026

**NOTES:**

1. **The Explanatory Statement** setting out the material facts and reasons pursuant to Section 102 of the Companies Act, 2013 is appended below.
2. In compliance with the MCA Circulars, the Notice is being sent only by electronic mode to Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 30<sup>th</sup> January 2026, and whose e-mail IDs are registered with the Company or Depository Participants. Members who have not registered their e-mail IDs may follow the process prescribed in Note No. 8.
3. As per the MCA Circulars, **physical copies of the Notice shall not be sent**. Members are required to cast their votes **only through e-voting**.
4. Members whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date Friday, 30<sup>th</sup> January 2026 are entitled to vote. Persons not holding membership as on the cut-off date may treat the Notice for information only. Voting rights shall be in proportion to the equity shares held as on the cut-off date.
5. In compliance with Sections **108 and 110** of the Companies Act 2013 and the Companies (Management and Administration) Rules, 2014, the Company is providing **e-voting facility** through **KFin Technologies Limited**, RTA of the Company.
6. The Postal Ballot Notice will be available on the websites of:
  - the Company: [www.stanleylifestyles.com](http://www.stanleylifestyles.com)
  - BSE: [www.bseindia.com](http://www.bseindia.com)
  - NSE: [www.nseindia.com](http://www.nseindia.com)
  - KFin Technologies: [www.kfintech.com](http://www.kfintech.com) & <https://evoting.kfintech.com>
7. **Inspection of Documents:**  
Members may inspect all material documents referred to in the Explanatory Statement through electronic mode from **Monday, 9<sup>th</sup> February 2026 to Tuesday, 10<sup>th</sup> March 2026** by sending an e-mail to [compliance@stanleylifestyles.com](mailto:compliance@stanleylifestyles.com) with:

- name,
- Folio/Client ID & DP ID,
- details of documents requested,
- self-attested PAN.

8. **Members holding shares in physical form**, and who have not registered their e-mail IDs, must update the same by submitting **Form ISR-1** along with self-attested PAN and address proof to the RTA at:

**KFin Technologies Limited**

Selenium Building, Tower-B, Plot No. 31 & 32,

Gachibowli Financial District,

Nanakramguda, Hyderabad – 500032

Or email: [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com)

9. The Scrutinizer will submit her report to Mr. Sunil Suresh, Managing Director or any Director(s)/person(s) authorized by him, after scrutinizing the votes.

Results will be declared **on or before Thursday, 12<sup>th</sup> March 2026**.

The resolution will be deemed passed on **Tuesday, 10<sup>th</sup> March 2026**, being the last e-voting date.

10. Results will be submitted to the Stock Exchanges and uploaded on the Company and KFin websites.

**11. E-voting Instructions:**

Pursuant to SEBI Master Circular dated 11th November 2024, individual demat holders can vote using a **single login credential** through their demat account, Depository website or DP login, without separate ESP registration.

**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:**

<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">http://www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all ESPs, so that the user can visit the ESPs' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System</li> </ol>
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	<p>Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all ESPs.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting 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 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 and voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.</p>

	<p><b>NSDL Mobile App is available on</b></p>   
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. After successful login, you will be able to see e-voting option. Once you 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 name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

**Important note:** Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**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
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders 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 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000.

**B. Login method for e-voting and joining virtual meetings for shareholders holding shares in physical mode and non- individual shareholders holding shares in demat form:**

- i. Shareholders should log on to the e-voting website: <https://evoting.kfintech.com>.
  - Enter the login credentials i.e., user id and password mentioned below:  
For Members holding shares in Demat Form :-
    - a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
    - b) For CDSL: 16 digits beneficiary ID
  - For Members holding shares in Physical Form:
    - **Event no.** i.e. 7372, followed by Folio Number registered with the Company.
    - **Password:** If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. If you are using Kfin’s e-Voting system for the first time, you will need to retrieve the ‘initial password’ communicated to you by e-mail. Shareholders who have not registered their email addresses can follow the steps provided at serial no xiii below to obtain the User ID and password.

- **Captcha:** Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
- ii. After entering the details appropriately, click on LOGIN.
- iii. In case you are retrieving and using your 'initial password', you need to enter the 'initial password' and the system will force you to change your password. Once you reach the Password change menu you will be 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. The system will prompt you to change your password and update any contact details like mobile, e-mail etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

You need to login again with the new credentials.

- iv. On successful login, the system will prompt you to select the EVENT i.e., XXXXXXXXX.
- v. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/ dissenting to the Resolution, then enter all shares and click "FOR"/"AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option "ABSTAIN" in case you wish to abstain from voting. If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- vi. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- vii. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote.
- viii. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- ix. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- x. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cutoff date i.e., 23<sup>rd</sup> September 2024.
- xi. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e., 23<sup>rd</sup> September 2024, may obtain the User ID and password in the manner as mentioned below:

If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may:

- a) Send SMS: MYEPWD <space>

E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:  
MYEPWD <SPACE> IN12345612345678

Example for CDSL :  
MYEPWD <SPACE> 1402345612345678

Example for Physical:  
MYEPWD <SPACE> XXXX1234567890

- b) On the home page of <https://evoting.kfintech.com>, click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

- xii. 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 <https://evoting.kfintech.com> or contact KFin Technologies Ltd. at 1800 309 4001 (toll free). It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

12. Members must keep their mobile number and e-mail updated with their DP.

13. **Members facing login or technical issues** may contact:

14. **NSDL:** [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) • 1800 1020 990 / 1800 22 44 30

**CDSL:** [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) • 1800 22 55 33

15. **E-voting instructions for Members other than individuals** in demat and for Members in physical mode:

- KFin will send email containing EVEN, User ID, Password.
- Login to <https://evoting.kfintech.com/>
- Change password at first login.
- Select event (EVEN).
- Cast vote (FOR / AGAINST / ABSTAIN).
- Corporate Members must upload Board Resolution PDF to the Scrutinizer.

Members	Login Method (Detailed Instructions)
<b>A. NSDL – Users registered for IDeAS</b>	1. Visit <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> on PC or mobile.2. Click “ <b>Beneficial Owner</b> ” under “IDeAS”.3. Enter existing User ID and Password.4. After authentication → access “ <b>Access to e-Voting</b> ” under e-voting services.5. Click the Company name / ESP to be redirected to the e-voting website and cast vote.
<b>B. NSDL – Users NOT registered for IDeAS</b>	1. Register online at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> → “ <b>Register Online for IDeAS</b> ”.2. After successful registration:• Visit <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> • Click “ <b>Login</b> ” under “Shareholder/Member”.3. Enter: • <b>USER ID</b> (16-digit demat account number)• Password/OTP• Verification code.4. After authentication → redirected to NSDL Depository site.5. Click Company name / ESP (KFinTech) → redirected for voting.
<b>C. NSDL – Direct e-Voting website access</b>	1. Open <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> .2. Click “ <b>Login</b> ” under “Shareholder/Member”.3. Enter USER ID (16-digit demat number), Password/OTP, Verification Code.4. After NSDL authentication → you will see the e-voting page.5. Select Company / ESP → redirected to KFin e-voting for vote casting.

<b>A. CDSL – Users who have opted for Easi/Easiest</b>	1. Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> → Click “ <b>New System Myeasi</b> ” tab. 2. Login using existing user ID and password. 3. After login → e-voting options for eligible companies will be visible. 4. Select <b>KFin Technologies Limited</b> to be redirected to the e-voting page and vote.
<b>B. CDSL – Users not registered for Easi/Easiest</b>	1. Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> → “Login” → <b>New System Myeasi</b> → “Registration”. 2. Register and then follow Easi/Easiest login steps to access e-voting. 3. Select <b>KFin Technologies Limited</b> to vote.
<b>C. CDSL – Direct e-Voting website access</b>	1. Visit <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a> homepage. 2. Access the link for <b>e-voting</b> using: • <b>Demat Account Number</b> , and • <b>PAN</b> . 3. Authentication will be done through OTP sent to registered mobile/e-mail. 4. After authentication, user will see a list of active e-voting companies and ESP platforms. 5. Access KFin’s system to cast the vote.
<b>Members logging in through their Depository Participants (DPs)</b>	1. Login through the DP interface using usual demat login credentials. 2. Click on the <b>e-voting</b> option visible on login. 3. You will be redirected to NSDL/CDSL for authentication. 4. After authentication → choose Company / ESP ( <b>KFin Technologies Limited</b> ). 5. System redirects to the KFin e-voting platform for voting.

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

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Venkataramana Seshagirirao Gorti (DIN: 08526382) was appointed as an Additional Director and Joint Managing Director of the Company by the Board at its meeting held on 16<sup>th</sup> December, 2025. In accordance with Sub-Regulation 1C (a) of Regulation 17 the Listing Regulations, approval of the Shareholders for appointment of a person on the Board of the Company must be obtained at the next General meeting or within a period of 3 months from the date of appointment, whichever is earlier. Accordingly, approval for appointment of Mr. Venkataramana Seshagirirao Gorti must be obtained within 3 months from date of his appointment i.e. before 15<sup>th</sup> March, 2026. Also, in accordance with the provisions of Section 196 of the Companies Act, 2013 read with the relevant Rules, the appointment of Mr. Venkataramana Seshagirirao Gorti as a Joint Managing Director is also subject to the approval of the Shareholders.

The Board of Directors of the Company ('the Board') based on the recommendation of the Nomination & Compensation Committee ('the Committee'), herewith recommends for the approval of the Members, the appointment of Mr. Venkataramana Seshagirirao Gorti (DIN: 08526382) as a Director and Joint Managing Director of the Company, as set out in the Resolution.

Mr. Venkataramana Seshagirirao Gorti (DIN: 08526382), pursuant to Section 152 of the Companies Act, 2013 ('the Act'), has given his consent to act as the Director of the Company.

Mr. Venkataramana Seshagirirao Gorti is eligible for appointment as a Director and Joint Managing Director. The Company has received necessary statutory disclosures/declarations/information/confirmation from him, including consent in writing to act as a Director of the Company in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, notice of interest in Form MBP-1, pursuant to Section 184 of the Companies Act, 2013, declaration in Form DIR-8 pursuant to Section 164 of the Companies Act, 2013 that he is not disqualified from being appointed as a Director.

Mr. Venkataramana Seshagirirao Gorti has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority.

### **Brief profile of Mr. Venkataramana Seshagirirao Gorti (DIN: 08526382):**

Result-oriented professional with a demonstrated track-record of over 3 decades spanning Business P & L responsibilities, Supply Chain Management Specialist (Strategic sourcing, Procurement, Warehouse, Logistics, Inventory management, PPC) as well as Factory Operations in Global environment.

Has led successfully 0.5 Bn USD business in Malaysia with 4000 employees, 6 Bn spend at Honeywell leading global teams, Unionized factory at Wipro Hydraulics, Global strategic sourcing with global teams at Wipro to highlight a few accomplishments. IICA certified Independent Director, CPSCM certified for SCM expertise, Lean and Six sigma Green belt both at GE and Honeywell.

Rich Techno-commercial cross-functional Experience with unique mix of Customer Management, Operational & Commercial Excellence, New Product Introduction, Project Management, Total cost of ownership and

managing Transitions & Synergies for Global M & A's in diverse Engineering Organizations.

Experience in Designing Strategic supply chain programs including procurement and logistics to leverage local & global volumes in countries to gain advantage of best cost countries for profitability, agility, scalability & service-levels

Hands-on experience in implementing & deploying multiple ERP's – SAP (ABB, Honeywell & Wipro), Totvs, Monitor, Jeeves at Wipro, Oracle applications for GE & multiple customers, Baan at Centum Electronics.

Experience in roles involving Profit Centre Operations, labour management, union relations, Global network, CRM, Strategic Leadership, Customer integration, Business Acceleration, turnaround situations.

Accomplished significant & sustainable Growth, profitability & Cost savings, improved Cash flows, Working Capital, Inventories, delivering on ROI & CAPEX targets consistently

Exposure to Indian, US, European and Asian markets (working experience in India, Middle East, Malaysia, USA, Brazil & managing teams in China, Finland, Sweden, Romania, Mexico too.)

Have contributed to set up systems, lead through sustainable value creation, Lifetime revenue opportunities, BPR, CRM areas in competitive and high growth B2B environment

Well organized with a successful track record of managing Change and adding value to the business with passion, people development, self-motivation, entrepreneurial capability, creativity and initiative to achieve corporate goals

Inclusive Team Leadership leading global teams through clear thinking & driving customer focus in a collaborative leadership style, in tough environments.

## Skills

- ▶ Market research & Trend analysis
- ▶ Business strategy
- ▶ Product strategy
- ▶ Strategic Sourcing, Procurement,
- ▶ P & L Management
- ▶ Project management, Factory operations
- ▶ PPC & Materials Planning
- ▶ Capacity / Resource Planning
- ▶ Team Building/Leadership
- ▶ Strategy & Business Continuity planning
- ▶ NPI, Product transfers
- ▶ Business Turnaround
- ▶ Stake-holder management and Top-line growth
- ▶ Lean and Six Sigma certified and practioner

## Education

EGMP (Executive MBA) IIM, Bangalore, Jan 2009

Bachelor of Engineering, Mechanical M.S. University, Vadodara, Jan 1990

**DISCLOSURES AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V READ WITH SECTION 201 OF THE COMPANIES ACT, 2013**

- i. The payment of remuneration was recommended by the Nomination and Remuneration Committee and the Board of Directors at their respective Meetings held on 16<sup>th</sup> December, 2025 for approval of the Shareholders.
- ii. The Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon or preference shares and dividend on preference shares for continuous period of thirty days in the preceding Financial Year.

iii. **Other particulars:**

**GENERAL INFORMATION:**

1.Nature of Industry	Designing, Manufacturing and Offering Bespoke Furniture
2.Date or expected date of commencement of commercial production	Existing Company in operation since 2007
3.In case of new companies, expected date of commencement of activities as per project approved by the financial institute appearing in the prospectus	Not applicable
4.Financial performance based on given indicators	In the Financial Year 2024-25, the Company made a turnover of Rs. 2175 Million and a profit of Rs. 193 Million.
5.Foreign investments or collaborators, if any	<b>Foreign Investment into the Company:</b> Nil <b>Foreign Investment by the Company:</b> Nil <b>Foreign Collaborators:</b> Nil

**INFORMATION ABOUT THE APPOINTEE:**

Background details	Result-oriented professional with a demonstrated track-record of over 3 decades spanning Business P & L responsibilities, Supply Chain Management Specialist (Strategic sourcing, Procurement, Warehouse, Logistics, Inventory management, PPC) as well as Factory Operations in Global environment
Past Remuneration	Not applicable
Recognition or awards	Not applicable

Job profile and his suitability	As per the brief profile provided above
Remuneration proposed	As per the subject matter of the resolution provided above
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration of Mr. Venkataramana Seshagirirao Gorti is comparable to the compensation drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Venkataramana Seshagirirao Gorti will be receiving Managerial Remuneration as may be approved by the Shareholders as above. Except for the above, Mr. Venkataramana Seshagirirao Gorti does not have any pecuniary relationship directly or indirectly with the company or with the other Managerial Personnel except to the extent of remuneration payable to him as Joint Managing Director of the Company.

#### **OTHER INFORMATION:**

Reason for inadequate profits	The performance of the Company for the year under review has been improved.
Steps taken or proposed to be taken for improvements	To mitigate the adverse impact, the Company took various measures such as explored the new markets for sale.
Expected increase in productivity and profits in measurable terms	The management has adopted focused and aggressive business strategies in all spheres of functions to improve the profitability of the Company.

#### **PARTICULARS OF DIRECTOR 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	Mr. Venkataramana Seshagirirao Gorti
Director Identification Number (DIN)	08526382
Designation	Joint Managing Director
Date of Birth / Age (Years)	03 <sup>rd</sup> February 1969 (57 years)
Qualification	Bachelor of Engineering, Mechanical M.S. University, Vadodara EGMP (Executive MBA) IIM, Bangalore
Brief Profile & experience in specific functional areas	As per the brief profile provided above
<b>Terms and Conditions of Appointment /</b>	As per the subject matter of the resolution

<b>Reappointment</b>	provided above
<b>Remuneration last drawn (including seat fees, if any)</b>	Not Applicable
<b>Remuneration proposed to be Paid</b>	As per the subject matter of the resolution provided above
<b>Listed entities in which the Director has resigned in past 3 years</b>	Nil
<b>Shareholding in the Company, including shareholding as a beneficial owner</b>	Nil
<b>Date of first appointment on the Board</b>	16 <sup>th</sup> December 2025
<b>Relationship between Directors inter se</b>	Mr. Venkataramana Seshagirirao Gorti is not related to any of the Director of Stanley Lifestyles Limited
<b>Number of Board meetings attended</b>	One
<b>List of Directorships/Chairmanship/Membership held in other Companies including Listed Entities, if any</b>	Nil

Mr. Venkataramana Seshagirirao Gorti, being an appointee, is concerned or interested in the Resolution set out above.

None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolutions.

By Order of the Board,

**For Stanley Lifestyles Limited,**

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

Place: Bangalore

Date: 30<sup>th</sup> January 2026