STANLEY
Makers Of Beautiful

Date: 06.09.2026 Ref no. SLL/SE/62-2026

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 19th 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 19th Annual General Meeting ("AGM") of the Members of the Company will be held on Monday, September 28, 2026 at 02:30 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 at the AGM is Tuesday, September 22nd, 2026.

The remote e-voting period shall commence on September 25, 2026 (9:00 a.m. IST) and ends on September 27, 2026 (5:00 p.m. IST)

The Notice of AGM is sent electronically to all eligible shareholders and will be available on the website of the Company at 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

SURESH SUNIL
Digitally signed by SURESH SUNIL
Date: 2026.09.06 10:52:09 +05'30'

Sunil Suresh
Executive Chairman
DIN: 01421517

Enclosed as above:

Notice of 19th Annual General Meeting

Notice is hereby given that the **19th (Nineteenth)** Annual General Meeting ("AGM") of the Members of Stanley Lifestyles Limited will be held on **Monday, September 28, 2026, at 2:30 P.M. (IST)** 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 2026, along with the Reports of the Board of Directors and the Auditors thereon.

   ii. The Consolidated Audited Financial Statements for the financial year ended 31st March 2026, along with the Report of the Auditors thereon.

2. **To appoint a Director in place of Mr. Sunil Suresh (DIN: 01421517), who retires by rotation and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS

3. **To approve change in designation of Mr. Sunil Suresh (DIN: 01421517) from Chairman and Managing Director to Executive Chairman in the category of Whole-time Director and remuneration for the residual term of appointment.**

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

   "**RESOLVED THAT** subject to applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board, consent of the shareholders be and is hereby accorded for change in designation of Mr. Sunil Suresh from Chairman and Managing Director to Executive Chairman in the category of Whole-time Director of the Company, liable to retire by rotation, with effect from 27 May, 2026 until 15 August 2028, the residual term of his appointment.

   RESOLVED FURTHER THAT the remuneration payable to, and other perquisites to be vested in, Mr. Sunil Suresh, Executive Chairman in the category of Whole-time Director of the Company with effect from 16 August, 2026 until 15 August 2028, the residual term of his appointment, be as per the terms and conditions as mentioned below:

   i. Gross Monthly Salary: ₹ 16,41,708/- (Rupees Sixteen Lakhs Forty-One Thousand Seven Hundred and Eight only)

   ii. Expenses: The Company will reimburse all properly documented expenses reasonably related to the performance of his duties hereunder in accordance with its standard policy.

   iii. Holidays: Mr. Sunil Suresh will be entitled to avail of holidays as per the policies of the Company in force from time to time.

   iv. Benefits: Mr. Sunil Suresh's entitlement to the benefit schemes of the Company shall be in accordance with the applicable law and as per the Company's policies in force from time to time.

   v. Excluded in the above, he will be entitled to the following benefits:

      a) Provision of telephones, fax and internet access at his residence;

      b) Provision of House Rent Allowance as per the Company's policies from time to time;

      c) Up to 2 vehicles including drivers, maintenance, fuel for discharging official duties.

   No sitting fee shall be paid to Mr. Sunil Suresh for attending the meetings of the Board of Directors or any Committees thereof.

   RESOLVED FURTHER THAT in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising of salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration comprising salary, perquisites and benefits as detailed above to Mr. Sunil Suresh, 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) be and is hereby further empowered to alter and vary terms and conditions of the said appointment in such manner as may be agreed to, between the Board and Mr. Sunil Suresh pursuant to the annual increment procedure as may be applicable under the Company's Policy.

   RESOLVED FURTHER THAT any of the Directors and/or Chief Financial Officer be and is hereby severally authorized 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."

4. **To approve remuneration of Mrs. Shubha Sunil (DIN: 01363687), Whole-time Director, for the residual term of appointment.**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with Schedule V of the Act and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including any Statutory modification or re-enactment thereof for the time being in force), based on the recommendations of the Nomination and Remuneration Committee and the Board, consent of the Shareholders be and are hereby accorded to appoint Mrs. Shubha Sunil, (DIN: 01363687) as Whole-time Director of the Company, liable to retire by rotation, for a period of Five (5) years with effect from August 16, 2023 to August 15, 2028.

RESOLVED FURTHER THAT remuneration payable to, and other perquisites to be vested in, Mrs. Shubha Sunil, Whole-time Director of the Company with effect from 16 August, 2026 until 15 August 2028, the residual term of her appointment, be as per the terms and conditions as mentioned below:

i. Gross Monthly Salary: ₹ 17,53,390/- (Rupees Seventeen Lakhs Fifty-Three Thousand Three Hundred and Ninety only).

ii. Expenses: The Company will reimburse all properly documented expenses reasonably related to the performance of her duties hereunder in accordance with its standard policy.

iii. Holidays: Mrs. Shubha Sunil will be entitled to avail of holidays as per the policies of the Company in force from time to time.

iv. Benefits: Mrs. Shubha Sunil's entitlement to the benefit schemes of the Company shall be in accordance with the applicable law and as per the Company's policies in force from time to time.

v. Excluded in the above, she will be entitled to the following benefits:

   a) Provision of telephones, fax and Internet access at her residence;

   b) Provision of House Rent Allowance as per the Company's policies from time to time;

   c) Up to 2 vehicles including drivers, maintenance, fuel for discharging official duties

No sitting fee shall be paid to Mrs. Shubha Sunil to attend the meetings of the Board of Directors or any Committee thereof.

RESOLVED FURTHER THAT in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising of salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration comprising salary, perquisites and benefits as detailed above to Mrs. Shubha Sunil, 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) be and is hereby further empowered to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mrs. Shubha Sunil pursuant to the annual increment procedure as may be applicable under the Company's Policy.

RESOLVED FURTHER THAT any of the Directors and/or Chief Financial Officer be and is hereby severally authorized 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."

5. **To approve change in designation of Mr. Venkataramana Seshagirirao Gorti (DIN: 08526382) from Joint Managing Director to Managing Director and remuneration for the residual term of appointment.**

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

"**RESOLVED THAT** subject to applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board, consent of the shareholders be and is hereby accorded for change in designation of Mr. Venkataramana Seshagirirao Gorti from Joint Managing Director to Managing Director of the Company, liable to retire by rotation, with effect from 27 May, 2026 until 15 December 2030, the residual term of his appointment.

RESOLVED FURTHER THAT based on the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, consent of the Shareholders be and is hereby accorded for change in remuneration payable to Mr. Venkataramana Seshagirirao Gorti (DIN: 08526382), at an amount of ₹ 1,85,00,000 (Rupees One Crore Eighty-Five Lakhs) per annum as detailed below for a term of 3 years from 1 June 2026 until 15 December 2028:

i. Gross Monthly Salary: ₹ 15,41,667/- (Rupees Fifteen Lakhs Forty-One Thousand Six Hundred and Sixty-Seven only).

ii. Perquisites & Allowances: Provision of rented residential accommodation with a monthly rent of ₹2.2lakhs

iii. Company owned car and driver

iv. Employee stock options (ESOPs): 5,70,000 stock options.

RESOLVED FURTHER THAT grant of 5,70,000 stock options to Mr. Venkataramana Seshagirirao Gorti be and is hereby ratified by the shareholders.

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, 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) be and is hereby further empowered 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 pursuant to the annual increment procedure as may be applicable under the Company's Policy.

RESOLVED FURTHER THAT any of the Directors and/or Chief Financial Officer be and is hereby severally authorized 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."

6. To consider and ratify the number of stock options and the maximum vesting period under '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** pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, read with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 'Stanley Lifestyles Limited Employee Stock Option Plan-2022' ('ESOP 2022'), consent of the shareholders of the Company be and is hereby accorded to ratify the following:

(i) 'Increase in the ESOP Pool from 15,08,212 Options to 37,93,580 Options' in place of 'Increase in the ESOP Pool from 19,30,506 options to 37,93,580 Options' under Item no. 4 of the Notice of 18th Annual General Meeting, dated 28 August 2025;

(ii) It is confirmed that the maximum period within which the grants shall be vested is 5 (Five) years, as per approval of the shareholders at the Extra-ordinary General Meeting held on 31 August 2023.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

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

Place: Bangalore
Date: 06.09.2026

Sunil Suresh
Executive Chairman

Notes:

1) Pursuant to the latest General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and latest 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") read with the other Circulars issued from time to time, 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 applicable.

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 1,000 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@stanleylifestyles.com with a copy marked to (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, Annual Report 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 28, 2026. Members seeking to inspect such documents can send an email to compliance@stanleylifestyles.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

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 Secretary, 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 22, 2026, may cast their votes electronically. The e-voting period commences on September 25, 2026 (9:00 a.m. IST) and ends on September 27, 2026 (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 22, 2026. 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 19th AGM and facility for those Members participating in the 19th AGM to cast vote through remote e-Voting system during the 19th 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 19th AGM through VC/ OAVM facility and remote e-Voting during the 19th 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 22, 2026, may obtain the login ID and password by sending a request to 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 2025-26, the Notice of the 19th 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, to receive copies of the Annual Report 2025-26 in electronic mode.

16) Members may also note that the Notice of the 19th AGM and the Annual Report 2025-26 will also be available on the Company's website at, www.stanleylifestyles.com, websites of the stock exchanges, i.e BSE and NSE, at www.bseindia.com and www.nseindia.com.

17) The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning business under Item Nos. 1 to 6 of the Notice is annexed hereto.

18) The Scrutinizer will submit her 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 results 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

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 which enables the Members to post their grievances and monitor its redressal. 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 Tuesday, September 22, 2026 only shall be entitled to avail the facility of remote e-voting. The remote e-voting period commences on September 25, 2026 at 9:00 a.m. IST and ends on September 27, 2026 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	1. Existing user who have opted for Electronic Access To Securities Information ("Easi/ Easiest") facility: i. Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. ii. Click on New System Myeasi. iii. Login to Myeasi option under quick login. iv. Login with the registered user ID and password. v. Members will be able to view the e-voting Menu. 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. 2. User not registered for Easi/ Easiest i. Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or, https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote. 3. Alternatively, by directly accessing the e-voting website of CDSL i. Visit www.cdslindia.com. ii. Provide demat account number and PAN. iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat account. 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. v. Members will be re-directed to the e-voting page of KFin to cast their vote.
Individual Shareholders holding securities in Demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 & voting during the meeting. 2. Existing Internet-based Demat Account Statement ("IDeAS") facility Users: i. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. 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. 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. iv. Click on company name i.e. 'Stanley Lifestyles Ltd.' or ESP i.e. KFin. v. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period.

	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** App Store Google Play
Individual Members login through their demat accounts / website of DPs	i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. 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. iv. Click on options available against 'Stanley Lifestyles Ltd.' or 'KFin'. 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.

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 evoting@nsdl.co.in or call at toll free no.: **1800 102 0990** and **1800 22 4430**
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **022-62343625, 022-62343626, 022-62343259**

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.

xii. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.

xiii. 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., September 22, 2026.

xiv. 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., September 22, 2026, 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.

xv. 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.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

Mr. Sunil Suresh was appointed as the Managing Director of the Company for a period of 5 years with effect from August 16, 2023 till August 15, 2028 at the Extraordinary General Meeting held on 22nd August, 2023. The remuneration and other perquisites payable to Mr. Sunil Suresh were approved for a period of 3 years with effect from August 16, 2023 till August 15, 2026 at the same Extraordinary General Meeting.

Further, change in remuneration and other perquisites payable to Mr. Sunil Suresh for the residual term of his appointment was approved by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee at their meetings held on 13th August 2026 respectively and is due for approval of shareholders and the same is being sought as part of Item 3 of this Notice.

As part of ongoing management restructuring and organizational realignment initiatives of the Company aimed at enhancing leadership effectiveness, strengthening governance practices, ensuring better allocation of executive responsibilities, and supporting the Company's future growth plans, the management has reorganized the existing management structure. Further, in order to facilitate a more focused and efficient management framework and in order to ensure continuity in strategic and operational leadership, certain changes in the Board were implemented. This restructuring is expected to improve operational oversight, strengthen decision-making processes, and align the Company's executive management structure with its present and future business requirements.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board on May 27, 2026, subject to approval of the shareholders, changed the designation of Mr. Sunil Suresh from Chairman and Managing Director to Executive Chairman in the category of Whole-time Director, with all other terms and conditions of appointment and remuneration remaining the same.

Recognizing his pivotal role in steering the Company's strategic and operational objectives, the Nomination and Remuneration Committee (NRC) and the Board of Directors have evaluated his performance and recommended the payment of remuneration for the residual term of his appointment, up to 15 August 2028.

Requisite information and details in accordance with the applicable provisions are forming part of Annexure I and II. Mr. Sunil Suresh, Mrs. Shubha Sunil and their respective relatives are interested in the resolution to the extent of their shareholding and remuneration. None of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set out in Item No. 3 for your approval as Special Resolution.

Item No. 4:

Mrs. Shubha Sunil was appointed as the Whole-time Director of the Company for a period of 5 years with effect from August 16, 2023 till August 15, 2028 at the Extraordinary General Meeting held on 22nd August, 2023. The remuneration and other perquisites payable to Mrs. Shubha Sunil was approved for a period of 3 years with effect from August 16, 2023 till August 15, 2026 at the same Extraordinary General Meeting.

Further, change in remuneration and other perquisites payable to Mrs. Shubha Sunil for the residual term of her appointment was approved by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee at their meetings held on 13th August 2026 respectively and is due for approval of shareholders and the same is being sought as part of Item 4 of this Notice.

Recognizing her pivotal role in steering the Company's strategic and operational objectives, the Nomination and Remuneration Committee (NRC) and the Board of Directors have evaluated her performance and recommended the payment of remuneration for the residual term of her appointment, up to 15 August 2028.

Requisite information and details in accordance with the applicable provisions are forming part of Annexure I and II.

Mrs. Shubha Sunil, Mr. Sunil Suresh and their respective relatives are interested in the resolution to the extent of their shareholding and remuneration. None of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set out in Item No. 4 for your approval as Special Resolution.

Item No. 5:

It may be recalled that the shareholders had approved the appointment of Mr. Venkataramana Seshagirirao Gorti as the Joint Managing Director of the Company for a period of 5 years with effect from December 16, 2025 till December 15, 2030 along with the remuneration and other perquisites payable to Mr. Venkataramana Seshagirirao Gorti for a period of 3 years with effect from the date of his appointment as Joint Managing Director of the Company.

As part of ongoing management restructuring and organizational realignment initiatives of the Company aimed at enhancing leadership effectiveness, strengthening governance practices, ensuring better allocation of executive responsibilities, and supporting the Company's future growth plans, the management has reorganized the existing management structure. Further, in order to facilitate a more focused and efficient management framework and in order to ensure continuity in strategic and operational leadership, certain changes in the Board were implemented. This restructuring is expected to improve operational oversight, strengthen decision-making processes, and align the Company's executive management structure with its present and future business requirements.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board on May 27, 2026, subject to approval of the shareholders, changed the designation of Mr. Venkataramana Seshagirirao Gorti from Joint Managing Director to Managing Director, with all other terms and conditions of appointment and remuneration remaining the same. Further, the provision of rented residential accommodation with a monthly rent of ₹ 2.2 lakhs payable to Mr. Venkataramana Seshagirirao Gorti (DIN: 08526382) was approved at the Board meeting held on 27 May 2026.

The shareholders are requested to approve inclusion of grant of employee stock options (ESOPs) to Mr. Venkataramana Seshagirirao Gorti as part of components of his remuneration and also ratify the ESOPs issued by the Company.

Requisite information and details in accordance with the applicable provisions are forming part of Annexure I and II.

Except Mr. Venkataramana Seshagirirao Gorti himself, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set out in Item No. 5 for your approval as Special Resolution.

Item No. 6:

Further to the directions of the Stock Exchanges in connection to the in-principle approvals granted for ESOP 2022, approval of the shareholders is sought for ratification of the below:

i. NSE & BSE vide their approval letters dated 30th December 2024 and 30th December 2024 respectively provided initial in-principle approvals for grant of 19,30,506 stock options. At the AGM held on 26th September 2025, the Company sought approval for increase in no. of stock options from 19,30,506 stock options to 37,93,580 stock options by seeking approval for increase in 18,63,074 stock options. However, in the Notice of AGM held on 26th September 2025, it was inadvertently mentioned as 15,08,212 in place of 18,63,074. The Company confirms that the total ESOP pool after the said increase stands at 37,93,580 stock options only as approved by the Shareholders.

ii. It is confirmed that the maximum period within which the grants shall be vested is 5 (Five) years, as per approval of the shareholders at the Extra-Ordinary General Meeting held on 31 August 2023

As part of the undertaking provided to the Stock Exchanges as part of the in-principle application made for 18,63,074 stock options, the shareholders are herewith requested to take note and ratify the aforementioned.

None of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the said resolution, except to the extent of ESOPs, if any, held by them.

The Nomination and Remuneration Committee and the Board recommends the resolution set out in Item No. 6 for your approval as Special Resolution.

ANNEXURE - I

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:

Particulars	Mr. Sunil Suresh	Mrs. Shubha Sunil	Mr. Venkataramana S. Gorti
DIN	01421517	01363687	08526382
Designation	Executive Chairman	Whole-time Director	Managing Director
Date of Birth / Age (Years)	18th February 1966 (60 years)	04th February 1975 (51 years)	03rd February 1969 (57 years)
Qualification	SSLC	Bachelor of Science	Bachelor of Engineering, Mechanical M.S. University, Vadodara EGMP (Executive MBA) IIM, Bangalore
Brief Profile & experience in specific functional areas	Mr. Sunil Suresh is the Founder & Executive Chairman of Stanley Lifestyles Limited. His vision, entrepreneurial spirit and unwavering commitment to craftsmanship have transformed Stanley into one of India's most admired luxury furniture brands. He has passed S.S.L.C examination undertaken by Karnataka Secondary Education Examination Board. He has been associated with our Company as a promoter and a director since October 11, 2007.	Mrs. Shubha Sunil is the Whole Time Director of our Company. She has cleared the Bachelor of Science Examination held by Bangalore University, Karnataka. She holds a certificate of completion of the INSEAD leadership programme for senior executives from INSEAD. She has been associated with our Company as a promoter and director since October 11, 2007. Prior to the incorporation of our Company, she was associated with Stanley Seating, which was engaged in the business of manufacturing car seat leather upholstery.	Mr. Venkataramana Seshagirirao Gorti is the Managing Director of Stanley Lifestyles Limited. He holds an Executive MBA (EGMP) from the Indian Institute of Management Bangalore and a Bachelor of Engineering (Mechanical) from M.S. University, Vadodara. With over three decades of experience in global operations, supply chain management, and business leadership, he has held senior leadership positions with renowned multinational organizations, including Honeywell, Wipro, and General Electric. His extensive industry expertise and strategic leadership continue to drive Stanley's growth, operational excellence, and long-term value creation.
Terms of Appointment	As per the subject matter of the resolution and explanatory statement provided above	As per the subject matter of the resolution and explanatory statement provided above	As per the subject matter of the resolution and explanatory statement provided above
Remuneration last drawn (including sitting fees, if any)	Gross Monthly Salary: ₹ 16,10,000/- (Rupees Sixteen Lakhs and Ten Thousand only).	Gross Monthly Salary: ₹ 17,25,000/- (Rupees Seventeen Lakhs and Twenty-Five Thousand only).	Gross Monthly Salary: ₹ 11,25,000/- (Rupees Eleven Lakhs and Twenty-Five Thousand only).
Remuneration Proposed to be paid	As per the subject matter of the resolution and explanatory statement provided above	As per the subject matter of the resolution and explanatory statement provided above	As per the subject matter of the resolution and explanatory statement provided above
Inter-se Relationship between Directors	Husband of Mrs. Shubha Sunil	Wife of Mr. Sunil Suresh	None
Number of Board meetings attended	6	6	2
List of Directorships/ Chairmanship/Membership held in other Companies including Listed Entities, if any	7	7	1

ANNEXURE – II

DISCLOSURES AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V READ WITH SECTION 203 OF THE COMPANIES ACT, 2013

i. Payment of remuneration of Mr. Sunil Suresh, Mrs. Shubha Sunil and Mr. Venkataramana Seshagirirao Gorti as aforementioned were recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, subject to approval of the shareholders, at their respective Meetings held on 13 August 2026 and 27 May 2026 respectively 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 institution appearing in the prospectus	Not applicable
4. Financial performance based on given indicators	In the Financial Year 2025-26, the Company made a turnover of ₹1986 Million and a profit of ₹ 100 Million.
5. Foreign investments or collaborators, if any	Foreign Investment into the Company: Nil Foreign Investment by the Company: Nil Foreign Collaborators: Nil

INFORMATION ABOUT THE APPOINTEE:

	Mr. Sunil Suresh	Mrs. Shubha Sunil	Mr. Venkataramana Seshagirirao Gorti
Background details	Senior promoter director with extensive leadership experience in scaling Stanley Lifestyles.	Promoter director with long-standing involvement in governance and operations of the company.	Result-oriented professional with over three decades of experience in business operations and supply chain management. Global environment
Past Remuneration	₹ 16,41,708/- per month	₹ 17,53,390/- per month	₹ 15,41,667/- per month
Recognition or awards	Nil	Nil	Nil
Job profile and his suitability	As per the brief profile provided above	As per the brief profile provided above	As per the brief profile provided above
Remuneration proposed	As per the subject matter of the resolution and explanatory statement provided above	As per the subject matter of the resolution and explanatory statement provided above	As per the subject matter of the resolution and explanatory statement 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. Sunil Suresh 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.	The remuneration of Mrs. Shubha Sunil 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.	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.

	Mr. Sunil Suresh	Mrs. Shubha Sunil	Mr. Venkataramana Seshagirirao Gorti
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Sunil Suresh will be receiving such managerial remuneration as may be approved by the Shareholders, as stated above. Except for the foregoing, Mr. Sunil Suresh does not have any pecuniary relationship, directly or indirectly, with the Company or with any of the other managerial personnel, except to the extent of the remuneration payable to him as Executive Chairman of the Company. He is the husband of Mrs. Shubha Sunil, Whole-time Director of the Company.	Mrs. Shubha Sunil will be receiving such managerial remuneration as may be approved by the Shareholders, as stated above. Except for the foregoing, Mrs. Shubha Sunil does not have any pecuniary relationship, directly or indirectly, with the Company or with any of the other managerial personnel, except to the extent of the remuneration payable to her as Whole-time Director of the Company. She is the wife of Mr. Sunil Suresh, Executive Chairman of the Company.	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 Managing Director of the Company.

OTHER INFORMATION:

Reason for inadequate profits	The performance of the Company for the year under review has improved.
Steps taken or proposed to be taken for improvements	To mitigate the adverse impact, the Company took various measures such as 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.

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

Place: Bangalore
Date: 06.09.2026

Sunil Suresh
Executive Chairman