FORM NO. MGT.13
Report of Scrutinizer(s)
[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
Rahul Gautam,
Chairman of the meeting.

Report of the Scrutinizer of the Fourteenth (14th) Annual General Meeting ('AGM') of the members of M/s. House of Kieraya Limited (formerly known as House of Kieraya Private Limited) ('the Company') held on Friday, 10th July, 2026 at 12:45 P.M IST., through Video Conferencing ("VC")/Other Audio-Visual Means("OAVM") and deemed to be held at the Registered Office of the Company situated at 2nd, 3rd, & 4th Floor, "Krishna Annex", Survey No. 8/12, 9/183, Opp. Central Silk Board Junction, Hosur Road, Sector-6, HSR Layout, Bengaluru, Karnataka – 560068, India.

Dear Sir,

Subject: Scrutinizer's Report for the purpose to scrutinize the voting during AGM and remote e-Voting conducted pursuant to provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rule, 2014.

1. I, G Akshay, Proprietor of **G Akshay & Associates**, Company Secretaries in practice, having office at 389, 2nd Floor, 5th Main Road, Vijaya bank Layout, Bilekhalli, Bengaluru, Karnataka 560076, India, was appointed as the Scrutinizer for the purpose of scrutinizing the voting, conducted through remote e-voting, for the Annual General Meeting ("AGM") of **M/s. House of Kieraya Limited (formerly known as House of Kieraya Private Limited) ('the Company')**, held on Friday, 10th July, 2026 at 12:45 P.M. under the provisions of Section 108 of the Companies Act 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules") as amended (Rules).

   The remote e-Voting period commenced on Tuesday, July 07, 2026, at 9:00 A.M. (IST) and concluded on Thursday, July 09, 2026, at 5:00 P.M. (IST).

2. We have scrutinized and verified the votes cast through the remote e-Voting system and reconciled the same with the records maintained by the Company and its Registrar and Transfer Agent to ascertain the validity of the votes cast. The register containing the details of members who voted through remote e-Voting, including their shareholding, was verified based on the records provided by the Registrar and Transfer Agent of the Company.

3. We did not find any votes casted as invalid.

4. The management of the Company is responsible to ensure compliance with the requirements of

the Act, Rules and circulars issued by MCA from time to time, relating to conducting of AGM and the facility of remote e-Voting for the resolutions contained in the Notice of the Annual General Meeting of the members of House of Kieraya Limited (formerly known as House of Kieraya Private Limited) dated May 11, 2026.

5. Further, our responsibility as a scrutinizer for the remote e-Voting process is limited to scrutinizing and verifying the votes cast through the remote e-Voting facility in a fair and transparent manner and preparing a consolidated Scrutinizer's Report on the votes cast "in favour of" or "against" the resolutions set out in the Notice of the Annual General Meeting, based on the reports generated from the remote e-Voting system.

6. Further to above, we submit our report as under:

6.1. Pursuant to the provision of section 101 of the Companies Act, 2013, the Notice of the Fourteenth (14th) AGM was sent through electronic mode to all those Members whose email addresses were registered with the Company/Registrar of Transfer Agents.

6.2. The voting rights were reckoned as on Friday 03rd July, 2026 being the Record date for the purpose of deciding the entitlements of members for voting during the AGM.

The results of voting at the AGM of House of Kieraya Limited (formerly known as House of Kieraya Private Limited):

➢ **ORDINARY BUSINESS**

ITEM NO.1:

To receive, consider and adopt the audited Financial Statements of the Company (Standalone and Consolidated) for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted **in favour** of Resolution:

Particulars	Voting though e-voting
Number of Members voting	12
Number of votes cast by them*	57748632
% of total number of valid votes cast	100%

(ii) Voted **against** the Resolution:

Particulars	Voting though e-voting
Number of Members voting	0
Number of votes cast by them	0

% of total number of valid votes cast	0

(iii) **Invalid** Votes

Particulars	Voting though e-voting
Number of Members voting	0
Number of votes cast by them	0
% of total number of valid votes cast	0

Result:

We report that item No. 1 as set out in the notice of the Annual General Meeting (AGM) is passed as an ordinary resolution as the number of votes casted in favour of the resolution was more than the votes casted against.

ITEM NO.2:

To appoint a Director in place of Mr. Tushaar Gautam (DIN: 01646487), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.

(i) Voted **in favour** of Resolution:

Particulars	Voting though e-voting
Number of Members voting	12
Number of votes cast by them*	57748632
% of total number of valid votes cast	100%

(ii) Voted **against** the Resolution:

Particulars	Voting though e-voting
Number of Members voting	0
Number of votes cast by them	0
% of total number of valid votes cast	0

(iii) **Invalid** Votes

Particulars	Voting though e-voting
Number of Members voting	0
Number of votes cast by them	0
% of total number of valid votes cast	0

Result:

We report that item No. 2 as set out in the notice of the Annual General Meeting (AGM) is passed as an ordinary resolution as the number of votes casted in favour of the resolution was more than the votes casted against.

- **SPECIAL BUSINESS**

ITEM NO.3:

CONSIDERATION AND APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 FOR DIRECT ASSIGNMENT AND CREATING CHARGE ON THE ASSETS OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** in supersession of the earlier Resolution(s) passed in the Shareholders meeting held on October 16, 2025 and pursuant to the provisions of Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 ("Act") read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force), applicable regulations including provisions of Foreign Exchange Management Act, 1999 read with rules or regulations framed thereunder, enabling provisions of the memorandum and articles of association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever, consent of the members be and is hereby accorded to empower Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include, unless the context otherwise requires, any committee of the Company ("Committee"), which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board or Committee to exercise the powers conferred on the Board by this Resolution) to mortgage, hypothecate, create charge, in addition to mortgage, hypothecate, create charge already created by the Company, in such manner as may be determined, on all or any of the moveable or immoveable properties or assets of the Company, both present and future and or whole or any part of undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of defaults to secure the borrowings of the Company, in foreign currency and / or rupee currency and securities (comprising fully / partly convertible debentures and / or non-convertible debentures, on all or other agreement(s) / any other documents, entered into / to be entered into between the Company and the lender(s) / agent(s) and trustee(s), in respect of the said loans / borrowings / debentures / bonds or other securities and containing such specific terms, conditions and covenants in respect of enforcement of security as may be stipulated in that behalf from time to time but shall not exceed a sum equivalent to INR 1000 Crores (Indian Rupees One Thousand crores Only) over and above the limits specified under section 180(1)(a) of the Companies Act, 2013.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded to delegate the power to the Board to use / modify / amend / reduce/enhance the existing or new borrowing facilities/charges inter-changeably among various lenders, without any restriction on borrowing from a specific lender, subject to the overall borrowing limit and the terms of the existing borrowing facilities availed by the Company, if any.

RESOLVED FURTHER THAT Mr. Ajith Mohan Karimpana, Managing Director, Mr. Ankur Maheshwari, Chief Financial Officer, and the Company Secretary of the Company be and is hereby authorized and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument, agreement as the case may be, on which all moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security, or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this resolution and for matters connected herewith or incidental hereto, including intimating the concerned authorities or regulatory bodies and delegating all or any of the powers conferred herein to any committee of directors of officers of the Company."

(i) Voted **in favour** of Resolution:

Particulars	**Voting though e-voting**
Number of Members voting	12
Number of votes cast by them*	57748632
% of total number of valid votes cast	100%

(ii) Voted **against** the Resolution:

Particulars	**Voting though e-voting**
Number of Members voting	0
Number of votes cast by them	0
% of total number of valid votes cast	0

(iii) **Invalid** Votes

Particulars	**Voting though e-voting**
Number of Members voting	0
Number of votes cast by them	0
% of total number of valid votes cast	0

Result:

We report that Item No. 3 as set out in the Notice of the Annual General Meeting ("AGM") has been passed as a **Special Resolution**, the number of votes cast in favour of the resolution being not less than three times the number of votes cast against the resolution, as required under the provisions of the Companies Act, 2013.

ITEM NO.4:

CONSIDERATION AND APPROVAL TO BORROW FUNDS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** in supersession of the earlier Resolution(s) passed in the Shareholders meeting held on October 16, 2025 and the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 ("Act") read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force), read with rules or regulations framed thereunder, enabling provisions of the memorandum and articles of association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the members be and is hereby accorded to empower board of directors (hereinafter referred to as the "Board" which term shall be deemed to include, unless the context otherwise requires, any committee of the Company ("Committee"), which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board or Committee to exercise the powers conferred on the Board by this Resolution) to borrow any sum of money, from time to time, whether in Indian or foreign currency, in any manner including but not limited to, fund based or non-fund based assistance, term loan, guarantees, working capital facilities, overdraft facilities, lines of credit, inter corporate deposits, credit facilities, external commercial borrowings or any other form of financial assistance, from any person including but not limited to any company, individual, body corporate, banks, related parties, financial institutions or any other person, whether Indian or foreign, in any form including but not limited to by way of draw-down or issue of securities, whether in India or outside India, upon such terms & conditions as regards to interest, repayment, tenor, security or otherwise, as the Board may determine and think fit, such that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company but shall not a sum equivalent to INR 500 Crores (Indian Rupees Five Hundred Crores Only) over and above the prescribed limit under section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT consent of the Members be and is hereby accorded to delegate the power to the Board to use / modify / amend / reduce/enhance the existing or new borrowing facilities inter-changeably among various lenders, without any restriction on borrowing from a specific lender, subject to the overall borrowing limit.

RESOLVED FURTHER THAT Mr. Ajith Mohan Karimpana, Managing Director, Mr. Ankur Maheshwari, Chief Financial Officer, and the Company Secretary of the Company be and is hereby authorized and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument, agreement as the case may be, on which all moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security, or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this resolution and for matters connected herewith or incidental hereto, including intimating the concerned authorities or regulatory bodies and delegating all or any of the powers conferred herein to any committee of directors of officers of the Company."

(i) Voted **in favour** of Resolution:

Particulars	**Voting though e-voting**
Number of Members voting	12

Number of votes cast by them*	57748632
% of total number of valid votes cast	100%

(ii) Voted **against** the Resolution:

Particulars	**Voting though e-voting**
Number of Members voting	0
Number of votes cast by them	0
% of total number of valid votes cast	0

(iii) **Invalid** Votes

Particulars	**Voting though e-voting**
Number of Members voting	0
Number of votes cast by them	0
% of total number of valid votes cast	0

Result:

We report that Item No. 4 as set out in the Notice of the Annual General Meeting ("AGM") has been passed as a **Special Resolution**, the number of votes cast in favour of the resolution being not less than three times the number of votes cast against the resolution, as required under the provisions of the Companies Act, 2013.

ITEM NO.5:

CONSIDERATION AND APPROVAL OF RAISING FUNDS BY WAY OF ISSUANCE OF UNLISTED, REDEEMABLE, SECURED NON-CONVERTIBLE DEBENTURES, IN ONE OR MORE TRANCHES

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and 180 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the shareholders of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), for a period of 1 (One) year from the date hereof, to borrow / raise funds by issue of Non-Convertible Debentures ("NCDs") upto INR 250 Crores (Indian Rupees Two Hundred and Fifty. crores only), on private placement basis, in one or more tranches, with or without security and on such terms and conditions as may be determined by the Board.

RESOLVED FURTHER THAT Mr. Ajith Mohan Karimpana, Managing Director, Mr. Ankur Maheshwari, Chief Financial Officer and the Company Secretary of the Company and/or any person/s authorized by the Board from time to time, be and are hereby severally authorised to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution."

(i) Voted **in favour** of Resolution:

Particulars	Voting though e-voting
Number of Members voting	12
Number of votes cast by them*	57748632
% of total number of valid votes cast	100%

(ii) Voted **against** the Resolution:

Particulars	Voting though e-voting
Number of Members voting	0
Number of votes cast by them	0
% of total number of valid votes cast	0

(iii) **Invalid** Votes

Particulars	Voting though e-voting
Number of Members voting	0
Number of votes cast by them	0
% of total number of valid votes cast	0

Result:

We report that Item No. 5 as set out in the Notice of the Annual General Meeting ("AGM") has been passed as a **Special Resolution**, the number of votes cast in favour of the resolution being not less than three times the number of votes cast against the resolution, as required under the provisions of the Companies Act, 2013.

ITEM NO. 6:

CONSIDERATION AND APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION WITH ITS SUBSIDIARIES AND ASSOCIATES

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013, Articles of Association of the Company, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) and any rules and regulations made thereunder and subject to such approvals, sanctions and the permissions as may be necessary, the consent of the members of the Company be and is hereby accorded, to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to enter into contracts and/or agreements with related parties as defined under the act with respect to (i) sale, purchase or supply of any goods or material, (ii) selling or otherwise disposing of, or buying, property of any kind, (iii) leasing of property of any kind, (iv) availing or rendering of any services,(v) appointment of any agent for purchase or sale of goods, materials, services or property and (vi) appointment of such related party to any office or place of profit in the Company, or its subsidiary or associate Company or any other transaction of whatever nature with related parties and as provided in the table below:

Sl. No.	Name of the Related Parties	Nature of Relationship	Duration of contract	Material terms of arrangement or contract	
				Amount	Nature of Transaction
1.	Sheela Foam Limited	Holding Company	Unless terminated	Upto INR 200 Cr	1. Sale & Purchase of Furniture, Mattress, and other Raw materials (including Fabric, Foam etc). 2. Management and allied Support services
2.	Staqo World Private Limited	Group Company (Wholly owned Subsidiary of Sheela Foam Limited)	Unless terminated	Upto INR 2 Cr	1. ERP and other allied services

RESOLVED FURTHER THAT Mr. Ajith Mohan Karimpana, Managing Director, Mr. Ankur Maheshwari, Chief Financial Officer and the Company Secretary of the Company and/or any person/s authorized by the Board from time to time, be and are hereby authorized to do all such acts, deeds and things necessary including execution of documents/agreements and ratify any agreements executed and acts done in this regard."

(i) Voted **in favour** of Resolution:

Particulars	Voting though e-voting
Number of Members voting	11
Number of votes cast by them*	57682424
% of total number of valid votes cast	100%

(ii) Voted **against** the Resolution:

Particulars	Voting though e-voting
Number of Members voting	0
Number of votes cast by them	0
% of total number of valid votes cast	0

(iii) **Invalid** Votes

Particulars	Voting though e-voting
Number of Members voting	0
Number of votes cast by them	0
% of total number of valid votes cast	0

Result:

We report that item No. 6 as set out in the notice of the Annual General Meeting (AGM) is passed as an ordinary resolution as the number of votes casted in favour of the resolution was more than the votes casted against.

ITEM NO.7:

APPROVAL OF REVISION IN REMUNERATION OF MR. AJITH MOHAN KARIMPANA, MANAGING DIRECTOR.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee & Board of Directors and in accordance with section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act, and pursuant to the provisions of Articles of Association of the Company, approval of the shareholders be and is hereby accorded for the revision of remuneration of Mr. Ajith Mohan Karimpana, Managing Director & CEO for three financial years starting from April 01, 2026 to March 31, 2029. The revised annual remuneration is Rs. 2,30,00,000/- per annum (Indian Rupees Two Crore Thirty lakh ninety-nine thousand nine hundred and ninety-two only) including HRA of INR. 86,25,000/- (Indian Rupees Eighty-six lakh and twenty-five thousand) Provident Fund INR. 21,600/- (Indian Rupees Twenty-One thousand six hundred only), and INR. 28,53,396/- (Indian Rupees Twenty-eight lakh fifty-three thousand three hundred and ninety-six) as others.

RESOLVED FURTHER THAT any two Directors or the CFO, or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things arising out of and incidental thereto as may be deemed necessary, proper, expedient, or incidental to give effect to this resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs or submission of necessary documents with any other concerned Authorities in connection with this resolution."

(i) Voted **in favour** of Resolution:

Particulars	Voting though e-voting
Number of Members voting	11
Number of votes cast by them*	54437751
% of total number of valid votes cast	100%

(ii) Voted **against** the Resolution:

Particulars	Voting though e-voting
Number of Members voting	0
Number of votes cast by them	0
% of total number of valid votes cast	0

(iii) **Invalid** Votes

Particulars	Voting though e-voting
Number of Members voting	0
Number of votes cast by them	0
% of total number of valid votes cast	0

Result:

We report that Item No. 7 as set out in the Notice of the Annual General Meeting ("AGM") has been passed as a **Special Resolution**, the number of votes cast in favour of the resolution being not less than three times the number of votes cast against the resolution, as required under the provisions of the Companies Act, 2013.

Thanking you,
Yours Faithfully

GOVINDRAJ AKSHAY
Digitally signed by GOVINDRAJ AKSHAY
Date: 2026.07.13 11:46:52 +05'30'

G Akshay
Managing Partner
G Akshay & Associates
Practicing Company Secretary
Membership No. F10967

C. P. No. 15584
PRN: 1607/2021

Place: Bengaluru
Date: 13.07.2026

UDIN: F010967H000812603

RAHUL GAUTAM
Digitally signed by RAHUL GAUTAM
Date: 2026.07.13 15:36:29 +05'30'

Rahul Gautam
Chairman & Director
DIN: 00192999
Place: Noida
Date: 13.07.2026