HOUSE OF KIERAYA

# NOTICE

**NOTICE** is hereby given that 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') will be held on Friday, the 10th day of July, 2026 at 12:45 P.M. (IST) through Video Conferencing facility/ Other Audio Visual Means ('VC/OAVM') to transact the following business:

## ORDINARY BUSINESS:

**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.

**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 re-appointment.

## SPECIAL BUSINESS:

**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."

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."

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."

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).<br>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."

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."

**BY THE ORDER OF THE BOARD**
**FOR HOUSE OF KIERAYA LIMITED**
**(Formerly Known as House of Kieraya Private Limited)**

Sd/-

Date: May 11, 2026
Place: Bengaluru

Mr. Sanjeev Kulkarni
Company Secretary
Membership No.: A34716

**Registered Office:**
**2nd, 3rd, 4th Floor, Krishna Annex, Sy. No. 8/12, 9/183, Opp. Central Silk Board Junction, Hosur Road, Sector 6, HSR Layout, Bangalore - 560068**

HOUSE OF KIERAYA

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), setting out material facts relating to the Special Businesses to be transacted at the AGM in respect of item No. 3 to item No. 07 are annexed hereto and forms an integral part of this Notice and the requisite details of the Directors seeking appointment / re-appointment// revision in remuneration at the ensuing Annual General Meeting are given in the Annexure to the Notice. The Directors have furnished the necessary disclosures / consents pertaining to their appointment / re-appointment pursuant to the requirements of Secretarial Standard on General Meeting ("SS-2").

2. The Ministry of Corporate Affairs ("MCA") has vide its circular no. 03/2025 dated 22 September 2025, read with general circulars no. 14/2020 dated 8 April 2020, no. 17/2020 dated 13 April 2020, no. 20/2020 dated 5 May 2020 (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM without the physical presence of the Members at a common venue. In compliance with the said MCA Circulars, the Company will be conducting this AGM through VC/OAVM to transact the businesses set out in this notice of AGM. The AGM being conducted through VC/OAVM shall be deemed to be convened at the registered office of the Company - 2nd, 3rd, 4th Floor, Krishna Annex, S. No. 8/12, 9/183, Opp. Central Silk Board Junction, Hosur Road, Sector 6, HSR Layout, Bengaluru – 560068, as stated in the Notice of the AGM. Hence, a Route Map and prominent landmark is not required to be provided in this Notice.

3. The Company is pleased to inform that the AGM of the Company will be held through the two-way Video Conferencing facility.

4. Pursuant to the provisions of Section 105 of The Companies Act, 2013, generally, 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 this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of Proxies by the shareholders will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice

5. The statutory registers that are required to be kept open during the AGM and all documents referred to in the notice shall be available for inspection without any fee at the registered office of the company of the company during office hours between 11.00 A.M. to 5.00 P.M on all working days, except Saturday and holidays, up to the date of the Annual General Meeting. Members seeking to inspect such documents can send an email to sanjeev.rk@furlenco.com.

6. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at https://furlenco-images.s3.ap-southeast-1.amazonaws.com/lenco-static-files/Notice+of+the+14th+Annual+General+Meeting.pdf. AGM Notice is also available on the website of KFin Technologies Limited ("KFintech") (agency for providing the Remote e-Voting facility) i.e. https://evoting.kfintech.com.

7. In compliance with the MCA Circulars, the Notice of the AGM along with the Annual Report for the Financial Year 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. If your e-mail address is not registered with the Company, please follow the process provided in the Notes appended below to receive e-voting details including login ID and password. The communication of the assent or dissent of the Members on the proposed resolutions would only take place through the e-voting system.

8. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose name is recorded in the Register of Members/Register of Beneficial Owners as on Thursday, June 11, 2026 and whose email addresses are registered with the Company / Registrar and Share Transfer Agent ("RTA") or with the respective Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same.

9. As per MCA Circulars, the Company has issued public notice by way of an advertisement pre-dispatch of AGM Notice by stating all the required information with respect to the AGM. Further, after this notice being dispatched, the Company will again make newspaper advertisement.

10. Members attending the AGM through VC Facility will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

11. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at this AGM. Detailed procedure for e-Voting and participation in the AGM through VC are given in the Annexure to the Notice. The detailed procedure for participation in the meeting through VC is also available at the Company's website at https://furlenco-images.s3.ap-southeast-1.amazonaws.com/lenco-static-files/Procedure+of+e-Voting+and+attending+e-AGM.pdf

    For this purpose, the Company has entered into an agreement with KFintech for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by KFin Technologies Limited.

12. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company. Such recording shall be made available at the request of the members.

13. Instructions for remote e-voting:

    i. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, the Members are provided with the facility to cast their vote electronically, through the e-Voting services ("remote e-Voting") provided by KFintech on all the resolutions set forth in this Notice.

    ii. The remote e-Voting period shall commence on Tuesday, July 07, 2026 (9:00 a.m. IST) and will ends on Thursday, July 09, 2026 (5:00 p.m. IST). During this period Members of the Company holding shares either in physical form or in dematerialised form as on the cut-off date, Friday, July 03, 2026 may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by KFintech after Thursday, July 09, 2026 (5:00 p.m. IST). Those Members, who will be present in the AGM through VC/OAVM facility and 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 e-Voting system during the AGM. A Member will not be allowed to vote again on any Resolution on which vote has already been cast.

    iii. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if a person is already registered with KFintech for remote e-Voting then the existing User-ID and password can be used for casting the vote.

iv. Members who have cast their vote by remote e-Voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote on such resolution again.

v. The procedure and instructions for remote e-Voting are as follows:

**Login method for remote e-Voting for Individual shareholders holding securities in demat form:**

Pursuant to SEBI circular dated December 9, 2020 on "e-Voting facility provided by Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

| **Individual Shareholders holding securities in demat form with NSDL** | **Individual Shareholders holding securities in demat form with CDSL** |
|---|---|
| **1. User already registered for IDeAS facility** | **1. Existing user who have opted for Easi/Easiest** |
| i. URL: https://eservices.nsdl.com<br>ii. Click on the "Beneficial Owner" icon under 'IDeAS' section<br>iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"<br>iv. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period | i. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com<br>ii. Click on New System Myeasi<br>iii. Login with user id and password<br>iv. Option will be made available to reach e-Voting page without any further authentication<br>v. Click on e-Voting service provider name to cast your vote |
| **2. User not registered for IDeAS e-Services** | **2. User not registered for Easi/Easiest** |
| i. To register click on link: https://eservices.nsdl.com<br>ii. Select "Register Online for IDeAS"<br>iii. Proceed with completing the required fields | i. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration<br>ii. Proceed with completing the required fields. |
| **3. User not registered for IDeAS e-Services** | **3. By visiting the e-Voting website of CDSL** |
| i. To register click on link: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>ii. Proceed with completing the required fields | i. URL: www.cdslindia.com<br>ii. Provide demat Account Number and PAN No<br>iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account |

| | |
|---|---|
| | iv. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress |
| **4. By visiting the e-Voting website of NSDL**<br>i. URL: https://www.evoting.nsdl.com/<br>ii. Click on the icon "Login" which is available under 'Shareholder/Member' section<br>iii. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen<br>iv. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page<br>v. 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 | |

**Individual Shareholders (holding securities in demat form) 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. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. 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.

**Important Note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

| Members facing any technical issue - NSDL | Members facing any technical issue - CDSL |
|---|---|
| Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 | Members 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. 1800-21-09911 |

**Login method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat form and shareholders holding securities in physical form**

a. Open your web browser during the remote e-Voting period and navigate to "https://evoting.kfintech.com".

b. Enter the login credentials (i.e., User-id and Password) mentioned in the email. Your Folio No./DP ID No./Client ID No. will be your User-ID.

**User-ID For Members holding shares in Demat Form:-**
For NSDL: 8 Character DP ID followed by 8 Digits Client ID
For CDSL: 16 digits beneficiary ID User-ID For Members holding

**User-ID For Members holding shares in Physical Form:-**
EVEN (E-Voting Event Number) followed by Folio No. registered with the Company Password will be your unique password which is sent via e-mail along with the Notice of AGM.

c. After entering these details appropriately, click on “LOGIN”.

   Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #,$, etc.). Kindly note that this password can be used by the Demat holders for voting in any other Company on which they are eligible to vote, provided that the other company opts for e-Voting through KFintech e-Voting platform. 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 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.

d. You need to login again with the new credentials.

e. On successful login, system will prompt you to select the ‘EVENT’ and click on ‘House of Kieraya Limited’.

f. If you are holding shares in Demat form and had logged on to “https://evoting.kfintech.com” and have cast your vote earlier for any company, then your existing login ID and password are to be used.

g. On the voting page, enter the number of shares (which represents the number of votes as on cut-off date, Friday, July 03, 2026) under ‘FOR/AGAINST/ABSTAIN’ or alternatively 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. 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.

h. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

i. You may then cast your vote by selecting an appropriate option and click on “Submit”.

j. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted all the resolution(s).

k. Once you ‘CONFIRM’ your vote on the Resolution whether partially or otherwise, you will not be allowed to modify your vote.

vi. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to access the link https://evoting.kfintech.com and upload a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote and attend AGM. Also send these relevant documents to the Scrutinizer by e-mail to scrutinizer at akshay@gakshayassociates.com.

vii. The voting rights of the Members shall be in proportion to the number of shares held by them in the share capital of the Company as on the cut-off date being Friday, July 03, 2026.

viii. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

ix. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password” option available on https://evoting.kfintech.com to reset the password.

x. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (“FAQs”) and e-Voting user manual available at the download section of https://evoting.kfintech.com (“KFintech Website”) or contact Mr. Mohammed Shanoor, Deputy Manager of KFin Technologies Private Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032 or at einward.ris@kfintech.com and evoting@kfintech.com or call KFin’s toll free no. 1800 309 4001 for any further clarifications.

14. Instructions for shareholders attending the AGM through VC/OAVM:

i. Members may access the platform to attend the AGM through VC/OAVM at https://emeetings.kfintech.com by using their remote e-Voting credentials. The link for the AGM will be available in the Shareholder/Members login where the “EVENT” and the “Name of the Company” can be selected. Please note that the Members who have not registered their e-mail address or do not have the User-ID and Password for e-Voting or have forgotten the User-ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this Notice. Further, Members can also use the OTP based login for logging into the e-Voting system.

If e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of https://evoting.kfintech.com the Member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

ii. Members who may want to express their views or ask questions at the AGM may visit https://emeetings.kfintech.com and click on the tab “Posting your Queries”, to post your queries in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall remain active during the remote e-Voting period.

iii. Members who may want to express their views or ask questions at the AGM may visit https://emeetings.kfintech.com and click on tab “Speaker Registration” during the remote e-Voting period. Members shall be provided a ‘queue number’ before the AGM.

iv. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM. The window shall remain active during the remote e-Voting period.

v. Facility for joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM. Facility for joining AGM will be closed on expiry of 15 minutes from the scheduled time of the AGM.

vi. Facility for joining the AGM through VC/OAVM shall be available for 1,000 Members on first-come-first-served basis. However, the participation of Members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first-come-first-served basis.

vii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFin Technologies Private Limited at toll free number 1800 309 4001 or write to them at evoting@kfintech.com

**General Instructions for best VC experience:**

**a) Members can participate in the AGM through their desktops/smartphones/laptops etc. However, for a better experience and smooth participation, it is advisable to join the meeting through desktops/laptops with Google Chrome/Safari/ Firefox and high-speed internet connectivity.**

**b) Please note that participants connecting from mobile devices or tablets, or through laptops via mobile hotspot may experience audio/video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any of the aforementioned glitches.**

15. The Board of Directors has appointed Mr. G Akshay, Proprietor of G Akshay & Associates, Practising Company Secretaries (Membership No. F10967), to act as Scrutinizer, to scrutinize the voting during AGM and remote e-Voting process in a fair and transparent manner.

16. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast through remote e-voting) and make, not later than three working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

17. The results declared along with the Scrutinizer's Report shall be immediately placed on the Company's website www.furlenco.com and on the website of the KFintech at https://evoting.kfintech.com.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF NOTICE CONVENING THE ANNUAL GENERAL MEETING**

The following statements sets out all material facts relating to the special businesses mentioned under the accompanying notice and has been approved by the Board of Directors.

**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**

Pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, the Company can dispose off its undertaking/property/assets through sale or lease or provide security or its assets for repayment of loan or otherwise only with the approval of shareholders accorded by way of Special Resolution.

The Company may sell, lease, dispose off /create charge and/or mortgage all or any of the immovable and / or movable properties and/or undertaking of the Company wheresoever situated, present & future and the whole or substantially the whole of the undertaking of the Company in favour of any other person/Bank/Financial Institution/NBFC's or otherwise, to secure the repayment of funds/credit facilities availed or to be availed by the Company, for a sum of money not exceeding INR 1000 Crores (Indian Rupees One Thousand Crores Crores) which would be in excess of the limits as prescribed under Section 180 (1)(a) of the Companies Act, 2013.

The resolution proposed in Item No. 3 is therefore recommended for your approval by **Special Resolution**.

None of the Directors or other Key Managerial Personnel of the company and their relatives are, in any way, concerned or interested in the Resolution.

**Item No. 4: Consideration and Approval to Borrow Fund under Section 180(1)(C) of the Companies Act, 2013:**

The Company proposes to borrow money from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 180 (1)(c) of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate (the paid-up share capital and free reserves and securities premium), apart from temporary loans obtained from the company's bankers in the ordinary course of business. Considering the funding requirements of the Company for both short term as well as long term and for general corporate purposes, the Company is proposing to borrow upto INR 500 Crores (Indian Rupees Five Hundred Crores Crores) by way of in form NCD issuance, borrow from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, which would be in excess of the limits as prescribed under Section 180 (1)(c) of the Companies Act, 2013.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting to increase the borrowing limit of the Company for an amount not exceeding INR 500 Crores (Indian Rupees Five Hundred Crores Crores) notwithstanding that such borrowings are in excess of the limits prescribed under Section 180(1)(c) of the Companies Act, 2013.
It is hereby clarified that the borrowing under section 180 and section 42 of the Companies Act, 2013 read with Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules 2014, shall not exceed INR 500 Crores (Indian Rupees Five Hundred Crores Crores).

The resolution proposed in Item No. 4 is therefore recommended for your approval by **Special Resolution**.

None of the Directors or other Key Managerial Personnel of the company and their relatives are, in any way, concerned or interested in the Resolution.

**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:**

Members are requested to note that pursuant to Section 42, Section 71 and Section 180 of the Companies Act, 2013 read with applicable rules made thereunder, a company shall not make a private placement of its securities (including non-convertible debentures) unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company, by a special resolution, for each of the offers or invitations and in case of offer or invitation for non-convertible debentures exceeds the limit as specified in clause (c) of sub-section (1) of section 180, it shall be sufficient if the company passes a special resolution only once in a year for all offers or invitation for such debentures during the year.

The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of non-convertible debentures by the Company, including the price at which such non-convertible debentures are being issued on the basis of the prevailing market conditions.

The Board at its meeting held on May 11, 2026 approved and recommended the issuance of Non-convertible Debentures (NCD) upto INR 250 crores (Indian Rupees Two Hundred Fifty Crore) in one or more tranches for a period of one year from the date of Annual General Meeting for shareholder's approval.

The resolution proposed in Item No. 5 is therefore recommended for your approval by **Special Resolution**.

None of the other Directors or Key Managerial Personnel of the company and their relatives are, in any way, concerned or interested in the Resolution except to the extent of any charge/ security that may be created by the Company in favour of any entity in which any of the Director(s) or other key managerial personnel may be associated in any capacity.

**Item No. 6: Consideration and Approval for entering into Related Party Transaction with its subsidiaries and associates:**

Pursuant to provisions of section 188 (1) of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, any transaction entered into with the related party; (i) sale, purchase or supply of any goods or material, directly or through appointment of agent, amounting to ten percent or more of the turnover of the company (ii) selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, amounting to ten percent more of net worth of the company (iii) leasing of property any kind amounting to ten percent or more of the turnover of the company (iv) availing or rendering of any services, directly or through appointment of agent, amounting to ten percent or more of the turnover of the company (v) appointment to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeding two and a half lakh rupees (vi) remuneration for underwriting the subscription of any securities or derivatives thereof, of the company exceeding one percent of the net worth of the Company shall be entered with the prior approval of the company by a resolution.

The Company proposes to enter into related party transactions with its subsidiaries and associates entities, in excess of the limits under section 188 of the Companies Act, 2013 and the rule 15 Companies (Meeting of Board and its Power), 2014 and requires the approval of shareholders of the Company.

HOUSE OF KIERAYA

Further, it is informed that pursuant to Section 188 of the Companies Act, 2013, it is proposed to take approval for entering into related party transactions between House of Kieraya Limited and its group companies for the transactions as mentioned below.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of Ordinary resolution as contained in the notice of the Annual General Meeting to enter into the related party transactions as mentioned below.

The following disclosure in relation to the related party transactions is required to given pursuant to section 188 of the Companies Act, 2013 and the rules made thereunder:

| **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).<br>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 |

- Name of the director who is related: Mr. Rahul Gautam and Mr. Tushaar Gautam being directors in Sheela Foam Limited are interested parties w.r.t contracts & arrangements with Sheela Foam Limited.

- any other information relevant or important for the Board to take a decision on the proposed transaction: Nil

The resolution proposed in Item No. 6 is therefore, recommended for your approval by **Ordinary Resolution**.

Except Mr. Rahul Gautam and Mr. Tushaar Gautam as disclosed above, none of the other Directors or Key Managerial Personnel of the company and their relatives in any way, are concerned or interested in the Resolution except to the extent of any charge/ security that may be created by the Company in favour of any entity in which any of the Director(s) or other key managerial personnel may be associated in any capacity.

**Item No.7: Approval of revision in remuneration of Mr. Ajith Mohan Karimpana, Managing Director.**

Mr. Ajith Mohan Karimpana was appointed as Managing Director of the Company by the Board of Directors in their meeting held on May 10, 2024, w.e.f. April 01, 2024 for a period of 3 years. The same was subsequently approved by the members at the AGM held on July 23, 2024. Further considering the Company's performance, the progress made and targets achieved by the Company and as per the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 11, 2026 approved 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. Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revision in remuneration of Mr. Ajith Mohan Karimpana, Managing Director & CEO as decided by the Board of Directors is required to be approved by the Members at their meeting. The remuneration is in line with the Industrial Standards for managerial personnel falling under the same cadre. Thus, the Members are requested to consider revision in remuneration of Mr. Ajith Mohan Karimpana, Managing Director & CEO. Pursuant to the applicable provisions of the Companies Act, 2013, and relevant rules made thereunder, consent of the members is being sought by way of Special Resolution. Except Mr. Ajith Mohan Karimpana, none of the promoters, directors, key managerial personnel and their relatives are concerned or interested financially or otherwise, in the Resolution.

The Board of Directors recommend passing of the Special Resolution at item no. 7 of the notice.

**BY THE ORDER OF THE BOARD**
**FOR HOUSE OF KIERAYA LIMITED**
**(Formerly Known as House of Kieraya Private Limited)**

Sd/-
Mr. Sanjeev Kulkarni
Company Secretary
Membership No.: A34716

Date: May 11, 2026
Place: Bengaluru

HOUSE OF KIERAYA

**Annexures to Item 2 & Item 7:**

**Information about the Appointee/Director(s)**

| **Sr. no.** | **Particulars** | **Mr. Tushaar Gautam, Non – Executive Director (DIN: 01646487)** | **Mr. Ajith Mohan Karimpana, Managing Director (DIN: 05241507)** |
|---|---|---|---|
| 1 | Date of Birth (Age) | 21/05/1978<br>48 years | 21/08/1979<br>46 years |
| 2 | Qualifications | He holds a bachelor's degree from Purdue University, USA, where his courses of study included financial, marketing and operations management. In May 2005, he was recognized by the President's Council of Purdue University for pursuit of excellence. He heads the operations of the Company and oversees the business of its subsidiaries. | He has completed his MS Computer and Information Science from Temple University and BTech from NIT Jalandhar. |
| 3 | Experience | With over 24 years of experience in operations, e-commerce, production, and research & development, he has played a key role in the Company's operational growth. | With over 2 decades of rich and diverse experience being in leadership positions across reputed firms in USA and India. Prior to Furlenco, Ajith has held leadership positions at reputed global firms like Infosys, Morgan Stanley, and Goldman Sachs as Vice President and Senior Consultant. |
| 4 | Terms & Conditions of appointment | As per the appointment letter | As per the appointment letter |
| 5 | Remuneration proposed | NIL | INR 2,30,00,000 |
| 6 | Remuneration last drawn | NIL | INR 1,74,99,996 |
| 7 | Date of first appointment | 29/08/2023 | 18/4/2012 |
| 8 | Shareholding in the Company | NIL | 5.55% |
| 9 | Relationship with other Directors, Manager and other KMPs | Mr. Tushaar Gautam is son of Mr. Rahul Gautam, Non-Executive Director | None |
| 10 | Number of Meetings of the Board attended during the year | 1 | 8 |
| 11 | Other Directorships | 1. Sheela Foam Limited<br>2. Rangoli Resorts Private Limited | - |

HOUSE OF KIERAYA

| | | | |
|---|---|---|---|
| | | 3. Sleepwell Enterprises Private Limited<br>4. Staqo Software Private Limited<br>5. Joyce Foam Pty Limited (Australia)<br>6. Interplasp S.L.U. (Spain)<br>7. International Form Technologies Spain S.L.U (Spain) | |
| 12 | Membership/ Chairmanship of Committees of other Boards | **Sheela Foam Limited:**<br>1. Audit Committee – Member<br>2. Risk and ESG Committee – Member<br>3. Banking Committee – Member | NONE |

**BY THE ORDER OF THE BOARD**
**FOR HOUSE OF KIERAYA LIMITED**
**(Formerly Known as House of Kieraya Private Limited)**

Sd/-
Mr. Sanjeev Kulkarni
Company Secretary
Membership No.: A34716

Date: May 11, 2026
Place: Bengaluru