

# Studds Accessories Limited

**Regd Office:** Plot 918, Sector 68, IMT, Faridabad-121004, Haryana

**CIN:** U25208HR1983PLC015135

**Website:** [www.studds.com](http://www.studds.com); **Email:** [secretarial@studds.com](mailto:secretarial@studds.com)

**Ph. No.:** 0129-4296500

NOTICE is hereby given that the 41st (Forty-first) Annual General Meeting ("AGM") of the members of Studds Accessories Limited ("the Company") will be held on Friday, 29th day of September, 2023 at 4:00 P.M. (IST) through Video Conferencing (VC) or Other Audio- Visual Means (OAVM) to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the audited standalone financial statement of the Company for the financial year ended 31st March, 2023, including Balance Sheet as on 31st March 2023, the Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended on that date and the reports of the Board of Directors and Auditors along with its annexures and notes thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended 31st March, 2023 including Balance Sheet as on 31st March 2023, the Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended on that date and the report of Auditors along with its annexures and notes thereon, and in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

**"RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended 31st March 2023, including Balance Sheet as on 31st March 2023, the Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended on that date and the reports of the Board of Directors and Auditors along with its annexures and notes thereon, as circulated to the Members, be and are hereby received, considered, and adopted.

**FURTHER RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended 31st March 2023 including Balance Sheet as on 31st March 2023, the Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended on that date and the report of Auditors along with its annexures and notes thereon, as circulated to the Members, be and are hereby received, considered, and adopted."

2. To declare Final Dividend of Rs. 4/- (Rupees Four only) per Equity Shares (i.e. 80% on Paid up Value of Rupees 5/- each) for the Financial Year 2022-23, and in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

**"RESOLVED THAT** pursuant to the recommendation of Board of Directors, dividend of Rs. 4/- (Rupees Four only) (including all tax, cess, etc.) per equity shares (having face value of Rs. 5/- per equity shares) at the rate of 80%

on the paid-up equity share capital of Rs. 9,83,83,500 of the Company for the Financial Year ended on 31st March 2023 be and is hereby declared.

**RESOLVED FURTHER THAT** the divided to be paid to the shareholders (holding shares in physical, electronic/ dematerialised form) whose names appear in the Register of Members of the Company as on the closing business hours of September 29, 2023."

3. To re-appoint statutory auditors of the company for a consecutive term of five years and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

**"RESOLVED THAT** pursuant to provision of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification thereof for the time being in force and as may be enacted from time to time), approval of the members of the Company be and is hereby accorded for re-appointment of M/s. Rajan Chhabra & Co. Chartered Accountants (FRN: 009520N) as Statutory Auditors of the Company to hold office for further consecutive term of five years from the conclusion of this 41st Annual General Meeting until the conclusion of 46th Annual General Meeting of the Company at a remuneration to be decided from time to time as may be agreed between the Auditors and the Audit Committee or Board of Directors or such other officer of the Company as may be authorized by the Audit Committee/ Board of Directors, which may be paid on such terms and conditions as may be agreed between the Auditor and the Audit Committee or Board of Directors or such other officer of the Company as may be authorised by the Audit Committee/ Board of Directors."

4. To appoint a director in place of Mr. Madhu Bhushan Khurana (DIN: 00172770) who retires by rotation and being eligible, offers himself for re-appointment, and in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**

**"RESOLVED THAT** Mr. Madhu Bhushan Khurana (DIN: 00172770) who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company."

By the order of Board  
For **Studds Accessories Limited**

**Madhu Bhushan Khurana**

Date: August 29, 2023  
Place: Faridabad

Chairman and Managing Director  
DIN: 00172770

**NOTES:**

1. In view of the situation arising due to Covid-19 pandemic, as per guidelines issued by the Ministry of Corporate Affairs, Government of India vide Circular No. 20/2020 dated May 5, 2020 read with Circular No. 14/2020 dated April 8, 2020 and Circular No.17/2020 dated April 13, 2020, Circular No. 02/2021 dated January 13, 2021 and General Circular No. 02/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 28, 2022 ('collectively referred to as MCA Circulars') has permitted the holding of the AGM through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility without the physical presence of the Members/Shareholders at a common venue. In compliance with the provisions of the Act, and MCA Circulars, the 41st AGM of the Company is being held through VC/OAVM facility.  
  
The Deemed Venue for the 41st AGM shall be the Registered Office of the Company.
2. The explanatory statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013, relating to Item No. 3, to be transacted at the Annual General Meeting is annexed hereto and forms part of this Notice.
3. The AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, therefore physical attendance of Members/ Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Members/Shareholders will not be available for the AGM and hence, the Proxy Form, Attendance Slip and route map of venue are not annexed to this Notice. However, Corporate Members/Shareholders intending to authorize their representatives to attend & vote at the AGM through VC / OAVM facility on its behalf are requested to send duly certified copy of the relevant board resolution to the Company.
4. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
5. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The attendance of the Members/Shareholders attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In terms of Section 152 of the Act, Mr. Madhu Bhushan Khurana (DIN: 0017270), Managing Director, retires by rotation at the AGM and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend his reappointment.
8. M/s. Rajan Chhabra & Co, Chartered Accountants, will be completing their current term of five years at the conclusion of the ensuing 41st Annual General Meeting. M/s. Rajan Chhabra & Co, Chartered Accountants being eligible, offered themselves for re-appointment. Accordingly, in terms of Section 139, Section 142 of the Act and the Rules made thereunder. Based on the recommendations of the Audit Committee of the Company. The Board of Directors in their meeting held on August 29, 2023, had recommended to the members/ shareholders of the Company for reappointment of Rajan Chhabra & Co. Chartered Accountants (FRN: 009520N) for a second term of five consecutive years, to hold office from the conclusion of 41st Annual General Meeting till the conclusion of 46th Annual General Meeting of the Company, for shareholders'/ members approval on such terms and conditions including remuneration as set out in the resolution mentioned in Item No. 3 of this notice.
9. The recording/ transcripts of the forthcoming Annual General Meeting scheduled on September 29, 2023, shall also be made available on the website of the Company <https://www.studds.com/investor-relations>.
10. The relevant details, as required under Secretarial Standard-2, of directors seeking re-appointment at the Annual General Meeting ('AGM') are furnished herewith and forms part of the Notice.
11. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its email ID [secretarial@studds.com](mailto:secretarial@studds.com) till the date of AGM.
12. During the AGM, Members/Shareholders may access Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act. Members/ Shareholders may also write a mail to [secretarial@studds.com](mailto:secretarial@studds.com) for this purpose.
13. Pursuant to Sections 101 and 136 of the Act read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members/ Shareholders who have registered their e-mail address either with the Company or with the Depository Participants ('DP'). Members/ Shareholders who have not registered their e-mail address with the Company can now register the same by sending an email to Company Secretary and Compliance Officer of the Company at [secretarial@studds.com](mailto:secretarial@studds.com) and/or by sending a request to Link Intime India Private Limited Registrar and Share Transfer Agent ('RTA') through email [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in) or

contact 011-49411000. Members/ Shareholders holding shares in demat form are requested to register their e-mail address with their DP only. The registered e-mail address will be used for sending future communications.

14. Members/Shareholders may note that this Notice of AGM and Annual Report will also be available on Company's website <https://www.studds.com/investor-relations>.
15. The Notice of AGM and Annual Report will be sent to those Members/ Shareholders whose name will appear in the Register of Members / list of beneficiaries received from the Depositories as on close of business hours on September 1, 2023. The voting rights of the shareholders/ beneficial owner shall be reckoned on the equity shares held by them as at close of business hours on the Record Date i.e. September 22, 2023.
16. Members/Shareholders desiring any information/ clarification on the accounts or any matter to be placed at the AGM are requested to write to the Company at [secretarial@studds.com](mailto:secretarial@studds.com) at least seven days in advance to enable the management to keep information ready at the AGM. Members/Shareholders desiring to seek information/ clarification during the AGM on the accounts or any matter to be placed at the AGM may ask through the chat box facility provided by Link Intime India Private Limited.
17. Members/Shareholders holding shares in electronic form are requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members/Shareholders holding shares in physical form, if any, can submit their PAN to the Registrar and Share Transfer Agent ("RTA") Link Intime India Private Limited.
18. Ministry of Corporate Affairs vide its notifications dated September 10, 2018, mandated that securities of unlisted public companies can be transferred only in dematerialized form w.e.f. October 02, 2018. Accordingly, the Company has stopped accepting any fresh lodgement of transfer of shares in physical form. In view of the above and to avail various benefits of dematerialization, Members/ Shareholders are requested to dematerialize the shares held by them in physical form. The ISIN No. for the Equity Shares of the Company is INE00Q601028.
19. Members/Shareholders holding shares in physical form are advised to make nomination in respect of their shareholding in the Company by submitting Form No. SH-13 in terms of Section 72 of the Companies Act, 2013 to the RTA. Members/ Shareholders holding shares in electronic form may submit the same to their respective DP. The nomination form can be downloaded from the Company's website <https://www.studds.com/investor-relations>. Members/Shareholders who require communication in physical form in addition to e-communication or have any other queries, may write to the RTA or Company at its Registered Office address.
20. Non-Resident Indian Members/Shareholders are requested to inform RTA, immediately of: (a) Change in their residential status on return to India for permanent settlement; (b) Particulars of their bank account maintained in India with complete name, branch, account number, account type and address of the Bank with pin code number.
21. If the dividend as recommended by the Board of Directors is declared at the Annual General Meeting, payment of such dividend will be made as per the provisions of the Companies Act, 2013 as under:
  - (a) To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as of the close of business hours on September 29, 2023; and
  - (b) To all Members in respect of shares held in physical form after giving effect to valid requests lodged with the Company on or before the close of business hours on September 29, 2023.
22. As per the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by the Company after April 1, 2020, shall be taxable in the hands of the Shareholders. Your Company shall therefore be required to deduct tax at source at the time of making the payment of the dividend if the dividend as recommended by the Board of Directors is declared at the Annual General Meeting.
23. Attention of the Members/Shareholders is drawn to the provisions of Section 124 of the Companies Act, 2013 which require a company to transfer in the name of Investor Education and Protection Fund (IEPF) Authority, company is required to transfer the due unclaimed dividends to the Investor Education and Protection Fund (IEPF) established by the Central Government, on completion of seven year period from the date of transfer of the dividend to Unpaid Dividend Account. In case of those members who have not claimed or encashed the dividend warrant(s) consecutively for last seven consecutive financial years, the Company will proceed to transfer the respective shares to Investor Education and Protection Fund (IEPF) account in terms of IEPF rules. The details of such shareholders are uploaded on the web-link <https://www.studds.com/investor-relations>.

24. The Board of Directors have appointed CS Manish Kumar, Partner of Manish K & Associates, Company Secretaries the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner. The scrutinizer's report along with result declared shall be placed on website of the Company on the web-link <https://www.studds.com/investor-relations>.
25. All correspondence including share transfer documents should be addressed to the RTA of the Company viz. Link Intime India Private Limited, Noble Heights, 1st Floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110058, Tel: 011 - 49411000, e-mail: [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in).
26. A person, whose name is recorded in the register of member or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. close of business hours on September 22, 2023, only shall be entitled to avail the facility of remote e-voting/ voting.

27. The remote e-voting facility will be available during the following period:

- I. Commencement of remote e-voting: From 9:00 a.m. (IST) on September 26, 2023.
- II. End of remote e-voting: Up to 5:00 p.m. (IST) on September 28, 2023.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by RTA upon expiry of aforesaid period.

By the order of Board  
For **Studds Accessories Limited**

**Madhu Bhushan Khurana**

Date: August 29, 2023  
Place: Faridabad

Chairman and Managing Director  
DIN: 00172770

### **Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
  - Select the “**Company**” and “**Event Date**” and register with your following details: -
    - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
      - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
      - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
      - Shareholders/ members holding shares in **physical form shall provide Folio Number registered with the Company**
    - B. PAN:** Enter your 10-digit Permanent Account Number(PAN)(Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
    - C. Mobile No.:** Enter your mobile number.
    - D. Email ID:** Enter your email id, as recorded with your DP/Company.
  - Click “**Go to Meeting**” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

### **Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 7 working days in advance with the company on the [secretarial@studds.com](mailto:secretarial@studds.com) created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.

4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

### **Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.



Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

### InstaMeet Support Desk

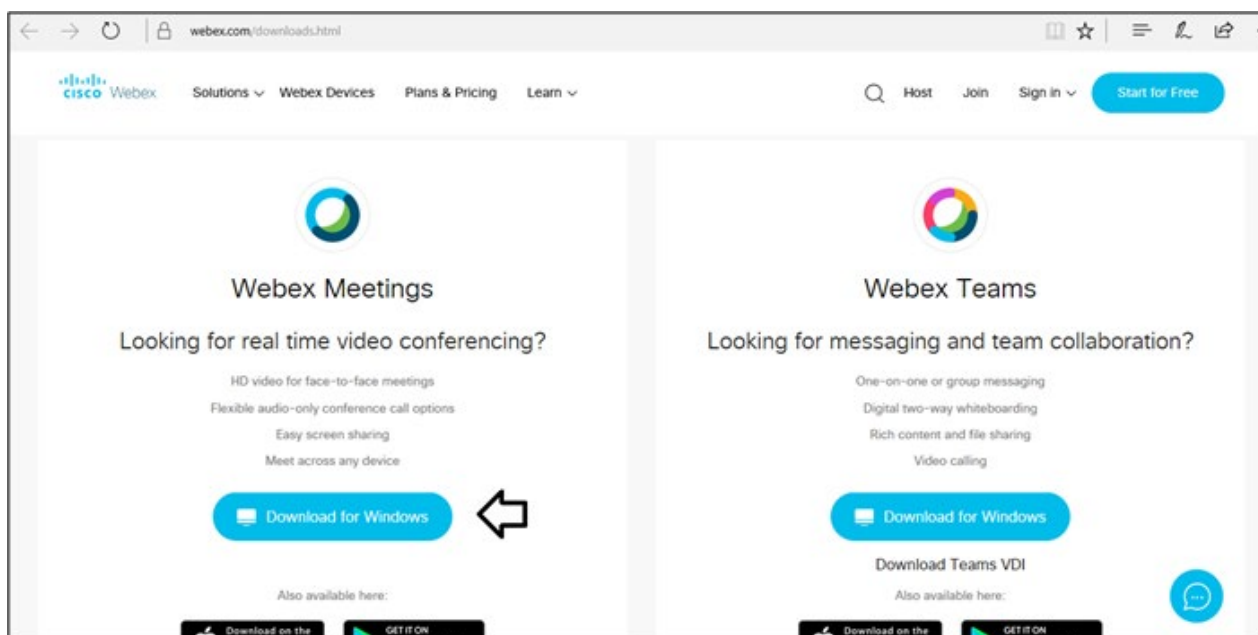
Link Intime India Private Limited

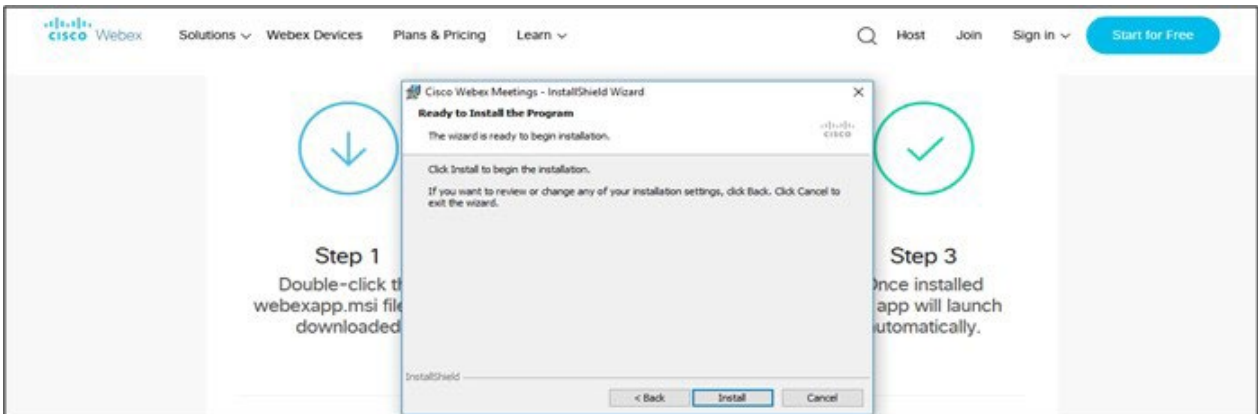
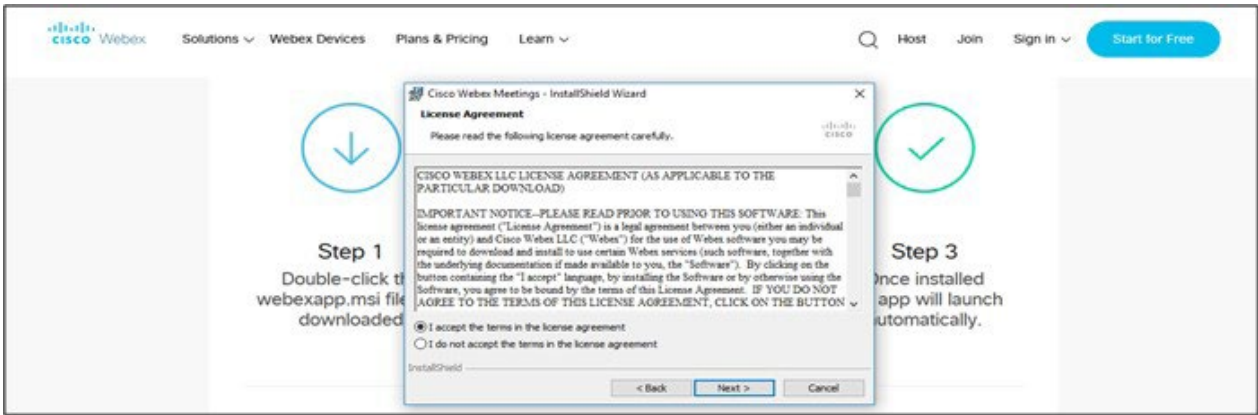
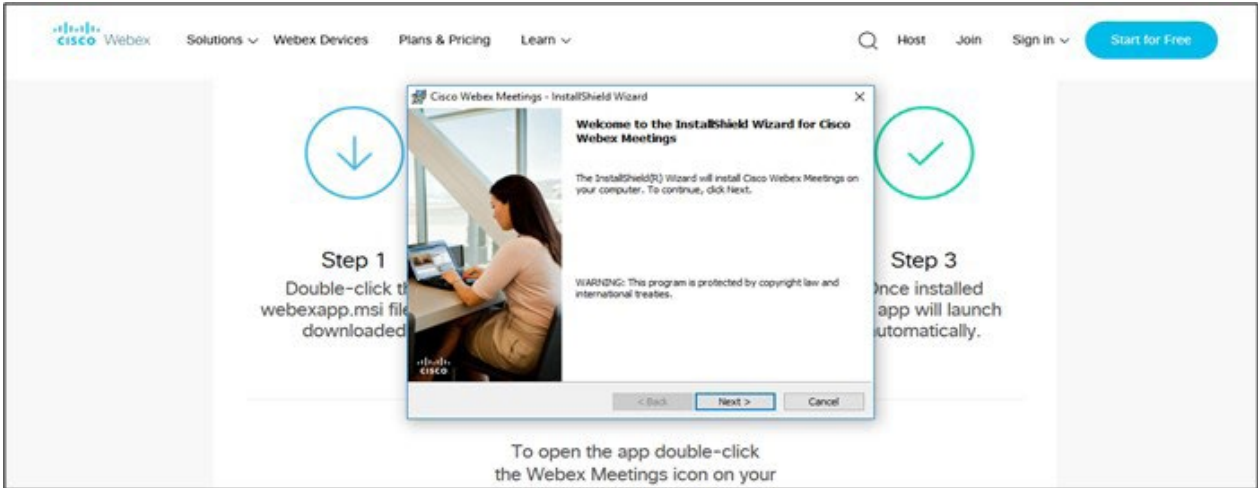
Annexure

### **Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET**

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>





or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

| <b>Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.</b> |  |
|--|--|
| 1 (A)  | If you have already installed the Webex application on your device, join the meeting by clicking on Join Now   |
| 1 (B)  | If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.<br><br>Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now |

The screenshot displays the Cisco Webex 'Join Event' interface. On the left, under 'Event Information:', there are fields for Event status, Date and time, Duration, and Description. Below these is a link to the Terms of Service and Privacy Statement. On the right, there is a 'Join Event Now' button. Below this button, a message states: 'You cannot join the event now because it has not started.' Below this message are four input fields: 'First name:', 'Last name:', 'Email address:', and 'Event password:'. A red arrow points to the 'Join Event Now' button. Another red arrow points to the 'Join by browser' link, which is labeled 'NEW!'. A note at the bottom right says: 'If you are the host, start your event.'



## REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

Pursuant to Section 108 of the Companies Act, 2013 read with rules made thereunder, shareholders may cast their vote through remote e-voting on the business set out in AGM notice. Shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

### **Login method for Individual shareholders holding securities in demat mode is given below:**

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
  1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further

authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

### **Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

- C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

- D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).

4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000                  |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password

option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013.****ITEM NO. 3**

Members of the Company at the 36th Annual General Meeting held on September 28, 2018, approved the appointment of M/s. Rajan Chhabra & Co, Chartered Accountants (FRN.009520N) as the Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of said Annual General Meeting until the conclusion of the 41st Annual General Meeting from the said Annual General Meeting. M/s. Rajan Chhabra & Co, Chartered Accountants will complete their present term on conclusion of this Annual General Meeting.

The Board of Directors of the Company ("the Board"), at its meeting held on August 29, 2023 has, considering the experience and expertise and on the recommendation of the Audit Committee, proposed to the Members of the Company reappointment of M/s. Rajan Chhabra & Co, Chartered Accountants, as Auditors of the Company, for a term of 5 (five) consecutive years from the conclusion of this 41st Annual General Meeting until the conclusion of the 46th Annual General Meeting, at a remuneration to be decided by the Audit Committee or Board of Directors or such other officer of the Company as may be authorized by the Audit Committee/ Board of Directors, in consultation with the Auditors, which may be paid as agreed between

the Auditor and the Audit Committee or Board of Director or such other officer of the Company as may be approved by the Audit Committee/ Board of Director.

M/s. Rajan Chhabra & Co, Chartered Accountants have consented to their reappointment as Auditors and have confirmed that if reappointed/ appointed, their reappointment/ appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013. M/s. Rajan Chhabra & Co, Chartered Accountants have also provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI valid up to August 31, 2023 and have already applied for renewal of the same.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.3 of the accompanying notice, except to the extent of his/her respective shareholding, if any, in the Company.

The Board of Directors recommend passing of the Ordinary Resolution at Item No. 03 of the Notice.

**Pursuant to the Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the following information is furnished:**

|  |   |
|--|---|
| <b>Name of the Director</b>  | Mr. Madhu Bhushan Khurana (DIN: 00172770)   |
| <b>Date of Birth &amp; Age</b>   | December 24, 1948 & 75 years  |
| <b>Qualification</b>   | Bachelor degree in Aeronautical, Engineering  |
| <b>Terms and Conditions of appointment/ re-appointment</b>   | Chairman and Managing Director, liable to retire by rotation.   |
| <b>Details of Remuneration sought to be paid</b>   | Mr. Madhu Bhushan Khurana (DIN: 00172770) shall be entitle to remuneration as Chairman and Managing Director of Company, as per the terms and conditions set out in the special resolution and the details enumerated in the explanatory statement under 102(1) of the Companies Act, 2013, passed by members/ shareholders of the Company in their 39th Annual General Meeting held on September 28, 2021. |
| <b>Last Remuneration drawn (Per Annum)</b>   | Rs. 21.81 Million   |
| <b>Date of first appointment on the Board</b>  | February 03, 1983   |
| <b>No. of shares held</b>  | 10867780  |
| <b>Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company</b> | Mr. Madhu Bhushan Khurana (Chairman & Managing Director) and Mr. Sidhartha Bhushan Khurana (Managing Director), who are related to each other as father and son.  |
| <b>Number of Board Meetings attended during the Financial Year 2022-23</b>                           | 4 (four)  |

|   |   |
|---|---|
| <b>Directorships held in other Companies</b>                                      | None  |
| <b>Chairman/ Member of the Committee of the Board of Directors of the Company</b> | <ol style="list-style-type: none"> <li>1. Nomination and Remuneration Committee (Member)</li> <li>2. Stakeholder's Relationship Committee (Member)</li> <li>3. Corporate Social Responsibility (Chairperson)</li> </ol> |
| <b>Committees position held in other Companies</b>                                | None  |

By the order of Board  
For **Studds Accessories Limited**

**Madhu Bhushan Khurana**  
Chairman and Managing Director  
DIN: 00172770

Date: August 29, 2023  
Place: Faridabad