

STUDDS ACCESSORIES LIMITED

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

CIN: U25208HR1983PLC015135

Website: www.studds.com; **Email:** secretarial@studds.com

Ph. No.: 0129-4296500

NOTICE is hereby given that the 40th (Fortieth) Annual General Meeting ("AGM") of the members of Studds Accessories Limited ("the Company") will be held on Friday, September 30, 2022 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, 2022, including Balance Sheet as on 31st March 2022, 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, 2022 including Balance Sheet as on 31st March 2022, 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.
2. To declare Final Dividend of Rupees 3 per Equity Shares (i.e. 60% on Paid up Value of Rupees 5/- each) for the Financial Year 2021-22.
3. To appoint a director in place of Mr. Sidhartha Bhushan Khurana (DIN: 00172788) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. RE-APPOINTMENT OF MR. PANKAJ DUHAN (DIN: 08093989) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM

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 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company,

Mr. Pankaj Duhan (DIN: 08093989), who holds office of Independent Director up to 08th April 2023 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years commencing from 9th April 2023 upto 8th April 2028.

RESOLVED FURTHER THAT Mr. Madhu Bhushan Khurana, Chairman and Managing Director or Mr. Sidhartha Bhushan Khurana, Managing Director or Mr. Hitesh Wadhwa Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

5. REAPPOINTMENT OF MR. SIDHARTHA BHUSHAN KHURANA, MANAGING DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, any 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 such other approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of the Articles of Association of the Company, approval of the Members by way of a special resolution be and is hereby accorded for re-appointment Mr. Sidhartha Bhushan Khurana (DIN: 00172788) as Managing Director of the Company, liable to retire by rotation, with remuneration, for a period of five (5) years with effect from 1st April 2023 to 31st March 2028 on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the remuneration.

FURTHER RESOLVED THAT the overall managerial remuneration payable to Mr. Sidhartha Bhushan Khurana

shall be such amount as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee but not exceeding 11% of the net profits of the Company for each financial year or part thereof computed in accordance with the provisions of Section 197, 198 of the Companies Act, 2013 at any point of time and that the terms and conditions of the aforesaid remuneration payable to Mr. Sidhartha Bhushan Khurana, as Managing Director be varied/alterd/revised within said overall limit, in such manner as may be required.

RESOLVED FURTHER THAT wherein any financial year, during the term of office of Mr. Sidhartha Bhushan Khurana (DIN: 00172788), Managing Director, the Company has no profits or its profits are inadequate, Mr. Sidhartha Bhushan Khurana (DIN: 00172788), Managing Director shall continue

to get the same remuneration as minimum remuneration as per the provisions of Section 197 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to settle all questions or difficulties that may arise with regard to this resolution in such manner as they may determine necessary in their absolute discretion, without requiring to secure any further consent or approval of the Shareholders/Members of the Company.

FURTHER RESOLVED THAT any Director or Company Secretary of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

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

Madhu Bhushan Khurana
Chairman and Managing Director
DIN: 00172770

Date: August 27, 2022
Place: Faridabad

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 and Circular No. 02/2021 dated January 13, 2021 and General Circular No. 02/2022 dated May 05, 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 40th AGM of the Company is being held through VC/OAVM facility.

The Deemed Venue for the 40th 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 the Special Business 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. 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.
5. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
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. Sidhartha Bhushan Khurana (DIN: 00172788), 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. At the 36th AGM held on September 28, 2018 the Members/ Shareholders approved appointment of M/s. Rajan Chhabra & Co., Chartered Accountants (ICAI Firm Registration no. 009520N), as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 41st AGM. The requirement to place the matter relating to appointment of auditors for ratification by Members/Shareholders at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 40th AGM.
9. The recording/ transcripts of the forthcoming AGM scheduled on September 30, 2022, 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 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 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 and/or by sending a request to Link Intime India Private Limited Registrar and Share Transfer Agent ('RTA') through email 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 August 26, 2022. 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 23, 2022.
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 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 30, 2022; 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 30, 2022.
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.
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 23, 2022, 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 27, 2022.

II. End of remote e-voting: Up to 5:00 p.m. (IST) on September 29, 2022.

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
Chairman and Managing Director
DIN: 00172770

Date: August 27, 2022
Place: Faridabad

INSTRUCTIONS FOR JOINING THE AGM AND E-VOTING ARE AS FOLLOWS:

A. Process and manner for attending the Annual General Meeting through InstaMeet:

- 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: -
 - 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
 - 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.
 - Mobile No.: Enter your mobile number.
 - 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:

- Shareholders who would like to speak during the meeting must register their request 7 days in advance with the company on secretarial@studds.com in following format:

Speaker Registration Form*:

- Name of Shareholder (including joint shareholder)
- DPID & Client ID/ Folio No.
- Permanent Account Number (PAN)
- Mobile Number
- Query:

* All fields are mandatory

- Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
- Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
- Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
- 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:

- On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- 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'.
- After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- 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'.
- 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.
- 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 or contact on: - Tel: 022-49186175.

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 by clicking on the link <https://www.webex.com/downloads.html/>

B. Remote e-voting instructions for shareholders post change in login mechanism for shareholders

Pursuant to the provisions of the Companies Act, 2013 read with rules made thereunder and MCA Circulars, 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:

I. Individual Shareholders holding securities in demat mode with NSDL

- 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.
- 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>

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.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.

II. Individual Shareholders holding securities in demat mode with CDSL

- Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
- Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in 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, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

III. 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. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and

you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form 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.
 - 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/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in '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 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43. |

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>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password'?
- 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. 04

The members/ shareholders of the Company at 36th Annual General Meeting appointed Mr. Pankaj Duhan (DIN: 08093989) as Independent Director for a period of five (5) years with effect from 9th April 2018, not liable to retire by rotation. His tenure (first term) as Independent Director of the Company is valid up to 08th April 2023.

The Nomination and Remuneration Committee, based on the performance evaluation, has recommended the re-appointment of Mr. Pankaj Duhan as an Independent Director, for a second term of 5 (five) consecutive years.

Based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on August 27, 2022, after considering the professional background and experience and contribution made by Mr. Pankaj Duhan during his tenure, decided that it would be beneficial to the Company to continue to avail services of Mr. Pankaj Duhan as an Independent Director. Accordingly, the Board has proposed to re-appoint Mr. Pankaj Duhan as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company, with effect from 09th April 2023.

Pursuant to the provisions of Section 149, 164 and other applicable provisions of the Companies Act, 2013 read

with rules made thereunder and the Articles of Association of the Company. Mr. Pankaj Duhan fulfils the criterion required for Independent Director and is not disqualified to be re-appointed as Independent Director of the Company. The Company has received a consent from him to be re-appointed as Independent Director of the Company. The Board of Directors of the Company recommends the re-appointment of Mr. Pankaj Duhan (DIN 08093989) as an Independent Director of the Company and is of the opinion that Mr. Pankaj Duhan fulfils the conditions specified in the Companies Act, 2013 read with Rules made there under, to be re-appointed as Independent Director of the Company.

Except Mr. Pankaj Duhan and their relative, 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.4 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 Special Resolution at Item No. 04 of the Notice.

ITEM NO. 05

Mr. Sidhartha Bhushan Khurana was appointed as Managing Director for a period of five (5) years with effect from 1st April 2018, on such terms and conditions including remuneration as approved by the shareholders/ members at the Extraordinary General Meeting held on 26th April 2018 and revised at Annual General Meeting held on 28th September 2021. His tenure as Managing Director of the Company is valid upto 31st March 2023.

Mr. Sidhartha Bhushan Khurana provides valuable insights and vision for the Company's sustained growth initiatives and plans. He has constantly provided the leadership and guidance to qualified and well experienced professionals across all key functions of the Organisation to enable them to add value to the Company's growth. He has played an instrumental role in growth of the Company and in order to avail benefits of his vast experience and expertise. The Board of Directors based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, in its meeting held on August 27, 2022, considered, approved and recommended to shareholders/ members of the Company, re-appointment of Mr. Sidhartha Bhushan Khurana as Managing Director, liable to retire by rotation, with remuneration, for a period of 5 years from 1st April 2023 to 31st March 2028 on terms and conditions as set out in the Resolution and the details enumerated below:

Mr. Sidhartha Bhushan Khurana, as a Managing Director of the Company shall be entitled to receive tax-free remuneration as mentioned hereunder:

a) Salary

Basic salary of INR 5,00,000/- p.m with authority to the Board (which expression shall include a committee thereof), to revise his salary from time to time.

b) Perquisites

In addition to salary, the Managing Director shall also be entitled to perquisites and allowances upto such amount as detailed below:

- i. Special Allowance upto INR 250,000/- (50% of Basic Salary) payable monthly.
- ii. Leave Travel Concession: Leave Travel Concession for self and family subject to a ceiling of three months basic salary.

Explanation: Family means the spouse, dependent children and dependent parents.

- iii. Medical reimbursement: Reimbursement of the expenses incurred for self and family subject to a ceiling of three months basic salary every year and such actual expenses as prescribed under the proviso to section 17(2) of the Income Tax Act.
- iv. Provident Fund, Bonus, Gratuity as per the rules of the Company.
- v. Motor Cars: Company maintained two motor cars with chauffeurs for official & personal use.

- vi. Club Membership Annual Fees subject to four Clubs.
- vii. Coverage under Medical claim Insurance, Group Personal Accident Insurance & Term Insurance as per company policy.
- viii. Round the clock one armed security guard to be provided by the Company at his residence.
- ix. Telephone: Telephone provided at residence to be paid by Company and Mobile phone Expenses as per the rules of the Company.
- x. Actual Electricity and Water Charges of his residence
- xi. Hard and Soft Furnishing at residence equivalent to three (3) Months basic salary every year.

c) Commission

Upto 5% of the Net Profits (excluding of the payment made under Salary and Perquisites & Allowances mentioned in point a and point b above) of the Company for each Financial year or part thereof Net Profit to be computed in accordance with the provisions of section 198 of the Companies Act, 2013.

Pursuant to Clause (iv) of Section II of Schedule V of Companies Act, 2013 the following statement is given:

| I. General Information | | |
|---|---|--|
| 1. | Nature of industry | Manufacturing |
| 2. | Date or expected date of commencement of commercial production/ transactions. | February 1983. |
| 3. | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | NA |
| 4. | Financial performance based on given indicators | The Financial performance of the Company for Financial Year ended on 31st March 2022 is as under: Revenue: 4,625.07 Other Income: 54.77 Total Expense: 4279.67 Profit/ (Loss) before tax: 400.17 |
| 5. | Foreign investments or collaborations, if any. | Company has one wholly owned subsidiary company SMK EUROPE UNIPESSOAL LDA. |
| II. Information about the appointee: | | |
| 1. | Background details | Mr. Sidhartha Bhushan Khurana has been on Board of the Company since 1998 and has over 25 years of experience in the field of business administration, finances, strategies, and Management. He has constantly provided leadership and guidance to qualified and well experienced professionals across all key organizational functions to enable them to add value to the Company's growth. |
| 2. | Past remuneration | Rs. 18.61 Million (during financial year 2021-22). |
| 3. | Recognition or awards | N.A. |

| I. General Information | |
|--|--|
| 4. Job profile and his suitability | Mr. Sidhartha Bhushan Khurana is an Alumni of Punjab Engineering College, Chandigarh. He is associated with the Company since last 25 years and the Company has gone to a new level and reach new heights under his Directorship. |
| 5. Remuneration proposed | The Remuneration proposed shall be on the terms as set out in the Resolution and explanatory statement under section 102 of the Companies Act, 2013 for item no. 5 which consists of Salary, Perquisites and Commission on profits. |
| 6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | Taking into consideration of remuneration of Managing Directors in the industry in general has gone up manifold. The remuneration proposed to the Managing Director of the Company is purely based on merits, keeping in view the profile of the Managing Director, responsibilities being shouldered by him, remuneration being paid by other comparable Companies in the Industry, Industry remuneration benchmarks, Company's remuneration policy as finalised by Nomination and Remuneration Committee constituted by the Board. |
| 7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | Apart from receiving Director's remuneration, Mr. Sidhartha Bhushan Khurana is holding 28,34,430 Equity Share of Rs.5/- each of the Company. |
| III. Other information: | |
| 1. Reasons of loss or inadequate profits | The Company is passing a Special Resolution pursuant to provisions of section 197 read with Schedule V as a matter of abundant precaution as the profitability of the company may be adversely impacted in future due to business environment. |
| 2. Steps taken or proposed to be taken for improvement | Not Applicable. |
| 3. Expected increase in productivity and profits in measurable terms | Not Applicable. |
| IV. Disclosures | |
| 1. all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors | As per the terms and conditions including remuneration as set out in the resolution and the details enumerated in the explanatory statement under section 102(1) of the Companies Act, 2013 for Item no 5. |
| 2. details of fixed component. and performance linked incentives along with the performance criteria | |
| 3. service contracts, notice period, severance fees; a | |
| 4. stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable. | Not applicable. |

Pursuant to the applicable provisions of the Companies Act, 2013, and the relevant rules made thereunder, consent of members is being sought by way of a Special Resolution.

Except Mr. Sidhartha Bhushan Khurana and Mr. Madhu Bhushan Khurana and their relative, 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.5 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 Special Resolution at Item No. 05 of the Notice.

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

| | | |
|--|---|---|
| Name of the Director | Mr. Sidhartha Bhushan Khurana (DIN: 00172788) | Mr. Pankaj Duhan (DIN 08093989) |
| Date of Birth & Age | July 20, 1977 45 years | February 23, 1977 45 years |
| Experience | He has more than 25 years of experience of handling key areas such as managing business administration, finances, strategies, and Management in helmets industry. | He was associated with Procter & Gamble Europe SA, Singapore for more than a decade, where he has held the position of a brand director, among others. At present, he is a marketing director (South Asia - Health) at Reckitt Benckiser. |
| Qualification | Bachelor's degree in Aeronautical Engineering | Bachelor's degree in engineering (electronics and electric communication) from Punjab Engineering College and a master's degree in management from the Indian Institute of Management, Ahmedabad. |
| Terms and Conditions of appointment/ re-appointment | Managing Director, liable to retire by Rotation | Appointed for five (5) years and is not liable to retire by rotation. |
| Details of Remuneration sought to be paid | The details of remuneration sought to be paid is as per the terms and conditions including remuneration as set out in the resolution and the details enumerated in the explanatory statement under section 102(1) of the Companies Act, 2013 for Item no 5. | Entitled to get the sitting fee for attending the Meeting of Board and/ or Meeting of Committees thereof. |
| Last Remuneration drawn (Per Annum) | INR. 18.61 Million | GBP 2,75,800 |
| Date of first appointment on the Board | August 28, 1998 | April 09, 2018 |
| No. of shares held | 28,34,480 | NIL |
| Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company | Mr. Madhu Bhushan Khurana (Chairman & Managing Director) and Mr. Sidhartha Bhushan Khurana (Managing Director), are related to each other as father and son. | Not Applicable |
| Number of Board Meetings attended during the Financial Year 2021-22 | 4 (four) | 1 (one) |
| Directorships held in other Companies | None | None |
| Chairman/ Member of the Committee of the Board of Directors of the Company | 1. Audit Committee (Member) 2. Stakeholder's Relationship Committee (Member) 3. Corporate Social Responsibility (Member) | 1. Audit Committee (Member) 2. Nomination and Remuneration Committee (Member) |
| Committees position held in other Companies | None | None |