

STUDDS ACCESSORIES LIMITED

Corporate Identification No.: U25208HR1983PLC015135

Regd. Office: 23/7, Mathura Road, Ballabgarh, Faridabad-121004, Haryana, India

Tel.: 0129-4296500 Email: Secretarial@studds.com / Website: www.studds.com

NOTICE

Notice is hereby given that the 37th Annual General Meeting of the Members of STUDDS ACCESSORIES LIMITED will be held on Saturday, 28th September 2019 at 04.00 P.M. at Hotel Delight Grand, A-5/B, Neelam Bata Road, Faridabad-121001, Haryana, India to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year 2018-19, together with Report of the Auditors and Directors thereon.
2. To declare Final Dividend of ₹ 3 per Equity Shares (i.e. 60% on Paid up Value of ₹ 5/- each) for the Financial Year 2018-19.
3. To appoint a Director in place of Mr. Sidhartha Bhushan Khurana (DIN: 00172788), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.

By order of the Board
For STUDDS ACCESSORIES LIMITED

(Mr. MADHU BHUSHAN KHURANA)

Chairman and Managing Director

DIN 00172770

1349, SECTOR-14,

FARIDABAD-121007,

Haryana

Place: Faridabad

Date: 22nd August, 2019

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THAT A PROXY NEED NOT BE A MEMBER.

PURSUANT TO PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013 AND RULES MADE THERE UNDER, A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.

A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE HOLDER OF PROXY SHALL PROVE HIS/HER IDENTITY AT THE TIME OF ATTENDING THE MEETING.

2. Attendance slip and Proxy Form attached herewith forming part of Notice.
3. The enclosed proxy form, duly completed, stamped and signed, must reach at the Registered Office not later than 48 hours before the scheduled time of the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members entitled to vote would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing is given to the Company.
5. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting in terms of Section 113 of the Companies Act, 2013.
6. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers in the attendance slip for attending the Meeting.
7. The voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as at close of business hours on the Record Date i.e. 21st September 2018.
8. The Final Dividend of ₹ 3 per equity share, i.e. @ 60% on the paid-up share capital, for the year 2018-19, as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 (thirty) days from the date of declaration, to the members whose names appear in the register of members as on the Record Date i.e. 28th September, 2019.
9. Members are requested to notify all the changes, if any, in their addresses/particulars to the Company.
10. Members desiring any information/clarification on the accounts are requested to write to the Company at least 10 days in advance, so as to enable the management to keep the information ready at the Annual General Meeting.
11. All relevant documents referred to in the Notice will be available for inspection at the Company's registered office during business hours on working days upto the date of AGM.
12. Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of Investor Education and Protection Fund (IEPF) Authority all shares in respect of which dividend has not been claimed for 7 (seven) consecutive years or more.



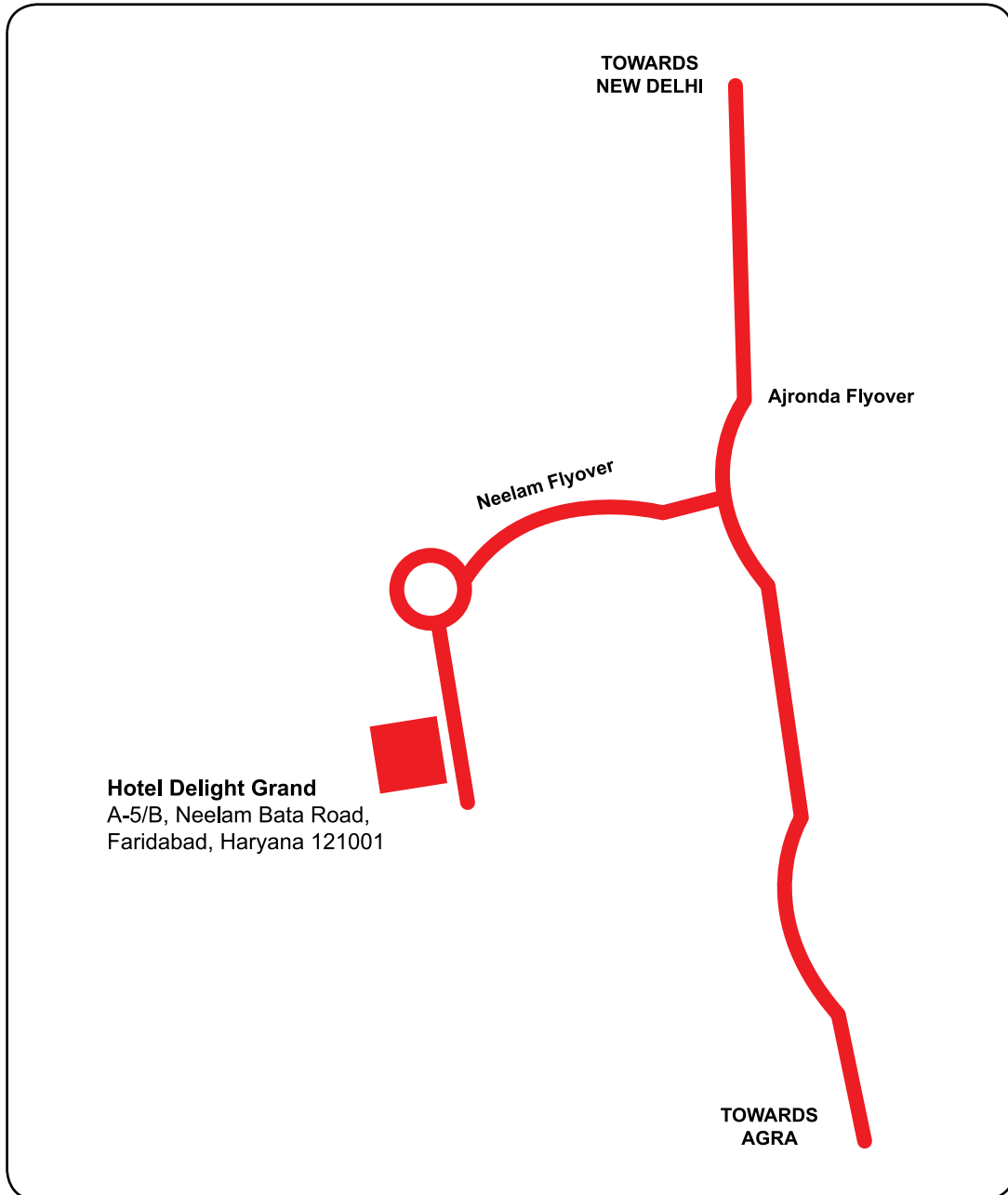
13. In accordance with the aforesaid provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has initiated necessary actions for transfer of the shares in respect of which dividend declared has not been claimed by the members for 7 (seven) consecutive years or more. Members are advised to visit the web-link: <http://www.studds.com/Home/InvestorRelation#> to ascertain details of shares liable for transfer to the IEPF Authority.
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013, Register of Member and any other register, or documents required by law, will be made available for inspection by Members of the Company at the venue of the meeting.
15. At the 36th AGM held on September 28, 2018 the members 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 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 37th AGM.
16. Route Map showing directions to reach to the venue of the 37th AGM along with prominent land mark is given at the end of the Notice.

By order of the Board
For STUDDS ACCESSORIES LIMITED

(Mr. MADHU BHUSHAN KHURANA)
Chairman and Managing Director
DIN 00172770
1349, SECTOR-14,
FARIDABAD-121007,
Haryana

Place: Faridabad
Date: 22nd August, 2019

STUDDS ACCESSORIES LIMITED



STUDDS ACCESSORIES LIMITED

Corporate Identification No.: U25208HR1983PLC015135

Regd. Office: 23/7, Mathura Road, Ballabgarh, Faridabad-121004, Haryana, India

Tel.: 0129-4296500 **Email:** Secretarial@studds.com / **Website:** www.studds.com

ATTENDANCE SLIP

Folio No./ DP ID/ Client ID :

Number of Shares held:

Name (in BLOCK letters) and Address of the Member:

I certify that I am a member/proxy for the shareholder of the Company.

I hereby record my presence at the 37th Annual General Meeting of the Company held on Saturday, 28th September 2019 at 4:00 P.M at Hotel Delight Grand, A-5/B, Neelam Bata Road, Faridabad-121001, Haryana, India.

Signature of Member/Proxy

Note:

1. Please complete the Folio/DP ID-Client ID No., Name and address, sign the Attendance slip and hand it over at the entrance of the Meeting Hall. Joint member may obtain additional Attendance Slip at the venue of the meeting.
2. Physical copy of Notice of the AGM along with Attendance Slip and proxy form is sent in the permitted mode(s) to all members.

STUDDS ACCESSORIES LIMITED

Corporate Identification No.: U25208HR1983PLC015135

Regd. Office: 23/7, Mathura Road, Ballabgarh, Faridabad-121004, Haryana, India

Tel.: 0129-4296500 Email: Secretarial@studds.com / Website: www.studds.com

Form No. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): _____

Registered address: _____

Registered E-mail ID: _____ Folio No.(DP ID and Client ID): _____

I/We being the Member(s) of _____ shares of STUDDS ACCESSORIES LIMITED hereby appoint

1. Name _____ E-Mail ID: _____

Address: _____

_____, or failing him/ her

2. Name _____ E-Mail ID: _____

Address: _____

_____, or failing him/ her

3. Name _____ E-Mail ID: _____

Address: _____

_____, or failing him/ her

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company to be held on Saturday, 28th September 2019 at 4:00 P.M at Hotel Delight Grand, A-5/B, Neelam Bata Road, Faridabad-121001, Haryana, India and at any adjournment thereof in respect of such as are indicated below:

**I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	Vote (optional, see note 4) Please mention no. of shares	
	For	Against
1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year 2018-19, together with Report of the Auditors and Directors thereon		
2. To declare Final Dividend of ₹ 3 per Equity Shares (i.e.60% on Paid up Value of ₹ 5/- each) for the Financial Year 2018-19		
3. To appoint a Director in place of Mr. Sidhartha Bhushan Khurana (DIN: 00172788), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment		

Signed thisday of.....2019.

Affix
Revenue
Stamp of not
less than ₹ 1

Signature of First Proxy holder

Signature of Second Proxy holder

Signature of Third Proxy holder

Reference Folio No. / DP ID & Client ID* No. of Shares

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) Pursuant to the provisions of Section 105 of Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.