



STUDDS ACCESSORIES LIMITED

Registered Office: 23/7, Mathura Road, Ballabgarh, Faridabad-121004, Haryana

CIN: U25208HR1983PLC015135

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

Ph. No.-0129 - 4296500

NOTICE OF POSTAL BALLOT

Dear Shareholder(s)/ Member(s),

Notice is hereby given that in compliance with and pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 08, 2021, issued by the Ministry of Corporate Affairs ("MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, other applicable laws and regulations, the below appended resolutions are proposed for approval of the Shareholders/ Members of the Studds Accessories Limited (the "Company") through postal ballot only by way of remote e-voting process ("e-voting").

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts concerning the proposed resolutions are annexed hereto for your consideration.

The Board of Directors of the Company, at its meeting held on March 5, 2022, appointed CS Manish Kumar, Partner of Manish K & Associates, Company Secretaries, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders/ members can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders/ members to cast their votes electronically. Shareholders/ Members are requested to read the instructions in the Notes in this postal ballot notice ("Postal Ballot Notice") to cast their vote electronically. Shareholders/ Members are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on Thursday, April 14, 2022, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder/ members.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders/ members to register their e-mail addresses. Therefore, those shareholders/ members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before Saturday, April 16, 2022, and will be displayed on the Company's website i.e. <https://www.studds.com/investor-relations> and will also be communicated to the Link Intime India Private Limited ("Registrar and Share Transfer Agent"), National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories"). The said results will also be displayed at the Registered Office and Corporate Office of the Company.

SPECIAL BUSINESS:**ITEM NO. 1: SHIFTING OF REGISTERED OFFICE OF THE COMPANY WITHIN THE STATE OF HARYANA.**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to provisions of Section 12(5), 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed there under (including any statutory modifications or re-enactment thereof, for the time being in force), subject to necessary registrations, approvals, consents, permissions and sanctions, if any from the Competent Authority(ies) and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such Competent Authority(ies), the approval of the shareholders/ members of the Company be and is hereby accorded to shift the registered office of the Company from 23/7 Mathura Road, Ballabgarh, Faridabad-121004, Haryana to Plot No, 918, Sector 68, IMT, Faridabad-121004, Haryana within the state of Haryana.

RESOLVED FURTHER THAT the Mr. Madhu Bhushan Khurana, Chairman & Managing Director or Mr. Sidhartha Bhushan Khurana, Managing Director of the Company be and are hereby severally authorized:

- (a) To make/ file necessary Form(s)/application(s)/petition(s) with the Registrar of Companies, Ministry of Corporate Affairs, Central Government through the office of the Regional Director, and other competent authorities, if any, for the aforesaid shifting of registered office.
- (b) To agree to such conditions that may be imposed, required or suggested by the Registrar of Companies, the Central Government, the Regional Director, Ministry of Corporate Affairs and other competent authorities, if any, or that may otherwise be deemed fit or proper.
- (c) To make any modifications, changes, variations, alterations or revisions stipulated, required or suggested by any of the authorities, statutory or otherwise, while according to approval, consent as may be considered necessary, required for this resolution without requiring to secure any further consent or approval of the Shareholders/ Members of the Company.
- (d) 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.
- (e) To take such steps and to do all such acts, deeds, matters and things as may be required, necessary, proper, or expedient, to give effect to this resolution.”

ITEM NO. 2: AMENDMENT OF THE OBJECT CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 4, 13, 15, 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed there under (including any statutory modifications or re-enactment thereof, for the time being in force), subject to necessary registrations, approvals, consents, permissions and sanctions, if any from the Competent Authority(ies) and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such Competent Authority(ies), the approval of the Shareholders/ Members be and is hereby accorded for effecting the following modifications, alteration and amendments in the existing Clause III (A) of Memorandum of Association of the Company:

1. The existing Clause III (A) (4) of Memorandum of Association of the Company be altered and amended by replacing and substituting the same with the new Clause III(A) (4) as mentioned hereunder:

“4. To carry on the business of manufacturing, sales, distribution, trading, and marketing in India and abroad all types of Helmets, gadgets and accessories, spare parts and components for Two Wheelers and automobiles, made of Plastic, Fibre-glass, PVC, and any other materials.”

2. New Clause III(A) (5) as mentioned hereunder be insert, append, and added after Clause III(A) (4) of Memorandum of Association of the Company:

“5. To carry on the business of manufacturing, sales, distribution, trading, and marketing in India and abroad all types of safety products, safety devices, safety equipment, medical products, medical devices, medical equipment, helmets, and their gadgets, accessories, spare parts and components, made of Plastic, Fibre-glass, PVC, and any other materials.”

RESOLVED FURTHER THAT the Mr. Madhu Bhushan Khurana, Chairman & Managing Director or Mr. Sidhartha Bhushan Khurana, Managing Director of the Company be and are hereby severally authorized:

- (a) To make/ file necessary Form(s)/application(s)/petition with the with the Registrar of Companies, Ministry of Corporate Affairs, Central Government through the office of the Regional Director and other competent authorities, if any, for the aforesaid change in Object Clause in Memorandum of Association of the Company.
- (b) To agree to such conditions that may be imposed, required or suggested by the Registrar of Companies, Central Government, the Regional Director, Ministry of Corporate Affairs and other competent authorities, if any, or that may otherwise be deemed fit or proper.
- (c) To make any modifications, changes, variations, alterations or revisions stipulated, required or suggested by any of the authorities, statutory or otherwise, while according to approval, consent as may be considered necessary, required for this resolution, without requiring to secure any further consent or approval of the Shareholders/ Members of the Company.
- (d) 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.
- (e) To take such steps and to do all such acts, deeds, matters and things as may be required, necessary, proper, or expedient, to give effect to this resolution.”

By Order of the Board
For Studds Accessories Limited

Madhu Bhushan Khurana
Chairman & Managing Director
DIN: 00172770

Date: March 5, 2022
Place: Faridabad

NOTES:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposals/ resolution set out in this Postal Ballot Notice is annexed herewith.
2. The Postal Ballot Notice is being sent to the shareholders/ members of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as of the close of business hours on Friday, March 11, 2022.
3. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those shareholders/ members whose e-mail addresses are registered with the Company/Depositories. Shareholders/ Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.studds.com/investor-relations> and on the website of Company's Registrar and Share Transfer Agent Link Intime India Private Limited.
4. Shareholders/ Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent at delhi@linkintime.com.
5. Shareholders/ Members may note that pursuant to the MCA Circulars, the Company has additionally enabled a process for the limited purpose of receiving shareholder/ members communications and the Shareholders/ Members may update their email address by sending mail at secretarial@studds.com.
6. In accordance with the provisions of the MCA Circulars, shareholders/ members can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders/ members for this Postal Ballot. Shareholders/ Members whose names appear on the Register of Members/List of Beneficial Owners as of the close of business hours on Friday, March 11, 2022, will be considered for the purpose of e-voting.
7. Resolutions passed by the shareholders/ members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders/ members.
8. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the shareholders/ members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders/ members as of the close of business hours on Friday, March 11, 2022. A person who is not a shareholder/ member on the relevant date should treat this notice for information purpose only.
9. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars, the Company has provided the facility to the shareholders/ members to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by Link Intime India Private Limited. The instructions for e-voting are provided as part of this Postal Ballot Notice.
10. Shareholders/ Members desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this Postal Ballot Notice. Shareholders/ Members are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on Thursday, April 14, 2022, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder/ members.

11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before Saturday, April 16, 2022, and will be displayed on the website of the Company i.e. <https://www.studds.com/investor-relations>, besides being communicated to the Registrar and Share Transfer Agent, National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories"). The said results will also be displayed at the Registered Office and Corporate Office of the Company.
12. Subject to provisions of the Companies Act, 2013, rules made thereunder and MCA Circulars, the resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for receipt of votes through the e-voting process.
13. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Shareholders/ Members seeking to inspect such documents can send an email to secretarial@studds.com.
14. The e-voting period commences at 9:00 am (IST) on Wednesday, March 16, 2022, and ends at 5:00 pm (IST) on Thursday, April 14, 2022. Shareholders/ Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

- i. A person whose name is recorded in the register of members or in register of beneficial owners maintained by the Depositories as on the cut-off date, i.e., closing business hours on March 11, 2022, only shall be entitled to avail the facility of e-voting.
- ii. Electronic Voting Event Number (EVEN): 220063.
- iii. Individual shareholders/ members 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/ MEMBERS HOLDING SECURITIES IN DEMAT MODE IS GIVEN BELOW:

1. Individual Shareholders/ Members holding securities in demat mode with NSDL:
 - a) 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.
 - b) 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>

- c) 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.
2. Individual Shareholders/ Members holding securities in demat mode with CDSL
 - a) 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.
 - b) 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.
 - c) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 - d) 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.
3. Individual Shareholders/ Members (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/ MEMBERS HOLDING SECURITIES IN PHYSICAL FORM IS GIVEN BELOW:

Individual Shareholders/ Members 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/ Members 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/ Members 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*
- (i) 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).
 - (ii) 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/ members:

Institutional shareholders/ members (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/ Members holding securities in physical mode/ Institutional shareholders/ members:

Shareholders/ Members 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/ Members holding securities in demat mode:

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

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

- a) Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- b) Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders/ Members 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/ Members holding shares in Physical Form (i.e. Share Certificate):
Your User ID is Event No + Folio Number registered with the Company

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

Shareholders/ Members 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.

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

In case of any queries, shareholders/ members may contact to RTA at email: enotices@linkintime.co.in or on: - Tel: 022 -4918 6000 or to Mr. Hitesh Wadhera, Company Secretary, at email secretarial@studds.com or on Tel: 0129-4296500.

By Order of the Board
For Studds Accessories Limited

Madhu Bhushan Khurana
Chairman & Managing Director
DIN: 00172770
Date: March 5, 2022
Place: Faridabad

**STATEMENT PURSUANT TO SECTION 102(1), 110 OF THE COMPANIES ACT, 2013
READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION)
RULES, 2014**

The following statement sets out material facts relating to the Special Businesses mentioned in the Postal Ballot Notice:

ITEM NO. 1

Presently the registered office of the Company is situated at 23/7 Mathura Road, Ballabgarh, Faridabad-121004, Haryana. To meet the growing business requirements the Company has established an office facility at Plot No, 918, Sector 68, IMT, Faridabad-121004, Haryana, which is equipped with necessary space, infrastructure, and facilities required to conduct the business affairs of the Company more effectively and efficiently. With a view to (a) carry on business more economically and efficiently, (b) increase operational and management efficiency, (c) integration of various business functions and (d) exercise effective control over business affairs the Company, it is proposed to shift the registered office of the Company from 23/7 Mathura Road, Ballabgarh, Faridabad-121004, Haryana to Plot No, 918, Sector 68, IMT, Faridabad-121004, Haryana.

The Board of Directors of the Company strongly feels that it will be beneficial for the Company in terms of cost effectiveness and control on its day-to-day business affairs, to shift the registered office of the Company to Plot No, 918, Sector 68, IMT, Faridabad-121004, Haryana, which would make the operations of the Company more effective, economical, cohesive, and efficient due to better infrastructure facilities and business environment.

The shifting of Registered Office from 23/7 Mathura Road, Ballabgarh, Faridabad-121004, Haryana to Plot No, 918, Sector 68, IMT, Faridabad-121004, Haryana would be in the interest of the Company, shareholders/ members and all concerned stakeholders and will not be detrimental to the interest of members of the public, shareholders/ members, creditors, or employees, in any manner whatsoever.

Pursuant to the provisions of Section 12(5) and other applicable provisions, if any, of the Companies Act, 2013, relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and MCA Circulars, the proposed shifting of registered office of the Company requires the approval of the Shareholders/ Members by means of Special Resolution and accordingly, the approval of the Shareholders/ Members of the Company is being sought by voting through electronic means (e-voting) by way of Special Resolution as set out in the Postal Ballot Notice.

The Board of Directors in its Meeting held on March 5, 2022, has accorded its approval for shifting Registered Office of the Company to Plot No, 918, Sector 68, IMT, Faridabad-121004, Haryana. The Board recommends the Special Resolution at Item No. 1 for approval by the Shareholders/ Members.

None of the Directors, Managers, Key Managerial Personnel of the Company, and their respective relatives are concerned or interested financially or otherwise in the said resolution, except to the extent of their shareholding in the Company, if any.

ITEM NO. 2

Presently the Company is engaged in the business of manufacturing of Helmets, gadgets and accessories, spare parts and components for Two Wheelers and automobiles. Keeping in view the evolving business environment and growing business prospects it is pertinent that the Company should expand its footprints in various available avenues that can contribute to the Company's overall performance and shall explore the business opportunities which under the given circumstances can conveniently or advantageously be combined with the business activities of the Company, therefore it is proposed to also undertake the business of manufacturing, sale, distribution and marketing of all types of safety products/ devices/ equipment, medical products/ devices/ equipment, helmets and their gadgets, accessories, spare parts and components, made of Plastic, Fibre-glass, PVC, and any other materials.

The Company has adequate resources for undertaking new business activities and it is in the interest of the Company, its shareholders/ members, and all concerned stake holders, that the activities of the Company be diversified. The alteration of the main objects clause of the Memorandum of Association (the "MOA") as set out in the resolution is to facilitate the Company to enlarge its scope of operations. The proposed amendment(s) will enable the Company to carry on its business efficiently and effectively, which under the existing circumstances can be conveniently and advantageously combined with the present activities of the Company. The proposed amendment(s) to Clause III (A) are in line with the Company's competencies and business which will enable the Company to execute its future business plans.

Pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and MCA Circulars, the proposed alteration/amendment to the Object Clause of MOA requires the approval of the Shareholders/ Members by means of Special Resolution(s) and accordingly, the approval of the Shareholders/ Members of the Company is being sought by voting through electronic means (e-voting) by way of Special Resolution as set out in the Postal Ballot Notice.

The Board of Directors in its Meeting held March 5, 2022, has accorded its approval for alteration/amendment to the Object Clause of MOA as set out in the resolution. The Board recommends the Special Resolution at Item No. 2 for approval by the shareholders/ members.

None of the Directors, Managers, Key Managerial Personnel of the Company, and their respective relatives are concerned or interested financially or otherwise in the said resolution, except to the extent of their shareholding in the Company, if any.

By Order of the Board
For Studds Accessories Limited

Madhu Bhushan Khurana
Chairman & Managing Director
DIN: 00172770

Date: March 5, 2022
Place: Faridabad