

## **STUDDS ACCESSORIES LIMITED**

### **TRANSCRIPT OF THE 42<sup>nd</sup> ANNUAL GENERAL MEETING OF STUDDS ACCESSORIES LIMITED HELD ON MONDAY, SEPTEMBER 30, 2024 AT 2.00 P.M. THROUGH VIDEO CONFERENCING**

#### **Asha Mittal**

Good Afternoon everyone, I Asha Mittal, Company Secretary of Studds Accessories Limited hereby welcome our Hon'ble Directors, Auditors and Members, who have joined us today, on Monday, 30th September 2024, at 2.00 pm in the 42nd Annual General Meeting of the Company through Video Conferencing. The deemed venue for this meeting shall be Registered office of the Company i.e. Plot No. 918, Sector 68, IMT, Faridabad-121004.

Members may note that this Annual General Meeting is being held through video conferencing, in accordance with the Companies Act, 2013 and circulars issued by the Ministry of Corporate Affairs. The facility for joining this meeting, through video conferencing, is made available for the members. The Company has taken all feasible steps to ensure that the Company's shareholders are provided an opportunity to participate in the Annual General Meeting and to vote. The register of directors and KMP, the register of contracts or arrangements, register of members and other documents mentioned in the AGM Notice are kept open for inspection during the Meeting. As the AGM is being held through video conferencing, the facility for appointment of proxies was not applicable, and hence the proxy register is not available for inspection.

The Company has received requests from a few members to register them as speakers at the meeting. Accordingly, the floor will be open for some of these members to ask questions or express their views. The moderator will facilitate the question-and-answer session and will announce the name of the speaker one by one. On calling the name, the speaker shareholder must unmute himself or herself and if the shareholder faces any connectivity issue, the moderator will announce the name of the next registered speaker shareholder. Members can also post their views or questions via active chat board during the meeting, these questions may be responded during the meeting or separately through e-mail.

The Company has provided the facility to cast votes electronically on all the resolutions set forth in the 42<sup>nd</sup> AGM Notice. Members who have not cast their votes electronically and who are participating in this meeting will have an opportunity to cast their votes through the e-voting system provided by Link-In-Time during the meeting. Members can click on the 'Cast Your Vote' tab on the video conference screen to make use of this facility as per the instructions provided in the AGM Notice.

Mr. Madhu Bhushan Khurana, Chairman and Managing Director of the Company and Chairman of CSR Committee, Mr. Shanker Dev Choudhry, Chairman of Audit Committee and Stakeholder's Relationship Committee, Mr. Sidhartha Bhushan Khurana, Managing Director, Ms. Pallavi Saluja, Chairperson of Nomination and Remuneration Committee, Ms. Shilpa Arora, Additional Director and key managerial personnels are attending this meeting.

Mr. Pankaj Duhan, Independent Director, is not attending the meeting and has sought leave of absence.

Now, I would request our Hon'ble Chairman & Managing Director, Mr. Madhu Bhushan Khurana, to commence the proceedings of 42nd Annual General Meeting of the Company. Being Chairman's interest, for Agenda Item No. 3 to 5, Ms. Pallavi Saluja, Independent Director will Chair the meeting.

Thankyou Sir, over to you.

**Madhu Bhushan Khurana**

Good afternoon everyone, this is Madhu Bhushan Khurana, Chairman & Managing Director, joining this AGM from my residence i.e. 1349, Sector -14, Faridabad, Haryana - 121007. Now I request other present directors to introduce themselves.

**Sidhartha Bhushan Khurana**

Good Afternoon everyone, this is Sidhartha Bhushan Khurana, Managing Director of the company and I am attending this meeting from 1349, Sector-14, Faridabad.

**Shanker Dev Choudhry**

Good Afternoon everyone, this is Shanker Dev Choudhry, Independent Director of the company joining this AGM from San Ramon, California, USA.

**Pallavi Saluja**

Good Afternoon everyone, this is Pallavi Saluja, Independent Director of the company and also the chairman of the Nomination and Remuneration Committee and I am attending the meeting from Gurgaon.

**Shilpa Arora**

Good Afternoon everyone, this is Shilpa Arora, Additional Director of the company joining this AGM from Mississauga, Canada.

**Madhu Bhushan Khurana**

Participation of members through video conferencing is being recorded for the purpose of quorum, as per the circulars issued by the MCA, and Section 103 of the Companies Act, 2013. I request the moderator to state whether the quorum of the meeting is present.

**Moderator Vishal**

Yes Sir. Requisite member have joined the meeting. Thankyou.

**Madhu Bhushan Khurana**

Since, we have the requisite quorum present through video conferencing to conduct the proceedings of the meeting. I call this meeting to order.

Company Secretary of the Company is requested to introduce the auditors.

**Asha Mittal**

Thank You Sir.

Mr. Rajan Chhabra, Partner of Rajan Chhabra & Co, Statutory Auditor and Mr. Manish Sohal (Partner of Manish K & Associates), Secretarial Auditor, have joined this meeting.

Now, I request Hon'ble Chairman to address the members.

**Madhu Bhushan Khurana**

Dear Shareholders,

To begin with, let me thank you for the confidence reposed and the support extended to the company, since so many years.

To move further, I am pleased to inform that your company has achieved a moderate growth in revenue despite the challenging macroeconomic conditions during the fiscal year 2023-24. With our commitment to quality and innovation, we are confident in maintaining this momentum and growing further in the future. During the year, we had observed, helmet manufacturers in India are witnessing a shift due to regulatory changes which enforcing stringent safety standards and resulting in increasing consumer awareness. This safety awareness highlights the critical importance of wearing high-quality helmets. At Studds, we firmly believe that the rigorous enforcement of helmet laws is vital for enhancing the safety of motorcycle riders throughout India, whether in urban or rural areas. By promoting higher compliance with helmet laws and raising public awareness, these regulations have the potential to significantly reduce accident severity and save lives. To contribute towards safety of riders, we are here committed to support these efforts through our commitment for innovation, quality, comfort, and customer satisfaction,

helped your company to be at the forefront of serving towards safety of riders by meeting manufacturing demands for helmets.

Over the next five years, our strategy to maintain market leadership will focus on five key pillars, namely- broadening our product portfolio through diversification, prioritising quality and safety, enhancing customer engagement, strengthening our domestic and international distribution networks and making efforts to sustainability initiatives (both towards environment and society). By concentrating on these strategic areas, we are committed to solidify our market leadership and expanding our presence both in India and across global markets. The trust and confidence of our stakeholders have been the vital fuel in our unwavering journey of steady growth and improvement towards better tomorrow.

I would like to highlight and reiterate further that helmet manufacturers in India are beginning to experience a trend towards increasing demand, driven by:

- regulatory changes which are demanding more stringent safety standards;
- consumer awareness about the road safety including the importance of wearing high-quality and premium helmets; and
- the replacement market and fashion-driven market for helmets.

I am confident to say that the Company is embracing these trends and changes from a position of strength and confidence.

Let's come to the financial performance of the Company, during the fiscal year 2023-24, the company achieved revenue of Rs. 5,290.23 million, marking an increase from Rs. 4,991.69 million in FY 2022-23. The EBITDA for FY 2023-24 reached to Rs. 970.08 million as compared to Rs. 674.74 million in previous year. Profit Before Tax of Rs. 763.75 million increased from Rs. 465.52 million and Profit After Tax of Rs. 572.27 million rose from Rs. 332.58 million in previous year.

I feel humbled to thank each one of you, customers, employees, partners, shareholders, suppliers, bankers, and the community at large, for your continuous support in our journey. Thank you once again for being a part of our journey. Together, we will continue to protect lives and set new benchmarks in the world of helmets and riding gear. Thankyou.

Sidhartha Bhushan Khurana, Managing Director of the company, presented the financials of the company and key metrics of the company.

Asha Mittal

The Notice together with the Financial Statements for financial year 2023-24 and Board's Report along with its annexures has already been circulated to all the members in stipulated time. With your permission, I take them as read.

As per the Companies Act, 2013, and applicable Secretarial Standards, issued by ICSI, the Auditors' Report and Secretarial Audit Report are required to be read only when there are qualifications or adverse observations or comments.

There were no qualifications, observations or comments in the Standalone and Consolidated Statutory Audit Reports and in the Secretarial Audit Report.

The text of the resolutions along with explanatory statement, is provided in the Notice, circulated to the members.

**With the permission of Chairman, following resolutions are tabled:**

**Ordinary Business:**

**Agenda Item No. 1:**

To receive, consider and adopt

- (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2024, including Balance Sheet as on that date, 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 statements of the Company for the financial year ended on March 31, 2024 including Balance Sheet as on that date, the Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended on that date and the report of Auditors and notes thereon.

**Agenda Item No. 2:**

To declare Final Dividend of Rupees Four (4) per Equity Share (i.e. 80% on Paid up Value of Rupees 5/- each) for the Financial Year 2023-24.

**Agenda Item No. 3:**

To appoint a director in place of Mr. Sidhartha Bhushan Khurana (DIN: 00172788) who retires by rotation and being eligible, offers himself for reappointment.

**Special Business:**

**Agenda Item No. 4:**

Appointment of Ms. Shilpa Arora as a Whole-time Director in the category of Woman Executive Director and designated as 'Global Sales Head' of the Company and CEO of Bikerz US Inc., Wholly Owned Subsidiary of the Company, with effect from August 24, 2024 to August 23, 2029.

**Agenda Item No. 5:**

Revision in the terms of remuneration of Mr. Sidhartha Bhushan Khurana (DIN: 00172788), Managing Director of the Company.

Agenda No. 1 to 3 are ordinary resolutions and 4&5 are Special Resolutions.

Now, we are opening the floor for questions by members. I request the members of the Company to ask their questions

Moderator to let the speakers join and unmute.

**Moderator Vishal**

Thankyou Mam. No speaker has joined.

**Asha Mittal**

On request of Chairman, can we proceed further, since we have no speaker and also not received any query on the chat box.

Members may note that e-voting on the Link Intime platform will continue to be available for the next 15 minutes. Therefore, I request members who have not casted their vote, please do so within the next 15 minutes.

The Board of Directors has appointed Mr. Shashikant Tiwari, a practicing company secretary and Partner of Chandrasekaran Associates as a scrutinizer to scrutinize the e-voting process in fair and transparent manner.

The results of the e-voting along with scrutinizer's report shall be placed on the website of the Company and on the website of Link Intime. The resolutions as set forth in the notice shall be deemed to be passed today.

Now I request Hon'ble Chairman and Managing Director to give vote of Thanks to everyone and to the shareholders.

**Madhu Bhushan Khurana**

I would like to extend my sincere thanks to the members for their participation, suggestion, comments and good wishes and for their valuable association with the Company. I also want to thank all the Board members, Auditors and Scrutiniser for their presence in the Meeting. Hope to see everyone again in our next annual general meeting.

Now, I authorize the Company Secretary to conclude the meeting.

**Asha Mittal**

Thankyou Sir. As mentioned earlier, the electronic voting option will remain open for next 15 minutes. Members who have not exercised their vote may click the voting button to cast your vote which is appearing on your VC meeting screen. I request moderator to activate the electronic voting link. I now declare the proceedings of this Annual General Meeting as concluded.

Thankyou.