

STUDDS ACCESSORIES LIMITED

Corporate Identification No.: U25208HR1983PLC015135

Regd. Office: 23/7, Mathura Road,

Ballabgarh, Faridabad-121004, Haryana, India

Email: Secretarial@studds.com

Website: www.studds.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting No. 2/2018-19 ("EGM") of the Members of M/s Studds Accessories Limited (CIN: U25208HR1983PLC015135) ("the Company") will be held on Saturday, 7th July 2018 at 4.00 p.m. at Hotel Delight Grand, A-5/B, Neelam Bata Road, Faridabad, Haryana-121001, to transact the following Special business:

SPECIAL BUSINESSES:

1. **To Sub-divide Equity Share of Rs. 10/- each into 2 Equity Shares of Rs. 5/- each:**

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

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and in accordance with the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any competent authority, consent of the Members be and is hereby accorded to subdivide each Equity Share of the nominal value of Rs.10/- (Rupees Ten Only) each in the Capital of the Company fully paid up, into 2 Equity Shares of Rs. 5/- (Rupees Five Only) each fully paid up and all the Equity shares of Rs.10/- (Rupees Ten Only) each fully paid, of the Company, be sub-divided accordingly with effect from the Record Date i.e. 07.07.2018.

RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, all the issued, subscribed and paid up equity shares of nominal value Rs.10/- (Rupees Ten Only) of the Company existing on the Record date to be fixed by the Company shall stand sub-divided into equity shares of nominal value Rs. 5/- (Rupees Five Only) each fully paid up.

RESOLVED FURTHER THAT upon sub-division of Equity Shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of Face value of Rs. 10/- (Rupees Ten Only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and that no letter of allotment shall be issued to the allottees of the new Equity Shares of Rs. 5 /- (Rupees Five Only) each on sub-division and the Company may, without requiring the surrender of existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing share certificate(s), within the period prescribed or that may be prescribed in this behalf, from time to time and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares before sub-division.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any Committee thereof as it may deem appropriate in this regard."



2. To Alter Memorandum of Association of the company:

To consider and if thought fit, to pass with or without modification, the following as a Special Resolution:

RESOLVED THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification or re-enactment(s) thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause:

“Clause V. The Authorised Share Capital of the Company is Rs. 25,00,00,000- (Rupees Twenty Five Crores Only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 5/- (Rupees Five Only) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company (the “Board”, which expression shall also include a duly authorized Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.

3. To adopt new set of MOA as per Companies Act 2013 and rectification of number of shares reflecting on the Subscribers sheet of MOA:

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 Section 13 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force), the words at the beginning of the Memorandum of Association and before Clause I “(THE COMPANIES ACT, 1956)” be and are hereby substituted by the words “THE COMPANIES ACT, 2013”.

“RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force), Memorandum of Association of the company be and is hereby amended as under:-

- i. Heading of the Part A of Clause III of Memorandum of Association i.e. “MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:” substituted with the Heading “OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:
- ii. Heading of Part B of Clause III of Memorandum of Association i.e. “THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE” substituted with the Heading “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:
- iii. All the sub- clauses from 1 to 10 of Part C of Clause III of Memorandum of Association shall be merged into Part B of Clause III of the Memorandum of Association and Heading of Part C of Clause III of Memorandum of Association i.e. “THE OTHER OBJECTS” be and is hereby deleted.
- iv. Clause IV of Memorandum of Association of the company be and is hereby amended and substituted with the following Clause:
“IV The liability of the Member(s) is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”
- v. Reference of the provisions of the Companies Act, 1956, wherever occurs in the Memorandum of Association, shall be substituted with the corresponding provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded to make the correction in the shares of the subscribers to the Memorandum of Association as reflected therein, and accordingly, the subscriber sheet attached to the Memorandum of Association of the Company should be printed depicting the “10 equity shares of Rs. 100 (Rupees Hundred Only)” instead of “100 Equity Shares (One Hundred) of Rs. 10 (Rupees Ten Only)”.

“RESOLVED FURTHER THAT Mr. Sidhartha Bhushan Khurana, Managing Director and Ms. Kanika Bhutani, Company Secretary of the Company, be and are hereby severally authorized to file necessary forms/ papers with the Registrar of Companies and to do all such acts, deeds and things as may be deemed necessary in this regard”

4. To approve Bonus Issue of Shares:

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

RESOLVED THAT, in accordance with provisions of Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company the consent of the members of the Company be and is hereby accorded to the capitalization of such sum standing to the credit of Securities Premium Account and General Reserves of the Company, by issuing bonus equity shares of the face value of Rs. 5/- (Rupees Five Only) each (after sub-division), credited

as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on record date i.e. 07.07.2018 in the proportion of 8 (eight) equity shares for every 1 (one) equity share held (i.e. in the ratio of 8:1).

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the letter of allotment shall not be issued in respect of the Bonus shares and the share certificate(s) for bonus shares be issued / dispatched to the shareholders who hold the existing shares in physical form and the respective beneficiary accounts be credited with the bonus shares, for such shareholders who hold the existing shares or opt to receive the bonus shares in dematerialized form, within the prescribed period.

RESOLVED FURTHER THAT the allotment of the proposed bonus shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and other applicable rules/regulations/guidelines issued/amended by RBI or any other authority, from time to time, in this regard.

5. To approve the proposal for Raising of Capital through an Initial Public Offering:

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

"RESOLVED THAT in accordance with the provisions of Section 62(1)(c) and any other applicable provisions of the Companies Act, 2013 ((including any amendments, modifications or re-enactment thereof, for the time being in force) including the applicable rules and regulations made thereunder to the extent notified, , the Securities Contracts (Regulation) Act, 1956, and the rules framed thereunder, as amended ("**SCRA**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBIICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), other applicable regulations and guidelines issued by the Securities and Exchange Board of India ("**SEBI**"), other applicable laws, regulations, guidelines, policies, notifications, circulars or clarifications issued from time to time by the Government of India ("**Gol**"), Department of Industrial Policy and Promotion, Government of India ("**DIPP**"), the Reserve Bank of India ("**RBI**"), the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi ("**Registrar of Companies**"), the Department of Economic Affairs, Ministry of Finance, Government of India ("**DEA**") and the relevant stock exchanges where the equity shares of the Company of face value ₹ 5 (Rupees Five Only) (the "**Equity Shares**") are proposed to be listed (the "**Stock Exchanges**") (collectively the "**Applicable Laws**"), and the enabling provisions of the Memorandum of Association of the Company and the Articles of Association of the Company, and subject to the approval of relevant government, statutory, supervisory and/or regulatory authorities, including the DIPP, the SEBI, RBI, the Registrar of Companies, DEA and the Stock Exchanges, and such other approvals, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, the consent, approval, authority and sanction of the Board be and is hereby granted to create, issue, offer and allot Equity Shares up to an aggregate value of INR 600 Crores (six hundred crores), in the course of the IPO (provided that such number of additional Equity Shares to the extent of up to 10% (the "**Fresh Issue**") of the issue size or such other extent as may be required for the purposes of rounding off the nearest integer while finalising the basis of allotment, including the issue and allotment of Equity Shares to the stabilizing agent pursuant to the Green Shoe Option, if any, in terms of the SEBI ICDR Regulations), which shall include, with permitted under the SEBI ICDR Regulations may be issued and allotted as may be required for out limitation, fresh Equity Shares issued and allotted in any private placement to selected investors as permitted under the applicable laws pursuant to any pre-IPO placement ("**Pre-IPO Placement**"), reservation of a certain number of Equity Shares, for any category or categories of persons as permitted under the applicable laws including eligible employees, discount to the issue price to retail individual investors or eligible employees and any Green Shoe Option of up to a certain number of Equity Shares at a price to be determined by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as may be fixed and determined by the Board and the selling shareholders in consultation with the book running lead managers ("**BRLMs**") in accordance with the SEBI ICDR Regulations, to any category of persons who are eligible investors, who may or may not be the shareholder(s) of the Company as the Board [and the Selling Shareholders] may, in consultation with the BRLMs decide, including anchor investors and qualified institutional buyers as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise), Hindu undivided families, employees working in India or abroad, non-resident Indians, registered foreign portfolio investors ("**FPIs**") as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended, alternative investment funds, venture capital funds, foreign venture capital investors, state industrial development corporations, insurance companies, insurance funds, provident funds, pension funds, national investment fund, insurance funds, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, multilateral and bilateral financial institutions, bodies corporate, companies, private or public or other entities whether incorporated or not, authorities and to such other persons, including high net worth individuals, retail individual investors or other entities, in one or more combinations thereof, or any other category of investors who are permitted to invest in Equity Shares as per applicable law, through an offer document, prospectus and/or an information memorandum, if any, and the decision to determine the category or categories of investors to whom the allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLMs, underwriters, placement agents and/or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board."

RESOLVED FURTHER THAT, the Board may invite the existing shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer for Sale in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLMs, subject to the receipt of consent of SEBI, GoI, RBI, the Registrar of Companies and/or such other approvals, permissions and sanctions of all other concerned regulatory authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such premium per share as may be fixed and determined by the Company and the selling shareholders in consultation with the BRLMs, to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other applicable law, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLMs and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer.

RESOLVED FURTHER THAT, the Equity Shares so allotted or transferred in the Offer shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank *pari-passu* in all respects with the existing Equity Shares.

RESOLVED FURTHER THAT, the Equity Shares allotted/ transferred through the Offer be listed on one or more recognized stock exchanges in India.

“RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to delegate all or any of the powers herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any offer, issue, transfer and allotment of Equity Shares pursuant to the Offer, including but without limitation, to the following:

- (i) constituting a committee for the purposes of any issue, transfer, offer and allotment of Equity Shares, and other matters in connection with or incidental to the Offer, including determining the anchor investor portion and allocate such number of Equity Shares to Anchor Investors in consultation with the Selling Shareholders and the BRLMs and in accordance with the SEBI ICDR Regulations and to constitute such other committees of the Board, as may be required under applicable laws, including as provided in the SEBI Listing Regulations;
- (ii) authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with any issue, transfer, offer and allotment of Equity Shares;
- (iii) giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- (iv) appointing the BRLMs in accordance with the provisions of the SEBI ICDR Regulations and other applicable laws;
- (v) seeking, if required, any approval, consent or waiver from the Company’s lenders, and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required in connection with any issue, transfer, offer and allotment of Equity Shares and approving and issuing advertisements in relation to the Offer;
- (vi) deciding in consultation with the BRLMs the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Offer, in accordance with applicable laws;
- (vii) taking on record the approval of the Offer for Sale;
- (viii) approval of the draft red herring prospectus (“**DRHP**”), the red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) (including amending, varying or modifying the same, as may be considered desirable or expedient) in relation to the Offer as finalized in consultation with the BRLMs, in accordance with applicable laws;
- (ix) withdrawing the DRHP or the RHP or not proceeding with the Offer at any stage in accordance with applicable laws and in consultation with the BRLM(s);
- (x) seeking the listing of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing;
- (xi) appointing, in consultation with the BRLMs, the registrar and other intermediaries to the Offer, in accordance with the provisions of the SEBI ICDR Regulations and other applicable laws;
- (xii) finalization of and arrangement for the submission of the DRHP to be submitted to the SEBI and the Stock Exchanges for receiving

comments, the RHP and the Prospectus to be filed with the Registrar of Companies, and any corrigendum, addendum, amendments supplements thereto;

- (xiii) authorization of the maintenance of a register of holders of the Equity Shares;
- (xiv) to make applications to the Stock Exchanges for in-principle approval for listing of its equity shares and file such papers and documents, including a copy of the Draft Red Herring Prospectus filed with Securities and Exchange Board of India, the stock exchanges, as may be required for the purpose;
- (xv) finalization of the basis of allotment of the Equity Shares;
- (xvi) acceptance and appropriation of the proceeds of the Fresh Issue in accordance with applicable laws; and
- (xvii) to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Offer.

RESOLVED FURTHER THAT the Board is entitled to negotiate, finalize and execute all such agreements and arrangements as well as amendments, supplements, notices or addenda or corrigenda thereto in connection with the Offer, for appointment of BRLMs and in consultation with the BRLMs for appointment of - the intermediaries, underwriters, escrow agents, registrars, banker(s) to the Offer legal counsels, depository(ies), custodians, credit rating agencies, monitoring agencies, advertising agencies, and all such persons or agencies as may be involved in or concerned with the Offer and to remunerate all such agencies in cash or otherwise, including by way of payment of commission, brokerage, fees, or reimbursement for expenses incurred in relation to the Offer.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer/issue, allotment, transfer and utilization of the proceeds and further to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, including the premium to be charged on the shares, to vary the size of the issue as required by the SEBI, lead managers, banks or other authorities or agencies concerned or as the Board or any committee thereof may decide in its absolute discretion in the best interest of the Company without requiring any further approval of the members and to do all such acts, deeds, matters or things whatsoever, including settling any question, doubt or difficulty that may arise from time to time with regard to or in relation to raising of resources as authorized herein and the utilisation of the Offer proceeds in relation to the expansion plans, acquisitions, repayment of secured loans/unsecured loans, capital expenditure, other corporate initiatives or in any other manner it may deem fit, and that all or any of the powers conferred on the Board or any committee thereof vide this resolution may be exercised by the Board or such committee thereof as the Board may constitute in this behalf.”

RESOLVED FURTHER THAT Mr. Madhu Bhushan Khurana, Chairman, Mr. Sidhartha Bhushan Khurana, Managing Director, Mr. Sanjay Sethi, CFO and Mrs. Kanika Bhutani, Company Secretary be and are hereby authorized to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the ROC.”

6. To approve Cancellation of unsubscribed Equity Shares in Issued Equity Share Capital of the Company:

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

“RESOLVED THAT in accordance with the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment(s) thereof for the time being in force) and rules framed thereunder, enabling provisions of the Articles of Association of the Company and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory authority and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents of Members be and is hereby accorded to cancel the 1,06,850 (One Lac Six Thousand Eight Hundred and Fifty) equity shares of Rs. 10/- (Rupees Ten Only) each, which have not been taken by person to whom so offered from Issued Equity share Capital of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion they may think necessary, expedient or desirable including of filing forms with the Registrar of Companies or any other regulatory authority to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments as may be required in this regard.

RESOLVED FURTHER THAT Mr. Sidhartha Bhushan Khurana, Managing Director and Mrs. Kanika Bhutani, Company Secretary of the Company be and are hereby authorized to take requisite actions including carrying out Corporate Action in this regard.”

7. To Increase the aggregate limit of investment by foreign portfolio investors (FPI) in Equity share capital 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 applicable provisions of Foreign Exchange Management Act, 1999, as amended (“FEMA”), Foreign Exchange Management (Transfer or Issue of Security by a person Resident outside India) Regulations, 2017 as amended up to date, the Consolidated Foreign Direct Investment Policy Circular of 2017 the Companies Act and all other applicable acts, rules, regulations, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the [Foreign Investment Promotion Board], the Reserve Bank of India, Ministry of Finance, Government of India, Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions, and as approved by the shareholders of the Company, the limit of investment by foreign portfolio investors (including foreign institutional investors holding valid certificates of registration from the SEBI and deemed to be foreign portfolio investors) in the Equity Shares of the Company, including, without limitation, by acquisition in the Offer in accordance with the SEBI ICDR Regulations or direct purchase or acquisition from the open market under the Portfolio Investment Scheme under FEMA, is increased from **24% to 49%** of the paid-up equity share capital of the Company.

RESOLVED FURTHER THAT, Mr. Sidhartha Bhushan Khurana , Managing Director, Mr. Sanjay Sethi, CFO and Mrs. Kanika Bhutani, Company Secretary be and are hereby severally authorized to do all such acts, deeds matters and things as may be necessary, desirable or expedient for giving effect to the above resolution and make such filings with the regulatory authorities to effectively implement this resolution.

8. To Increase the aggregate limit of Investment by Non Resident Indians in Equity Share Capital 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 applicable provisions of FEMA, Foreign Exchange Management (Transfer or Issue of Security by a person Resident outside India) Regulations, 2017 as amended up to date, the Companies Act and all other applicable acts, rules, regulations, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India, Ministry of Finance, Government of India, Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board of Directors of the Company, and as approved by the shareholders of the Company, the limit of investment by non-resident Indians in the equity shares of the Company, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or direct purchase or acquisition from the open market under the Portfolio Investment Scheme under FEMA, is increased from 10% to 24% of the paid-up equity share capital of the Company.”

“RESOLVED FURTHER THAT, Mr. Sidhartha Bhushan Khurana , Managing Director, Mr. Sanjay Sethi, CFO and Mrs. Kanika Bhutani, Company Secretary be and are hereby severally authorized to do all such acts, deeds matters and things as may be necessary, desirable or expedient for giving effect to the above resolution and make such filings with the regulatory authorities to effectively implement this resolution.”

By Order of the Board of Directors,
For, **Studds Accessories Limited**
Sidhartha Bhushan Khurana
Managing Director
DIN:00172788

Date : 08.06.2018
Place : Faridabad
Registered Office:
23/7, Mathura Road,
Ballabgarh, Faridabad-121004
Haryana India
Corporate Identification Number: U25208HR1983PLC015135
E-mail : secretarial@Studds.com
Website: <http://www.studds.com>

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING. THE PROXY FORM AND ATTENDANCE SLIP ARE ENCLOSED HERewith THE NOTICE.**
- 2. 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.**
- 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 are requested to notify all the changes, if any, in their addresses/particulars to the Company.
7. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to special businesses is annexed hereto and forms part of notice.
8. For the immediate reference, route map for reaching the venue of the EGM is attached.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Explanatory Statement to Item No. 1

The Equity shares of the Company are proposed to be listed on Stock Exchange(s). In order to facilitate the benefit of more liquidity and broad basing of small investors, the Board of Directors of the Company, in its meeting held on 08.06.2018 have approved the Sub-division of the nominal value of Equity shares of the Company of Rs.10/- (Rupees Ten Only) each into smaller denomination of Rs. 5/- (Rupees Five Only) each, subject to the approval of Members. Accordingly, each Equity share of the Company of the nominal value Rs.10/- (Rupees Ten Only) each existing on the Record Date, shall stand subdivided into 2 Equity shares of the nominal value of Rs. 5/- (Rupees Five Only) each. The Record Date for the aforesaid Sub-division of Equity shares shall be 07.07.2018 pursuant to the approval of shareholders in this Extra Ordinary General Meeting.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

Explanatory Statement to Item No. 2 and Item No. 3

The proposed Sub-division of the Equity shares of the Company of Rs. 10/- (Rupees Ten Only) each into smaller denomination of Rs. 5/- (Rupees Five Only) each requires amendment to the Memorandum of Association of the Company. Accordingly Clause V of the Memorandum of Association is proposed to be amended as set out in Item No. 2 of the accompanying Notice reflecting the corresponding changes in the Authorised Share Capital of the Company consequent to the proposed Sub-division i.e. from Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 5 /- (Rupee Five Only) each.

The Companies Act, 2013, had prescribed a new format of Memorandum of Association ("MOA") for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging the Objects under "Clause III (C) –Other Objects" with "Clause III (B) –Objects incidental or Ancillary to the attainment of the Main Objects" and also to rename the Clause III (A) and III (B) of the Object Cause and make the required changes in all other Clauses of the MOA. Further, reference of provisions of the Companies Act, 1956, wherever occurring in the Memorandum of Association, shall be replaced and substituted with the corresponding provisions of the Companies Act, 2013.

Copy of existing and amended Memorandum of Association of the Company will be available for inspection by members during 10.00 a.m. to 4.00 p.m. at the registered office of the Company during working business days till the date of Extra Ordinary General Meeting.

The Board at its meeting held on 08.06.2018 has approved alteration of the MOA of the Company subject to the approval of members.

The Board recommends the Special Resolution set out at Item No. 2 and 3 of the Notice for approval by the members.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution except to the extent of their shareholding, if any in the Company.

Explanatory Statement to Item No. 4

The Board of Directors at their meeting held on 08.06.2018, recommended issue of bonus shares in proportion of 8 (Eight) shares for every 1 (One) equity shares held by the members on a Record Date of 07.07.2018 by capitalizing a part of the amount standing to the credit of the Securities Premium Account and General Reserves. Pursuant to all provisions of Articles of Association of the Company and in terms of Section 63 of the Companies Act, 2013 and rules made there under, the capitalization of reserve and bonus issue thereof require approval of the members.

Further, it is necessary to authorize the Board of Directors of the Company to complete all the regulatory formalities in connection with bonus issue. Accordingly, the resolution seeks the approval of the members for capitalizing the amount standing to the credit of Securities Premium Account and General Reserve and to issue of bonus shares out of the same on the terms and conditions set out in the resolution.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution, except as member.

Explanatory Statement to Item No. 5

The Company proposes to create, offer, issue and allot equity shares of the Company of face value of Rs.5/- (the "Equity Shares") each up to an aggregate value of INR 600 Crores, on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations"), to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, registered foreign portfolio investors and/ or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws. Further, the Board may also invite the existing members of the Company to participate in such an offering by making an offer for sale in relation to such number of Equity Shares held by them, and which are eligible for offer for sale in accordance with the SEBI ICDR Regulations, as the Board may in consultation with the BRLMs determine. The Equity Shares allotted shall rank in all respects *pari-passu* with the existing Equity Shares.

The proposed offering is likely to include a fresh issue of the Equity Shares by the Company (the "Fresh Issue") and an offer for sale of Equity Shares (the "Offer for Sale" together with the Fresh Issue, the "Offer") by certain existing shareholders of the Company (the "Selling Shareholders"). An existing shareholder seeking to offer either all or some of the Equity Shares which are eligible for offer for sale in accordance with the SEBI ICDR Regulations, held by it for sale within the Offer for Sale for such price, as may be determined by the book building process, in accordance with the SEBI ICDR Regulations, the Selling Shareholders must convey their approval to the Company. The Company will separately send a draft of the consent letter along with the details of all the compliances and activities to be undertaken by each of the Selling Shareholders, under the applicable laws.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013 and the rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "Companies Act, 2013"), the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the Offer, the Board will make necessary amendments.

All the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) may be deemed to be concerned or interested in the proposed resolution to the extent shares may be subscribed for and allotted in their names.

Explanatory Statement to Item No. 6

Pursuant to the approval accorded by the Members of the Company vide resolution passed at the EGM held in the year 1995, the Company had issued 4 lacs (four lacs) Equity Shares by way of Private Placement, whereby it sought to allot equity shares (then bearing face value of 10/- each) at a price of Rs 35/- per Equity shares. However out of these 1,08,650 (one lac Eight thousand six hundred and fifty only) Equity shares were never subscribed from the shares issued on private placement basis.

The Company seeks approval from members pursuant to applicable provisions of Companies Act, 2013 and the existing Articles of Association of the Company, to cancel such unissued part of capital that is reflected in the issued capital of the company to cancel the 1,06,850 (One Lac Six Thousand Eight Hundred and Fifty) equity shares.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution, except as member.

Explanatory Statement to Item No. 7 and Item No. 8

The members are informed that given that the Company is proposing to undertake an initial public offering of its equity shares, the Company proposes to increase the limits on investment in the Company by (i) Foreign Portfolio Investors (FPI) from 24% to 49%; and (ii) Non-Resident Indians (NRI) from 10% to 24%, of the paid-up equity share capital of the Company. This would allow Foreign Portfolio Investors and Non-Resident Indians to acquire to a greater extent under the Portfolio Investment Scheme, the equity shares offered in the proposed initial public offering (if applicable) and also allow effective post-listing trading in the Company's equity shares by Foreign Portfolio Investors and Non-Resident Indians.

The Board recommends the resolution set out at Item No. 7 and 8 for approval of the Members of the Company as special resolution.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except to the extent of their shareholding in the company.

By Order of the Board of Directors,
For, **Studds Accessories Limited**
Sidhartha Bhushan Khurana
Managing Director
DIN:00172788

Date : 08.06.2018
Place : Faridabad
Registered Office:
23/7, Mathura Road,
Ballabgarh, Faridabad-121004
Haryana India
Corporate Identification Number: U25208HR1983PLC015135
E-mail : secretarial@Studds.com
Website: <http://www.studds.com>

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 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 Extra Ordinary General Meeting of the Company held on Saturday, 7th July 2018 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/DPID – 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 EGM alongwith 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: _____

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

I/We being the Member(s) of shares of STUDDS ACCESSORIES LIMITED here by appoint

- 1) Name :-----address-----
e-mail id-----Signature-----or failing him/her;
- 2) Name :-----address-----
e-mail id-----Signature-----or failing him/her;
- 3) Name :-----address-----
e-mail id-----Signature-----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 Extra Ordinary General Meeting of the Company to be held on Saturday, 7th July 2018 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:

S.N.	Resolutions	For	Against
1.	To Sub-divide Equity Share of Rs. 10/- each into 2 Equity Shares of Rs. 5/- each		
2.	To Alter Memorandum of Association of the company		
3.	To adopt new set of MOA as per Companies Act 2013 and rectification of number of shares reflecting on the Subscribers sheet of MOA		
4.	To approve Bonus Issue of Shares		
5.	To approve the proposal for Raising of Capital through an Initial Public Offering		
6.	To approve Cancellation of unsubscribed Equity Shares in Issued Equity Share Capital of the Company		
7.	To Increase the aggregate limit of investment by foreign portfolio investors (FPI) in Equity share capital of the Company		
8.	To Increase the aggregate limit of Investment by Non Resident Indians in Equity Share Capital of the Company		

Signed thisday of.....2018.

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 these resolutions, your Proxy will be titled 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.

STUDDS ACCESSORIES LIMITED

