

Annexure 1

**FORM No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March, 2019**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	U25208HR1983PLC015135
ii.	Registration Date	February 03, 1983
iii.	Name of the Company	Studds Accessories Limited
iv.	Category / Sub-Category of the Company	Company limited by Shares Indian Non-Government Company
v.	Address of the Registered office and contact details	23/7 Mathura Road, Ballabgarh, Faridabad-121004, Haryana India Mr. Saurav Kumar Company Secretary & Compliance Officer 23/7 Mathura Road, Ballabgarh, Faridabad-121004, Haryana India Landline-0129-4296500 Email -secretarial@studds.com
vi.	Whether listed company	No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	N.A

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated: -

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Helmet & Accessories	32902	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

As on March 31, 2019

Sr. No.	Name and Address Of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	NIL	NIL	NIL	NIL	NIL

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year (April 01, 2018)				No. of Shares held at the end of the year (March 31, 2019)*				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	-	761020	761020	69.61%	13707360	-	13707360	69.66%	0.05%
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	-	761020	761020	69.61%	13707360	-	13707360	69.66%	0.05%
2) Foreign									
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-

j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter A= (A)(1) + (A)(2)	-	761020	761020	69.61%	13707360	-	13707360	69.66%	0.05%
B. Public Shareholding*									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-	-	-	-	-	-	-	-	-
2.Non Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
(i) Indian	-	19840	19840	2.00%	218194	18000	236194	1.21%	(0.79%)
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	138210	138210	12.18%	498414	212600	711014	3.61%	(8.57%)

(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	1552018	379800	1931818	9.81%	9.81%
c) Others (Specify)									
Directors & their relatives	-	174080	174080	16.20%	2793600	-	2793600	14.21%	(1.99%)
HUF	-	-	-	-	296714	-	296714	1.50%	1.50%
Sub-total (B)(2)	-	332130	332130	30.39%	5358940	610400	5969340	30.34%	(0.05%)
Total Public Shareholding* (B)=(B)(1)+ (B)(2)	-	332130	332130	30.39%	5358940	610400	5969340	30.34%	(0.05%)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	1093150	1093150	100%	19066300	610400	19676700	100%	-

*The company at the EGM held on July 07, 2018 approved split of Equity share of Rs. 10 each into two Equity share of Rs 5 each and issue of 8 Equity share for each share held.

ii. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (April 01, 2018)			Shareholding at the end of the year (March 31, 2019)			
		No. of Shares	% of total Shares of the Compa ny	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbere d to total shares	
1.	Madhu Bhushan Khurana	604660	55.31%	NIL	10892880	55.36%	NIL	0.05%
2.	Sidhartha Bhushan Khurana	156360	14.30%	NIL	2814480	14.30%	NIL	NIL
	Total	761020	69.61	NIL	13707360	69.66	NIL	0.05%

iii. *Change in Promoters' Shareholding (please specify, if there is no change)*

Sl. No.	Name of the Promoter Shareholder	Shareholding at the beginning of the year (April 01, 2018)		Cumulative Shareholding during the year (March 31, 2019)	
1.	Madhu Bhushan Khurana	No. of Equity shares	% of total equity shares of the Company.	No. of equity shares	% of total equity shares of the Company.
	At the beginning of the year (April 01, 2018)	604660	55.31	-	-
	Purchase of equity shares on April 09, 2018	500	-	-	-
	Split of shares on July 07, 2018	1210320	-	-	-
	Issue of Bonus Shares on July 16, 2018	9682560	-	-	-
	At the end of the year (March 31, 2019)	10892880	55.36%	10892880	55.36%

Sl. No.	Name of the Promoter Shareholder	Shareholding at the beginning of the year (April 01, 2018)		Cumulative Shareholding during the year (March 31, 2019)	
2.	Sidhartha Bhushan Khurana	No. of Equity shares	% of total equity shares of the Company.	No. of equity shares	% of total equity shares of the Company.
	At the beginning of the year (April 01, 2018)	156360	14.30%	-	-
	Split of shares on July 07, 2018	312720	-	-	-
	Issue of Bonus Shares on July 16, 2018	2501760	-	-	-
	At the end of the year (March 31, 2019)	2814480	14.30%	2814480	14.30%

i. *Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDR and ADRs)*

S. No.	Name of Shareholder	Shareholding at the beginning of the Year (April 01, 2018)		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company.
1	Chand Khurana				
	At the beginning of the year (April 01, 2018)	91600	8.38%	-	-
	Split of shares on July 07, 2018	183200	-	-	-

	Issue of Bonus Shares on July 16, 2018	1465600	-	-	-
	At the end of the year (March 31, 2019)	1648800	8.38%	1648800	8.38%

S. No.	Name of Shareholder	Shareholding at the beginning of the Year (April 01, 2018)		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company.
2	Sanjay Leekha				
	At the beginning of the year (April 01, 2018)	33000	3.01%	-	-
	Split of shares on July 07, 2018	66000	-	-	-
	Issue of Bonus Shares on July 16, 2018	528000	-	-	-
	At the end of the year (March 31, 2019)	594000	3.01%	594000	3.01%

S. No.	Name of Shareholder	Shareholding at the beginning of the Year (April 01, 2018)		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company.
3	Charu Leekha				
	At the beginning of the year (April 01, 2018)	15600	1.43%	-	-
	Split of shares on July 07, 2018	31200	-	-	-
	Issue of Bonus Shares on July 16, 2018	249600	-	-	-
	At the end of the year (March 31, 2019)	280800	1.43%	280800	1.43%

S. No.	Name of Shareholder	Shareholding at the beginning of the Year (April 01, 2018)		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company.
4	Sanjay Leekha jointly held with Charu Leekha				
	At the beginning of the year (April 01, 2018)	13000	1.19%	-	-
	Split of shares on July 07, 2018	26000	-	-	-
	Issue of Bonus Shares on July 16, 2018	208000	-	-	-
	At the end of the year (March 31, 2019)	234000	1.19%	234000	1.19%

S. No.	Name of Shareholder	Shareholding at the beginning of the Year (April 01, 2018)		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company.
5	Suruchi Gandhi				
	At the beginning of the year (April 01, 2018)	11200	1.02%	-	-
	Split of shares on July 07, 2018	22400	-	-	-
	Issue of Bonus Shares on July 16, 2018	179200	-	-	-
	At the end of the year (March 31, 2019)	201600	1.02%	201600	1.02%

S. No.	Name of Shareholder	Shareholding at the beginning of the Year (April 01, 2018)		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company.
6	Vikas Mittal HUF				
	At the beginning of the year (April 01, 2018)	6380	0.58%	-	-
	Split of shares on July 07, 2018	12760	-	-	-
	Issue of Bonus Shares on July 16, 2018	102080	-	-	-
	At the end of the year (March 31, 2019)	114840	0.58%	114840	0.58%

S. No.	Name of Shareholder	Shareholding at the beginning of the Year (April 01, 2018)		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company.
7	Suneeta Shanghari				
	At the beginning of the year (April 01, 2018)	3000	0.27%	-	-
	Split of shares on July 07, 2018	6000	-	-	-
	Issue of Bonus Shares on July 16, 2018	48000	-	-	-
	Electronic Transfer through demat	52000	-	-	-
	At the end of the year (March 31, 2019)	106000	0.54%	106000	0.54%

S. No.	Name of Shareholder	Shareholding at the beginning of the Year (April 01, 2018)		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company.
8	Globe Fincap Limited				
	At the beginning of the year (April 01, 2018)	NIL	NIL	-	-
	Purchased during the year	95700	-	-	-
	At the end of the year (March 31, 2019)	95700	0.49%	95700	0.49%

S. No.	Name of Shareholder	Shareholding at the beginning of the Year (April 01, 2018)		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company.
9	Shilpa Arora				
	At the beginning of the year (April 01, 2018)	5000	0.46%	-	-
	Split of shares on July 07, 2018	10000	-	-	-
	Issue of Bonus Shares on July 16, 2018	80000	-	-	-
	At the end of the year (March 31, 2019)	90000	0.46%	90000	0.46%

S. No.	Name of Shareholder	Shareholding at the beginning of the Year (April 01, 2018)		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company.
10	Sunil Kumar Rastogi				
	At the beginning of the year (April 01, 2018)	4000	0.37%	-	-

	Split of shares on July 07, 2018	8000	-	-	-
	Issue of Bonus Shares on July 16, 2018	64000	-	-	-
	At the end of the year (March 31, 2019)	72000	0.37%	72000	0.37%

ii. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of the Promoter Shareholder	Shareholding at the beginning of the year (April 01, 2018)		Cumulative Shareholding during the year (March 31, 2019)	
1.	Madhu Bhushan Khurana	No. of Equity shares	% of total equity shares of the Company.	No. of equity shares	% of total equity shares of the Company.
	At the beginning of the year (April 01, 2018)	604660	55.31	-	-
	Purchase of equity shares on April 09, 2018	500	-	-	-
	Split of shares on July 07, 2018	1210320	-	-	-
	Issue of Bonus Shares on July 16, 2018	9682560	-	-	-
	At the end of the year (March 31, 2019)	10892880	55.36%	10892880	55.36%
2.	Sidhartha Bhushan Khurana	No. of Equity shares	% of total equity shares of the Company.	No. of equity shares	% of total equity shares of the Company.
	At the beginning of the year (April 01, 2018)	156360	14.30%	-	-
	Split of shares on July 07, 2018	312720	-	-	-
	Issue of Bonus Shares on July 16, 2018	2501760	-	-	-
	At the end of the year (March 31, 2019)	2814480	14.30%	2814480	14.30%
3.	Shanker Dev Choudhry (Independent Director)	No. of Equity shares	% of total equity shares of the Company.	No. of equity shares	% of total equity shares of the Company.
	At the beginning of the year (April 01, 2018)	1000	0.09%	-	-
	Split of shares on July 07, 2018	2000	-	-	-
	Issue of Bonus Shares on July 16, 2018	16000	-	-	-

	At the end of the year (March 31, 2019)	18000	0.09%	18000	0.09%
Sl. No.	Name of the Promoter Shareholder	Shareholding at the beginning of the year (April 01, 2018)		Cumulative Shareholding during the year (March 31, 2019)	
4.	Pallavi Saluja	No. of Equity shares	% of total equity shares of the Company.	No. of equity shares	% of total equity shares of the Company.
	At the beginning of the year (April 01, 2018)	500	0.05%	-	-
	Split of shares on July 07, 2018	1000	-	-	-
	Issue of Bonus Shares on July 16, 2018	8000	-	-	-
	At the end of the year (March 31, 2019)	9000	0.05%	9000	0.05%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (April 01, 2018)				
i) Principal Amount	76,54,517	1,69,02,722	-	2,45,57,239
ii) Interest due but not paid	-	-	-	
iii) Interest accrued but not due	-	-	-	
Total (i+ii+iii)	76,54,517	1,69,02,722	-	2,45,57,239
Change in Indebtedness during the financial year				
- Addition Net	-	16,88,125	-	16,88,125
- Reduction (Net)	41,39,701	(1,74,55,226)	-	(1,33,15,525)
Net Change	35,14,816	11,35,621	-	1,29,29,839
Indebtedness at the end of the financial year (March 31, 2019)				
i) Principal Amount	35,14,816	11,35,621	-	46,50,437
ii) Interest due but not paid	-		-	
iii) Interest accrued but not due	-		-	
Total (i+ii+iii)	35,14,816	11,35,621	-	46,50,437

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		
		Madhu Bhushan Khurana Chairman & Managing Director	Sidhartha Bhushan Khurana Managing Director	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	90,20,005 12,30,233	1,08,31,550 28,800	1,98,51,555 12,59,033
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	1,50,00,000	1,50,00,000	3,00,00,000
5.	Others, please specify	-	-	-
6.	Total (A)	2,52,50,238	2,58,60,350	5,11,10,588
	Ceiling as per the Act	Yes		

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Pallavi Saluja (Independent Director)	Shanker Dev Choudhry (Independent Director)	Pankaj Duhan (Independent Director)	Total
	<u>Independent Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	50,000	1,10,000	40,000	2,00,000
	Total (1)	50,000	1,10,000	40,000	2,00,000
	<u>Other Non-Executive Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL
	Total =(1+2)	50,000	1,10,000	40,000	2,00,000
	Total Managerial Remuneration [(A)+(B)]	Rs.5,13,10,588/-			
	Overall Ceiling as per the Act	Yes			

C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		*Sanjay Sethi (Chief Financial Officer)	**Manish Mehta (Chief Financial Officer)	Kanika Bhutani (Company Secretary)	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	15,78,737	26,80,726	14,25,707	56,85,170
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit	-	-	-	-

	- others, specify...				
5.	Others, please specify	-	-	-	-
6.	Total	15,78,737	26,80,726	14,25,707	56,85,170

* Resigned w.e.f August 03, 2018

** Appointed w.e.f August 10, 2018

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Note: All the amounts in this section are in INR.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made. If any(give details)
A. Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other Officers In Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board
Studds Accessories Limited

Mr. Madhu Bhushan Khurana
(Chairman and Managing Director)
DIN: 00172770
Address: 1349, Sector-14, Faridabad-121007, Haryana

Mr. Sidhartha Bhushan Khurana
(Managing Director)
DIN: 00172788
Address: 1349, Sector-14, Faridabad-121007, Haryana

Dated: August 22, 2019
Place: Faridabad

Annexure 2

PARTICULARS OF EMPLOYEES

Pursuant to provisions of Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Notification dated 30.06.2016

Details of remuneration of the employees are given below:

A) Details of top ten employees of the Company in terms of remuneration drawn:

Names	Designation	Age	Remuneration Received (per annum)	Qualification	Experience	Nature of employment	Date commencement of employment	Last employment before joining the Company	% of Equity Capital held	Relationship with Director/ Manager of the Company - Name of Such Director
Manish Mehta	Chief Financial officer	48	40,71,600	Chartered Accountant	25 years	Permanent	10-Aug-18	AC Mehtra & Co.	NIL	NA
Supratik Chattopadhyay	Vice President - Manufacturing	51	25,96,320	Bachelor in Engineering	25 years	Permanent	06-Jun-14	Varroc Polymers Pvt. Ltd.	NIL	NA

Chand Khurana	Vice President	70	23,40,000	Post-Graduation		Permanent	01-Mar-18	NA	8.38%	Wife of Mr. Madhu Bhushan Khurana, Managing Director
Siddharth Srivastava	Deputy General Manager	38	19,17,000	CIPET	17 Years	Permanent	16-Aug-16	Subros Limited	NIL	NA
Regi Bhaskar Pillai	Deputy General Manager	47	18,63,000	Master in Business Operation (OPNS)	22 Years	Permanent	16-Jan-18	Sekikui DLJM Moldings Pvt. Ltd.	NIL	NA
Ram Vikram Kumar	Assistant Vice President - Operations	33	17,94,000	MS (ME)	11 Years	Permanent	04-Jul-16	Defence Land Systems India Ltd.	NIL	NA
Roomesh Garg	Deputy General Manager	43	16,97,280	Master in Business Operation (OPNS)	18 years	Permanent	01-Jun-18	Essel Propack Limited	NIL	NA
Garima Khurana	Senior Manager	40	12,00,000	Bachelor in Technology	4 years	Permanent	01-Mar-18	NA	0.18%	Wife of Mr. Sidhartha Bhushan Khurana, Managing Director

Amit Thakur	Manager	36	10,32,000	Master in Business Operation	12 years	Permanent	08-Jun-18	SRB Foods Products Pvt. Ltd.	NIL	NA
Shilpi Bhatnagar	Senior Manager	38	10,30,800	Diploma in IT	15 Years	Permanent	01-Oct-08	NA	NIL	NA

B) Employed throughout the financial year and in the receipt of remuneration aggregating Rupees 1,02,00,000 or more per annum:

Names	Designation	Age	Remuneration Received	Qualification	Experience	Nature of employment	Date of commencement of employment	Last employment before joining the Company	% of Equity Capital held	Relationship with Director/ Manager of the Company - Name of Such Director
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

C) Employed for part of year and in receipt of remuneration not less than Rs. 8,50,000 per month

Names	Designation	Age	Remuneration Received	Qualification	Experience	Nature of employment	Date of commencement of employment	Last employment before joining the Company	% of Equity Capital held	Relationship with Director/ Manager of the Company - Name of Such Director
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL